



**GREATER ROMULUS CHAMBER OF COMMERCE**

11189 SHOOK RD., SUITE 200  
734-893-0694

ROMULUS, MI 48174  
EMAIL: ADMIN@ROMULUSCHAMBER.ORG

**By-Laws of the Greater Romulus Chamber of Commerce**  
**Proposed Revision ~~July, 2008~~ – March, April & May, 2016 Revisions**

**ARTICLE I**

**SECTION 1 NAME**

The name of this organization shall be the Greater Romulus Chamber of Commerce, herein referred to as “The Chamber”.

**SECTION 2 PROVISIONS**

The Chamber shall be nonpartisan and nonsectarian and shall take no part in, or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment to any candidate for public office in the city, county, state, or nation. Nor shall any meeting of a political nature be held within the premises occupied by or under the control of the Chamber. However, the provisions herein shall not prevent or prohibit the Chamber from sponsoring, directly, or indirectly, legislation consistent with the purpose of the Chamber.

**ARTICLE II**

**SECTION 1 ~~OBJECTIVES~~ CHANGE TO: MISSION**

The objectives of the Chamber are; to develop, encourage, promote and protect the commercial, professional, financial, and general business interests of the City of Romulus, to promote the civic interests and welfare of the community, to extend and promote the trade and commerce, and foster, develop, and protect the industry of the City, to encourage and support all civic enterprises established for that purpose, to promote laws and regulations desirable for the benefit of the community and the businesses therein, to establish a forum to reflect the sentiments of businesses regarding matters affecting their interests; and to encourage, promote and support increased efficiencies in the administration of civic affairs.



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### ARTICLE III

#### SECTION 1 MEMBERSHIP

The membership of the Chamber shall be composed of three categories: ie: Active, Honorary (add refer to: Article III, Section 10), and Supporting (add refer to: Article III, Section 11).

#### SECTION 2 ELIGIBILITY

Any person, association, corporation, or partnership of good standing, interested in the commercial, industrial and/or civic progress of the City of Romulus, shall be eligible for Active Membership in the Chamber. All candidates for Active Membership shall make their intentions known, to the Board of Directors. Election to Active Membership shall require the affirmative vote of a simple majority of the Board of Directors and shall be contingent on prepayment of dues.

#### SECTION 3 DUES

Active Members may be elected at any meeting of the Board of Directors and shall pay annual dues, as may be fixed by the Board of Directors.

#### SECTION 4 MEMBERSHIP VOTING REPRESENTATIVE

Each member, whether it is a person or organization, may designate one voting representative.

#### SECTION 5 REPRESENTATION

Any Active Member, firm, association or corporation shall have the right, at any time, to change their representative upon written notice to and with approval of the Board of Directors.

#### SECTION 6 DELIQUENT DUES

Members may be expelled from the Chamber by the Board of Directors for cause, or for the non-payment of dues. When any member fails to pay his/her dues within two months after they become due, notice of delinquency shall be mailed to the member by the Executive Director. If, after ninety days after the member's due date he/she is still delinquent, their membership is subject to cancellation. Cancellation requires an affirmative vote of 2/3 majority of the Directors present and voting.



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### ARTICLE III

(Continued)

#### SECTION 7 WAIVER OF DUES

The Board of Directors, for good cause, shall have the authority to waive the dues of any delinquent member, thereby allowing continued membership in good standing, by a majority vote of the Board.

#### SECTION 8 EXPULSION

No member shall be expelled from chamber membership for reasons, other than non-payment of dues, without the opportunity of a hearing before the Board of Directors, at a proposed time and place and after reasonable notice has been forthcoming from the Board. The subsequent expulsion requires an affirmative vote of 2/3 majority of the Directors present and voting.

#### SECTION 9 MEMBERSHIP TERMINATION

The termination of a membership shall serve as a forfeiture of all interests of the member in and to the properties of the Chamber, and the member shall thereafter have no right thereto or any part thereof, **(add: including loss of any and all Member Benefits being utilized)**.

#### SECTION 10 HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to Honorary Membership. Honorary Membership shall include all the privileges of Active Membership, except the right to vote and/or hold office, and, it shall be exempt from paying dues. Election to Honorary Membership shall require the affirmative vote of a simple majority of the Board of Directors.

