

ByLaws  
Vicksburg Area Chamber of Commerce  
Vicksburg, Michigan 49097  
Revised May 15, 2005

Article I  
Name & Objectives

**Section 1: Name**

The name of this organization shall be the Vicksburg Area Chamber of Commerce.

**Section 2: Mission Statement**

The Missions of the Vicksburg Area Chamber of Commerce is to create a favorable, inviting environment for citizens, business, and industrial opportunity and to enhance the quality of life in the Vicksburg area by working together for the common good of the community.

**Section 3: Goals**

1. Community Awareness, 2. Networking for business, 3. Information & Resource center, 4. Provide business training & seminars, 5. Market & Promote the Vicksburg area and Downtown, and 6. A support center for the entire Community.

**Section 4: Limitation of Method**

The Vicksburg Area Chamber of Commerce shall observe all local, state and federal laws which apply to a not-for-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

**Section 5: Political Affiliation**

The Chamber shall be non-partisan and non-sectarian and shall take no part in or be committed ~~or~~ **in** the nomination, endorsement or election of any candidates for public office. However, the Chamber may take a stand on certain public issues.

(switched section 5 & 4 around)

Article II  
Membership

**Section 1: Eligibility**

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

**Section 2: Election to Membership**

Application for membership shall be in writing, on forms provided for that purpose, **and** signed by the applicant, ~~and submit payment of dues.~~ Applicants shall be **reviewed for** approved ~~at any~~ **a** meeting of the Board of Directors by a majority vote. **Applicants**

**will be notified by mail of acceptance. The application will be processed on receipt of dues.**

### Section 3: ~~Investments~~ (Membership Dues)

Each member shall pay membership dues ~~for the maintenance of the Chamber~~. Such dues shall be fixed in accordance with dues schedule adopted by the Board of Directors. Such dues shall be payable on a prorated basis from the time membership is ~~submitted~~ **approved**. Renewal dues are payable on or before ~~(month/date) of each year~~ **the beginning of the fiscal year**.

1. Members will be sent a ~~dues reminder at 30 & 60 days~~ **an invoice for the annual dues**. If the dues shall remain unpaid after 90 days of invoice date ~~after they become due~~, the matter shall be referred to the Board of Directors for further action. ~~Members who seek reinstatement for membership must pay all dues in full for the current year.~~ **(moved up one section)**

### Section 4: Termination

1. Any member may resign from the Chamber upon written notification to the Board of Directors. Dues are non-refundable.
2. Any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled meeting for engaging in specific activities which conflict directly with the purpose of this organization. A majority vote of the Board of Directors shall be necessary. **Dues are non-refundable.**

### Section 5: Voting

In any proceeding in which voting by members is called for, each individual member in good standing shall be entitled to cast one (1) vote regardless of whether member status is ~~as an individual or through a firm, association or corporation~~ **a person, association, corporation, partnership, or estate**.

### Section 6: Representative

Any member, other than an individual member, shall notify the Board of Directors of the name of one individual who shall represent and vote on behalf of said member. Said representative may be changed at any time upon written notice to the Board of Directors.

## Article III Meetings

### Section 1: Annual Meeting

The annual meeting of this organization shall be held at a date, time and place to be fixed by the Board Of Directors. Notice of the annual meeting shall be mailed to each member at least ten (10) days before said meeting.

### Section 2: Regular **Meetings**

Regular meetings of the members shall be held on such dates as may be determined by the Board of Directors.

### Section 3: Board of Directors

Regular meetings of the Board shall be held ~~not less than once a month~~ at a **frequency**, place and hour to be fixed by the Board.

### Section 4: Special **Meetings**

1. Special meetings may be called by the following: 1. President or President Elect if the President is unavailable; 2. a majority of the Directors; 3. petition by ten (10) voting members. All members **shall** be given written notice of such special meeting not less than five (5) days prior to such special meeting.
2. At all special meetings of the members, only such business as the meeting was called to consider shall be discussed and acted upon.

### Section 5: Quorum

A majority of the Board of Directors shall constitute a quorum at all Vicksburg Area Chamber of Commerce **board of director** meetings. **Fifteen (15) percent of the general membership** ~~A majority of members present~~ will constitute a quorum at the Annual ~~general~~ meeting.

### Section 6: **Conduct**

All meetings of the members and of the Board of Directors shall be conducted in an orderly manner and shall be conducted in accordance with the latest edition of Robert's Rules of Order.

