

**BYLAWS OF THE  
GREENVILLE AREA CHAMBER OF COMMERCE**

Updated 04/01/2026



**ARTICLE I – Organization**

**Section I – NAME**

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

**Section II – PRIMARY PURPOSE; INCIDENTAL SERVICES**

The Greenville Area Chamber of Commerce is organized and operated to promote the common business interests of its members and to improve business conditions in the Greenville area. Any services, programs, or benefits made available to individual members are provided only as a means of advancing the Chamber’s organizational purposes and are incidental to those purposes.

**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, LLC, non-profit, 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 – TERMINATION OF MEMBERSHIP

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 and an opportunity for a hearing, for conduct unbecoming of a member or for non-payment of investment.

#### A. GROUND FOR TERMINATION

Membership in the Greenville Area Chamber of Commerce may be terminated for the following reason: Conduct Unbecoming — Any act or behavior by a member that is determined to be unethical, inappropriate, or prejudicial to the mission, values, or reputation of the Chamber may be considered grounds for termination.

#### B. DUE PROCESS

Before any termination of membership may occur, the following steps shall be observed:

1. Written Notice: The members shall receive certified written notice from the Chamber Board outlining the alleged conduct and proposed action.
2. Opportunity to Respond: The members shall be given no fewer than ten (10) business days from the date of notice to respond in writing or to request a hearing before the Board of Directors.
3. Hearing (if requested): If a hearing is requested, it shall be held at a mutually agreed upon date, but no later than thirty (30) days from the date of the request. The members shall have the opportunity to present evidence and respond to the allegations in front of the whole board.

#### C. VOTE FOR TERMINATION

Following the hearing or the expiration of the response period (if no hearing is requested), the Board of Directors shall vote on the termination of the membership. A two-thirds (2/3) majority of the Directors then in office shall be required to expel a member under this provision.

#### D. FINALITY

All decisions of the Board of Directors regarding termination under this Article shall be final and will not be subject to further appeal.

### 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 30 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 forty-five (45) days, the delinquency remains, the Executive Director will make contact (in person if possible) in attempt to secure the investment. If the delinquency continues to sixty (60) days, the Executive Director will make a final attempt to secure payment via phone or email. If the delinquency continues to seventy-five (75) 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.

#### Section V – REMOTE PARTICIPATION

Membership meetings may be held by means of remote communication to the extent authorized by the Board of Directors and permitted by law. Members participating by remote communication in a manner approved by the Board are deemed present in person for purposes of quorum and voting, provided the Chamber implements reasonable measures to verify the identity of the member (or the member's authorized representative) and to provide the member a reasonable opportunity to participate.

## 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 two (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.
3. 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) Directors. All Directors must be members in good standing of the Greenville Area Chamber of Commerce.

## Section II – TERMS; QUALIFICATION; HOLDOVER

- a) Terms. Directors shall be elected for terms of three (3) years. Each Director's term shall commence at the adjournment of the annual meeting (or other membership meeting) at which the Director is elected and shall expire at the adjournment of the third (3rd) annual meeting thereafter, unless earlier removed or resigned.
- b) Qualification. Each Director must be a member in good standing of the Chamber.
- c) Holdover. Each Director shall continue to serve after the expiration of the Director's term until a successor is elected and qualified, or until the Director resigns or is removed.
- d) Term Limits. No Director may serve more than two (2) consecutive full terms. A Director is eligible for re-election after a two-year break in service.

## Section III – VACANCIES

- a) Filling Vacancies. The Board of Directors may fill any vacancy on the Board by majority vote at a meeting at which a quorum is present. A Director appointed to fill a vacancy shall serve for the remainder of the unexpired term and until a successor is elected and qualified.
- b) Eligibility After Appointment. A Director appointed to fill a vacancy is eligible to stand for election for a full term.
- c) Best Efforts for Representation. When filling a vacancy, the Board should use reasonable efforts to maintain the intended balance of representation described in Article IV, Section II.

## 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 these 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:

1. Procedure: The Board of Directors shall maintain the exclusive right to formulate special procedures or policies that are 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.
2. 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.
3. Resignation of Board Member: A written resignation must be presented to the Board of Directors.
4. Delegation of Powers: To delegate to any officer, employee, committee, or agent such administrative authority as the Board deems appropriate, provided that no delegation shall relieve the Board of its fiduciary duties or permit action prohibited by law or these Bylaws.
5. Power of Signature: To determine who shall be authorized to sign for the board, notes, receipts, acceptances, endorsements, checks, releases, contracts, and other documents.
6. 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 – CONFLICTS OF INTEREST; DISCLOSURE; RECUSAL

- a) Duty to Disclose. Each Director and officer shall promptly disclose to the Board any actual or potential conflict of interest relating to the Chamber, including any financial interest or other relationship that could reasonably be expected to impair the person's independent judgment.
- b) Recusal. A Director or officer with an actual or potential conflict shall refrain from participating in discussion and shall not vote on the matter, except to provide factual information requested by the Board.
- c) Documentation. The minutes shall reflect the disclosure, the recusal, and the vote.
- d) Policy. The Board may adopt, and from time to time revise, a conflict-of-interest policy consistent with this Section.

