

POLICY
and
BYLAWS
OF
**WYOMING-KENTWOOD AREA
CHAMBER OF COMMERCE, INC.**
(a Michigan Non-Profit Corporation)



Bylaws adopted by the Board of Directors on
December 16, 1993

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BYLAWS

OF

WYOMING-KENTWOOD AREA CHAMBER OF COMMERCE, INC.

ARTICLE I

NAME AND PURPOSES

Section 1.1 Name. This corporation shall be known as Wyoming-Kentwood Area Chamber of Commerce, Inc.

Section 1.2 Purposes. The corporation is formed for the purpose of: 1) promoting and enhancing the well being, prosperity and reputation of our member businesses and communities by providing information, leadership, products, services and opportunities for growth; 2) stimulating public sentiment to these ends; and 3) providing such services and information as well as doing and encouraging such things as will or may reasonably be expected to promote these purposes, within the meaning of Section 501c(6) of the Internal Revenue Code.

The corporation may engage in any activity in connection with the above-stated purposes for which a nonprofit corporation may be organized under the Michigan Nonprofit Corporation Act of 1982, as amended. However, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501c(6) of the Internal Revenue Code.

The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of officers or directors. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section.

ARTICLE II

MEMBERSHIP

Section 2.1 Classes of Members. There shall be two classes of members of the corporation: full members and associate members. Elected government officials may become associate members.

Section 2.2 Eligibility. Any person, firm, partnership, association, corporation or other entity subscribing to the objectives of the corporation shall be eligible for full membership in the corporation. Any person, association or other non-profit entity subscribing to the objectives of the corporation shall be eligible for full or associate membership. For-profit organizations shall not hold associate memberships.

Section 2.3 Applications. Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. The Board of Directors or Executive Committee shall approve applications for membership. An applicant approved for membership shall become and remain a member upon payment of applicable dues. The membership year

of a member shall begin on the first day of the month after the date of the member's approval by the Board of Directors.

Section 2.4 Dues. The dues applicable to each class of members shall be as established annually by the Board of Directors at its December meeting. Members will automatically forfeit the privileges of membership by failure to pay dues or other charges within ninety (90) days of the due date. The Board of Directors or the Executive Committee by a majority vote of either body at a duly called meeting may extend this period in individual cases for extenuating circumstances.

Section 2.5 Voting and Good Standing. Any person, association, corporation or partnership holding a full membership in good standing shall be entitled to one vote on all matters coming before the membership. Those members who owe monetary balances to the Chamber that are over ninety (90) days old or who have been deemed to otherwise not be in good standing by a vote of the Board of Directors, shall forfeit their right to cast a vote and to other membership privileges. Associate members shall not be entitled to vote.

Section 2.6 Withdrawal. Any member of the corporation may withdraw from membership by delivering a written resignation to the Secretary. Except at the direction of the Board of Directors, no refunds for "unused" dues investments shall be returned to any withdrawing member.

Section 2.7 Suspension and Expulsion. A member may be suspended or expelled for cause such as violation of any of these Bylaws or any rules of the corporation, or for conduct prejudicial to the best interests of the corporation. Suspension or expulsion shall be by a three-fourth (3/4) vote of the members present at a membership meeting, provided that a statement of the reasons therefore shall have been mailed by first class mail to the member at the member's last recorded address at least ten (10) days before final action is taken thereon; this statement shall be accompanied by a notice of the time, date and place where the membership is to take action. The member shall be given an opportunity to appear and speak at the time and place mentioned in such notice.

ARTICLE III

MEMBERSHIP MEETINGS

Section 3.1 Annual Meeting. The annual meeting of the members of this corporation to transact such other business as may properly be brought before the meeting shall be held on the fourth Friday in January at a time and place determined by the Board or at such other date, time and place as determined by the Board of Directors, such determination to take place not later than its September Board meeting or, in the absence of a decision by the Board of Directors, at such other time and place as determined by the President. The President shall not change the date from the fourth Friday of January.

Section 3.2 Special Meetings. The Board of Directors may call additional membership meetings whenever it may be considered necessary or desirable. Any fifteen (15) members of the corporation entitled to vote may at any time file with the Board or President a petition demanding a special meeting and stating the specific business to be brought before the corporation at such special meeting. The President, the Executive Committee, or the Board,

shall call a special meeting within ten (10) days after receipt of such petition and mail a notice of the meeting with a statement of the meeting's purpose to each member entitled to vote.

Section 3.3 Place of Meetings. All meetings of the members, whether annual meetings or special meetings, shall be held at such place or places, within or without the State of Michigan, as a majority of the Board of Directors may from time to time determine by resolution, or as set forth in a waiver signed by all of the members.

Section 3.4 Notice of Meeting. At least ten (10) days but not more than sixty (60) days notice of the purpose, place, day and hour of each meetings of the members, whether annual or special, shall be given by a written notice served upon each member of record entitled to vote at the meeting.

