

GLEN LAKE CHAMBER OF COMMERCE

BYLAWS

ARTICLE 1 PURPOSE AND ACTIVITIES

The purpose of the GLEN LAKE CHAMBER OF COMMERCE is to advance the general welfare and prosperity of the Glen Lake & Sleeping Bear Dunes business community. The Chamber fully recognizes that the area possesses a unique natural resource base, which is the primary magnet for tourism. The Chamber shall promote tourism within the area, extend assistance to business and visitors, improve the business climate in general, and advocate protection of the resources of the area. The Chamber will also function as a liaison between the business and governmental sectors of the community.

ARTICLE 2 OFFICES

The principal office of GLEN LAKE CHAMBER OF COMMERCE shall be at such place within the state of Michigan as the Board of Directors may determine from time to time. The Board of Directors may establish other offices in or outside the state of Michigan.

ARTICLE 3 MEMBERS

3.01 *Eligibility for Membership; Initial Members; Membership Classes.*

A. **Membership Eligibility.** These bylaws create a general voting membership class and describe the qualifications, voting rights, and limitations for the general voting membership class. All references to members in these bylaws refer to general voting membership unless expressly provided otherwise. A member may be a natural person or a corporate entity such as an association, company, corporation, or partnership; however, any corporate entity member must designate a natural person to serve as their voting representative. The corporate entity shall be responsible for updating the Organization if the representative changes. Changes will be in writing and provide the name and contact information for the voting representative.

To be eligible for general voting membership in the Organization, the member must be in good standing with the Organization, which requires satisfying the following requirements:

- Any person, business, association, corporation, or partnership having an interest in the objectives of the organization shall be eligible to apply for membership. New members shall be approved by the Board of Directors at the next regular board meeting. Existing members shall continue from year to year providing they continue to meet the requirements for membership.
- Timely pays membership dues and fees imposed by the Board;
- Promptly completes any paperwork or agreements the Board requests members to sign, in the format requested by the Board (may be electronic); and
- Complies with all applicable Board policies and requirements, and any other membership requirements imposed by the Board from time to time.

B. **Membership Classes.** The Board of Directors may create one or more additional classes of voting and/or non-voting membership and may prescribe the number, voting rights, qualifications, preferences, and limitations of each class, without

requiring further approval by the general voting membership class except to the extent the rights, qualifications, preferences, and limitations of new classes affects or dilutes the voting rights granted to the general voting membership in these bylaws.

3.02 *Membership Dues.*

The Board shall establish the initial and annual dues for membership in the Organization. The billing and collection of dues shall be in a manner prescribed by the board of directors.

3.03 *Termination of Membership.*

The Board may adopt policies regarding the admission to, retention of, and expulsion from membership, if those rules are reasonable and equally enforced as to all members. Membership may be terminated or placed on inactive status by the Board on the occurrence of any of the following events:

- A. Failure to pay dues or complete requested Membership agreements or paperwork within a time limit specified by the Board after written notice of payment or paperwork being due.
- B. No longer meeting the requirements of section 3.01 of this article.

3.04 *Voting.*

Each voting class member in good standing is entitled to one vote on each matter submitted to a vote of the members. The Board may create procedures to govern the voting process, including allowing members to vote orally or in writing at meetings. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election, subject to procedures developed by the Board.

The following actions require approval by the members:

- A. Appointment or removal of a board member;
- B. Amendment of the articles of incorporation, or an amendment to the bylaws denying, limiting, or otherwise prescribing the voting rights of any class of voting members;
- C. Dissolution of the Organization or the sale or transfer of substantially all of its assets;
- D. Any other decision requiring approval by the members by law, the Articles of Incorporation, or these Bylaws.

