

GREENVILLE AREA CHAMBER OF COMMERCE - BY-LAWS

Updated February 21, 2024



**GREENVILLE AREA
CHAMBER OF COMMERCE**

ARTICLE I - Organization

Section I - NAME

The stated name of this Corporation is the Greenville Area Chamber of Commerce.

Section II - PURPOSE

The Greenville Area Chamber is contributing to a vibrant local economy through investing, advocating, promoting and educating in collaboration with our members and partners.

Section III - LIMITATION OF METHODS

The Greenville Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as identified in Article 501 (c) (6) of the Internal Revenue Service Code.

Section IV - NON-DISCRIMINATION

The Greenville Area Chamber of Commerce is committed to equal opportunity, participation, inclusion, and treatment of all individuals, regardless of race, creed, color, gender, national origin, age, religion, or disability. Membership and participation opportunities within the Chamber are open to all qualified individuals. The Chamber welcomes and respects the diversity of all its members.

Article II - Membership

Section I - ELIGIBILITY

All persons interested in the objectives of the Greenville Area Chamber of Commerce shall be eligible for membership. Any person or corporation, firm, partnership, LLC, Non-Profit or sole proprietorship may subscribe for one or more active memberships in the Greenville Area Chamber.

Section II - APPLICATIONS

Any person or corporation, firm, partnership, or sole proprietorship desiring to become a member shall in person, or by agent sign an application for membership.

Section III - ELECTIONS

Members may be elected at any meeting of the Board of Directors at which a quorum is present by a majority vote of those present and voting in favor thereof.

Section IV - REFUSAL OF APPLICATION

The Board of Directors shall have the right to refuse any application by a majority vote of the directors present at any meeting of the board at which a quorum is present.

Section V - EXPULSION

The Board of Directors, by a two-thirds (2/3) vote at any meeting at which a quorum is present, may expel a member after notice of an opportunity for a hearing, for conduct unbecoming of a member or for non-payment of investment.

Section VI - RESIGNATION

Resignation will be accepted upon written notice to the Board of Directors.

Section VII - MEMBERSHIP INVESTMENT

- A. Amount: The individual amount shall be determined and set by the Board of Directors, or a special committee set forth for this purpose, according to an investment schedule or "fair share" plan that has been adopted and approved by the Board of Directors of the Greenville Area Chamber of Commerce
- B. When Payable: The investment shall be payable annually based on the month in which the member joined. Billing should go out on the first business day of the month prior to the month in which the member joined. Payment is due in 30 days. Arrangements may also be made for members to make partial payments.
- C. Delinquency: Any member who shall fail to pay their investment within 60 days after issuance shall be considered delinquent, and written notice thereof shall be sent to such member from the office of the Chamber of Commerce. If, at the end of ninety (90) days, the delinquency remains, the Executive Director will make contact in a final attempt to secure the investment. If the delinquency continues to one-hundred and twenty (120) days, the membership shall be forfeited on action of the Board of Directors. See Article II, Section V - Expulsion.

ARTICLE III - Membership Meetings

Section I - ANNUAL MEETING

The annual meeting of the Greenville Area Chamber of Commerce shall be held on a day and at a place to be determined by the Directors of the Chamber of Commerce.

Section II - FISCAL YEAR

The fiscal year will be January 1st through December 31st, or the calendar year.

Section III - SPECIAL MEETINGS

Special meetings of the Chamber of Commerce may be held at such time and place as specified, or as shall be determined by the Board of Directors.

Section IV - QUORUM

At all membership meetings fifteen (15) percent of the members in good standing shall constitute a quorum.

ARTICLE IV - The Election of Directors

Section I - ANNUAL ELECTION DATE

The annual election date shall be determined by the Board of Directors but must fall on or before the date for the Annual Meeting.

Section II - NOMINATIONS

Not less than (1) month prior to the annual election, the Chairperson, with approval of the Board of Directors, shall appoint a nomination committee consisting of no less than three (3) members in good standing, no more than two (2) of whom shall be directors. This committee shall nominate one (1) candidate for each position to be filled. The nominating committee shall submit their list as to conform to the following:

The Board of Directors shall consist of (11) members, in good standing, with no more than (2) people representing the same industry. This ensures the Board of Directors is balanced in proportion to the industries represented in the membership and community at large.

