

CONSTITUTION AND BY-LAWS  
OF THE  
GRAND MARAIS CHAMBER OF COMMERCE

PREAMBLE

We, the members of the Grand Marais Chamber of Commerce, in order to promote the best interests of this community, do hereby adopt the following Constitution and By-Laws.

CONSTITUTION

ARTICLE I            NAME

The name of the association shall be the Grand Marais Chamber of Commerce.

ARTICLE II            OBJECTIVES

- A. To promote the economic and civic welfare of the people of Grand Marais;
- B. To improve the business climate in Grand Marais in cooperation with surrounding communities;
- C. To maintain close working relationships among retail, tourist, agricultural, industrial and other segments of Grand Marais.

ARTICLE III            ORGANIZATION

The association shall be incorporated under the laws of the State of Michigan, and shall be a non-profit corporation.

ARTICLE IV            MEMBERSHIP

Membership in the Grand Marais Chamber of Commerce shall be open to those business entities, government agencies, and individuals who support the objectives of this association.

ARTICLE V            GOVERNING BODY

The Governing Body of the Grand Marais Chamber of Commerce shall consist of all of the Active Members, and shall be referred to as the General Assembly. The General Assembly shall elect five (5) officers; President, Treasurer, Secretary and two (2) Trustees.

## BY-LAWS

### ARTICLE I            MEMBERSHIP FEES

Membership shall run from January 1 to December 31, and fees are payable January 1.

Annual Fees will not be prorated, adjusted, or otherwise reduced for payments made after January 1. Fees are not refundable; however, memberships are transferable in the event of a change of ownership, or for other extenuating circumstances upon approval of the General Assembly. Fees are as follows:

- |                                      |                  |
|--------------------------------------|------------------|
| A. Active (voting) Membership        | \$25.00 per year |
| B. Associate (non-voting) Membership | \$10.00 per year |

### ARTICLE II            MEETINGS

- A. Annual Meeting – the annual meeting of the general assembly shall be held on the third (3<sup>rd</sup>) Monday of October at 7:00 p.m., or as otherwise duly specified by notice. Notice of the annual Meeting must be given in writing or by telephone to all members, Active and Associate, at least one (1) week prior to the meeting time. The purpose of the Annual Meeting shall be to elect officers and to approve the budget for the coming calendar year.
- B. Monthly Meetings – monthly meetings of the general assembly shall be held on the third (3) Monday of each month at 7:00 p.m., or as otherwise duly specified by notice. Notice of Monthly Meetings must be given in writing or by telephone to all members, Active and Associate, at least three (3) days prior to the meeting time. The purpose of these meetings shall be to conduct the day to day business of the Chamber.
- C. Special Meetings – Special meetings of the general assembly may be called by the President, or by three (3) officers, or by ten percent (10%) of the Active Members. Notice of Special Meetings shall be given in writing or by telephone to all members, Active and Associate, at least one (1) week prior to the meeting time. The purpose of Special Meetings shall be limited to the business specified on the notice.

### ARTICLE III            QUORUM

Twenty percent (20%) of the Active Members present at any meeting shall constitute a quorum.

### ARTICLE IV            VOTING

Voting rights begin one week after receipt of payment for Active Membership. Each Active Member shall be entitled to one vote at the Annual, Monthly, and Special Meetings of the

General Assembly. Active Members may be represented by one owner, or by one corporate officer, or by any other designated representative if so designated in writing prior to a meeting.

Absentee votes will be recognized at Monthly and Special Meetings of the General Assembly if in writing and signed by an Active Member, for all actions except Election of Officers, Impeachment of an Officer and Dissolution of the Grand Marais Chamber of Commerce.

A simple majority (51%) of a quorum shall be sufficient to pass all actions except Impeachment of an Officer and Dissolution of the Grand Marais Chamber of Commerce, both which require seventy-five percent (75%) of a quorum.

## ARTICLE V ELECTION OF OFFICERS

Elections shall take place at the Annual Meeting of the General Assembly. Nominees must be Active Members, and must be present to accept nomination or have previously given written acceptance. Elections shall be chaired by the President and the Secretary shall record the results.

The newly elected officer shall formally replace the incumbent officers on January 1. Officers shall serve two (2) year terms as follows:

- A. President and Trustee #2 – term to begin January 1 of odd numbered years and to expire on December 31 of even numbered years.
- B. Treasurer, Secretary and Trustee #1 – term to begin January 1 of even numbered years, and to expire December 31 of odd numbered years.

## ARTICLE VI OFFICER DESCRIPTIONS

- A. President – The president shall chair all meetings of the General Assembly. The president may not make nor second motions, however, he/she may vote on all actions. He/She may appoint Committees and, with approval of the General Assembly, shall set guidelines for and oversee the operation of these committees. He/She shall supervise all affairs and business, and with authorization from the General Assembly, may enter into contractual arrangements on behalf of the Grand Marais Chamber of Commerce.
- B. Treasurer – the treasurer shall have charge and custody of and be responsible for all funds of the Chamber. The Treasurer shall present at the Annual Meeting a proposed budget for the coming calendar year and shall also present at Monthly Meetings a Treasurer's report for approval by the General Assembly. The Treasurer shall receive and give receipt for all monies due and payable to the Chamber, and deposit all monies in the appropriate accounts, as approved by the General Assembly, in the name of the Grand Marais Chamber of Commerce. The Treasurer shall be responsible for maintaining correct and up to date membership roles indicating date of payment of membership fees.

