

# MANCELONA REGIONAL CHAMBER OF COMMERCE, INC

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## **By-Laws of the Mancelona Regional Chamber of Commerce, Inc.**

March 9, 2023

### **ARTICLE I**

- Section 1. Purpose Clause—To promote the interest of business within the Mancelona area
- Section 2. The annual meeting and elections of the corporation shall be held at Mancelona, the 2nd Thurs day in the month of January, at such a place named by the Board of Directors (herein referred to as “Directors.”)
- Section 3. Further meetings will be held, either general or officers and directors, at such time and place as may be decided upon by the Board of Directors.
- Section 4. A quorum of a majority of the board shall be necessary for the transaction of business at a general meeting.
- Section 5. Memberships paid by January 31 of the current year as shown by the books of the secretary of the corporation shall be considered in good standing and entitled to vote.
- Section 6. Any meeting may be adjourned to a later date by a majority vote of those members present.
- Section 7. A specific charge shall be made for membership in the corporation, and will be paid in full before a member is eligible for voting. The annual fee is set by the Board of Directors in January of each year. To be eligible as a member of the corporation, applicant must be a business owner or appointed as a representative. Association memberships are available to the general public at an annual fee set by the Board of Directors in January of each year. Associate members will have no voting privileges.
- Section 8. Newly formed businesses will be considered a member for the remainder of the calendar year in which their business opened, at no charge, with an invitation to become a paid member the first of the following year at which time they will become eligible for voting.
- Section 9. Due notice of all general election meetings shall be made via U.S. Mail, electronic mail, or in the newsletter.
- Section 10. Nominations for board positions must be received by December 31. To qualify for a board position, candidate must be a paid member in good standing for a minimum of one year (12 consecutive months)
- Section 11. All voting shall be in person only, with no provision being made for vote by proxy: one vote per member  
Unchallenged seats will be retained with no vote required.

## **ARTICLE II**

- Section 1. Officers of the corporation shall consist of a President, Vice President, Secretary/Treasurer. Board of the corporation shall consist of minimum three (3) directors.
- Section 2. **ELECTION OF BOARD MEMBERS:**  
Board members are to be elected at the annual meeting of the members to be held in January of each year, by majority vote of those present. All terms expire January 31. To qualify for a board position, candidate must be a paid member in good standing for a minimum of one year (12 consecutive months).
- Section 3. Directors shall hold office for a term of two (2) years or until such time a successor is appointed/elected.  
  
In odd years, elect in January: One Board position, becoming effective immediately/February meeting  
In even years, elect in January: Two Board position, becoming effective immediately/February meeting  
In event more than three board positions, two shall be elected in odd years.
- Section 4. **DETERMINATION OF OFFICERS:**  
The Board of Directors at its regular monthly meeting, held in January, shall reorganize for the coming year. The Board shall elect the President, Vice President, Secretary/Treasurer from within its Board/Membership. The Board may, when necessary and at its discretion, appoint a qualified individual outside of the general membership for the purpose of filling an Officer vacancy.
- Section 5. Term of Office for President, Vice-President, Secretary/Treasurer shall be for one (1) year, and they shall assume their duties after induction during the January general meeting for the period of time indicated above or until such time as their successors are duly appointed/elected by the Board.
- Section 6. Vacancies in office shall be filled for the unexpired term of office by a majority vote of the Board of Directors.

## **ARTICLE III**

- Section 1. The President shall be the executive officer and shall preside at all meetings of the members of the corporation and meetings of the Board of Directors.
- Section 2. The Vice-President shall exercise all the powers of the President during his absence, disability or disqualification.
- Section 3. The secretary shall make and preserve books belonging to the corporation records of all meetings of the members of the corporation and Board of Directors. (S)He shall affix his official signature to any membership cards, and to all such other instruments as may require such signature. The Treasurer shall keep a full and accurate record of all receipts and disbursements in books belonging to the corporation, and shall deposit all monies in other valuable effects to the credit of the corporation in such depository as shall be designated by the Board of Directors. He shall disburse the funds of the corporation as ordered by the Board of Directors or by the financial committee, taking proper vouchers therefore. He shall prepare and present to the members at the annual meeting and to the directors when required, a full and complete statement of the financial affairs of the corporation. He shall when required by the Board of Directors, file with such officers as they may designated a bond in such amount and with such sureties as they shall approve, conditioned upon the faithful discharge of the duties as such officer. He shall deliver to his successor in office all corporate property that shall be in his possession at the end of the term of office.
- Section 4. It shall be the duty of the Directors to attend all director meetings, carry on the affairs of the corporation as required, and to transact such other business as may come before it. Any director missing three (3) consecutive meetings may, at the discretion of the Board, be considered as having submitted his resignation.

Section 5. Meetings of the Board of Directors may be called by the President, or Secretary, or by a majority of the Board of Directors, upon notice being duly given. Notice of meetings of the Board of Directors shall be given by the Secretary, and may be in writing, by telephone or verbally at the last known address of the directors, and shall be given with sufficient time allowed so that no hardship be entailed by attendance. A majority of the board must be present to constitute a quorum.

Section 6. Officers and directors may employ clerical or other assistance as may be required from time to time, by a majority agreement of the Board of Directors.

Section 7. Standing committees will be appointed by the President with approval of the Board of Directors to supervise and carry out the various activities of the organization as required. These committees shall work with and be responsible to the President and the Board of Directors, they shall work without compensation for services rendered unless specifically voted by the Board of Directors. They may, however, be reimbursed for any expense incurred in the performance of their duties and approved by the Board of Directors. Standing Committees shall consist of:

Rental Properties (Leases, Rentals, Collections, Septic);  
Activities: (Buck Pole, Fund Raisers);  
Administration (By-Laws, Membership, Legal, Corporate);

#### **ARTICLE IV**

Section 1. No stock certificates of the corporation shall be issued, but an appropriate membership card as approved by the Board of Directors may be given to paid members for each calendar year for display purposes.

Section 2. Membership in the Corporation are not transferable and any interest, right or title that any member may have in properties belonging to the corporation is relinquished and forfeited by failure to renew their membership for each calendar year under the rules and regulations as set up by the Board of Directors.

Section 3. If our organization dissolves, all assets, real and personal property, will revert to local government. The Organization will remain nonprofit forever.

#### **ARTICLE V**

Section 1. These by-laws may be amended or repealed by a majority vote at any regular or special meeting of the members of this Board, call for such meeting to contain fifteen-day notice of amendment of by-laws or repeal.

#### **AMENDMENTS:**

- 3/2017 – updated to include Article IV Section 3 to meet the requirements of State of Michigan gaming division.
- 3/2023 – updated to clarify the qualifications and voting/appointment procedures of Officers & Board Members, As recommended by other local chambers of commerce