Section III - CONDUCT OF ELECTION - PROCEDURE

The procedure of election will follow this course:

- 1) The election of directors shall be held at the annual meeting of the year.
- 2) The slate of nominees will be posted on the Chamber website, and sent via email to the membership, no less than 30 days prior to the annual meeting.

Voting: Each member shall be entitled to vote in such a matter as may be designated, for as many nominees as there are Directors to be elected.

ARTICLE V - Board of Directors

Section I - NUMBER

The Board of Directors of the Greenville Area Chamber of Commerce shall consist of eleven (11) members who are to be elected and such additional members as may be authorized by these Bylaws. All Directors must be members in good standing of the Greenville Area Chamber of Commerce.

Section II - PARTICULARS

Elected members of the Board and their term of office: Each of said Directors, on being elected and qualified, shall hold office until their successor shall be elected and qualified. Board members may serve a maximum of two consecutive terms. Previous board members are eligible for re-election after a two-year break in service.

Section III - VACANCIES

The Board of Directors shall be authorized to fill all vacancies effective until the conclusion of the respective term. Upon completion of the term for the vacated seat, appointed Directors shall be eligible to be elected to serve two full terms of their own.

When any board member's term of election expires, or they are removed from the board for any reason, they are to be replaced by a director representing the same occupational category, if possible.

Section IV - ELECTION OF OFFICERS

Election of officers should be held each year at the first board meeting of the fiscal year. The offices of Treasurer, Vice-Chairperson and Chairperson are to be filled at this time. The term of an officer is one year.

Section V - AUTHORITY

Subject to such restriction as may be contained the statutes of the State of Michigan, or as may be contained in the Constitution of By-laws of this Corporation, control of all property directly held or operated as a Corporate function and the direction of all its work and activity shall be vested in the Board of Directors, which may exercise all such papers, control all expenditures, and do all such acts and things as may be exercised by the Corporation.

Section VI - SPECIAL POWERS

Without prejudice to the general powers conferred by the last preceding section and any other powers conferred by the law or by these By-laws, it is hereby expressly declared that the Board of Directors shall have the following powers, vis a vis:

- Procedure: The Board of Directors shall maintain the exclusive right to formulate special procedures of policy that is necessary and directly concerned with the functions of the Corporation and the disposal of properties, direction of work and activity, and monetary expenditures. The formulation of the special policy shall be guided from time to time by legal counsel as the situation calls for. Any special policy or procedure initiated by the Board of Directors for the purpose of proper function of the Corporation, in order for this special policy or procedure to become a permanent policy or procedure of the Greenville Area Chamber of Commerce, said policy must be brought to a vote before the members in good standing at the next annual meeting.
- Appointment and Removal: To appoint, and at its discretion, to remove or suspend such executive officer, officers, subordinates, assistants, or otherwise; and to determine their duties and authorize the payment of or change salaries or fringe benefits, and to require such security and in such instances and amounts as it may deem desirable.
- Resignation of Board Member: A written resignation must be presented to the Board of Directors.
- Removal of Board Member: Upon consideration by the Board of Directors, a board member may be removed for conduct unbecoming a board member. Removal may also be based on violation of attendance, as described in Article VI Section VIII.
- Delegation of Powers: To confer upon any officer of the Corporation the right to choose, remove or suspend all subordinate officers, agents, or factors.
- Power of Signature: To determine who shall be authorized to sign for the board, notes, receipts, acceptances, endorsements, checks, releases, contracts, and other documents.
- Management: From time to time to provide for the management of the affairs of the Greenville Area Chamber of Commerce in such manner as it deems fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officer or agent, and to appoint any person to be the agent of the board, upon such terms as it may seem fit.

Section VII - FINANCES

All checks over \$500 written from the account of the Greenville Area Chamber of Commerce shall require two authorized signatures. The Chamber shall have a set of financial statements prepared by a third-party qualified accounting professional every year.

Section VIII - ADDITIONAL AUTHORIZATION

The Board of Directors has the authority to establish departments, divisions, and affiliates.

Section IX - INDEMNIFICATION

The Greenville Area Chamber of Commerce shall indemnify and hold harmless the officers, board members, committee members, and employees for all activities taken pursuant to and within the scope of the authorized duties outlined by these by-laws. Ultra vires acts shall be excluded from indemnification by the Greenville Area Chamber of Commerce.