## Section X – INDEMNIFICATION

- a) Indemnification. To the fullest extent permitted by the Michigan Nonprofit Corporation Act, the Chamber shall indemnify any person who is or was a Director, officer, committee member, employee, or agent of the Chamber, and who is made or threatened to be made a party to a proceeding by reason of that status, against expenses and liabilities reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in (or not opposed to) the best interests of the Chamber, and with the care an ordinarily prudent person would use under similar circumstances.
- b) Advancement of Expenses. The Chamber may advance expenses incurred in defending a proceeding in advance of final disposition upon receipt of an undertaking by or on behalf of the indemnitee to repay the amount advanced if it is ultimately determined that the indemnitee is not entitled to indemnification.

- c) Insurance. The Chamber may purchase and maintain insurance, including directors' and officers' liability insurance, to protect the Chamber and any person who is or was a Director, officer, committee member, employee, or agent against any liability asserted against that person and incurred in that capacity.

#### Section XI – REMOVAL OF DIRECTORS; RESIGNATION

- a) Removal by Members. Any Director may be removed, with or without cause, by a vote of the members at a regular or special membership meeting, provided the notice of the meeting states that removal of the Director will be considered.
- b) Removal by Board for Cause. The Board may remove a Director for Cause by a two-thirds (2/3) vote of the Directors then in office, at a meeting at which a quorum is present, after compliance with the process in subsection D.
- c) Cause Defined. "Cause" means:
  - i) material breach of these by-laws or duly adopted board policies;
  - ii) fraud, theft, or other dishonest conduct involving the Chamber;
  - iii) conviction of a felony or a crime involving moral turpitude;
  - iv) conduct that materially harms the Chamber's reputation or operations; or
  - v) violation of the conflict-of-interest requirements in these by-laws after written notice and an opportunity to cure when cure is reasonably possible.
- d) Due Process. Before removal by the Board under subsection B, the following steps shall be followed:
  - i) Written Notice. The Director shall receive written notice stating the specific grounds for proposed removal and the time and place of the meeting at which removal will be considered, delivered not less than ten (10) business days before the meeting.
  - ii) Opportunity to Be Heard. The Director shall have the opportunity to submit a written response and to be heard (in person or by remote communication if permitted for the meeting) before the vote.
  - iii) Recusal. The Director subject to removal shall not preside over the meeting and shall not vote on the removal. The Director's presence shall count for quorum until the Board enters executive session (if used) to deliberate.
- e) Attendance-Related Vacancies. If a Director violates the attendance requirement in Article VI, Section VIII, the Board may declare the seat vacant by majority vote after written notice and an opportunity to be heard consistent with subsection D.

## 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. Meetings of the Board may be conducted in person or by remote communication, and Directors participating by remote communication are deemed present for quorum and voting.

### 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. Meetings of the Board may be conducted in person or by remote communication, and Directors participating by remote communication are deemed present for quorum and voting.

### 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 – ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting only by the unanimous written consent of the Directors then in office. Such consent may be executed in counterparts and by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board.

## Section IX – 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

- a) 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.
- b) Removal. Any officer may be removed at any time, with or without cause, by majority vote of the Board at a meeting at which a quorum is present.
- c) Resignation. An officer may resign by written notice to the Chairperson or Secretary, effective upon receipt unless a later effective date is stated.

### 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) Status. The Executive Director is an at-will employee of the Chamber. The Board shall set the terms of employment and may terminate the Executive Director's employment at any time, with or without cause, subject to any written employment agreement approved by the Board.
- b) Role. The Executive Director is the chief administrative officer responsible for day-to-day operations, subject to the direction and supervision of the Board.
- c) Secretary Function. The Board may assign the Executive Director to perform the administrative functions customarily associated with the Secretary (including maintaining records and minutes and issuing notices), but the Executive Director is not a Director by virtue of serving in that administrative capacity unless separately elected or appointed to the Board under these by-laws.

- d) Committees. The Executive Director, or the Executive Director's designee, may attend committee meetings and provide staff support as requested, but shall have no vote unless separately appointed as a voting committee member.

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. Notice of the general membership meeting shall include the text of the proposed amendment(s) or a reasonably detailed summary, and shall be provided not less than ten (10) days before the meeting at which the amendment(s) will be voted upon.

Article X – **DISSOLUTION**

No money 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.