#### SECTION 11 SUPPORTING MEMBERSHIP

Governmental employees, members of the clergy, officers or employees of nonprofit charitable organizations or other persons not actively participating in a business or profession are eligible for a supporting membership upon approval of the Board of Directors and payment of dues as set forth by the Board of Directors. Supporting member shall have all the privileges of Active Membership.



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### ARTICLE IV

#### SECTION 1 OFFICERS

- (A) No Officer or Director of the Chamber shall be an elected official, in the city of Romulus; ~~ie~~, Mayor, Clerk, Treasurer, member of the city council, or judge.
- (B) Any Officer or Director of the Chamber, who is elected to office, in the city of Romulus, ~~ie~~, Mayor, Clerk, Treasurer, member of the city council, or Judge, shall immediately tender his/her resignation from the Chamber Board of Directors.
- (C) Any candidate running for a political office; ~~ie~~; Mayor, Clerk, Treasurer, member of the city council, or judge may not use the chamber for political gain.

#### SECTION 2 ELECTION OF OFFICERS

Within 30 days after the election of the Chamber Board of Directors, the Directors shall meet and elect, from their ranks, Chamber Officers for the ensuing calendar year.

#### SECTION 3 BONDING

The Treasurer and ~~Secretary~~ remove Secretary and insert Director may be required to furnish surety bonds in such amounts as the Board of Directors shall deem necessary. The cost of said bonds shall be paid by the Chamber (add: and shall be reviewed on an annual basis as deemed necessary).

#### SECTION 4 DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties incidental to this office. He/She shall, subject to the approval of the Board of Directors, appoint the chairpersons of all committees. He/She shall, at a Regular or Special meeting of the Chamber or the Board of Directors and at such other times as he/she may deem proper, recommend to the Chamber membership or the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. He/She shall assume custody of the Treasurer's bond, when a bond is required. He/She shall do such other duties as may be delegated by the Board of Directors. He/She shall oversee the responsibilities of the Executive Director as outlined in Article IV, Section 8.



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### ARTICLE IV

(~~continued~~Continued)

#### SECTION 5 VICE-PRESIDENT

The Vice-President, in the absence or disability of the President, shall assume all the responsibilities and privileges of the President and in the absence or disability of the President and the Vice-president, the remainder of the Board of Directors shall designate a member, from their ranks, to temporarily act in their stead. He/She shall oversee the responsibilities of the Executive Director as outlined in Article IV, Section 8. He/She shall do such other duties as may be delegated by the Board of Directors.

#### SECTION 6 TREASURER

The Treasurer shall oversee the following:

- (A) Monthly reports of all financial transactions to the Board of Directors.
- (B) The responsibilities of the Executive Director as outlined in Article IV, Section 8.
- (C) When required by, and at the discretion of the Board of Directors, the Treasurer may be required to be bonded, as outlined in Article IV, Section 3.

#### SECTION 7 SECRETARY

The Secretary shall oversee the following:

- (A) Insure accurate minutes of all the meetings of the Board of Directors, by signing minutes once approved by the Board of Directors.
- (B) The responsibilities of the Executive Director as outlined in Article IV, Section 8.
- (C) Such other duties as may be delegated by the Board of Directors.



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ARTICLE IV  
(continuedContinued)

SECTION 8 EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Chamber, and shall be employed by the Board. It shall be the duty of the Executive Director to conduct the official correspondence:

- (A) Preserve all books, documents, and communications.
- (B) Keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and all Committees, including the minutes of all the meetings of the Board of Directors.
- (C) Submit a financial statement and a written report of the year's work at the close of each fiscal year.
- (D) Perform such duties as may be deemed to the office of Executive Director, subject to the direction of the Board of Directors:
  - (1) Have General Supervision over all employees of the Chamber.
  - (2) Attend to the giving and receiving of all notices of the Chamber.
  - (3) ~~Have charge of the certificate books, transfer books, stock ledgers, and such other books and papers required by the Board of Directors. Replace (3) with Have charge of all~~ receivables, receipt books and papers as required by the Board of Directors.
- (E) When required by, and at the discretion of the Board of Directors, the Executive Director and his/her assistant's may be required to be bonded, as outlined in Article IV, Section 3.

SECTION 9 DISBURSEMENTS

No disbursements of Chamber funds shall be made unless approved, authorized, and/or ordered by the Board of Directors.

