

Sandusky Chamber of Commerce

AMENDED BYLAWS

ARTICLE 1 - Name, Purpose and Character

1. The name of this organization shall be the "Sandusky Chamber of Commerce", further mentioned in this document as Chamber. It's location and principal office shall be located in Sandusky, Michigan.
2. The Chamber is organized for the purpose of promoting business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all business within; tourism, advancing and preserving the retail, commercial industrial, agricultural, educational and civic, social, and cultural nature of which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth in the Sandusky area. It is empowered to enter into any and all lawful contracts and agreements or negotiations necessary, advisable or proper to realization of this purpose.
3. The Chamber is a non-stock and non-profit organization. No dividends or pecuniary profits shall be declared or paid to any members thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.
4. The Chamber, in all its activities, shall be nonpartisan, non-sectional, nonsectarian, and shall take no part in, nor lend its influence to, the election or appointment of any candidate for federal, state, county, or local government office.

ARTICLE 2 - Membership

1. Any interested community citizen, firm, association, corporation, partnership or estate having an interest in promoting tourism, advancing retail, commercial, industrial, agricultural, educational, and civic interests of the Sandusky area may apply for membership. Limited to one vote per membership.
2. Members shall pay dues in accordance with the dues schedule as set by the Board of Directors.
3. Annual dues for existing members are due 30 days after renewal notice, which will be mailed by July 31 each year.
4. Annual dues that are not paid within 90 days will automatically be removed from the membership list of the Chamber. The reinstatement of a previous Chamber member takes place upon receipt of that members full annual dues for that calendar year.
5. Newly opened businesses for the first time will receive a complimentary 1-year business membership. Dues will be invoiced annually and are not prorated for any part of a calendar year.
6. Any membership may be terminated by affirmative vote of three-fourths of the members for conduct detrimental to the purpose for which the Chamber is organized.
7. General Members shall be entitled to a vote, to hold office, to receive all publications of The Chamber, to serve on committees and to attend all regular and special meetings. Furthermore, they shall be allowed to participate in all activities by The Chamber and to display the emblem of the

organization. A copy of the current By Laws shall be made available and provided to all members upon request. They will also be available on the Chamber webpage - misanduskychamber.com

8. One vote is allowed for each Membership. The representative of the business is designated to cast the vote shall be specifically entered upon the record of the representative. A vote may be cast either orally, in writing or by electronic means. This information will be updated annually; however, a member may change its designee, as it deems appropriate. If 2 members attend from one business - only one member may vote on behalf of that business.

9. The death, resignation, expulsion, dissolution or closure of a business shall terminate the member's membership and all rights incidental thereto with the exception of a business dissolution or closure which may transfer their membership. There shall be no refund of fees or dues.

10. A general membership in The Chamber shall not be transferable from one business to another or from one individual to another without Board approval.

ARTICLE 3 - Board of Directors, Meetings and Duties

1. The Management of the Chamber shall be vested in a Board of directors. The directors will be elected for a term of 3 years as determined in Article 5. All directors must be an employee or owner of a Chamber member.

2. Any designated representative from a general membership in good standing is eligible to hold the office of Director, however, no more than one Director per membership. In the event of multiple memberships, resulting from or due to mergers and acquisitions, each member shall be allowed to continue as a Director until the first expiring term.

3. Should a Director change employment during their term and their new employment is not a Chamber member or they are not the designated representative/liaison of that business, the Director shall have thirty (30) days to 1) resign their Board position, 2) become the designee of their new employment or, 3) purchase a personal membership

4. The directors of the Chamber shall consist of 9 members. Officers will include President, Vice President, Secretary, Treasurer, City Liaison and members at large.

5. When a vacancy on the Board of Directors occurs, the Board will appoint a member to complete the term vacated. The vacant position filled will be for the period left until the next election in June. A vacancy created in any office shall be filled by nomination and approval by the Board. Any member appointed to fill the unexpired term of an Officer shall hold the office until the expiration of the original Officer's term.

6. Any director/officer may be terminated by affirmative vote of three fourths of the board for conduct detrimental to the purpose of which The Chamber was organized.

7. General and Special meetings of the Board of Directors; General Meetings will be determined by the Directors on an annual basis after election of officers. Special meetings shall be subject to the call of the President or by two (2) Directors, provided that written notice shall be given to each Director stating the purpose of the meeting and the time and place thereof, at least twenty-four (24 hours) preceding

the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.

