

**AMENDED & RESTATED BYLAWS
SILVER LAKE SAND DUNES AREA
CHAMBER OF COMMERCE
A Michigan Non-Profit Organization**

Article I

GENERAL

MISSION STATEMENT:

The communities of Hart, Silver Lake, and Mears, recognizing the economic impact of the Silver Lake Sand Dunes, establish the Chamber of Commerce to provide the tools to promote the economic growth of the entire area, its businesses, organizations, and individuals. Drawing from the diverse talent and knowledge available in this Chamber, we will accomplish our goal through marketing, education, and promotional activities.

Section 1 – Name

This organization shall be recorded with the State of Michigan as the Silver Lake Sand Dunes Area Chamber of Commerce, Inc. The organization will be doing business as the Silver Lake Sand Dunes Area Chamber of Commerce.

Section 2 – Purpose

The purpose of this organization shall be to preserve the competitive enterprise system; to create a better understanding of business; to promote the civic, social and cultural program of the community; and to advance the general welfare and prosperity of the Hart, Silver Lake and Mears area. The intended term of existence of the organization is perpetual and at all times is to be considered a non-profit entity.

Section 3 – Limitations of Methods

The Chamber shall be non-profit, non-partisan and non-sectarian.

**Article II
MEMBERSHIP**

Section 1 – Eligibility

Any person, business, or non-profit organization is eligible to apply for membership. Members shall be classified as either a currently operating business entity or as an associate.

Section 2 – Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Executive Director shall review all applications and authorize membership upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3 – Dues

Membership dues shall be at a rate or rates, schedule, or formula as may be from time to time prescribed by the board of directors, payable annually by _October 1 to receive a discount. Membership will be for a specific fiscal year (October 1 to September 30). For new members only (those not members during the previous fiscal year), dues paid for membership starting after January 1 shall be reduced by a pro-rated amount for the balance of the fiscal year. No proration will be given to cottage owners joining after January 1.

Section 4 – Termination

Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming. Conduct unbecoming includes, but is not limited to, any action by a member that may have a negative impact on the operations of the Chamber, or Chamber members.

Section 5 – Voting

Each operating business entity shall have one vote.

Section 6 – Exercise of Privileges

It is up to the member organization to designate its representative.

Section 7 – Associate Membership

Associate members (any person or identity that does not actively pursue business) shall have all of the rights and privileges of regular membership, excluding those of voting and holding office.

Section 8 – Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of 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.

Article III MEETINGS

Section 1 – Annual Meeting

The annual meeting of the chamber shall be held during October of each year. The time and place shall be fixed by the board of directors, and notice thereof, mailed to each member at least ten (10) days before said meeting.

Section 2 – Additional Meetings

Regular meetings of the chamber board of directors will be held at least 6 months of the year at a date, time and location to be established at the annual meeting each year. Special board meetings may be called by the president or by the president upon written application of three (3) members of the board. Committee meetings may be called at any time by the president, vice president, or by its chairperson or person designated by the President. A general meeting of the chamber can be called at any time by the president, or the Board of Directors.

Section 3 – Quorums

At any duly called general meeting of the chamber, ten per cent (10%) of the members shall constitute a quorum; a majority of directors present shall constitute a quorum of the board of directors; at committee meetings, a majority shall constitute a quorum.

Article IV BOARD OF DIRECTORS

Section 1 – General Powers of the Board

The business, property, and affairs of the corporation shall be managed by the board of Directors.

Section 2 – Composition of the Board

The goal of the chamber is to have all 3 areas represented on the Board of Directors. The board of directors shall consist of nine (9) members, preferably 2 members from Hart, 2 members from Silver Lake, 1 member from Mears, and 4 members at large – preferably 1 Hart-Silver Lake CVB member, 1 City of Hart official, and 2 members at large. The nine (9) person board will serve two (2) year terms. Administration and policy-making responsibilities of the Chamber will be vested in the board of directors.

Section 2 – Selection and Election of Directors

Nominating committee: At the regular June board meeting, the president shall appoint a nominating committee of three (3) members of the chamber. The president shall designate the chairperson. Three months prior to the October annual meeting, the nominating committee shall present to the president a slate of candidates to serve two-year terms to replace the directors whose regular terms are expiring or to fill the balance of a vacated elective term. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship.

Additional nominations for directors will be accepted from the floor at the annual meeting in October, but nominees must or must have agreed to serve if elected.

