

**ROCHESTER REGIONAL CHAMBER OF COMMERCE  
RESTATED BYLAWS**

**Adopted: March 18, 2014  
Amended: November 20, 2018**

**ARTICLE I  
GENERAL**

**Section 1 Formation.** The Chamber has been organized as a non-profit corporation and is conducting business pursuant to the Michigan Nonprofit Corporation Act, Act 162 of 1982, as amended (the "Act").

**Section 2 Name.** The name of the Chamber is the Rochester Regional Chamber of Commerce ("Chamber"). The Chamber may also conduct its business under one or more assumed names.

**Section 3 Purpose.** The Chamber is organized for the purpose of advancing the commercial, industrial, civic, economic, cultural, educational and general interests of its members, and any other purpose for which nonprofit corporations may be formed under the Act. The Chamber shall have all the powers necessary or convenient to effect any purpose for which it is formed, including all powers granted by the Act.

**Section 4 Limitation of Methods.** The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

**ARTICLE II  
MEMBERSHIP**

**Section 1 Eligibility.** Any person, association, corporation, partnership, firm or other entity having interests consistent with the objectives and purposes of the Chamber shall be eligible to apply for membership.

**Section 2 Application for Membership.** Applications for membership shall be made to the Board of Directors in a form established by the Board, and the application shall be regarded as confirmation of the applicant's interest in and acceptance of the purposes of the Chamber, and it admitted to membership, of the Member's agreement to comply with the Chamber's Bylaws, rules and regulations. An applicant for membership shall be admitted as a Member in accordance with the policies and procedures established by the Board

**Section 3 Honorary Members.** The Board of Directors, at any regular meeting, by unanimous vote of the Directors present, may admit to Honorary Membership in the Chamber any person who has distinguished himself or herself in public affairs and whom the Board deems worthy of such honor. Honorary memberships shall include all the privileges of active membership, except that

of holding office. No dues are required for these memberships. An Honorary Membership may be revoked by the Board of Directors at any time.

**Section 4 Membership Dues.** Each Member shall be obligated to pay any regular or periodic dues to the Chamber as established by the Board of Directors. The billing and collection of such dues shall be done in a manner prescribed by the Board of Directors.

**Section 5 Membership Voting.** The Members shall have no voting rights.

**Section 6 Termination of Membership.**

- a) **Resignation.** Any Member may resign from the Chamber upon written notice to the Board of Directors. No refund shall be given for dues paid.
- b) **Expulsion for Nonpayment of Dues.** Any Member who does not pay its dues within ninety (90) days from the date due, may have its membership terminated in accordance with rules adopted by the Board of Directors.
- c) **Termination for Cause.** After notice and an opportunity to appear before the Board of Directors, a Member may be expelled for conduct unbecoming a Member or conduct detrimental to the aims or repute of the Chamber in the sole discretion of the Board.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

**Section 1 General Powers.** The business, property and affairs of the Chamber shall be managed by its Board of Directors. Directors shall be obligated to actively participate in Chamber events as well as to support and promote the Chamber's Mission Statement.

**Section 2 Composition of the Board.**

- a) **Number and Terms.** The Board of Directors shall consist of not more than 15 members, each of whom shall be a Member of the Chamber in good standing. Up to five (5) Directors shall be elected annually by the Board to serve for three (3) year terms, or until such Director's successor is elected and seated.
- b) **Diversity.** The Board shall endeavor to elect Directors to represent as many of the following areas as reasonably possible: education, finance, insurance, accounting, community service, public service, legal, medical/health services, arts/culture/design, hotel/motel management, restaurant management, retail, general and professional service, manufacturing, information technology, real estate development and management and media.
- c) **Term Limits.** No Director who has served two (2) consecutive three (3) year terms is eligible for election to a third consecutive term. A period of one year must elapse before eligibility is restored.

- d) **Ambassador Network Chair.** The Chair of the Ambassador Network shall serve as an ex-officio, non-voting member of the Board of Directors during their one-year term as Chair of the Ambassador Network.