## Article IV Board of Directors & Officers

### Section 1: Composition

1. The Board of Directors shall be comprised of the 4 officers and five (5) other Directors, no two of whom shall be representatives of the same Chamber member. One third of the Board shall be elected annually for a three (3) year term, or until their successors are elected and have qualified. Directors are limited to two (2) consecutive three (3) year terms. **This may be waived by the Board through a simple majority vote.** In addition, the Chamber Board of Directors may elect Honorary **NON-VOTING** board members.
2. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.
3. All members of the Board of Directors are expected to participate actively in the affairs of the Chamber. This includes serving as a committee chairperson or as the liaison between one or more committees of the Chamber and the Board of Directors if so designated by the President.

### Section 2: Officers

The Board of Directors (new and retiring) at its regular **October** meeting shall reorganize for the coming year. At this meeting the Board shall elect President, ~~President-Elect~~ **Vice President**, Secretary, and Treasurer. **The President position shall require one (1) year experience on the Board.** All officers shall take office **at the October meeting** ~~on the first day of the new fiscal year~~ and serve for a term of one (1) year.

All officers shall hold office until their successors are elected and qualified. No Director or officer shall receive, directly or indirectly, any salary or emolument. The Chamber may, however, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such director shall be judged liable for negligence or misconduct in the performance of his/her duty and his duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### Section 3: Duties of Officers

1. **President:** The President shall serve as the Chief Executive Officer of the Chamber and shall preside at all meetings of the membership and Board of Directors. The President shall have general supervision, management, control, and oversight of the business of the Chamber. The President shall select all committee leaders 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
2. ~~President-Elect~~ **Vice President:** The ~~President-Elect~~ **Vice President** shall assume the duties of the President in the President's absence ~~of~~ **or** disability, and shall perform such other duties as shall be required by the Board of Directors, ~~and shall assume the office of President at such time the term of the President expires or the office of President otherwise becomes vacant.~~
3. **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, or invested in a manner approved by the Board of Directors. The Treasurer shall prepare a monthly financial report for the Board. The Treasurer shall also review all payroll and tax returns and reports as prepared by the Chamber's accountant.
4. **Secretary:** The Secretary shall be responsible for the maintenance of accurate records of the proceedings of the Chamber. At the expiration of the Secretary's term of office, the Secretary shall deliver to the Chamber all books, papers and property of the Chamber.

### Section 4: Termination/Vacancy

Any member of the Board of Directors who fails to attend three (3) meetings of the Board in a given year without reasonable excuse shall be subject to expulsion from the Board upon a majority vote of the Board of Directors at a subsequent meeting thereof.

When a vacancy occurs on the Board, or among the officers, the ~~Nominating Committee~~ **Board of Directors** shall designate a Chamber member in good standing to fill the vacancy, ~~subject to the approval of the Board.~~ The Replacement will hold the position ~~until next annual meeting~~ **for the remainder of that term.**

## Article V Elections

### Section 1: Annual Election Time

The annual election of Directors of the Chamber shall be held during the month of September at a day fixed by the Board.

### Section 2: Nominating Committee

~~At the regular (MONTH) Board meeting, The President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of at least five (5) members of the Chamber, including the President and the President Elect. The President shall designate the Chairperson of the Committee~~

**Nominating Committee- The Chamber President will appoint, subject to approval by the Board of Directors, a Nominating Committee of at least five (5) members of the Chamber, including the President and Vice President. The President shall designate the Chairperson of the Committee. This committee shall recruit and present a slate of candidates to replace the Directors whose terms are expiring.**

~~Prior to the September Board meeting~~ **August 15th**, the Nominating Committee shall present to the Secretary a slate of candidates to serve three-year terms to replace the Directors whose regular terms are expiring ~~and any existing vacancies on the Board.~~ Each candidate must be an active member in good standing and must have agreed to accept the responsibility. No Board member who has served three (3) consecutive three (3) year terms, is eligible for election for a fourth term. A period of one (1) ~~term~~ **year** must elapse before eligibility is restored.

### Section 3: Publicity of Nominations

Upon receipt of the report of the Nominating Committee, the Secretary shall immediately notify the membership ~~by mail~~ **with a dated notice** of the names of persons nominated as candidates for directors and the right of petition.

### Section 4: Nominations by Petition

Additional names of candidates for Board of Directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ~~ten (10)~~ **fifteen (15)** days after notice had been given of the names of those nominated. The Determination of the Nominating Committee as to the legality of the petition(s) shall be final.