Election /Nomination of directors shall take place at the annual meeting of the chamber in October. Election shall be by written ballot.

Section 3 – Seating of New Directors

All newly elected board members shall be seated following their election at the regular October meeting and shall be participating (participating non-voting members until January 1) members thereafter. Retiring directors shall continue to serve until January 1.

Section 4 – Vacancies

A member of the board of directors who shall be absent from three (3) consecutive regular meetings of the board of directors may be dropped from membership on the board, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof. Vacancies on the board of directors, or among the officers, may be filled by appointment by the board of directors by a majority vote, the appointee to serve for the balance of the term.

Section 5 – Policy

The board of directors shall be responsible for formulating the policies of the organization as set forth in the by-laws, to be reviewed annually and revised as necessary.

Section 6 – Management

Everyday management of the chamber will be at the discretion of the executive committee. The board of directors may contract the services of an executive director and fix the compensation and other considerations of employment.

Article V OFFICERS

Section 1 – Determination of Officers

The board of directors (new and retiring directors) at its regular meeting following the annual meeting shall reorganize for the coming year. At this meeting, the board shall elect the president, vice president, secretary and treasurer. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the board of directors.

Section 2 – Duties of Officers

President: The president shall serve as the executive head of the chamber of commerce and shall preside at all meetings for the membership, board of directors and executive committee. The president shall determine all committees, select all chairpersons (standing committees will select their own chair person) and assist in the selection of committee personnel, subject to approval of the board of directors. The president shall be an ex-officio member of all committees.

Vice president: The duties of the vice president shall be assigned by the president and board of directors. He or she will also have under their immediate jurisdiction all committees pertaining to their general duties.

Treasurer: The treasurer shall be responsible for the safeguarding of all funds

received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the board of directors, subject to checks signed by the treasurer or the president, or, in the absence of either or both, by any two (2) officers. The treasurer shall cause a monthly financial report to be made to the board.

Secretary: The secretary shall serve as secretary to the board of directors and cause to be prepared notices and minutes of meetings of the board. He or she shall assemble information and data and cause to be prepared special reports as directed by the chamber board. The secretary shall be responsible for maintaining an up-to-date membership roster or person designated by the board. A recording secretary may be appointed by the board to assist the secretary.

Section 3 – Executive Committee

The executive committee shall consist of the president, vice president, secretary and treasurer and shall act for and on behalf of the board of directors when the board is not in session, but shall be accountable to the board for its action. The president will serve as chairperson.

Article VI COMMITTEES AND DIVISIONS

Section 1 – Appointment and Authority

The president shall appoint all committees and chairpersons, with the approval of the board of directors. The president will decide the number and function of the committees. Committee appointments will expire with the president's term.

Section 2 – Limitation of Authority

No action by any member, committee, division, 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. Committees shall be discharged by the president when their work has been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed wise to discontinue the committee.

Section 3 – Divisions

The board shall create such divisions, committees, bureaus, departments or councils as deemed necessary.

Article VII FINANCES

Section 1 – Funds

All money paid to the chamber shall be placed in a general operating fund or in such other accounts as may be designated by the board of directors.

Section 2 – Budget

A budget for the ensuing fiscal year will be prepared by the Treasurer and approved by the board of directors at its September meeting, and presented to the chamber membership at the annual meeting.

Section 3 – Fiscal Year

The fiscal year shall be from October 1 through September 30.

Section 4 - Disbursements

Disbursements shall be made by check or electronic draft. The treasurer may authorize disbursements against approved budget accounts.

Section 5 – Annual Audit

The accounts of the chamber of commerce shall be audited annually as of the close of business on September 30. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6 – Bonding

The treasurer shall be fidelity bonded in an amount set by the board. The bond is to be paid for by the chamber.

Article VIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer, or employee of or member of a committee or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or from the corporation in effecting any of its purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the board of directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amount as the board of directors may determine or as may be determined by a court of competent jurisdiction upon application of the board of directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article IX

PARLIAMENTARY AUTHORITY

Section 1 – Parliamentary Authority

Roberts' Rules of Order shall be the authority for procedure not covered by these by-laws.

Article X

AMENDMENTS

Section 1 – Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the board and by a majority of the members at any regular or special meeting, providing the notice of the meeting includes the proposals for amendments. Any proposed amendments or alternations shall be submitted to the board and the members in writing at least ten (10) days before the meeting at which they are to be acted upon.