Section 3.5 Waiver of Notice. Notice of the time, place and purpose of any meeting of the members may be waived by e-Mail, by facsimile, telegram or any other writing before such meeting has been held. If all the members waive notice of the meeting, no notice of same shall be required. Whenever all members shall meet in person or by proxy, such meeting shall be valid for all purposes, without call or notice, provided, however, that the attendance of a member at a meeting shall not constitute a waiver of notice of such meeting where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any person failing to designate his or her address to the Secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the Secretary.

Section 3.6 Quorum. Those members present at any duly called and noticed meetings of members shall constitute a quorum.

Section 3.7 Action by Consent. Any action required or permitted to be taken at an annual or special meeting of members may be taken without meeting, without prior notice and without a vote, if all the members entitled to vote thereon consent thereto in writing.

ARTICLE IV

DIRECTORS

Section 4.1 Powers. Subject to the limitations of the Articles of Incorporation of the corporation, these Bylaws and the laws of the State of Michigan, the Board of Directors shall govern the affairs of the corporation. The Board of Directors is empowered on behalf of the corporation to do and perform all acts reasonably necessary, appropriate, or incident to the accomplishment of the purposes of the corporation, as determined by the Board of Directors in their sole discretion.

Section 4.2 Number of Directors. The Board shall consist of an odd number of voting Directors, provided there be neither less than fifteen (15) nor more than twenty-five (25) Directors. The Board shall determine the exact number of Directors at its September meeting each year.

Section 4.3 Election and Term of Directors. All current Directors shall serve the remainder of their terms. The January meeting of the Board shall be a joint meeting of the outgoing and the incoming Board of Directors. The outgoing Chairperson shall preside over an abbreviated agenda with the outgoing Board and then pass the gavel to the incoming

Chairperson. The incoming Chairperson shall then preside over an abbreviated agenda with the incoming Board. The Directors shall be by the general membership in the following manner:

4.3.1 Candidates for the office of Director shall be nominated by the Nominating Committee by September 1st each year in such numbers of qualified full members to provide a slate of nominees that is approximately one and one-half times the number required to fill the anticipated open Board seats. The Nominating Committee shall be chaired by the Immediate Past Chairperson and shall include the Chamber President, the Chairperson of the Board, the Senior Vice-Chairperson and the Vice-Chair of Finance and Budget.

4.3.2 Candidates for Director may campaign for their election by contacting the general membership only after the first day of September. Candidates shall limit their campaign contact with the membership to personal contact and to one (1) article appearing in the September issue of the Chamber newsletter, such article describing their candidacy and not to exceed two hundred (200) words. The Nominating Committee shall decide if a violation of this section is sufficient to disqualify a candidate from election. This section 4.3.2 shall be in effect only after January 1, 2002.

4.3.3 The Secretary of the corporation shall cause ballots to be mailed to the general membership on the last day of September or the first business day thereafter if the last day falls on a Sunday or holiday. The ballots shall contain a letter of instruction clearly explaining the election qualifications and procedures, the deadline for receipt of ballots at the Chamber office, which shall be October 15th or the first business day thereafter if the 15th falls on a Sunday or holiday, a voting ballot showing all nominated candidates plus spaces to write in two (2) candidates and instructions to not vote for more than a specific number of candidates, such number to be equal to the anticipated number of Board vacancies as existed at the September Board meeting, a plain #7 envelope with the word 'BALLOT' printed across the face in 30 point type and imprinted with a signature line and company line. Also enclosed shall be a #9 business reply envelope imprinted "Ballot Enclosed" and addressed to the Chamber office.

4.3.4 The member shall mark his or her votes on the ballot as appropriate and make no other marks on the ballot. The member shall then fold the ballot and insert and seal it in the envelope marked 'BALLOT' described above. The member then signs this envelope and indicates the member organization's business or corporate name. This ballot envelope is then placed in the #9 business reply envelope and mailed at the member's expense to the Chamber offices with a postmark date not later than October 13th or the first business day thereafter if the 13th falls on a Sunday or holiday. Once the member completes the ballot and seals the envelope, these envelopes shall not be opened until the vote counting described in section 4.3.5.

4.3.5 At noon on the third Wednesday of October, or five (5) business days following the postmark date deadline, whichever is later, the Nominating Committee shall meet to count ballots. Upon opening the first set of envelopes, the Vice-Chair of Finance and Budget, with the assistance of Chamber staff, shall determine which members who are casting votes are members in good standing. Members who are not in good standing as of that day shall have their sealed ballot envelopes placed in a separate pile and discarded without opening. Only the remaining ballot envelopes, having been certified as received from members in good standing, shall be opened and the enclosed votes tallied. Ballots that cast votes for more candidates than the number allowed on the ballot shall be discarded.

4.3.6 The terms of all Directors shall begin and end at the January meeting of the Board. All Directors shall be elected for three (3) year terms, except that some Directors, those drawing the least number of votes, shall be elected to shorter terms in such numbers so that approximately one-third (1/3) of the Board Members' terms expire each year. Each Director shall hold office following his or her election or his or her appointment to fill a vacancy, as the case may be, and until his or her successor shall be have been duly elected and qualified. Notwithstanding the foregoing, a Director elected to a newly created directorship may serve for a term of one (1) year or two (2) years, as designated by the Board in order that approximately one-third (1/3) of the directors are elected each year.