8. Quorum for Board of Directors; A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

9. In the event a Director has unexcused absences from four (4) consecutive meetings of the general membership or board meetings or six (6) regular meetings of the general membership or Board of Directors for the year, whichever is applicable, the Director's resignation shall be deemed to have been tendered and accepted. Majority vote by the Board may over ride this provision. Unexcused - does not show up. Excused - report ahead of time to board secretary or president of absence.

10. The term of the office of President, Vice President, Secretary, and Treasurer shall be for one (1) year and elected annually by the Board. No elected Officer shall hold the same office for more than eight (8) consecutive years unless approved by the majority of the members at the annual meeting.

Duties:

1. President; The President presides at all meetings of the Chamber and Board. The President appoints Special Committees. President position may be shared by two people if approved by a Membership vote. The President shall have general supervision of the business and affairs of The Chamber and shall perform such other duties as ordinarily pertain to the office of Presidency.

2. Vice President; The Vice President shall act in the absence of the President. The Vice President shall act in place of the President in the event of the Presidents temporary disability or absence from meetings or other activities, which the President is designated to perform by these By-Laws.

3. Secretary; It shall be the duty of the Secretary to preserve all books and documents and maintain an accurate record of the proceedings of the Chamber. They will be responsible for social media and internet presence for the Chamber.

4. Treasurer; The Treasurer shall be responsible to disperse the funds of the Chamber under the direction of the Directors. The treasurer will maintain an accurate record of all monies received by, and disbursed for the Chamber. A written monthly balance sheet, and income statement will be prepared for the Members for their review and acceptance at the monthly meeting. The Treasurer will be responsible for reporting on the budget and variances at the monthly meeting. The Treasurer shall also render such other statements and accounts as may be required by the Board of Directors. The Treasurer may serve as the Chairperson of the Finance Division, if one is formed, and 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 a financial institution or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasure and those authorized by the Board and/or a bank representative. If general membership requests an audit be performed annually, one will be conducted upon vote by a majority of members at the annual meeting.

5. City Liaison; The city of Sandusky will provide one city Liaison that will become part of the board of Sandusky Chamber of Commerce. This Liaison will be appointed by the city of Sandusky yearly. The Liaison will have one vote.

6. Members at Large; The members at large shall assist in the operations of the Chamber and, support the goals set by the Board by attending meetings, participating on committees and promoting the Chamber.

7. All board members must abide by the code of conduct set by the Board.

8. Meeting by Electronic Equipment; The Board may conduct their meetings by electronic any means through which all persons participating in the meeting can hear each other. In person is preferred.

ARTICLE 4 -Meetings of General Membership and Quorums

1. General membership meetings will be the 2nd Thursday of each month at noon; time may be adjusted to accommodate the general membership and location to be determined by the Board but with a preference at area businesses.

2. Special Meetings; Special meetings can be called by the President or any two directors of the Chamber or by a majority vote of the members of the Chamber. Only such business as the special meeting was called to consider shall be acted upon as a Special Meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.

3. Quorum for General Meeting; general business conducted at a monthly meeting and any action taken shall be with the majority of those present at the meeting. The annual meeting for election of Directors, setting the annual budget, amendment of bylaws and articles and the general vision of the Chamber requires a majority of the membership either in person or by proxy for action to be taken.

4. Proxies; A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

5. Meeting by Electronic Equipment; A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. It is the member's responsibility to set up the electronic participation.

Article 5 - Election and Terms of office

1. The annual meeting shall be held the 2nd Thursday in June at a location determined by the Board set at the May meeting.

2. A majority of the membership will elect 3 Directors each year after 2025. This will stagger the Board. For 2025 only, election of 3 Director positions for 3 years; 3 Director for 2 years; and 3 Directors

for 1 year. Those nominated or volunteering will identify which position terms they wish to be elected to.

3. Directors shall be elected by a plurality of votes cast at any election.

4. All Directors duly elected shall take office at the regular meeting in July and shall serve a term of three (3) years, unless otherwise specified above.