### **Section 3 Selection and Election of Directors.**

- a) **Nominating Committee.** The Board of Directors' Governance Committee if in existence, otherwise a Nominating Committee of 5 Members of the Chamber appointed by the Chair, shall, at or before the September meeting of the Board of Directors present to the Board a slate of up to five (5) candidates to serve three-year terms, to replace the Directors whose regular terms are expiring and to fill any existing vacancy. Each candidate must be an active Member in good standing and must have agreed to accept the responsibilities of a Director. At the regular October Board meeting the Board shall vote on the candidates presented, or may nominate other active Member of the Chamber in good standing to serve on the Board. The candidates receiving the most votes shall be declared elected to fill the open Director positions.

**Section 4 Seating of New Directors.** All newly elected Directors shall commence their terms on January 1, and shall be seated at the regular January Board meeting.

**Section 5 Resignation.** A Director may resign by providing written notice to the Board. The resignation shall be effective upon receipt of such notice or at a subsequent time designated in the notice.

**Section 6 Removal.** A Director who shall be absent from three (3) consecutive regular Board meetings shall automatically be removed from the Board, unless such absence is approved by the Board at a regular Board meeting. A Director may also be removed for conduct unbecoming a Director or conduct detrimental to the aims or repute of the Chamber in the sole discretion of the Board at a regular Board meeting.

**Section 7 Vacancies.** Vacancies on the Board of Directors may be filled by the Board at any time.

**Section 8 Policy.** The Board of Directors is responsible for establishing procedure and formulating policy for the Chamber. The Board is also responsible for adopting all policies of the Chamber. These policies shall be maintained in the Chamber office to be reviewed annually and revised as necessary.

**Section 9 Regular Meetings.** Regular meetings of the Board shall be held at the time and place as determined by the Board without special notice.

**Section 10 Special Meetings.** Special meetings of the Board may be called by the Chair, the President or any three (3) Directors.

**Section 11 Notice.** Notice of all Board meetings must be given at least three (3) days in advance. For regular meetings, an agenda and minutes of the previous meeting shall be prepared and provided at least 24 hours prior to the Board meeting. Whenever notice is required to be given under these Bylaws notice shall be deemed duly served when the notice has been personally delivered, provided by electronic mail, facsimile or US mail, with postage fully prepaid, plainly addressed to the Director at his, her or its email address, facsimile number, or mailing address, as such information appears in the Chamber's records.

**Section 12 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.

**Section 13 Meeting by Telephone of Similar Equipment.** A Director may participate in a Board or committee 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.

**Section 14 Quorum.** A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board.

**Section 15 Voting.** Unless otherwise provided in the Act or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting where a quorum is present shall constitute an authorized action of the Board.

**Section 16 Consent to Corporate Actions.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent to the action in writing within thirty (30) days after the first written consent is obtained. Written consents shall be filed with the minutes of the Board's proceedings.

## **ARTICLE IV**

### **OFFICERS**

**Section 1 Appointment of Officers.** The Board of Directors' Governance Committee if in existence, otherwise a Nominating Committee of five (5) Members of the Chamber appointed by the Chair shall, present to the Board at the same time with its recommendation for candidates to be elected as Directors, its recommendation for Officers to serve for the next year. At the October Board meeting the Board shall elect the Chair, Chair-Elect/Vice-Chair, Secretary, and Treasurer. All Officers shall serve for a term of one (1) year or until said Officer's successor assumes the duties of office. Each Officer shall be a voting member of the Board of Directors.

#### **Section 2 Duties of Officers.**

**a) Chair.** The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the Board of Directors and the Executive Committee.

**b) Vice-Chair.** The Vice-Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Vice-Chair shall also be referred to as the "Chair-Elect" and shall serve as Chair following his/her term as Vice-Chair.

**c) Secretary.** The Secretary shall be responsible for the following activities: (i) keeping minutes of Board meetings, (ii) providing notice to each Director as required by the Act, the articles of incorporation or these Bylaws, (iii) being the custodian of Chamber records, (iv) keeping a register of the names and addresses of each Member, Director and Officer, (v) performing all duties incident to the office and other duties assigned by the Board.

