

BYLAWS
OF
ITALIAN-AMERICAN CHAMBER
OF COMMERCE OF MICHIGAN

ARTICLE I

Name and Purpose

1.1 Name. The name of this organization shall be the "Italian-American Chamber of Commerce of Michigan" ("Chamber").

1.2 Purpose. The objectives of the Chamber shall be: to foster and promote mutual trade, business, professional and/or social benefits to its Members, thereby enhancing the welfare and standards of same, and to the community, as a whole. Further, it shall offer and promote such services and/or programs effecting the aforesaid, which efforts shall include educational, civic and charitable purposes.

ARTICLE II

Membership

2.1 Eligibility. Any person of Italian descent or married to a person of Italian descent who is engaged in a business or a profession having interests consistent with the aims and purposes of the Chamber is eligible to apply as an Active Member in the Chamber. For purposes of this Article, "Italian descent" means being born in Italy or having a parent, grandparent or great grandparent who was born in Italy. Honorary Members need not meet the foregoing definition; provided, however, that to become an Honorary Member, the affirmative vote of two-thirds of the entire Board shall be required.

2.2 Application for Active Membership. Any person who desires to become an Active Member in the Chamber must submit a written application in the form prescribed by the Board.

2.3 Board Approval. At each meeting of the Board, the Board shall review the then-current applications of all persons applying to become an Active Member. Each applicant will have his name announced at a "reading" during the Board meeting which precedes the Board meeting at which the application is actually voted on. The affirmative vote of two-thirds of the Board present at any meeting of the Board is required to approve an applicant for Active Membership. Voting at such Board meetings shall be by secret ballot. The Board will notify each applicant of its decision.

2.4 Acceptance and Oath. Once an applicant is approved for Active Membership by the Board and notified of the same, such Applicant shall appear at the next meeting of the

Chamber and take the requisite Oath hereinafter provided, whereupon he shall then become an Active Member, duly entitled to all the benefits and subject to all the obligations thereof:

I, _____, do solemnly swear and agree to comply and uphold the Constitutions of the United States, State of Michigan and the Bylaws, rules and regulations of the Italian-American Chamber of Commerce of Michigan, and further I shall faithfully discharge, to the best of my abilities, any and all duties and/or responsibilities assigned and/or entrusted to me.

2.5 Classes of Members. There are six (6) (amended in December 2014 from four (4)) classes of Members: "Active", "Honorary", "Senior", "Lifetime", "Associate" and "Corporate" ("Associate" and "Corporate" added in December 2014).

2.5(a) Active Member. ("He" was eliminated in December 2014) Shall be entitled to the full and complete benefits, rights and/or privileges (i.e. voice, vote, office, etc.) and also be subject to all of the obligations, all of which are as contained herein throughout, as well as the other rules and/or regulations of the Chamber.

2.5(b) Honorary Member. This status shall be a privilege granted by the Board for any commendable reason and/or cause deemed to warrant same. The Board shall have exclusive authority in awarding such Member status; however, nominations may be suggested and/or referred to the Board by any Member of the Chamber for Board determination thereon.

2.5(c) Senior Member. From and after reaching the age of 65, any then-current Member who has been an Active Member, in good standing, for at least ten (10) (amended in 2005 from five (5)) consecutive years, shall be entitled to the benefits of Senior Member status. Among the benefits of Senior Member status is reduced annual dues. (To be effective as of January 1, 2007–The 2007 billing cycle)

2.5(d) Lifetime Member. This status shall be a privilege granted by the Board for any commendable reason and/or cause deemed to warrant same. The Board shall have exclusive authority in awarding such Member status. Among the benefits of the Lifetime Member status is the waiver of annual dues.

2.5(e) Associate Member.

- i. Shall be between the ages of 21 and 30 years old.
- ii. Must be a professional, or have a degree, or be in a supervisory position, or self-employed and/or owner of a company.
- iii. Must be of Italian descent, or spouse of Italian descent.
- iv. Annual dues will be determined by the Board and the Associate Member has the option of becoming a full member any time prior to 30 years of age. Name badge, membership plaque and window cling provided.
- v. Year ending and/or going into year of which they turn 30, will automatically become a full member with all the privileges.