4.3.7 The Chairperson of the Board shall appoint all Directors as the Chairs, Vice-Chairs or active members of the various standing, special and other committees and Task Forces of the Chamber.

Section 4.4 Qualifications. Only individual persons may be elected as Directors; corporations, partnerships, associations and trusts may not serve as Directors. All Directors must be full members in good standing or must be employees of corporations that are full members in good standing.

Section 4.5 Vacancies. In the event any vacancy shall occur on the Board of Directors because of death, resignation, removal, incapacity to act, or disqualification of a Director, the remaining Directors may nominate at its next meeting, and appoint at a subsequent meeting, a new Director for the former Director and the appointed Director shall fill the unexpired term of the former Director. The new Director shall meet all of the qualifications necessary for a Director.

Section 4.6 Resignation and Removal. Any Director may resign at any time effective upon receipt of written notice by the Corporation unless otherwise specified in such notice. Absence of a Director from three (3) consecutive regular meetings, without an excuse deemed valid and so recorded by the Board of Directors shall be construed as a resignation from the Board. After the second consecutive absence, the Chamber President shall cause a written reminder notice to be sent to the absent Director. A Director may be removed with or without cause by a vote of a majority of the members entitled to vote in an election of Directors or by a **2/3** majority vote of the Directors entitled to vote at a Board meeting.

Section 4.7 Executive Committee. There shall be an Executive Committee consisting of seven (7) voting members of the Board of Directors. The positions of the Executive Committee shall be a) the Chairperson of the Board, b) the Senior Vice-Chairperson, c) the Immediate Past Chairperson, d) the Vice-Chairperson of Finance & Budget, e) The Vice-Chairperson of Financial Development, f) the Vice-Chairperson of Member Benefits and Relations, and g) the Vice-Chairperson of Membership Development The President/Secretary shall be a non-voting ex-officio member of the Executive Committee. Members of the Executive Committee shall be the officers of the corporation. (*Refer also to Article V.*)

Between meetings of the Board, the Executive Committee shall have and may exercise all of the powers of the Board excepting the power to amend the bylaws. Actions taken by the Executive Committee shall be reported to the Board at the next meeting of the Board.

Section 4.8 Chamber Divisions. The Chamber shall have four (4) standing Divisions, each headed by a Vice-Chairperson, and each charged with fulfilling the mission of the Chamber, as follows:

Community Relations Division, headed by a Vice-Chairperson or the Senior Vice-Chair, which shall maintain relations with outside entities, units of non-municipal government, organizations, individuals and others

Financial Development Division, headed by a Vice-Chairperson or the Senior Vice-Chair, which shall assure the growth of the net revenues of the Chamber

Member Benefits and Relations Division, headed by a Vice-Chairperson or the Senior Vice-Chair, which shall maintain relations with the Chamber's members to assure that programs and benefits are provided for their benefit. The Division shall also be responsible for screening and selecting all member benefit programs offered to the membership and shall maintain relationships with member benefit vendors as appropriate

Membership Development Division, headed by a Vice-Chairperson or the Senior Vice-Chair, which shall develop policies and programs to assure the growth of the number of members of the Chamber

Section 4.9 Strategic Planning Committee. There shall be a strategic planning committee. This committee shall meet at least once each year and shall study issues which affect the growth and well being of the Chamber in the future. The committee shall meet beginning no later than April and shall provide the Board of Directors a report at the Board's September meeting and at any other meeting of the Board when the committee decides it has relevant issues to report. This report shall include non-binding recommendations, if any, to the Board concerning the long range direction of the Chamber, opportunities, project and program ideas for the members' benefit, membership and community input, review of written policy and bylaws and any other subject relevant to the long term objectives of the Chamber.

The Board may accept the committee's report, but is not bound to act on any recommendations contained therein.

The Senior Vice-Chairperson shall chair this committee. It shall be comprised of

- one member of the Board of Directors with more than one year Board experience appointed by the Senior Vice-Chairperson, and
- one member of the Board of Directors with less than one year Board experience appointed by the Senior Vice-Chairperson, and
- one member of the Chamber in good standing not on the Board of Directors appointed by the President, and
- one member in good standing appointed by the Chairperson
- any Past Chairperson of the Board appointed by the President, and
- the Chamber President

This advisory committee shall not be empowered to take any action on behalf of the corporation or in any way bind the corporation without the express authorization of the Board of Directors or the Executive Committee.

Section 4.10 Other Committees and Contracts. The Board of Directors may establish and define the power and duties of such other committees as it may deem advisable. Such committees shall not take any action on behalf of the corporation or in any way bind the corporation without the express authorization of the Board of Directors or the Executive

Committee. Neither committee, nor any member of the Chamber may bind the corporation in any manner. Only the President, the Chairperson of the Board or the Senior Vice-Chairperson may sign a contract on behalf of the Chamber, however contracts obligating the Chamber to more than fifteen-hundred dollars (\$1,500.00) in cash outflow must be first approved by the Board or the Executive Committee.

