

BYLAWS

THE CRETE AREA CHAMBER OF COMMERCE

ARTICLE I **IDENTIFICATION**

This organization shall be known as the Crete Area Chamber of Commerce.

ARTICLE II **PURPOSE**

The Crete Area Chamber of Commerce is organized for the purpose of promoting business, community growth and development within the Village of Crete and Crete Township.

ARTICLE III **MEMBERSHIP**

Section 1. Eligibility

Any person, association, corporation, partnership, not-for-profit or business entity doing business in Crete Township shall be eligible for membership.

Section 2. Election

Election to membership shall require the affirmative vote of a majority of the Board of Directors present at any meeting.

Section 3. Membership

There shall be only one (1) membership granted per person, association, corporation, partnership, not-for-profit or business entity.

Section 4. Representation

Any person, association, corporation, partnership, not-for-profit or business entity shall notify the Chamber of its representative in writing.

Section 5. Change in Representation

Any person, association, corporation, partnership, not-for-profit or business entity shall have the right at any time to change its representative upon written notice to the Chamber.

Section 6. Suspension and Expulsion

The Board of Directors shall require the affirmative vote of a majority of the Board of Directors present at any meeting to suspend or expel a member for just cause. Cause may be defined as, but not limited to, non-payment of dues (30 days or more after the due date); conduct that affects or reflects negatively on the Crete Area Chamber of Commerce; or prejudicial or discriminatory behavior that affects the aims and reputation of the Chamber.

Section 7. Resignation

Any member may resign by filing a written resignation to the president or secretary, but such resignation shall not relieve the member so resigning of the obligation of any dues, assessments or other charges theretofore accrued or unpaid.

Section 8. Dues

- (a) Each member shall pay minimum yearly dues in an amount that shall be determined from time to time by the Board of Directors.
- (b) Membership dues must be paid by April 30th (90 days from the beginning of the fiscal year) or membership will be forfeited.

ARTICLE IV **THE BOARD OF DIRECTORS**

Section 1. Composition of the Board

The Board of Directors shall consist of nine (9) members. Here in after each following year, three (3) directors shall be elected to three (3) year terms. The Directors shall have the power to fill all vacancies on the Board. They may adopt rules of conducting the business of the Chamber. They shall meet not less frequently than once a month, at such time and place shall be determined by them, unless prudent judgment dictates the cancellation of a meeting. Five (5) members of the Board of Directors shall constitute a quorum at any meeting.

Section 2. Duties of the Board

- (a) The Board of Directors shall be responsible for making efficient use of the time of its members.
- (b) The Board of Directors shall make recommendations for organizing and planning the activities of the Chamber.
- (c) Recommendations from the Board of Directors are to be presented to the membership at regular meetings of the Chamber.
- (d) The Board of Directors shall be responsible for fulfilling all insurance and bonding requirements for the Chamber.

Section 3. Elections

The Directors shall be elected by the membership in the following manner:

(a) Nomination

The president and board members can seek candidates from its members willing to be on the election ballot. This is to be done in the months of September and October.

(b) Candidates

Must select five (5) or more members to be candidates for the Board of Directors for a term of three (3) years. Candidates shall be members in good standing with the Chamber for at least one (1) full year. All members in good standing shall be contacted to determine interest in being placed on the ballot.

(c) Presentation of ballots

These nominations in ballot form showing the name and company name of the nominated, with space for writing in other candidates, shall be presented to Chamber members at the November meeting.

(d) Ballot distribution and deadline

Immediately following the November meeting, ballots shall be distributed by US mail to the membership and to be returned to the Chamber prior to the December regular monthly meeting, before being called to order.

(e) Election results

The election ballots will be opened, counted and presented during the December meeting.

Section 4. Vacancies

A written resignation or absence from three (3) consecutive regular meetings (unless confined by illness or some other approved situation) shall constitute a vacancy on the Board of Directors. At the discretion of the Board, an absentee director may be replaced. A new Board member shall be appointed and approved by the Board of Directors to fill the uncompleted term.

ARTICLE V
OFFICERS

Section 1. Election of Officers

During the February membership meeting, with the newly elected Board of Directors in place, the Board shall develop a slate of officers to be elected. Invite nominations for each office from the floor and shall proceed to elect a president, vice-president, secretary and treasurer. The president, vice-president, secretary and treasurer shall be elected from the members of the Board of Directors.