### Section 5: Determination

If no petition is ~~filed~~ **filed** within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular **September** Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ~~ballet~~ **ballot** in alphabetical order. ~~Instruction will be to vote for three (3) candidates only.~~ **Instructions will be on the ballot.** The Secretary will mail this **informational** ballot to all active members at least ~~15~~ **ten (10)** days before the Annual Meeting. **Absentee ballots will be allowed in a form approved by the Board of Directors and shall be received by the Secretary no later than 5 days before the meeting.**

## Article VI Committees

### Section 1: **Standing Committees**

The President, by and with the approval of the Board, subject to these **bylaws**, shall appoint all committees and committee chairpersons. Standing committees shall meet on an ongoing basis and report to the Board at its regularly scheduled meetings. The following standing committees shall be established at the first Board Meeting following the annual election:

- 1. Marketing- This committee shall be made up of one Board member and one or more Chamber members. Its function will be to maintain the Chamber website and help promote the Chamber and Chamber Events.**
2. Membership- This Committee shall be made up of one officer, one Board member and one Chamber member. Its function will be to actively seek new members and to provide services to existing members.
3. ~~Fall Festival~~ **Events-** This Committee shall be made up of one Board member, one Chamber member and a community of volunteers. Its function is to organize and provide ongoing planning and trained leadership for the Chamber's ~~Annual~~ **Fall Festival events.**
4. ~~Fundraising— This Committee shall be made up of (xxxx number of people). It will be responsible for coordinating a number of events and activities to generate funds for the chamber. All events and activities must be presented to Board for approval.~~
5. Finance Committee- This Committee shall consist of the Treasurer who shall be the chairperson, the President and **one to** three chamber members. The committee shall be responsible for reviewing all accounting and financial matters of the Chamber and shall make recommendations to the Board. The Committee shall ~~review~~ **develop** all Chamber budgets, contracts, and other programs and make recommendations to the board.
6. ~~Main Street~~ **Economic Growth** Committee- This committee shall be made up of a Chairperson and Vice-Chairperson, both of ~~which~~ **whom** own or operate a business in Downtown Vicksburg. Its function is to actively revitalize, recruit and promote the central business district. The ~~Main Street~~ **Economic Growth**

Committee shall have subcommittees as they deem necessary such as promotion and design.

Section 2: **Special Committees**

Special Committees may be established to investigate and to make recommendations to the Board on matters that arise that concern the membership. Special committees are established in size and duration by a majority vote of the Board. The President or chairperson of said committee may call meetings of the special committee at any time.

Section 3: **Committee Authority**

No standing or special committee shall represent or commit the Chamber in advocacy of or opposition to any project without the specific authority of the Board. No action or resolution of any committee shall be binding upon or expressive of the sense of the Chamber unless the same shall have been approved by the Board.

Article VII  
Finances

Section 1: **Funds**

All money paid to the Chamber ~~shall be placed in a general operating fund~~ **will be managed by the Finance Committee with regular reports to the Board.** Funds unused from the current year's budget will ~~be placed in a reserve~~ **remain in the general Chamber** account.

Section 2: Disbursements

Upon approval of the budget, the ~~President~~ **Treasurer** is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be by checks signed by the Treasurer ~~and co-signed by the President.~~ In the absence of the Treasurer, any authorized officer may sign in place of the Treasurer. In the absence of the President, the ~~President-Elect~~ **Vice President** may sign in place of the President. **All other expenditures must be approved by the Board.**

Section 3: Fiscal Year

The Fiscal Year of the Chamber shall begin on October 1<sup>st</sup> and end September 30<sup>th</sup> of each year.

Section 4: Budget

The **Finance Committee** shall ~~adopt~~ **develop a draft** budget for the coming year and submit **it** to the Board for approval at the October Board Meeting.

Section 5: Annual Audit

At the close of each fiscal year an independent financial audit by a public accountant shall be conducted up the recommendation of the President and with Board approval. The audit shall be for a prior fiscal year.

## Section 6: Contract

Any contract of the Chamber shall be duly authorized by the Board. All written contracts shall be signed by such person as the Board may designate.

## Article VIII Procedure

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, all assets and **real** and personal property will revert to the local government (**Village of Vicksburg**).

## Article IX Amendments

### ~~Section 1: Revisions~~

These **bylaws** may be amended or altered ~~by a~~ by a majority vote of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments **or instructions on where to view or obtain them**. Any proposed amendments or alterations shall be submitted to the Board ~~or~~ **and** the members ~~in writing~~, at least ~~the~~ **ten** (10) days in advance of the meeting.

## Article X 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.

Drafted:  
May 15, 2005  
Revised August 29, 2008