- vi. Can only attend 5 monthly meetings per membership year, any attended meeting after 5 will be charged the normal guest fee. Records will be kept by the Chamber office for verification.
- vii. Member can participate in any committee (cannot chair a committee).
- viii. Required to volunteer time for Chamber fundraisers and events such as; Texas Hold-Em, Festa Della Lira, Golf, etc.
- ix. They will have voting rights for all board positions and amendments, but cannot run for a board seat or for an officer (unless they become a full member).
- x. Any current member under the age of 30 years old may request an Associate Membership for the upcoming years with full knowledge of the reduction in benefits.

(Section 2.5(e) added in December 2014)

2.5(f) Corporate Members

- i. Annual dues shall be determined by the Board.
- ii. Not eligible to vote.
- iii. Not eligible for elected positions.
- iv. May have one member in attendance at all 10 meetings per membership year.
- v. Eligible and encouraged to volunteer for events, fundraisers and committees.
- vi. Corporate membership plaque and name badge provided.

(Section 2.5(f) added in December 2014)

2.6 Additional Class of Members. The Board may establish or eliminate (“additional” was deleted and “or eliminate” was added in December 2014) classes of Members as it determines to be appropriate and the Board shall determine the terms, conditions, qualifications and rights, if any, of each such class of Members.

(Section 2.6 changed to 2.5(a); Section 2.7 changed to 2.5(b); Section 2.8 changed to 2.5(c); Section 2.9 changed to 2.5(d) and Section 2.10 changed to 2.6 in December 2014)

ARTICLE III

Dues and Assessments

3.1 Determination of Dues. The admittance and/or initiation fee, as well as the annual dues of the Chamber, shall be as determined at the Annual Meeting of the Members and same shall be operative for the ensuing year, record of which shall be kept in the Minutes thereof.

3.2 Assessments. If financial circumstances of the Chamber require same, the Board, after due consideration, is hereby empowered to assess the Members in such amounts and payable at such times as it deems appropriate.

3.3 Nonpayment. The Board may, at its discretion, expel any Member who becomes sixty (60) days delinquent in the payment of dues, assessments or any other amounts required hereunder, upon the affirmative vote of a majority of the Board present at any meeting of the Board.

ARTICLE IV

Resignation, Expulsion and Reinstatement

4.1 Resignation. Any Member may resign as a Member in the Chamber by providing written notice of the same to the Board and paying in full all amounts due the Chamber.

4.2 Expulsion for Reason Other Than Nonpayment. Any Member may be expelled from the Chamber for other than nonpayment of amounts due the Chamber upon the affirmative vote of two-thirds of the entire Board.

4.3 Reinstatement. Any Member who has been expelled from the Chamber may submit in writing and/or otherwise as may be deemed advisable, an explanation and/or justification for the failure which caused his expulsion, presenting same to the Board which shall fully consider same, and then determine whether or not such reinstatement shall be had and also under what conditions, financial or otherwise, reinstatement may be made.

ARTICLE V

Meetings of the Members

5.1 Annual Meetings. Same shall be held in the month of December of each year (preferably on a Wednesday) at such time and place as may be designated by the President. Notice of the Annual Meeting shall be provided not less than two (2) weeks before and will include the particulars of the Annual Meeting, together with an agenda.

5.2 General Monthly Meetings. Same shall be held monthly (preferably on the first Wednesday of each month) at such time and place as designated by the President; provided that in the event the Chamber should so choose, a summer recess may be had.

5.3 Special Meetings. Same may be called by the President or by any three (3) other Officers, provided that reasonable notice be given thereof, together with an agenda of the special business to be transacted thereat. No business other than the aforesaid shall be conducted at such meeting, except that if a unanimous vote of those Members present, it is decided that some other matter be taken up.

5.4 Voting - Eligibility. All Active Members in good standing shall be allowed to vote at meetings of the Members in person or by absentee ballot. Each such Active Member is entitled to one vote. Voting at elections shall be by secret ballot.