ARTICLE 6 - Standing and Special Committees

1. All Special committees are formed to accomplish the on-going and annualized business and/or activities of the Chamber. The Chamber President, at its discretion, and the approval of the Board of Directors, has the authority to create Special Committees and/or terminate existing Special Committees when this is felt to be an asset to the operation of the Chamber.

2. Any Chamber event must be self-supporting.

ARTICLE 7 - Conduct of Chamber Meetings

1. General -The proceedings of the Chamber Meetings shall be governed by and conducted to Robert's Rules of Order except as hereafter modified.

2. Use of the Agenda - All Chamber meetings will be governed by the use of the agenda, which will be formulated and distributed prior to the convening of any meeting. This agenda will include items found in the common working agenda of the Chamber.

Article 8- Organizational Structure

1. Committees may be created by the Board upon suggestion of the membership with approval by the Board of Directors. A committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act without approval by the Board of Directors.

2. The Chairperson of the committee shall oversee all activities under his/her Division. All committees shall report their activities and recommendations to the Chamber Board.

3. No member or committee shall take any formal action or pass any resolution, which in any way commits The Chamber on a question of policy, with financial impact, or on matters of general public interest without first having received the approval of the Board of Directors.

4. At meetings of committees, a majority of its members shall constitute a quorum.

Article 9 - Finance

1. The fiscal operation of The Chamber shall be July 1st to June 30.

2. All monies received by The Chamber shall be accounted for as either general or restricted funds.

3. The financial institutions designated by the Board of Directors as the depository of the Chamber shall receive all funds belonging to the Chamber. Such depository shall be directed to pay out funds only upon the written order or check signed by one (1) authorized board member and/or the financial Institution Representative.

4. Prior to each fiscal year, the Board shall prepare a Budget of Anticipated Revenue and Expenses, which shall be submitted to the Members at the annual meeting for approval or other action. The Board shall solicit input from all divisions prior to the finalization of the Budget.

5. Upon the approval of the budget, the Treasurer shall be authorized to make disbursements on accounts of expense provided for in the budget for current expenses without approval of the Board of Directors. All disbursements shall be made by check or approved by the Board of Directors by credit card.

6. Disbursement of funds of the Chamber to cover expenses not provided for in the budget shall be made only after the same have been approved and ordered by the Board of Directors. In no case shall the appropriation of money or other property of the Chamber be made for any purpose other than expenses authorized in the budget, except by action of the Board of Directors. No committee or individual member shall obligate the Chamber to pay out any funds for unbudgeted items without prior approval of the Board of Directors.

7. The Board of Directors shall be authorized to adjust or review the annual budget to conform with any limitations or expenses allowed or created by changes in the gross income due to changing conditions during the fiscal year.

Article 10 - Logo

1. The Board of Directors shall adopt and cause to be used a corporate logo of suitable design, setting forth the name of the corporation, the name of the State and the date of incorporation.

Article 11 - Parliamentary Procedure

1. Roberts Rules of Order, newly revised, shall govern all proceedings of The Chamber subject to such special rules as have been or may be incorporated into the By-Laws.

Article 12 - Contributions

1. Under no circumstances shall this organization contribute general fund money to charitable causes, general fund-raising campaigns or political issues and/or candidates. All contributions are to be voted on by the general Membership.

Article 13 - Dissolution

1. 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, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c){3} of the Internal Revenue Code.

Article 14 - Indemnification Clause

1. No member, officer or director of this Chamber shall be personally liable for the Chamber's debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

ARTICLE 15 - Amendments

1. The Sandusky Chamber of Commerce by-laws may be amended in the following manner:
 - a. The Proposed Amendments must be submitted to the Board of Directors by the Bylaws Committee.
 - b. The Members must approve, by a two-thirds vote of the total membership, the proposed Amendments to the Bylaws.
 - c. The Proposed Amendments must be read and discussed at no fewer than two (2) consecutive regular and/or Special Meetings of the Chamber Membership. In addition, a copy of the Proposed Amendments shall be emailed to the Chamber Membership within one (1) week preceding the initial introduction of the Proposed Amendments to the Chamber Membership.

The Secretary of the Sandusky Chamber of Commerce, hereby certifies that the foregoing By- laws are the true and correct, duly adopted By-Laws of the Corporation and that such By-Laws were last adopted by the General Membership June 12, 2025 and that such By-Laws include all amendments, if any, to the date of this certificate.