



HARBOR COUNTRY CHAMBER OF COMMERCE (HCCC)
A Michigan Nonprofit Corporation

BYLAWS

Revised and Approved 01/05/24

ARTICLE I: GENERAL DESCRIPTION

1.01 *Name*. The name of this organization shall be the Harbor Country Chamber of Commerce (“HCCC”).

1.02 *Area Served*. The geographic “Area Served” shall consist of nine communities: Michiana, Grand Beach, New Buffalo, Three Oaks, Union Pier, Lakeside, Harbert, Sawyer and Bridgman.

1.03 *Location*. This organization is incorporated under the laws of the State of Michigan. Its principal office shall be located within one of the communities listed above.

ARTICLE II: GENERAL PURPOSE

2.01 *Purpose*. The Harbor Country Chamber of Commerce is organized for the purpose of advancing:

- A. The general business and economic interests of Harbor Country® through efforts designed to strengthen and expand the income potential of the business community.
- B. The competitive enterprise system of business to create a better understanding and appreciation of the importance of the business and their challenges.

ARTICLE III: TRADEMARK

3.01 *Trademark*. Harbor Country® is a registered trademark owned by the HCCC under US Patent & Trademark Office Registration #2587669, effective July 2, 2002. This trademark became incontestable after a verified showing to the US Patent and Trademark Office on July 2, 2007. The trademark recognizes Harbor Country as a named geographic region of Southwest Michigan. The trademark registration must be renewed every ten years, beginning July 2, 2012.

ARTICLE IV: LIMITATION OF METHODS

4.01 *Limitation of Methods*. The Harbor Country Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code. The Chamber shall not discriminate because of political party affiliation, religion, race, creed, sex, age, or disability.

ARTICLE V: MEMBERS

5.01 *Eligibility.* Any sole-proprietor, business, association, corporation, partnership, estate, or individual person which has an interest in the objectives of the organization, shall be eligible to apply for membership.

5.02 *Acceptance and Renewal.* Applications for membership shall be submitted via an approved application process, and reviewed by the Executive Director. Executive Director shall present membership applications to the board of directors for final approval. Membership and all renewals thereof shall be at the discretion of the board of directors on an annual basis. Any applicant so accepted shall become a member upon payment of regularly scheduled investment dues.

The board of directors will use its discretion to approve an application for membership if the applicant meets the following criteria:

- A. Applicant is compliant with all state and local laws and ordinances
- B. Applicant is located in Harbor Country®
- C. If outside Harbor Country®, applicant is located within a 150-mile radius of Harbor Country®, and does not compete with local businesses in a meaningful way
- D. Applicant is in alignment with the Chamber’s mission and organizational ethics

5.03 *Investments (Dues).*

- A. The board of directors shall determine the rate or rates for membership investments. Investments are payable in advance of each membership year.

Chamber privileges shall not be extended to any member who has not paid their membership investment or is delinquent in their membership investment as prescribed herein unless otherwise deemed by the board of directors. Members who have paid their membership investment shall be considered members in “good standing”.

- B. Membership Dues Refunds: Annual dues are non-refundable.

5.04 *Terminations (Resignation, Expulsion, Delinquency).*

- A. Any member may resign from the Chamber upon written or email request to the board of directors.
- B. Any member shall be expelled by the board of directors by a majority vote for nonpayment of investment after ninety (90) days from the date due, unless otherwise extended for good cause.
- C. Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled or special meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after a 60-day notice providing the opportunity for a hearing by the board of directors to the member complained against.

5.05 *Representation.* Each member firm shall designate a “Member Representative” who shall be the key contact person for the Chamber and who shall be responsible for and assumed to be authorized by the member firm for all interactions with the Chamber.

5.06 *Reinstatement.* On written request signed by the former member and filed with the board of directors and approved by a two-thirds vote of the board of directors, a member shall be reinstated provided all past debts owed the Chamber of Commerce (within 2 years of reinstatement) are paid.

5.07 *Non-Assignability.* Membership in the Chamber shall not be assigned or otherwise transferred without the consent of the board of directors.

5.08 *Orientation.* From time to time, orientation on the purposes and activities of this organization shall be conducted for directors, committee members, members and new members. These orientations will take place at the discretion of the board of directors.

5.09 *Honorary Membership.* Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of active members, except the right to vote, and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.