5.5 Quorum/Required Vote. Forty (40%) percent of all the Active Members in the Chamber shall constitute a quorum at any meeting of the Members. Unless otherwise stated in these Bylaws, a majority of the Active Members present (or represented by absentee ballots) and able to vote at a meeting of the Members with a quorum shall be required to approve any action voted on.

5.6 Absentee Ballots. Absentee ballots shall be available to Active Members in good standing upon request.

5.7 Order of Business - Annual Meeting.

- a. Roll Call.
 - i. Officers.
 - ii. Board.
 - iii. Members.
- b. Reading of Minutes.
- c. Unfinished Business.
- d. Annual Reports of Officers, Board and Audit Chairman.
- e. Election of Officers.
- f. Installation of Officers.
- g. Matters for Ensuing Year - Quorum, Rules, etc.
- h. Good of Order.
- i. Adjournment.

Order of Business - General Monthly Meeting.

- a. Roll Call.
 - i. Officers.
 - ii. Board.
 - iii. Members.
- b. Reading of Minutes.
- c. Treasurer's Report.
- d. Committee Reports.
- e. Correspondence.
- f. Unfinished Business.
- g. New Business.
- h. Good of Order.
- i. Adjournment.

Order of Business - Special Meeting.

- a. Roll Call.
- b. Subject Matter of Meeting.
- c. Other Matters.
- d. Adjournment.

5.8 Guests. Members shall be entitled to bring one or more guests to any meeting of the Members by paying the then-current "per guest fee" established by the Board.

5.9 Speakers. The President may invite, at the expense of the Chamber, such guests as he may choose as speakers to any meetings of the Members.

5.10 Dress Code. To maintain the high level of professionalism desired by the Chamber, all persons attending any meeting of the Members or the Board must be in proper business attire (i.e. jacket and tie).

ARTICLE VI

Board of Directors

6.1 Number of Directors. The Board shall be comprised of the nine (9) Directors, the immediate past President, two (2) past Presidents (Added in 2008), a Chairman and the Officers of the Chamber. Each of the aforesaid shall have one vote on all matters the Board votes on, except the Chairman, who shall exercise a vote only to resolve a tie vote.

6.1(a). Eligibility for Board of Directors. Before a member can be considered for election to the Board of Directors, such member must be an Active Member in good standing for twenty-four (24) consecutive months, or served as committee chair for one (1) year.(Section 6.1(a) added in December 2014

6.2 Powers of Board. In addition to those duties and powers, express and implied, set forth elsewhere in the Bylaws, the Board shall have the following duties and powers:

a. It shall constitute the Executive Board of the Chamber and be responsible for all new business and policy of the Chamber.

b. It shall be responsible for approving new Members and appointing Committee Chairmen.

c. It shall have power to remove any Officer of the Chamber.

d. It shall designate a bank or banks for the deposit of funds of the Chamber. All accounts shall require one or more signatures as required by the Board from time to time.

e. It shall submit matters of new business and policy to the respective Standing or Special Committees for study and recommendation to the Board.

6.3 Elections of Directors. The nine (9) Directors shall hold terms of office as follows: three (3) shall serve for one (1) year; three (3) for two (2) years; and three (3) for three (3) years. At each Annual Meeting, the one (1) year term shall expire, whereupon three (3) Directors shall then be voted in for a three (3) year term, with the other two moving up a year to become the one (1) and two (2) year term Directors. The two (2) past Presidents shall hold

office for a one (1) year term and shall be selected by the Past Presidents' Council (Added in 2008).