Section 4.11 Honorary Directors. The Board of Directors may, at its option, appoint up to seven (7) Honorary Directors. Honorary Directors shall not be entitled to vote or to serve on the Executive Committee and shall not be counted in determining whether there is a quorum for the transaction of business. An Honorary Director may serve for such term and any number of successive terms as may be determined and approved by the Board of Directors. Honorary Directors shall include ex officio the offices of Mayor of the City of Wyoming, Mayor/City Manager of the City of Kentwood and City Manager of City of Wyoming. Honorary Directors shall also include the immediate past presidents of the Kentwood Jaycees and the Wyoming Jaycees or their designees.

Section 4.12 Regular Meetings. Regular meetings of the Board of Directors of the corporation shall be held at such time and place as the Board of Directors may designate, or in the absence of designation by the Board, as the President shall designate. The time and place of each regular meeting shall be announced at the prior regular meeting of the Board of Directors.

Section 4.13 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the corporation, and shall be called by the President, or in the President's absence by any other officer, at the written request of any three (3) Directors delivered to such officer. Such request shall state the purpose of the proposed meeting.

Section 4.14 Notices. No notice of regular meetings of the Directors shall be required. At least five (5) days' notice of the place, day and hour of any special meeting of the Board of Directors shall be given by written notice served upon each Director. Service of notice may be made personally, by e-Mail, by facsimile, telegram, by telephone, or by mailing such notice, postage prepaid, plainly addressed to the Director at the Director's last known post office address.

Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully paid, plainly addressed to the Directors entitled to said notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 4.15 Waiver of Notice. Notice of the time, date and place of any special meeting of the Board of Directors may be waived by e-Mail, by facsimile telegram or by any other writing either before or after such meeting has been held. If all the Directors waive notice of the meeting, no notice of the same shall be required. Attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting except where the Director attends the special meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any Director failing to designate the Director's address to the Secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the Secretary.

Section 4.16 Voting Rights. Each Director in good standing present in person at a meeting of the Board shall be entitled to one vote.

Section 4.17 Conduct of Meetings. The Chairperson of the corporation, or in the Chairperson's absence, the Senior Vice-Chairperson shall preside at all meetings of the Board of Directors. In the absence of both the Chairperson and Senior Vice-Chairperson, another Vice-Chairperson of the Board chosen by a majority of the Directors present shall preside at the meeting of the Board of Directors. The President of the corporation, or a staff member designated by the President, or in the President's absence, any person appointed by the chairperson of the meeting, shall act as Secretary of the meeting. Meetings of Directors generally shall follow Robert's Rules of parliamentary procedure.

Section 4.18 Action without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 4.19 Quorum. One-half (1/2) of the Directors eligible to vote in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the law, the Articles of Incorporation or these Bylaws required a great proportion. In the absence of a quorum, business that is transacted is done as an advisory committee of the Board and is subject to ratification by a vote of the Directors at the next meeting of the Board where a quorum is present.

Section 4.20 Compensation. The Directors shall serve without compensation. Upon resolution of the Board of Directors, the Directors may receive reimbursement of expenses for attendance at any meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity, or receiving compensation therefore.

Section 4.21 Meeting by Telephone or Similar Equipment. Any member of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE V

OFFICERS

Section 5.1 Appointment. The Board at its meeting in January shall confirm the following officers: Immediate Past Chairperson of the Board; Chairperson of the Board; Vice-Chairperson of Finance & Budget; President/Secretary and elect such other officers as described in Section 4.7 of these by-laws. The Board shall also at its meeting in January appoint persons to serve as the corporation's representatives on other organizations' boards and committees. All of the officers and appointed representatives, with the exception of the President/Secretary, shall be voting members of the Board of Directors.

Section 5.2 Term. Officers and representatives shall serve for a term of one (1) year and until their successors are duly elected and qualified. No person shall serve as the Chairperson of the Board for more than one term of one year at a time and may not hold that

position for another term until three years after the previous term expires. A **2/3** majority of the entire Board may waive the restrictions on service as Chairperson of the Board.

Section 5.3 Election of Officers The Chairperson of the Board shall not be elected, shall be the immediate past Senior Vice-Chairperson, shall have at least one (1) year experience as a member of the Executive Committee prior to assuming office. A **2/3** majority of the entire Board may waive the restrictions on service as Chairperson of the Board.

Eligible candidates for other elected offices on the Executive Committee shall be members in good standing, shall be serving on a Chamber committee, sub-committee, project or task force at the time the candidate is nominated for the office and shall have a minimum of one (1) year experience as a member of the Board of Directors prior to assuming office.

5.3.1 Election of the Senior Vice-Chairperson. Elections of the Senior Vice-Chairperson and other Vice-Chairpersons shall take place during the Board's meeting in October each year. The Senior Vice-Chairperson shall be elected by the Board of Directors from among qualified candidates who have each been nominated at the meeting by two (2) members of the Board. Eligible candidates for the office of the Senior Vice-Chairperson shall be members in good standing, shall have a minimum of one (1) year experience as a member of the Board of Directors and shall be active on any Chamber committee, project or task force at the time they are nominated for office on the Executive Committee.