ARTICLE VI - Board of Directors Meetings

Section I - REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held once a month at a place, day, and hour determined by said board, although the directors may from time to time change the meeting date or decide to forego a meeting date when particular circumstances arise.

Section II - SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson, or on the request of any three (3) members of the Board of Directors at any time or place.

Section III - NOTICE OF MEETINGS

Notice of meetings of the Board of Directors shall be sent or given not less than 24 hours preceding such meetings. Notice may be sent in writing but may be given by telephone or e-mail with return receipt and may be sent to some in one form, and some in another provided notice is given to all members.

Section IV - WAIVER OF NOTICE

Waiver of notice of the time and place and purpose of any meeting may be given by telephone, e-mail with return receipt or written form to any member entitled to be present, either before, at, or after the meeting.

Section V - QUORUM

Six (6) Board Members shall constitute a quorum for the transaction of business.

Section VI - PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order, newly revised may be referred to as a guide for the Greenville Area Chamber of Commerce in all cases to which they are applicable and in which they are not inconsistent with the by-laws and standing rules adopted by the Board of Directors.

Section VII - ELECTRONIC VOTE

A vote of directors by phone or e-mail with return receipt may be taken regarding discussion of the Board of Directors at a previous meeting. At least nine (9) of the eleven (11) directors must be reached with a majority of six (6) ruling for a decision to be acted upon.

Section VIII - ATTENDANCE

Board Directors are required to attend all regular board meetings, with no more than 3 consecutive unexcused absences.

ARTICLE VII - Officers

Section I - WHAT AND WHO

The officers of the Greenville Area Chamber of Commerce shall be the Chairperson, Vice-Chairperson, and Treasurer. The Executive Director will always serve as Secretary, and such other officers as the Board of Directors may determine. The term of an officer is one year.

Section II - TERM OF OFFICE

All officers elected by the board, shall hold their office for the term of one (1) year and/or until their successors are elected and qualified. The Executive Director shall be employed as provided in. Article VII, Section VII.

Section III - VACANCIES

All vacancies in any office shall be filled by the Board of Directors, except as may be otherwise provided by the statute.

Section IV - CHAIRPERSON

The Chairperson shall preside at all meetings of the members and of the Board of Directors and shall have the general care and supervision of the affairs of the Chamber of Commerce and have authority to sign all contracts and other instruments of the Chamber of Commerce whenever authorized by law, by these by-laws, or by the Board of Directors, and shall also have authority to perform such other duties as may from time to time be ordered by the Board of Directors.

Section V - VICE-CHAIRPERSON

In the absence or disability of the Chairperson, a Vice-Chairperson shall act in their place. The duties and responsibilities of the Vice-Chairperson shall be determined by the Chairperson with the approval of the Board.

Section VI - TREASURER

The Treasurer shall, at all times, have supervision over the monetary phases of the Chamber of Commerce. The Treasurer, along with the Chairperson, shall have the authority to sign all documents, ledgers, invoices, and so on, including checks that pertain to the expenditures of the Chamber of Commerce.

Section VII - EXECUTIVE DIRECTOR

- a) The Executive Director shall be selected and appointed by the Board of Directors and shall serve as Board of Director Secretary.

- b) Authority and Duties: The Executive Director shall be chief administrative officer of the Chamber of Commerce. They shall have the general supervision of all the employees of the Chamber. They shall perform such duties as may be incidental to the office subject to the direction of the Board of Directors, and shall have the authority to affix the seal of the corporation to any document when authorized; they shall have authority to sign or attest all instruments in behalf of the corporation when authorized by the board; and shall have authority to perform such other duties as may be prescribed by law, by these by-laws, or by order of the Board of Directors. It shall be their duty to conduct the official correspondence of the Chamber of Commerce and to preserve all books, documents, and communications.
- c) Secretarial Duties: The Executive Director may also serve as secretary of the Chamber of Commerce or appoint the administrative assistant to conduct the following duties:
 - a. They shall record or cause to be recorded all notes and minutes of all proceedings in the books to be kept for that purpose.
 - b. Give proper notice of all meetings of the Board of Directors of the Chamber of Commerce and of all various committees.
- d) Further Duties: They shall perform such further duties as shall be prescribed by law, these by-laws, or as may from time to time be ordered by the Board of Directors. The Executive Director or their designate will also be an ex-officio member of all committees of the Greenville Area Chamber of Commerce.