5.10 *Annual Meeting.* The annual meeting of the members shall be held in October or other time as determined by the board of directors with proper notice. At the annual meeting, new directors and officers are appointed by the outgoing board of directors. Officers and staff will be announced and any other business shall be transacted that may come before the meeting.

5.11 *Special Meetings.* Special meetings of the members may be called by a majority vote of the board of directors or by the President of the board.

5.12 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

5.13 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given either personally by mail, or email to each member of at his, her, its last address as it appears on the books of the corporation.

ARTICLE VI: BOARD OF DIRECTORS

6.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.

6.02 *Number.* There shall be not less than seven nor more than twelve directors on the board as shall be fixed from time to time by the board of directors.

6.03 *Ex-Officio Member:* The Board President, with a majority approval of the board of directors, may appoint additional, non-voting Directors for a term of no more than one year, concurrent with the President's term of office. Each Ex-Officio Member's/ non-voting Director's appointment should be considered beneficial to the performance of the Board. Such Ex-Officio Directors shall be excluded from Executive sessions of the Board. These Members/Directors shall receive HCCC mailings and shall be invited to participate in HCCC sponsored events as deemed appropriate by the HCCC board of directors. The Board of Directors may revoke any Ex-Officio Member/non-voting Director by a majority vote.

6.04 *Eligibility.* Candidates for the Board of Directors must be a Chamber member(s) in good standing, from the Harbor Country area.

6.05 *Tenure.* Each director of the Corporation shall hold office until the director's death, resignation, removal, or the expiration of their term.

6.06 *Resignation.* Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 6.08 of the bylaws.

6.07 *Removal.* Any director may be removed with cause by the remaining directors on the board.

6.08 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board.

6.09 *Term Limits.* Directors shall serve for a three-year term and may not serve more than two consecutive terms. A Director who has met the term limits shall not serve as a Director until at least one (1) year has passed since the end of their term. A Director who is precluded by the term limits set forth in this paragraph may be appointed by a super-majority of the board of directors to fill a vacancy.

6.10 *Annual Meeting.* An annual meeting shall be held each year in October. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

6.11 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

6.12 *Special Meetings.* Special meetings of the board may be called by the Board President or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

6.13 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

6.14 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

6.15 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

6.16 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

6.17 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE VII: COMMITTEES

7.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee, designated by the board, may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.

7.02 *Standing Committees.* The following Committees shall be established by the board of directors:

EXECUTIVE COMMITTEE
FINANCE COMMITTEE
MARKETING COMMITTEE
MEMBERSHIP COMMITTEE

7.03 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article VI for meetings of the board. Any motion or recommendation presented by a committee to the board, must be provided in writing with a committee action summary.

7.04 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE VIII: OFFICERS

8.01 *Number.* The officers of the corporation shall be appointed by the board. The officers shall be a President, Vice President, Secretary, and Treasurer. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

8.02 *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

8.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

8.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.

8.05 *President.* The president shall have the power to perform duties as may be assigned by the board. The president shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation. If the president is absent or unable to perform his or her duties, the vice-president shall perform the president's duties until the board directs otherwise. The president shall perform all duties incident to the office.

8.06 *Vice-President.* The vice-chair, if any, shall have the power to perform duties that may be assigned by the Chairperson or the board. If the Chairperson is absent or unable to perform his or her duties, the vice chair shall perform the Chairperson's duties until the board directs otherwise. The vice chair shall perform all duties incident to the office.

8.07 *Secretary.* The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

8.08 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE IX: CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE X: INDEMNIFICATION

9.01 *Non-Derivative Actions*. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

9.02 *Derivative Actions*. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

9.03 *Expenses of Successful Defense*. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 9.01 or 9.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection

with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

9.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 9.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

9.05 Determination That Indemnification Is Proper. Any indemnification under sections 9.01 or 9.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 9.01 or 9.02, whichever is applicable. The determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in a written opinion.

9.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 9.01 or 9.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

9.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 9.01 or 9.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

9.08 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

9.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this

article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

9.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

9.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

9.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE XI: COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE XII: FISCAL YEAR

The fiscal year of the corporation shall end on August 31.

ARTICLE XIII: AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the board.

ARTICLE XIV: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified organizations to be selected by the Board of Directors.