At the appropriate time on the Agenda, the Chairperson shall declare that the floor is open to accept nominations for the office of Senior Vice-Chairperson. The presiding officer shall not make nominations. After all nominations have been made, the presiding officer shall declare that the nominations are closed. Nominators for each candidate shall then have the opportunity to speak on behalf of their nominated candidate by addressing the Board for not more than two (2) minutes combined. Nominators shall speak in the order that their respective candidate was nominated. Nominees shall have the opportunity to address the Board, in the same order in which they were nominated, for not more than two (2) minutes each prior to the election. The election shall immediately take place by written ballot, which will be counted by the Immediate Past Chairperson, the President and the ex-officio members of the Board if they are present. The presiding officer shall immediately announce the election results.

5.3.2 Election of the Vice-Chairpersons. Following the election of the Senior Vice-Chairperson, three (3) Vice-Chairpersons shall be elected for one (1) year terms in the same manner as the Senior Vice-Chairperson. Eligible candidates for the office of Vice-Chairperson shall be members in good standing, shall have a minimum of one (1) year experience as a member of the Board of Directors and shall be active on any Chamber committee, project or task force at the time they are nominated for office on the Executive Committee. After all nominations have been made, the presiding officer shall declare that the nominations are closed. Nominators for each candidate shall have the opportunity to speak on behalf of their nominated candidate by addressing the Board for not more than one (1) minute combined. Nominators shall speak in the order that their respective candidate was nominated. Nominees shall have the opportunity to address the Board, in the same order in which they were nominated, for not more than one (1) minute each prior to the election. The election shall immediately take place by written ballot, which will be counted by the Immediate past Chairperson, the President and the ex-officio members of the Board if they are present. The presiding officer shall immediately announce the election results.

Section 5.4 Duties of the Officers. The Chairperson of the Board shall assign each Vice-Chairperson to his or her respective Division, as described in Section 4.7, except as otherwise described in these by-laws. The Chairperson shall assign the Chamber's standing committees to their respective Divisions.

The Senior Vice-Chairperson shall assume the responsibilities of Community Relations overseeing the Community Development, Economic Development and Government Affairs Committees. The Senior Vice-Chairperson shall become the Chairperson of the Board the following year and the Immediate Past Chairperson the year following the year as Chairperson.

The Vice-Chairperson of Finance and Budget shall have at least one year of membership in the Chamber and at least one (1) year of professional experience in accounting, bookkeeping or finance. An eligible candidate shall be nominated by the incoming Chairperson of the Board and subject to approval by the Board of Directors at its January meeting and shall serve as the Chairperson of the Finance Committee. No individual may serve more than three (3) consecutive years as Vice-Chairperson of Finance and Budget.

Duties of the Immediate Past Chairperson and the remaining Vice-Chairpersons are described in Section 5.9.

Section 5.5 Term of Office of the Executive Committee Members. The term of office for the Executive Committee shall be one (1) year, beginning and ending at the January meeting of the Executive Committee. The January meeting shall be a joint meeting of the incoming and the outgoing Executive Committees. No individual may serve more than five (5) consecutive years on the Executive Committee and must take a minimum of one (1) year off after five (5) years before being eligible to return.

Section 5.6 Legal Counsel. The President may appoint an Attorney-at-Law that has been a member in good standing of the Chamber at least one (1) year to serve as Legal Counsel to the Executive Committee. This appointment shall be subject to approval by a majority vote of the Executive Committee. This position shall be a non-voting position.

Section 5.7 Resignation and Removal. An officer may resign at any time by written notice to the corporation. An officer may be removed with or without cause by a vote of the Board, except as provided by law.

Section 5.8 Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and of the members at which the Chairperson is present and shall be responsible, with the Board of Directors, for the formation of the general policies of the corporation.

Section 5.9 Senior Vice-Chairperson. The Senior Vice-Chairperson shall be considered the Chairperson elect for the coming year. The Senior Vice-Chairperson will assist the Chairperson in carrying out the Chairperson's duties, preside in the Chairperson's absence at meetings of the Board of Directors and the members, shall head one of the Chamber's Divisions described in Section 4.8, shall serve as Chair of the Strategic Planning Committee and shall be responsible, with the Chairperson and the Board of Directors, for the formation of general policies of the corporation.

Section 5.10 Vice-Chairperson(s). The Vice-Chairperson(s) will assist the Chairperson in carrying out the Chairperson's duties and shall be responsible, with the Chairperson and the Board of Directors, for the formation of the general policies of the corporation.

5.10.1 Vice-Chairperson Membership Development shall be the senior policy officer on issues that assure the growth of the number of members and the dues revenue of the Chamber. This position shall have responsibility for developing policies and programs and reporting to the Board the actions of the Chamber that recruit and retain members. The Vice-Chair shall have general oversight responsibilities of the Chamber's committees that have been created for this purpose.