**d) Treasurer.** The Treasurer shall be responsible for the following activities: (i) safeguarding of all funds received by the Chamber and for their proper disbursement, (ii)

taking charge and custody over corporate funds and securities, (iii) keeping accurate books and records of corporate receipts and disbursements, (iv) depositing all moneys and securities received by the Chamber at such financial institutions in the Chamber's name as designated by the Board or invested in a manner approved by the Board, (v) completing all required corporate filings, (vi) submitting annual and monthly financial reports to the Board, (vii) proposing the annual budget of the Chamber for Board approval, and (viii) performing all duties incident to the office and other duties assigned by the Board.

**Section 3 Removal.** An Officer may be removed with or without cause by the Board at any time in the Board's sole discretion.

**Section 4 Vacancies.** A vacancy in any office for any reason may be filled by the Board at any time.

## **ARTICLE V**

### **CHAMBER MANAGEMENT**

**Section 1 President.** The Board of Directors shall employ a chief executive officer who shall be known as the President and Executive Director of the Chamber and shall for all purposes be deemed an Officer of the Chamber. The Board shall fix the salary and other terms of employment of the President. The President shall be the chief administrative and executive officer of the Chamber. The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees established by the Board. In the event the President is unable to perform his or her duties, then the Vice-President, if the position is occupied, shall perform the duties of the President, unless otherwise determined by the Board.

**Section 2 Staffing.** The President shall be responsible for hiring, discharging, directing and supervising all employees and independent contractors and shall make recommendations to the Board regarding salary and other considerations of employment for Board approval.

## **ARTICLE VI**

### **COMMITTEES**

**Section 1 Appointment and Authority.** The Chair, by and with the approval of the Board of Directors, shall establish committees to serve at the pleasure of the Board, and appoint all committees and committee chairs. The Chair may appoint such ad hoc committees and their leaders as deemed necessary to carry out the duties and responsibilities of the Board. Committee appointments shall be at the will and pleasure of the Chair and shall serve concurrent with the term of the appointing Chair, unless a different term is approved by the Board of Directors. Committees shall carry on such activities as may be delegated to them by the Board.

**Section 2 Limitation of Authority.** No action by any Member, committee, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

**Section 3 Executive Committee.** The Executive Committee shall be a standing committee of the Board at all times. The Executive Committee may act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chair, Vice-Chair, Past Chair, Treasurer, Secretary and the President. The Chair will preside over the Executive Committee.

## **ARTICLE VII**

### **FINANCES**

**Section 1 Funds.** All money paid to the Chamber shall be placed in a general operating fund unless otherwise approved by the Board. Funds, if any, unused from the current year's budget shall be carried over in the general account or invested at the Board's discretion.

**Section 2 Disbursements.** Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check or electronic payment. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no funds shall be distributed to the Members of the Chamber.

**Section 3 Fiscal Year.** The fiscal year of the Chamber shall close on December 31.

**Section 4 Budget.** The President, Chair and Treasurer shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. The budget for the coming year shall be submitted to the Board of Directors for approval at the November meeting preceding the new budget year.

**Section 5 Financial Statements.** The Chamber shall prepare annual and monthly financial statements which shall be compiled by a certified public accounting firm. Such financial statements shall be subject to audit at the request of the Board of Directors.

**Section 6 Bonding.** The President and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

**ARTICLE VIII**  
**INDEMNIFICATION**

Every Director and every Officer of the Chamber shall be indemnified by the Chamber against all judgments, settlements (if the Director or Officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Chamber), expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the Director or Officer in connection with any civil, criminal or administrative proceeding to which the Director or Officer may be a party, or may become involved, by reason of the Director or Officer being or having been a Director or Officer of the Chamber, whether or not he/she is a Director Officer at the time such expenses are incurred, except in such cases wherein the director or Officer is adjudged guilty of willful or wanton misconduct or gross negligence in the performance of the Director's or Officer's duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interests of the Chamber. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled as a matter of law.

**ARTICLE IX**  
**DISSOLUTION**

On dissolution of the Chamber, all assets and real and personal property will revert to the local government.

**ARTICLE X**  
**AMENDMENTS**

These Bylaws may be amended only by a two-thirds (2/3) vote of all members of the Board of Directors, at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board prior to the meeting at which they are to be acted upon.

Adopted: March 18, 2014