Section VIII - BONDING

The Executive Director shall be bonded in an amount specified by the Board of Directors.

ARTICLE VIII - Committees

Section I - OPERATION OF PROJECT COMMITTEES

Committees may be appointed by the Board of Directors for the purpose of providing advice or necessary functions of operation and carrying out specific projects.

Section II - AUTHORITY TO BIND CHAMBER OF COMMERCE

No standing or special committee shall represent or commit the Greenville Area Chamber of Commerce, in debt, advocacy of, or opposition to, any project, without the specific authority of the Board of Directors, unless such authority may be clearly granted under the general powers delegated by the Board to that committee.

Section III - QUORUM

50% (+1) of the committee members shall constitute a quorum for any meeting.

ARTICLE IX - Amendments

These by-laws, or any part thereof, may be amended by a two-thirds (2/3) vote of those present at any regular meeting or special meeting of the Board of Directors; provided that the proposed amendments shall have been submitted in writing at a previous meeting of the Board; and provided further that if, during this period three (3) members of the Board shall file objection in writing to any such amendment, the same shall not become effective until they have been presented to a general membership meeting, and adopted by a majority at such meeting.

ARTICLE X - Dissolution

No moneys or property of this corporation will accrue to officers, directors, paid staff, or members upon dissolution. The Board of Directors, in the event of dissolution of the corporation, shall direct that all assets be given to the Greenville Area Community Foundation.

These bylaws were reviewed and amended:

Article I - NAME: **1/67** by written vote of membership.

Article V - MEETINGS: Annual Meeting **11/9/66**.

Article II, Section I - ANNUAL MEETINGS: **11/9/66**.

Article VI, Section I, II, VI (a, b, c, & d) - OFFICERS: **7/17/69**

Article IX - DISSOLUTION: **1/20/71**: Board to comply with law on non-profit corporations

Article II, Section II - FISCAL YEAR: **1972**

Article V, Section VI - PARLIAMENTARY PROCEDURE: **1972**

Article VI, Section VII - BONDING: **1972**

Article VII, Section III - QUORUM: **1972**

Article I, Section V - EXPULSION: **11/2/77**

Article I, Section VI, TERMINATION/RESIGNATION: **11/2/77**

Article IV, Section IV - TITLE CHANGE: **7/19/78**

Article VI, Section VIII - DELETE BONDING OF CHAIRMAN: **9/29/78**

Entire Document: REPLACE "DUES" WITH "INVESTMENT": **9/18/91**

Article I, Section II - REMOVE CONTINUING: **9/18/91**

Article I, Section V - ADD EXPLANATION OF PROCEDURE FOR NON-PAYMENT OF INVESTMENT: **9/18/91**

Article III, Section III - CHANGE ELECTION PROCEDURE: **9/18/91**

Article IV, Section II - ADD MAXIMUM TO TERMS SERVED, CLARIFY OFFICER TERM AND PROGRESSION: **9/18/91**

Article IV, Section VI - ADD RESIGNATION AND REMOVAL: **9/18/91**

Article V, Section I - CHANGE MEETINGS FROM TWICE TO ONCE A MONTH: **9/18/91**

Article VI, Section VII - FURTHER DUTIES: ADD HIS/HER DESIGNATE: **9/18/91**

Articles I, Section I, II and III - NAME, PURPOSE, and LIMITATION OF METHODS added: **2/17/93**

Article II, Section I and II - "of integrity" and "reputable" removed: **2/17/93**

Article V, Sections VII, VIII and IX - FINANCES, ADDITIONAL AUTHORIZATIONS and INDEMNIFICATION added: **2/17/93**

Article X, DISSOLUTION - "assets given to Greenville Area Foundation," changed from "local government": **2/17/93**

Article IV, Section II; Article V, Section I and II; Article VI, Section V and VII - All changed to increase board of directors to eleven (11) members to add two members-at-large. **2/17/93**

The following changes were approved on 1/16/08:

Article I, Section II – Change Mission to Current

Article II, Section V – Added Executive Director

Article II, Section VII – A) Added CPI Increase B) Added "previous" and "or the current fiscal year"

Article III, Section II – "January 1st through December 31st, or the calendar year

Article IV, Section II - Added "and/or local government"

Article V, Section IV – Added "at the first board meeting of the fiscal year"

Article V, Section VII – Changed to "the chamber should have a set of reviewed financial statements prepared by a CPA firm every year"

Article VI, Section III, Section IV, Section VII – Added "or e-mail with return receipt"

Article VI, Section VI – Changed to "may be referred to as a guide for"

The following changes were approved on March 16, 2011:

Article II, Section VII, paragraph B – allows membership renewals on month in which member joined.