5.10.2 Vice-Chairperson Member Benefits and Relations shall be the senior policy officer on issues that relate the Chamber to its own members and charged with assuring the Chamber is providing Member Benefits and other value-added activities that assure the Chamber is delivering value to its members. The Vice-Chair shall have general oversight responsibilities of the Chamber's committees that have been created for this purpose.

5.10.3 Vice-Chairperson Financial Development shall be the senior policy officer of the Chamber on issues that assure the growth of the financial position of the Chamber through non-dues revenue generating projects and programs. The Vice-Chair shall have general oversight responsibilities of the Chamber's committees that have been created for this purpose.

5.10.4 Vice-Chairperson Community Relations shall be the senior policy officer of the Chamber on issues that relate the Chamber to the rest of the Community-at Large. The Vice-Chair shall have general oversight responsibilities of the Chamber's committees that have been created for this purpose.

5.10.5 Immediate Past Chair shall have served as Chairperson of the Board the prior year and shall assume policy responsibilities of Municipal Relations. In the event the Immediate Past Chairperson's regular term on the Board shall have otherwise expired at the end of his or her term as Chairperson of the Board, the Immediate Past Chair shall be deemed to be a full voting member of the Board in addition to the number of voting Board members set in section 4.2 of these bylaws.

Section 5.11 President. The President shall be employed by the Board of Directors and shall be the chief executive and administrative officer of the Executive Committee. The President shall be in charge of operations, organization, and staff for the corporation. The President shall also serve as Secretary of the corporation and record, or cause to be recorded, the minutes of the meetings of the Board of Directors, Executive committee and membership; provided, however, that the President shall not be a member of the Board of Directors.

Section 5.12 Vice-Chairperson of Finance & Budget. The Vice-Chairperson of Finance & Budget shall be responsible for preparing a proposed annual budget for Board adoption, monitoring the proposed budget of the Chamber and for reporting the receipts and disbursements of the funds of the corporation. The Vice-Chairperson of Finance & Budget shall report to the Executive Committee and to the Board of Directors at least quarterly and shall serve as the Chairperson of the Finance Committee.

Section 5.13 Vacancies. The Executive Committee shall fill vacancies among the officers at its next meeting. If the Senior Vice-Chairperson position is vacant, that position shall be filled by one of the current Vice-Chairpersons on the Executive Committee. The resulting Vice-Chairperson opening shall be filled by election by the Board of a qualified candidate who is a current member in good standing of the Board of Directors. If the Immediate Past Chairperson position is vacant, that position shall be filled by the appointment by the President and ratified by a vote of the Executive Committee of a member in good standing who has served at least one (1) year as Chairperson of the Board. A waiver of the five-year term limit provision in these by-laws limiting Executive Committee service to fill the Immediate past Chairperson position in this circumstance will be allowed.

Section 5.14 Regular Meetings. Regular meetings of the Executive Committee shall be held at such time and place as the Executive Committee may designate, or in the absence of designation by the Executive Committee, as the President shall designate. The time and place of each regular meeting shall be announced at the prior regular meeting of the Executive Committee.

Section 5.15 Special Meetings. Special meetings of the Executive Committee for any purpose or purposes shall be held whenever called by the President of the corporation, and shall be called by the President, or in the President's absence by the Chairperson or Senior Vice-Chairperson, at the written request of any two (2) Officers delivered to such officer. Such request shall state the purpose of the proposed meeting.

Section 5.16 Quorum. A majority of the members of the Executive Committee eligible to vote shall constitute a quorum of the committee.

ARTICLE VI

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 6.1 Indemnification: Third Party Actions. The corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (Other than an action by or in the right of this corporation) by reason of the fact that the person is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the corporation or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of novo contender or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believe by that person to be in or not opposed to the best interests of the corporation or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 6.2 Indemnification: Actions in the Right of the Corporation. The corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of this corporation as a Director, officer, partner trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 6.3 Indemnification: Mandatory and Permissive Payments.

- (a) To the extent that a Director, officer, employee or agents of the corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 6.1 or Section 6.2 or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.
- (b) An indemnification under Section 6.1 or Section 6.2 unless ordered by a court, shall be made by the corporation only as authorized in a specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 6.1 or Section 6.2. That determination shall be made in any of the following ways:
 - 1) By majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.
 - 2) If that quorum is not obtainable, then by a majority vote of a Committee of Directors who were not parties to the action, suit, or proceeding. The Committee shall consist of not less than two (2) disinterested Directors.
 - 3) By independent legal counsel in a written opinion.
 - 4) By the members.
- (c) If a person is entitled to indemnification under Section 6.1 or Section 6.2 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 6.4 Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 6.1 or Section 6.2 may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employees or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 6.5 Indemnification: Continuation of Right. The indemnification provided in Sections 6.1 through 6.4 shall 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 any deceased or former Director, officer, employees or agent who would have been entitled to indemnification.

Section 6.6 Indemnification: Hereunder Not Exclusive. The indemnification or advancement of expenses provided in Sections 6.1 through 6.4 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 6.7 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Sections 6.1 through 6.6.