3.05 *Meetings.*

- A. **Annual Meetings.** The annual meeting of the members shall be held in May or as soon thereafter as is practicable. At each annual meeting, Directors shall be elected, and any other business shall be transacted that may come before the meeting.
- B. **Special Meetings.** Special meetings of the members may be called by the Board or by the president. Such meetings shall also be called by the President or Secretary at the written request of not less than 10 percent of the members.
- C. **Notice of Annual and Special Meetings.** Notice shall be given personally, by mail, or by electronic transmission, not less than 10 or more than 60 days before the date of the meeting to each member of record that is entitled to vote at the meeting. The notice shall describe any means of remote communication by which

members may participate in the meeting, pursuant to this Article. The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting. The secretary of the Organization (or other person designated by the Board as having charge of the membership records) shall make and certify a complete list of the members entitled to vote at a membership meeting, which shall be available for inspection by the members at the meeting.

- D. **Other Meetings; Notice** The board may set a schedule of meetings for members other than annual or special meetings. No more than 24 hours notice is required for other member meetings, provided that meeting will not involve the election of directors or the taking of other actions involving control or governance of The Glen Lake Chamber of Commerce for which a vote of the members by law or these bylaws.
- E. **Place of Meetings.** All membership meetings shall be held at a place determined by the Board and stated in the notice of the meeting.
- F. **Statement of Purpose.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice for that meeting except to the degree required by applicable laws.
- G. **Waiver of Notice.** The attendance at or participation of a member at a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. In addition, the member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- H. **Quorum.** Unless a greater or lesser quorum is required by statute, a group of members equal in number to the number of board members shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.
- I. **Meeting by Telephone or Similar Equipment.** A member may participate in a meeting by conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.

3.06 **Action Without a Meeting**

- A. Any action the members are required to approve by majority vote and are permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting if the Board provides a ballot to each member that is entitled to vote on the action in the same manner by which the member is entitled to receive a notice of meeting under this Article.
- B. The ballot shall set forth each proposed action; provided an opportunity to vote for or against each proposed action; and specify a time by which the ballot must be returned (which should be at least 20 but not more than 90 days after the date the ballot was provided to the member).
- C. An action is considered approved by the members by ballot if the total number of votes cast in ballots received by the Organization by the time specified in the ballots equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as the number of votes

cast by ballot. An invalid ballot or an abstention does not constitute a vote cast on that action.

ARTICLE 4 BOARD OF DIRECTORS

4.01 *General Powers*

The business, property, and affairs of Glen Lake Chamber of Commerce shall be managed by the Board of Directors (individually, "Director", or collectively "Board" or "Board of Directors").

4.02 *Number*

The Board shall consist of the Officers and additional Directors. The Board shall determine the number of additional Directors on the Board, which shall be at least 3 Directors and not more than 7 Directors.

4.03 *Qualifications*

Directors shall meet the qualifications below:

- A. Be a member in good standing;
- B. Be supportive and committed to furthering the Organization's purposes;
- C. Attend events and participate in activities, when possible;
- D. Support the organization financially and/or through contribution of time and services;
- E. Meet requirements for meeting participation and attendance as may be determined by the Board from time to time; and
- F. Agree to, sign as needed, and follow Organizations policies and procedures.

4.04 *Appointment; Election and Tenure.*

Directors shall be elected at each annual membership meeting, or without a meeting in another manner authorized in these bylaws. Directors shall each serve three (3) year terms, further divided into three (3) classes of Directors each, whose terms are staggered by one year., Directors shall serve until the Director's successor is elected at the annual meeting; or until the director's death, resignation, or removal. The Board may create a process for nominating and electing directors.

4.05 *Resignation or Removal; Vacancy.*

Any Director may resign at any time by providing written notice to the Organization. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A death of a Director will be treated as a resignation. Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

4.06 *Vacancy*

The Board may appoint an interim Director to fill a vacancy on the Board to serve a term for the balance of the term of the Director being replaced and may be re-elected at the end of the term in the manner otherwise provided by these bylaws (except for purposes of term limits, for which the new Director shall be treated as a new Director).

4.07 *Manner of Voting.*

To the extent permitted by law, on all actions subject to approval by the Board of Directors, a director may cast a vote either orally, in writing, or by electronic transmission such as electronic mail, if permitted by the policy or practices of the Board of Directors. However,

proxy voting shall not be permitted. Glen Lake Chamber of Commerce shall maintain a record of all votes that are submitted by remote communication.