- C. Secretary – the Secretary shall keep the minutes of all meetings of the General Assembly and present them at the following meeting for approval. The minutes shall be maintained in a notebook which shall be available for review at every meeting of the general assembly. The secretary shall see that all notices are duly given in accordance with the by-laws, be custodian of the Chamber records, and record attendance at all meetings. The Secretary shall be responsible for the proper distribution of mail and correspondence to the appropriate officers and members of the Grand Marais Chamber of Commerce.
- D. Trustee #1 – Trustee #1 shall act as President in the temporary absence of the President, and shall assume the office of President for the remainder of the current term in the event that the position is permanently vacated. He/She shall also serve as Public Relations Officer and handle all advertising and other media affairs.
- E. Trustee #2 – Trustee #2 shall act as Secretary and/or Treasurer in the temporary absence of these officers. He/She shall serve as Research and Development Coordinator for future special events and fundraisers.

#### ARTICLE VII OFFICE VACANCIES

Mid-Term vacancies, except for the office of President, shall be filled by appointment by the President. The appointed officer will serve the remainder of the vacated term. The office of President, if vacated mid-term, shall be filled by election at the Annual Meeting of the General Assembly.

#### ARTICLE VIII IMPEACHMENT OF AN OFFICER

Any officer may be removed by a vote of 75% of a quorum of the General Assembly. If removed by Impeachment, he/she may not hold, be appointed to, or run for any office for a period of six (6) months. The impeachment process shall be as follows:

- A. A Petition to Impeach, signed by at least ten percent (10%) of the Active Members must be presented to an Officer.
- B. The Secretary will contact all members, Active and Associate, in writing or by telephone, and advise them of the Petition, and that the Petition will be on the Agenda of the next regularly scheduled and duly convened meeting of the General Assembly for discussion.
- C. If after the discussion, the sponsors wish to continue the proceeding, the Secretary will give written notice to all members, Active and Associate, that a Resolution to Impeach and Officer will be voted on at the next regularly scheduled and duly convened meeting of the General Assembly.
- D. If the Resolution fails, the impeachment process may not be initiated again for that officer for a period of six (6) months. If the Resolution passes, it will take effect immediately, and the vacated office will be filled in accordance with the By-Laws.

## ARTICLE IX            COMMITTEES

Committees shall be appointed by the President. A committee representative shall keep the President informed of its progress, and shall give reports at all regularly scheduled meetings of the General Membership. Authority to act upon committee recommendations, proposals, developments, and/or activities shall come from the General Assembly.

## ARTICLE X            AMENDMENTS

Amendments to these By-Laws must be made in accordance with the following procedure:

- A. A Petition to amend the By-Laws of the Grand Marais Chamber of Commerce, signed by at least ten percent (10%) of the Active Members must be presented to an Officer.
- B. The Secretary will contact all members, Active and Associate, in writing or by telephone, and advise them of the Petition, and that the Petition will be on the Agenda of the next regularly scheduled and duly convened meeting of the General Assembly for discussion.
- C. If after the discussion, the sponsors wish to continue the proceeding, the Secretary will give written notice to all members, Active and Associate, that a Resolution to Amend the By-Laws will be voted on at the next regularly scheduled and duly convened meeting of the General Assembly.
- D. If the Resolution fails, the amendment may not be initiated again for a period of six (6) months. If the Resolution passes, the Secretary will execute the necessary paperwork to amend the By-Laws, which will take effect immediately..

## ARTICLE XI            DISSOLUTION

The Grand Marais Chamber of Commerce may be dissolved by a vote of seventy five percent (75%) of a quorum of the General Assembly. Dissolution of the Grand Marais Chamber of Commerce, for any reason, shall automatically and immediately result in the transfer of all Chamber assets to Burt Township for the purpose of continuing the objectives of this association. The dissolution process shall be as follows:

- A. A Petition to Dissolve the Grand Marais Chamber of Commerce, signed by at least ten percent (10%) of the Active Members must be presented to an Officer.
- B. The Secretary will contact all members, Active and Associate, in writing or by telephone, and advise them of the Petition, and that the Petition will be on the Agenda of the next regularly scheduled and duly convened meeting of the General Assembly for discussion.
- C. If after the discussion, the sponsors wish to continue the proceeding, the Secretary will give written notice to all members, Active and Associate, that a Resolution to Dissolve the Grand Marais Chamber of Commerce will be voted on at the next regularly scheduled and duly convened meeting of the General Assembly.

- D. If the Resolution fails, the Dissolution process may not be initiated again for a period of six (6) months. If the Resolution passes, it will take effect immediately, and the President and the Treasurer will execute the necessary paperwork to transfer Chamber assets to Burt Township and to dissolve the Corporation.

Record of Amendment Process

- A. 8/1/95 Notice of proposed amendment to Board
- B. 9/1/95 First Notice to General Assembly
- C. 4/23/96 Copy of amendment presented at meeting for discussion
- D. 5/15/96 Final notice with copy of amendment mailed
- E. \_\_\_\_\_ Approved by vote of General Assembly