Section 6.8 Mergers. For purposes of this Article, references to the "corporation" include all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of the constituent corporation, or is serving as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of the Article with respect to the resulting or surviving corporation or business corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

ARTICLE VII

FINANCES

Section 7.1 Funds. It shall be the duty of the Board of Directors to provide adequate funds for the operations of the corporation by means consonant with the tax-exempt status of the corporation.

Section 7.2 Depositories. The Vice-Chairperson of Finance & Budget, or authorized designee, shall invest or deposit all funds of the corporation as directed by the Board of Directors or Executive Committee.

Section 7.3 Expenses. All proper expenses of the corporation that exceed approved annual budget levels or that **exceed fifteen-hundred dollars (\$1,500.00)** each are subject to the approval of the Board of Directors. Upon such approval, the expenses shall be paid from the funds of the corporation.

Section 7.4 Assets. The assets received by the corporation shall be used only for the purposes of the corporation.

Section 7.5 Books and Records. Books and records of the corporation shall be set up in a manner which shall procure proper records for reports to the government and to the Board of Directors and enable an accurate audit of the finances of the corporation.

Section 7.6 Corporate Administration. The Board of Directors shall have the power to employ suitable custodians, accountants, counsel, administrative staff and agents and to pay their reasonable expenses and compensation.

Section 7.7 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 7.8 Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation by such officer or officers or agent or agents as the Board of Directors shall from time to time designate for that purpose.

Section 7.9 Compensation of Members and Directors. No compensation shall be paid to members and Directors as such for their services; provided, however, that the Board may authorize the reimbursement of reasonable expenses and nothing herein contained shall be construed to preclude the corporation from making payment to any member or Director for the reasonable value of services rendered to the corporation as an employee or independent contractor, and apart from services rendered as a member or Director.

ARTICLE VIII

POLICY

The Board of Directors shall maintain a written Policy document that shall govern the overall operations and decisions of the Chamber.

The Policy shall be followed and adhered to, except that the Policy may be deviated from on a case-by-case basis upon a two-thirds majority vote of the members of the Board of Directors present at a duly convened meeting of the Board at which a quorum exists.

The Policy may be amended by a simple majority vote of the members of the Board of Directors, provided that notice of the proposed change shall have been mailed, faxed or e-mailed to all of the voting members of the Board not less than ten (10) days prior to a meeting at which the amendment is voted upon.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members or by a two-thirds vote of the Board of Directors then in office, provided that notice of the proposed change shall have been mailed to the members or Directors not less than ten (10) days prior to a meeting at which the amendment is voted upon.

ARTICLE X

DISSOLUTION

Section 10.1 Discretionary Dissolution of Corporation. The corporation may be dissolved by the members and Board of Directors as provided by law.

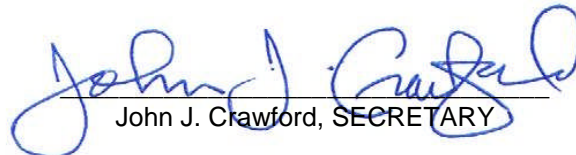
Section 10.2 Distribution of Assets. Upon dissolution of the corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, real and personal property to the benefit of the Cities of Wyoming and Kentwood on a pro-rata basis based upon the relative number of members located within each city.

ARTICLE XI

REFERENCE TO INTERNAL REVENUE CODE

Any reference in these bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

I, John J. Crawford, secretary of the Wyoming-Kentwood Area Chamber of Commerce, Inc., hereby certify that the Board of Directors duly adopted the above Amended bylaws pursuant to Article IX of these bylaws at an appropriately called meeting of said corporation on the 18th day of December 2008.


John J. Crawford, SECRETARY

POLICY

Official Policy of the Wyoming-Kentwood Area Chamber of Commerce

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Preface

This policy shall be adopted and maintained from time to time by the Board of Directors. It shall serve as a governing document to guide and direct the overall affairs and decisions of the Chamber. Staff, Board members and all other members of the Chamber shall adhere to the policies contained herein.

Specific policies contained herein, however, may be deviated from on a case by case basis only following a vote to do so by two-thirds of the voting members of the Board of Directors present at a duly convened meeting where a quorum exists.

Section 1 Public Policy Issues

1.1 Only the Board of Directors may determine the official position of the Chamber on matters of interest to our Members or the General Public. This determination shall be by a simple majority vote of the Board at a duly called meeting where a quorum to conduct business is present as defined in the Bylaws.

1.2 No position shall be considered by the Board that has not been previously prepared and approved by one of the Chamber's standing committees, nor shall

any position be considered that has not been first reviewed by the Chamber's Executive Committee.

1.4 Once approved by the Board, the President, the Chairperson of the Board or, in the Chairperson's absence, the Senior Vice Chairperson of the Board, shall be the sole spokesperson(s) to publicly express the position of the Board unless another officer of the Corporation is additionally named to do so by a majority vote of either the Executive Committee or the Board of Directors.