6.4 Meetings of the Board.

a. Chairman. After the newly elected ~~three (3)~~ (Deleted in 2008) Directors are added to the Board at the Annual Meeting, such reorganized Board shall, as soon as is expedient, but prior to the next monthly meeting, nominate and (Added in 2008) elect a Chairman of the Board. The nominee shall be any Active Member in good standing of the Chamber for a period of not less than one (1) year. Such election shall be by secret ballot, after due nominations are had therefor, and upon election, the new Chairman shall take his oath and immediately preside thereafter over all Board meetings. A Chairman cannot be elected and serve more than three (3) consecutive years (Added in 2008).

b. General Monthly Meetings. The Board shall meet for its General Monthly Meetings on the same dates as General Monthly Meetings of the Members are scheduled.

c. Special Meetings. Special Board Meetings may be called by the Chairman or the President provided that reasonable notice be given thereof (together with the agenda or the special business to be transacted if it is a special business to be transacted at such meeting).

d. Quorum/Required Vote. The majority of the Directors shall constitute a quorum at any meeting of the Board. Unless otherwise stated in these Bylaws, the affirmative vote of a majority of the Directors present and able to vote at a meeting of the Board with a quorum shall be required to approve any action voted on.

Regular Board Meeting.

- i. Roll Call.
 - a. Officers.
 - b. Board.
- ii. Reading of Minutes.
- iii. Committee Reports.
- iv. Vote on New Members.
- v. Unfinished Business.
- vi. New Business.
- vii. Adjournment.

Special Board Meeting.

- i. Roll Call.
- ii. Subject Matter of Meeting.
- iii. Other Matters.
- iv. Adjournment.

e. Absences. Any Director who is absent from three (3) meetings of the Board without good cause, shall be deemed to have tendered his resignation to the Board.

f. Removal. The Board shall be empowered by the affirmative vote of two-thirds of the entire Board, to remove from office any Officer or Director; provided, always, that such removal may be only for cause specifically stated.

g. Vacancies. In the event of the death, resignation or removal of a Director, the Board shall have the right to fill any vacancy on the Board created thereby, provided that any Director so appointed by the Board to fill a vacancy shall serve only for the remainder of the current calendar year (Amended in 2007 from the unexpired term of the person creating such vacancy by reason of death, resignation or removal.). The balance of such person's 3 year term (if any remains) shall be filled by the election for that position. (Added in 2007)

h. Restriction of Terms. A Director shall serve no more than two (2) consecutive terms. A term of less than 3 years in duration is not considered a term for the two (2) consecutive terms determination. (Added in 2007)

i. Past Presidents. All past Presidents, who are not Board members (Added in 2008), shall have the privilege of attending the Board of Directors meetings in an advisory capacity (but non-voting).

ARTICLE VII

Officers

7.1 Types of Officers/Duties.

a. President. The President shall be the Chief Officer of the Chamber. He shall preside at all meetings of the Members, recommend for appointment by the Board all Committee Chairmen, make annual reports to the Members and exercise generally all of the powers and perform all the duties of supervision and management usually vested in the office of President of a Chamber of this character.

b. Vice-Presidents. There shall be a First and Second Vice-President. The First Vice-President shall act in lieu of the President when he is absent or unable to attend to his responsibilities, and the Second Vice-President shall do so if the First Vice-President can't. Further each shall assist the President in his duties and carry out his instructions accordingly.

c. Secretary. He shall keep Minutes and/or records of those meetings of the Chamber, including those of the Members and the Board, at which he attends as hereinafter set out. He shall give notice for all purpose generally ascribed to such office, and where not otherwise provided for.

d. Financial Secretary. He shall keep an accurate and complete record of all financial transactions of the Chamber, Board and those Committee records after same have been

audited; he shall keep a current and effective account of the status of the Membership rolls and abide by any automatic provisions therefor, keeping in mind the requisite notices, etc.

e. Treasurer. He shall be custodian of all monies of the Chamber and/or its subordinate units, seeing to the proper banking thereof; he shall seek accounting from any person or unit handling funds appertaining to the Chamber for his own records, as a whole. He shall keep a record of all receipts and/or disbursements, and upon receipt of any bills, he shall have the requisite vouchers therefor, and he shall not disburse on same until they are duly approved by either the President or the Board after proper determination thereof.

7.2 Election of Officers. All Officers shall be elected at each Annual Meeting of the Members and upon election thereof, all said Officers shall be duly sworn by oath taken and their respective terms shall commence immediately upon adjournment of said Annual Meeting.