4.08 Meetings.

- A. **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.
- B. **Special Meetings.** Special meetings of the Board may be called by the 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 3 days before the meeting, or 24 hours in the case of an emergency.
- C. **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.
- D. **Waiver of Notice.** The attendance at or participation of a Director at a Board meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- E. **Meeting by Telephone or Similar Equipment.** A Director may participate in a meeting by conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.
- F. **Voting and Quorum.** A majority of the members of the Board then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by at least a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board, except as otherwise provided by law or herein.

4.09 Action Without Meeting.

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 or by electronic transmission. Written consents and electronic transmissions shall be filed with the minutes of the Board's proceeding.

4.10 Duties

In addition to any other duties required by law, the Articles of Incorporation, these Bylaws, or adopted by the Board, a Director of Glen Lake Chamber of Commerce shall discharge his or her duties as a Director, including his or her duties as an officer or a member of a committee, in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner he or she reasonably believes is in the best interests of the organization.

In discharging these and other duties, unless the Director has knowledge concerning the matter in question that makes reliance unwarranted a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared by third parties, if prepared or presented by any of the following:

- A. One or more directors, officers, or employees of the Organization, or of a domestic or foreign corporation or a business organization under joint control or common control, whom the director or officer reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, public accountants, engineers, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or
- C. A committee of the Board of which he or she is not a member if the director or officer reasonably believes that the committee merits confidence.

4.11 *Officers - Term of Office; Removal or Resignation; Vacancy.*

The officers of Glen Lake Chamber of Commerce designated below shall be elected by members during the board elections. Officers must meet the qualifications specified in 4.03, The Board may appoint additional officers who shall serve at the pleasure of the Board. The officers serve two-year terms and may be elected to additional terms. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required. An officer may resign at any time by providing written notice to the Board. Notice of resignation is effective on receipt or at a later time designated in the notice. An officer may be removed with or without cause by vote of the members. A vacancy in any office shall be filled by the Board.

4.12 *Officer Duties.*

The officers of the Glen Lake Chamber of Commerce designated below shall be elected by members during the board elections to serve two-year terms. Officers may serve more than one term. The Board may appoint additional officers. All duties of officers are subject to the authority of the Board to delegate any specific power to another officer, director, member, employee, or volunteer of the Organization, in a manner consistent with law:

- A. **President/Chairperson.** The President (who may be referred to as the "Chairperson") shall supervise the general control and management of the business and affairs of the Glen Lake Chamber of Commerce and shall preside at meetings of the Board of Directors.
- B. **Secretary.** The secretary shall (a) keep minutes of Board meetings and other corporate records and correspondence; (b) be responsible for providing notice to each Director; and (c) keep a register of the member and director names and addresses.
- C. **Treasurer.** The treasurer shall (a) deposit and keep receipt of all monies which shall be deposited in a recognized financial institution in the name of the Glen Lake Chamber of Commerce; (b) give a report of at all general membership and Board meetings; (c) keep accurate books and records of corporate receipts and disbursements; (d) oversee filing of the annual tax return; and (d) oversee preparation of an annual cash receipts and disbursement statement.

ARTICLE 5 COMMITTEES

5.01 *Committees; General Powers.*

The Board may designate one or more committees and subcommittees, as defined in the Michigan Nonprofit Corporation Act. Committees may include one or more Directors as well as individuals who are not Directors.

A committee with at least one Director may exercise any powers of the Board in managing the Organization's business affairs to the extent the powers are delegated in writing by the

Board to the Committee, except that no committee shall have the power to: (a) amend the articles of incorporation; (b) adopt an agreement of merger or conversion; (c) amend the bylaws of the Organization; (d) fill vacancies on the Board; or (e) fix compensation of the Directors for serving on the Board or on a committee.

Any committee that does not include at least one Director may not execute the power or authority of the board in the management of the business and affairs of the Organization, but may perform under the direction of the board other functions determined from time to time by the Board.