Section 2 Committees and Project Management

2.1 The standing Committees and Projects of the Chamber shall report to and be accountable to the Board of Directors.

2.1.1 The Committee Chairperson shall report to and be assisted by one voting member of the Board of Directors who is not an Executive Committee member.

2.2 Committees shall not have "Co-Chairs", but shall be chaired by one individual who will be the Chairperson. This is to help the Chamber and the Committee avoid gaps in leadership responsibility and authority on the Committee.

2.3 Planning. The Chamber shall follow an established method of planning and execution of its plan each year.

2.3.1 Each Committee Chairperson shall complete and prepare a Chairperson's Planning Guide using the CPG form currently in use by the entire Chamber.

2.3.2 The Chairperson reviews the CPG with Director and staff as necessary. The Director then presents the CPG to the Division Vice Chair.

2.3.3 The Division Vice Chair presents the proposed CPG to the Exec Committee prior to consideration by the Board of Directors. The Exec Committee shall not approve the CPG, but the members of the Exec Committee are encouraged to review and critique the CPG for the Division Vice Chair. The Vice Chair should share these critiques with the Director and the Committee/Project Chairperson for possible revisions or improvements to the plan.

2.3.4 Upon a proper motion to approve the specific CPG, Chairperson and Budget, the Chairperson of the Committee or Project shall make a brief oral presentation to the Board and respond to any questions from the Board. The Board shall either vote to approve the CPG, reject it or table it for later consideration. If the CPG presented is within the scope of the Program of Work adopted by the Board at its Annual Planning Retreat, the CPG will need a simple majority for approval. If the CPG presented is outside the scope of the Program of Work, a 2/3 majority of the votes cast will be required for approval.

2.3.5 While it is permissible for Board members to suggest changes to the CPG, it is the policy of the Chamber that the Board shall not amend a Chairperson's Planning Guide. This is to help assure that the Plan for the Committee is the Chairperson's plan and will therefore have maximum buy-in by the Committee Leadership. The Committee Chairperson, prior to a vote of the Board, may make amendments to his or her CPG based upon the comments received at or prior to that Board meeting.

2.3.6 Once approved by the Board of Directors, the CPG shall become the authorization for the Chairperson to operate the subject Committee or Project. Any activities of the Committee or Project that exceed the parameters of the approved CPG must be brought before the Board of Directors in the same process described in this Section 2.3 for approval of such activity.

2.3.7 Chairpersons of yearlong and ongoing Committees shall prepare and get approval from the Board of Directors for their CPG during the First Quarter of each year. Such Chairpersons shall make Interim Reports in person to the Board of Directors at least every 5 months regarding the progress of their Committee.

Section 3 Policy Regarding Non-Profit Organizations Membership

3.1 It shall be the policy of the Chamber that bona fide not-for-profit organizations may hold membership in the Chamber at a reduced rate as follows:

3.1.1 Organizations with a current IRS 501(c)3 status dues may be granted membership at 75% of the current Minimum Suggested Dues Investment Schedule last adopted by the Chamber Board of Directors.

3.1.2 Organizations with a current IRS 501(c)6 status dues may be granted membership at 50% of the current Minimum Suggested Dues Investment Schedule last adopted by the Chamber Board of Directors.

3.1.3 As is customary among other Chambers of Commerce across the U.S., Chambers of Commerce who are interested shall be granted complimentary memberships when the Wyoming-Kentwood Area Chamber is granted a reciprocal complimentary membership.

Section 4 Trades and Bartering (October 2005)

4.1 It shall be the policy of the Chamber that all transactions with vendors, whether the vendor is a member or not a member, shall be done on a cash or money basis and not on a barter or "trade" basis. Because it is so difficult to determine if proper value is given or received, all requests for "trades" in exchange for goods or services rendered shall be respectfully declined.

Section 5 Rainy Day Fund (June 2007)

5.1 Understanding that having sufficient cash on hand is a sound management principle; it shall be the policy of the Board of Directors to deposit into a special savings account every February an amount equal to ten percent (10.0%) of the prior year Net Retained Earnings. This account shall be with a bank, credit union or other suitable financial institution and shall require two signatures to disburse funds from. Funds may only be dispersed upon a majority vote of either the Board of Directors or the Chamber Executive Committee.

Section 6 Pre-Payments Required for Chamber Events & Sponsorships. (Dec 2008)

6.1 For a more sound business and cash flow practice and to help avoid an expensive collection process following Chamber events when the collection of amounts owed to the Chamber become more doubtful, it is the Policy of the Chamber that, for every project or committee of the Chamber that is running a fee-based event or events, to require pre-payment of Sponsorship fees prior to the Chamber delivering on any deliverable Sponsor items, like advertising, banners, signs, etc., as well as to require and publicize that pre-payment of admission is also required, unless the approved Chairperson's Planning Guide for the subject event(s) specifically includes a provision for later payment terms.

Section 7 Changes to and Deviations from Policy

7.1 This policy may be amended by the process described in the Chamber's bylaws.

7.2 Deviation from this policy does not change any of this policy.