- (A) All disbursements paid by check shall be signed by the President, Vice-President, Treasurer or ~~a designated Executive D~~-director, approved by the Board
- (B) Pursuant to the approval of the annual budget, the Executive Director shall be authorized to make disbursements, limited to ~~\$100~~ \$300, by check or debit card. Expenses that exceed ~~\$100~~ \$300 require the approval of two Officers.



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### ARTICLE V

#### SECTION 1 DIRECTORS

**The Government of the Chamber:**

- (A) **Consisting of sixteen members, who shall serve three year terms.**
  - (1) **There shall be no limit on the number of consecutive terms they may serve.**
  - (2) **The number of expiring terms, annually, shall be in rotation of five, five, and six.**
- (B) **The Officers and Directors shall meet the second Tuesday of every month.**
- (C) **The Board shall fill all vacancies of the Board for any unexpired terms.**

#### SECTION 2 NOTICE

**The Executive Director shall notify board members and non-board members, of the Chamber, via the monthly newsletter, e-mail or ~~word of mouth~~, to ascertain who is interested in seeking a seat on the Board.**

- (A) **Prepare a ballot using the names of interested Chamber members.**
- (B) **Mail ballots to all Chamber members, thirty days prior to the election, by a double envelope system.**
  - (1) **Identify voters name and address on the outside envelope.**
  - (2) **Insert completed ballot into inside self-addressed envelope, for tabulation by the tally committee.**
- (C) **Envelopes, with ballots, must be returned postmarked by April 25.**

#### SECTION 3 ELECTION

**The election of the Board of Directors shall be conducted during the month of April, as the Board may direct.**



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**ARTICLE V**

**(continued)**

**SECTION 4 TALLY COMMITTEE**

The Executive Director will be responsible to form a Tally Committee to help conduct any Chamber Elections. **No member of the Tally Committee shall be up for re-election.**

- (A) The Tally Committee shall be the only person or persons authorized to be in attendance during election proceedings, at the discretion of the Executive Director:
- (1) Prepare Tally Sheet
  - (2) Open ballot envelopes
    - (a) One member to call votes.
    - (b) One member to mark tally sheet.
    - (c) One member to witness.
  - (3) Summarize results of election, in writing.
    - (a) List all candidate results in numerical order, high to low.
    - (b) To be signed by all three members of the tally committee.
  - (4) The tally committee is responsible for destruction of all ballots, immediately following the election, with Executive Director present.
  - (5) The new Board of Directors shall be notified, following the election.

**SECTION 5 VOTING**

All voting for the Board of Directors shall be by secret ballot. The nominees having the largest number of votes shall be declared elected. Results of the election shall forthwith be **mailed-communicated** to the membership via the Executive Director. In the event of a tie, the individual s will meet at the chamber board office, with a minimum of three Board members present and they will conduct a random drawing.

**SECTION 6 QUORUM (at Board Meetings)**

A quorum consists of members present at any meeting, when a ten day notice has been given. Absence from three consecutive board meetings, without an excuse will be subject to dismissal. In the event of a dismissal, the President will notify the member. ....





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### ARTICLE V

#### SECTION 7 AUTHORITY

The Chamber shall have the authority to: purchase, exchange, receive by gift or devise lease, build, construct or otherwise acquire, own, hold, become interested in, equip, improve, alter, develop, control, maintain, use, manage, operate, lease, mortgage, pledge, create liens upon, grant licenses in, sell, transfer, convey, exchange, or other inheritance, constructions, buildings, equipment, furniture, furnishings, fixtures, and things or real property, personal and description, such as shall be necessary, convenient and proper for the purposes of this Chamber, as set forth in Article II, Section 1, ~~Objectives~~Mission.

#### SECTION 8 DIRECTORS LIABILITY

The personal liability of the volunteer Directors of the Chamber is eliminated to the fullest extent permitted by the provisions of the Michigan Non-Profit Corporation Act, as same may be amended and supplemented.

#### SECTION 9 INDEMNIFICATION

Each person who is or was a Director or an Officer of the Chamber shall be indemnified (protected) by the Chamber to the fullest extent permitted by Corporation Laws of the State of Michigan, as they may be in affect from time to time. However, the Chamber shall have no obligation to indemnify any Director or Officer in connection with any proceeding, or part thereof, initiated by such Director or Officer without authorization of the Board of Directors. The Chamber shall purchase and maintain insurance on behalf of any such person in any such capacity or arising out of his/her status as such, whether or not the Chamber would have authority to indemnify such person against such liability under the laws of the State of Michigan.