5.02 *Establishing Committees*

The Board shall establish committees by resolution or other written document and shall make reasonable efforts to state in the resolution: the committee's purposes, the terms and qualifications of committee members, the authority and responsibilities of the committee (including spending authority, if any), and the ways in which members of the committees are selected and removed. All committee members serve at the pleasure of the Board, and Committees may be modified or terminated by the Board at any time.

5.03 *Committee Voting, Notice, and Meetings.*

Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in these bylaws for notice, voting, and meetings of the Board.

ARTICLE 6 CONTRACTS AND FINANCIAL MATTERS

6.01 *General.*

No corporate documents (including agreements, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any person unless authorized by the Board, these bylaws, or a policy or resolution adopted by the Board. No person is authorized to sign a check made out to him- or herself.

6.02 *Fiscal Year*

For tax and accounting purposes the fiscal year is a period of 12 consecutive months beginning January 1 and ending December 31.

6.03 *Financial Reports*

On an annual basis, the Board shall have a qualified person or entity prepare a report on the financial activities of the Glen Lake Chamber of Commerce for the preceding fiscal year and distribute that report to each director at the annual meeting of the Board. The Board may in its discretion require a full audit. The report may be distributed electronically but will be provided in written form to any Board member who so requests. The report shall include all of the following for the preceding fiscal year:

- A. An income statement.
- B. The year-end balance sheet, including trust funds and funds restricted by donors or the board.
- C. A statement of source and application of funds, if the Organization prepares that statement.
- D. Any other information required by the Board, including annual cash receipts and disbursements.

6.04 *Budget*

If the Board approves an annual budget, and all expenditures must be within the budget or as otherwise approved by the Board. Any change in the budget must be approved by the Board or other designated executive committee.

ARTICLE 7 INDEMNIFICATION

7.01 *Nondérivative and Derivative Actions.*

Glen Lake Chamber of Commerce 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 of any nature, against expenses (including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement) in part or in full to the extent the Board determines the following criteria are met:

- A. The suit arises out of actions or inactions taken by the person in his or capacity as a Director, officer, employee, volunteer or agent of Glen Lake Chamber of Commerce (or another entity at the request of same);
- B. 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 Glen Lake Chamber of Commerce, and the person acted or reasonably believed he or she was acting within the scope of his or her authority under Glen Lake Chamber of Commerce;
- C. With respect to any criminal action or proceeding, the person had no reasonable cause to believe his or her conduct was unlawful;
- D. The lawsuit (and/or defense) and the proposed legal strategy and costs have been given prior authorization by the Board of Directors, unless this requirement is waived by the Board;
- E. The person provided prompt and timely notice of the lawsuit to the Board (usually within 14 days), unless the Board waives this requirement;
- F. The expenses are covered by insurance carried by the Board (unless this requirement is waived by the Board);
- G. The person is not liable to Glen Lake Chamber of Commerce for the claim, issue, or matter; and
- H. Indemnification is authorized by law, the Articles of Incorporation, these Bylaws, and is consistent with the organization's status as a 501(c)(6) organization.

7.02 *Authority to Determine That Indemnification Is Proper.*

The Organization's decisions regarding whether indemnification is proper and the extent to which indemnification is proper shall be made in one of the following ways, or other manner authorized by statute:

- A. By a majority vote of a quorum of the Board that consists of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding;
- B. If the Board is unable to obtain a quorum under subdivision (a), by majority vote of a committee appointed by the Board that consists of at least 2 directors who are not at the time parties or threatened to be made parties to the action, suit, or proceeding (all Directors may participate in designating the committee); or
- C. By independent legal counsel in a written opinion.

7.03 *Exempt Purposes.*

Notwithstanding any other provision in this article, no indemnification or insurance shall be maintained if doing so would be inconsistent with the organization's tax exempt purposes recognized under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE 8 COMPENSATION

When authorized by the Board, a person may be reasonably compensated for services rendered to Glen Lake Chamber of Commerce as an officer, Director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE 9 AMENDMENTS

The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by majority vote of the Board, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the Board. The members and each affected class of members, if any, shall approve any bylaw denying, limiting, or otherwise prescribing the voting rights of any class of voting members.

Bylaws adopted at the Membership Meeting on September 17, 2019