Section 2. Induction and Terms of Officers.

(a) The newly elected officers shall take office immediately.

(b) The term of office shall be one (1) fiscal year, or until a successor has been duly elected.

Section 3. Duties of Officers

(a) The President shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties incident to this office. The president shall be an ex officio member of all committees appointed.

(b) The vice president shall act in the absence of the president. In the absence of both the President and the vice president, a member of the Board of Directors shall be chosen to act temporarily.

(c) The secretary shall conduct the official correspondence, preserve all books, documents and communication, and maintain an accurate record of the proceedings of the Chamber and of the Board of Directors meetings.

(d) The treasurer shall receive and disburse the funds of the Chamber. No disbursements shall be made unless they have been authorized and ordered by the Board of Directors or President. All disbursements shall be made by check, which shall be signed by such person or persons as shall, from time to time, be authorized by the Board of Directors. The treasurer shall make regular financial reports to the Board of Directors. The Board may at its discretion require the treasurer to give an acceptance bond, in such amount as the Board may determine, for faithful performance of the treasurer's duties.

ARTICLE VI
COMMITTEES

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The president shall appoint all committees, subject to confirmation by the Board of Directors.

ARTICLE VII
MEETINGS

Section 1. The Board of Directors will provide for membership meetings on a monthly basis.

Section 2. Special meetings of the Chamber may be called by the Board of Directors at any time for specific purpose. All members will be notified in a timely manner.

Section 3. Ten percent (10%) of the members in good standing shall constitute a quorum at all meetings.

Section 4. Parliamentary procedure

All questions of parliamentary procedure shall be determined according to the latest edition of Roberts Rules of Order.

Section 5. Order of Business

The order of business shall be:

Call to Order

Minutes

Treasurer's Report

Reports of Officers

Committee Reports

Old Business

New Business

Adjournment

Section 6. Motion Presentation and Recognition

Any Motions presented during any meeting of the Crete Area Chamber of Commerce must be brought by a sitting Director present at that meeting. Any Motions presented by a Member, who is not a Director, will not be recognized unless it is adopted, and further motioned, by a sitting Director then present at that meeting.

Furthermore, Motions may only be seconded by a sitting Director present at the meeting where the Motion is presented.

ARTICLE VIII
EMPLOYEES

Section 1. The Board has the power to create, define and fill such paid positions as may be needed to accomplish the purposes of the Chamber.

ARTICLE IX
REFERENDUM

Section 1. All matters deemed of sufficient importance by the Board of Directors shall be referred to the general membership at a meeting of the members.

Section 2. Any matter decided by the Board of Directors without referring it to the members may be called up by petition of seventy (70%) percent of the members in good standing. When such petition is submitted to the Board of Directors, the previous action of the Directors shall be automatically suspended, and the question at issue shall be immediately submitted to the members for discussion and vote at a monthly membership meeting.

ARTICLE X
FINANCES

Section 1. Fiscal Year

The fiscal year of the Crete Area Chamber of Commerce will be from February 1, until January 31.

Section 2. Deposits

All funds of this organization shall be deposited in the name of the organization with banks designated by the Board of Directors.

Section 3. Use of Funds

The Chamber shall use its funds only to accomplish the projects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber.

ARTICLE XI
BYLAW

Section 1. These Bylaws may be amended or replaced, subject to approval of the Board of Directors, by a majority vote of the members present at any regular or special meeting: provided that the proposed change or changes have been stated in full in the notice of the meeting at which action is to be taken.

ARTICLE XII
INDEMNIFICATION

SECTION 1. The Crete Area Chamber of Commerce shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Crete Area Chamber of Commerce) by reason of the fact that the person is or was a Director or officer of the Crete Area Chamber of Commerce serving at the request of the Crete Area Chamber of Commerce as a Director, officer, employee, agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such 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 Crete Area Chamber of Commerce, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Crete Area Chamber of Commerce or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the conduct was unlawful.