7.3 Term. All Officers shall hold terms of office for one (1) year.

7.4 Eligibility for Office of President/Term Limit.

a. Required Length of Service. Before a candidate can be considered for election to the office of President, he shall have been an Active Member of the Chamber in good standing for a continuous period of not less than two (2) years; and

b. Restriction of Terms. A President shall serve no more than two (2) consecutive terms.

7.5 Officers' Annual Reports. All the above Officers, as well as any others from whom pertinent matters are necessary, especially the Financial Secretary and Treasurer, shall not later than two (2) weeks prior to the Annual Meeting, have available for the Auditing Committee, their respective Annual Report of their activities with recommendations, etc., together with whatever books and/or records such Committee may deem necessary for their Audit Report to the Chamber at said Annual Meeting, which later Report shall be in writing and available to all Members.

7.6 Return of Records. Upon completing and/or leaving office, all Officers shall turn over to the Historical Custodian of the Chamber all assets, books, records, papers and/or any other property belonging to the Chamber or pertaining to it. After finding all of same in order, said "Historical Custodian" shall deliver same to the new Secretary for safe keeping.

7.7 Vacancies. Should same occur in any Executive Office, it shall be filled by election, which may be held at either a Special or Regular Meeting of the Members, provided due notice of same shall be had beforehand of not less than one (1) week.

ARTICLE VIII

Committees

8.1 Standing Committees. Every Committee shall consist of not less than two (2) Members selected by its Chairman, and all shall hold such positions for their term, or until a successor is duly appointed. As in all Committees of the Chamber, the Chairman of each shall be nominated and recommended by the President for Board approval. If the Board concurs in the President's choice, said Chairman will be appointed and immediately assume his responsibilities. The President also has the power to recommend to the Board the removal of any Chairman if he deems it necessary. The following shall be Standing Committees:

- a. Membership Committee.
- b. Bylaws Committee.
- c. Nominations and Elections Committee. (Amended in 2002 from Elections Committee.)
- d. Archives Committee.
- e. Scholarship Committee.
- f. Compassion Committee.
- g. Past President's Advisory Council. (Added in 2002)
- h. Grapevine Committee. (Added in 2006)
- i. Vision Committee (Chaired by the Second Vice President). (Added 2006)
- j. Program Committee (Chaired by the First Vice President). (Added 2006)

8.2 Other Committees. From time to time the President may recommend the establishment of other Standing and/or Special Committees and nominate and recommend for appointment by the Board such other Committee Chairmen as may be necessary.

8.3 Board Approval. Before action is taken on any substantive project, program or major activity of any of the aforesaid Committees, they shall, upon completion of their research, findings and/or work, submit their reports and/or recommendations to the Board for approval and/or other disposition. Each Committee may, and indeed should, call upon the services and/or consultation of the Board, President or any other Officer or Committee Chairman for the sake of more reasoned and effective achievement of its work.

ARTICLE IX

General Provisions

9.1 Construing the Bylaws. The decision of the Board shall be final in construing these Bylaws.

9.2 Rules of Order. Robert's Rules of Order shall govern all Meetings of the Members and the Board unless otherwise provided for in these Bylaws or by resolution of the Board.

9.3 Compensation. Directors, Officers and Members of Committees may receive such reasonable and just compensation for their services as may be determined by a unanimous decision of the Board.

9.4 Amendments to Bylaws. These Bylaws may be amended upon the affirmative vote of (i) a majority of the entire Board and (ii) two-thirds of all the Active Members in good standing. A vote of the Members for such purpose may be taken at any Special Meeting called and held for that purpose or at the Annual Meeting.

9.5 Indemnification. Each Director and Officer of the Chamber shall, to the fullest extent allowable under the laws of the State of Michigan, be indemnified by the Chamber against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him in connection with any proceeding to which he may become involved, by reason of his being or having been a Director or Officer of the Chamber, whether or not he is a Director or Officer of the Chamber, at the time such expenses are incurred, so long as he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Chamber or its Members.

9.6 Political Endorsements. The Italian-American Chamber of Commerce of Michigan does not endorse political candidates or issues. (Section 9.6 added in December 2014)