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### ARTICLE VI

#### SECTION 1 MEETINGS

The Board of Directors shall provide for holding meetings whenever it may be deemed necessary or desirable.

- (A) An annual meeting for “Installation of Officers” shall be held on the third Tuesday of May, in conjunction with the Regular Membership meeting in May.
- (B) Membership Meetings of the Chamber shall be held on the third Tuesday of every month.
  - (1) There will be no Membership Meeting in the months of July and August, and December.
  - (2) Quorum - At ~~all regular~~ any special membership meetings, ten percent of Active Members shall constitute a quorum.
  - (3) Special Meetings - The President, at his/her discretion, may call for special meetings of the Board.

### ARTICLE VII

#### SECTION 1 COMMITTEES

- (A) Executive Committee
  - (1) The Executive Committee shall be composed of the Officers of the Chamber, i.e.: President, Vice-President, Secretary, and Treasurer.
  - (2) At the beginning of the fiscal year, the Executive-Finance Committee shall prepare and submit to the Board of Directors a budget projecting the general expenses for the year.
  - (3) In the Interim between meetings of the Board of Directors, the Executive Committee shall have charge of the finances and property of the Chamber and shall have the authority to order disbursements for necessary expenditures, and may grant to any Committee a reasonable budget for any special project, provided such project is previously approved by the Board of Directors.



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**ARTICLE VII  
(continued)**

**SECTION 1 COMMITTEES**

**(B) Standing Committees**

The Executive Committee shall refer matters brought before it to the Board of Directors or to the proper Standing Committee.

- (1) ~~Membership Auction/Comedy Night~~ Committee
- (2) By-Laws Committee
- (3) ~~Guest Speaker~~Bowling/Tiger Event Fundraiser Committee
- (4) ~~Directory Communications~~ Committee
- (5) ~~Romulus Map~~Directory/Map Committee
- (6) ~~“After Five”~~Education Committee
- (7) ~~Person of the Year~~Finance Committee
- (8) Golf Outing Committee
- (9) ~~Silent Auction Wine Tasting~~Holiday Party Committee
- (10) ~~Special Events Luncheon~~ Guest Speaker Committee
- (11) Membership Committee
- (12) Nominating Committee
- (13) Person of the Year Committee
- (14) Pumpkin Festival Committee

**SECTION 2 CHAIRPERSON**

The President shall appoint the Chairperson of all Committees, contingent upon their confirmation by the Board of Directors.

**SECTION 3 POWERS AND DUTIES**

The Board of Directors shall authorize and define the powers and duties of all committees.

**ARTICLE IX**

**SECTION 1 FISCAL YEAR**

For operational purposes of the Chamber and these By-Laws, the Fiscal Year shall be recognized as the time from April 1 through March 31.



**ARTICLE X**

**SECTION 1 PARLIAMENTARY PROCEDURE**

**Robert’s Rules of Order shall govern in all cases, where they are applicable, and in which they are not inconsistent with these By-Laws or any special rules of the Chamber.**

**ARTICLE XI**

**SECTION 1 AMENDMENTS**

**These bylaws may be amended on the recommendation of the Board of Directors or by petition of (10 percent) of the General Membership, in good standing.**

- (A) Not more than three (3) General Membership meetings shall be held before the proposed amendment is presented to the membership at large.**
- (B) The proposed amendment shall be presented to the General Membership, for its first reading, at the General Membership meeting prior to the meeting at which the vote is to be taken.**
- (C) The General Membership shall be notified, in writing, of the proposed amendment, at least ten (10) days prior to each of the two (2) aforementioned meetings.**

**SECTION 1 ADOPTION OF AMENDMENTS**

**Adoption of amendments may be made by a minimum two thirds (2/3) affirmative vote of members present and voting.**

**ARTICLE XII**

**SECTION 1 DISSOLUTION**

**Upon dissolution of this organization, The Greater Romulus Chamber of Commerce, all of its assets, including real and personal property, remaining after payment of all costs and expenses of such dissolution will revert to the City of Romulus or the current local government having jurisdiction. It is suggested that the aforementioned assets be given to a nonprofit organization, or organizations, who qualify, being exempt under the IRS code #501C3. None of the assets will be distributed to any Member, Officer or Trustee of this organization.**