SECTION 2. The Crete Area Chamber of Commerce shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, or suit by or in the right of the Crete Area Chamber of Commerce to procure a judgment in its favor by reason of the fact that such person is or was a Director or officer of the Crete Area Chamber of Commerce, or is or was a Director or officer of the Crete Area Chamber of Commerce serving at the request of the Crete Area Chamber of Commerce as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such 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 Crete Area Chamber of Commerce, provided that no indemnification shall be made with respect to any claim, issue, or matter as to which such person has been adjudged to have been liable to the Crete Area Chamber of Commerce unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

SECTION 3. The Crete Area Chamber of Commerce may indemnify any person who is or was an employee of the Crete Area Chamber of Commerce, or is or was an employee of the Crete Area Chamber of Commerce serving at the request of the Crete Area Chamber of Commerce as Director, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, to the extent and under the circumstances provided by Sections 1 and 2 of this Article XII with respect to person who is or was a Director or officer of the Crete Area Chamber of Commerce. To the extent that a present or former employee of the Crete Area Chamber of Commerce has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1, 2, and 3 of this Article XII, or in defense of any claim, issue, or matter therein, such person may be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection

therewith, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Crete Area Chamber of Commerce.

SECTION 4. Any indemnification under Sections 1, 2, and 3 of this Article VII (unless ordered by the court) shall be made by the Crete Area Chamber of Commerce only as authorized in the specific case upon a determination that indemnification of the present or former Director, officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth therein. Such determination shall be made with respect to a person who is a Director or officer at the time of the determination (a) by the majority vote of the Directors who are not parties to such action, suit, or proceeding, even though less than a quorum; (b) by committee of the Directors who are not parties to such action, suit, or proceeding, even though less a quorum, designated by a majority vote of Directors; (c) if there are no such Directors, or if the Directors so direct, by independent legal counsel in a written opinion; or (d) by majority vote of the shareholders.

SECTION 5. Expenses (including attorneys' fees) incurred by an officer or Director in defending a civil or criminal action, suit, or proceeding shall be paid by the Crete Area Chamber of Commerce in advance of the final disposition of action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that such person is entitled to be indemnified by the Crete Area Chamber of Commerce as authorized in this Article XII. Such expenses (including attorneys' fees) incurred by former Directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the Crete Area Chamber of Commerce deems appropriate.

SECTION 6. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XII shall not be deemed exclusive of any other rights to which one seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office.

SECTION 7. The Crete Area Chamber of Commerce may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Crete Area Chamber of Commerce, is or was serving at the request of the Crete Area Chamber of Commerce as a Director, officer, employee, or agent of another Crete Area Chamber of Commerce, partnership, joint venture, trust, or other enterprise against liability asserted against such person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Crete Area Chamber of Commerce would have the power to indemnify such person against such liability under the provisions of this Article XII.

SECTION 8. If the Crete Area Chamber of Commerce has paid indemnity or has advanced expenses to a Director, officer, employee, or agent, the Crete Area Chamber of Commerce shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.

SECTION 9. For purposes of this Article VIII, references to "the Crete Area Chamber of Commerce" shall include, in addition to the resulting Crete Area Chamber of Commerce, any merging corporation (including any entity having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, employees, or agents, so that any person who is or was a Director, officer, employee, or agent of

such merging corporation, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provision of this Article XII with respect to the resulting or surviving corporation as the person would have had with respect to such merging corporation as if its separate existence had continued.

SECTION 10. For purposes of this Article XII, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to “serving at the request of the Crete Area Chamber of Commerce” shall include any service as a Director, officer, employee, or agent of the Crete Area Chamber of Commerce that imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Crete Area Chamber of Commerce” as referred to in this Article XII.

SECTION 11. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

SECTION 12. The indemnification provided by, or granted pursuant to, this Article XII shall be made only upon authorization from the Board of Directors as outlined in Section 4 of this Article XII. Under no circumstances will authorization of indemnification of any person who is or was Director, officer, employee, or agent of the Crete Area Chamber of Commerce be granted for any actions undertaken outside the course of the Crete Area Chamber of Commerce’s business. In no way shall this Article XII be interpreted as indemnification of a person’s actions in their private, non-business related, lives. Furthermore, no indemnification shall be granted or authorized if such indemnification would be contrary to any State or Federal Statute, these Bylaws, or the Articles of the Crete Area Chamber of Commerce.

ARTICLE XIII
DISSOLUTION

Section 1. The Chamber shall be dissolved by a majority vote of the members of the Board of Directors present at any regular or special meeting of the Board.

Section 2. On dissolution of the Chamber, any funds remaining shall be distributed to one or more local Crete or Crete Township organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

President

Date

Secretary

Date

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