Article IV, Section III – allows for notification of election to be made electronically

Article V, Section VII – increased two-signature amount requirement from \$200 to \$500

The following changes were approved on December 16, 2012:

Article I, Section IV-entire section

Article II, Section VI-added verbiage: Member non-renewal will be accepted not less than thirty (30) days before the end of the membership year and after payments of all dues and other charges, which may be outstanding.

The following changes were approved on January 31, 2013

the addition of Article VII, section VIII
updated mission statement

The following changes were approved on January 29, 2014:

Removal of nonrenewal process – to be placed in policies and procedures manual
Removal of verbiage pertaining to staff bonus/incentive pay – to be placed in policies & procedures
Clarification of appointed directors' ability to serve two full terms after completing appointed term

The following changes were approved on January 25, 2018:

Article I, Section I – replaced the word organization with Corporation, for consistently throughout Bylaws
Article V, Section IV – changed verbiage to read **by order of**, in lieu of **or shall be ordered by**
Article V, Section IV – changed verbiage to **The Executive Director or his/her designate will also be an ex-officio member of all committees of the Greenville Area Chamber of Commerce.**
Article VII, Section I – changed verbiage to allow the Secretary/Treasurer position to be separate, with the Executive Director serving duties of the Secretary
Section VI – change Secretary/Treasurer title to Treasurer
Article VIII, Section I – changed verbiage to **The Executive Director shall be bonded in an amount specified by the Board of Directors.**
Article VIII, Section III – changed verbiage to **50% plus 1 will constitute a quorum for any meeting**, in lieu of **One more than half of the committee may constitute a quorum.**

The following changes were approved on January 31, 2019

Article V, Section VII- changed to **The Chamber shall have a set of financial statements prepared by a third party, qualified accounting professional every year.**

The following changes were approved on February 21, 2024

Updated Logo and minor formatting issues throughout.

Updated “Chairman” and “Vice-Chairman” to “Chairperson” and “Vice Chairperson” throughout.

Updated “his/her” to “their/them” throughout.

Article II – Membership, Section I – ELIGIBILITY & Section II – APPLICATIONS: Added **“LLC, Non-Profit”**.

Article II – Membership, Section VII - MEMBERSHIP INVESTMENT, C.: Changed to: **“Any member who shall fail to pay his/her investment within 60 days after maturity issuance shall be considered delinquent, and written notice thereof shall be sent by such member from the office of the Chamber of Commerce. If, at the end of thirty ninety (90) days, the delinquency remains, the Executive Director will make contact in a final attempt to secure the investment. If the delinquency continues to one-hundred and twenty (120) days, the membership shall be forfeited on action of the Board of Directors. See Article II, Section V - Expulsion.”**

ARTICLE IV - The Election of Directors, Section II – NOMINATIONS: Changed to: **“The Board of Directors shall consist of (11) members, in good standing, with no more than (2) people representing the same industry. This ensures the Board of Directors is balanced in proportion to the industries represented in the membership and community at large.”**

ARTICLE IV - The Election of Directors, Section III - CONDUCT OF ELECTION – PROCEDURE, 2): Added: **“and sent via email to the membership”**.

ARTICLE V - Board of Directors, Section II – PARTICULARS: Changed to: **“Elected members of the Board and their term of office: Each of said Directors, on being elected and qualified, shall hold office until their successor shall be elected and qualified. Board members may serve a maximum of two consecutive terms. Previous board members are eligible for re-election after a two-year break in service.”**

ARTICLE V - Board of Directors, Section III – VACANCIES: Added: **“if possible.”**

ARTICLE V - Board of Directors, Section VI - SPECIAL POWERS, Resignation of Board Member: Changed to: **“A written resignation must be presented to the Board of Directors.**