

BYLAWS OF
PLYMOUTH AREA CHAMBER OF COMMERCE, INC.
A NOT-FOR-PROFIT CORPORATION
Revised January 2026

ARTICLE I

OFFICE

Section 1.01. Principal Office.

The Plymouth Area Chamber of Commerce Principal Office shall be located at 120 North Michigan Street in the City of Plymouth, County of Marshall, Indiana.

Section 1.02. Registered Office and Agent.

The corporation shall continuously maintain in the State of Indiana a registered office and a registered agent whose office is identical.

ARTICLE II

MEMBERSHIP

Section 2.01. Eligibility.

The Chamber shall have one class of members comprised of individuals, organizations and businesses from the community.

Unless waived by a majority vote of the Board of Directors, eligibility for membership shall be limited to any competent person or organization who or which applies for membership, pays the required membership dues and actively supports the Chamber.

Businesses operating independently with similar owners will be considered separate entities for membership purposes. In such cases with overlapping business operations and ownership, membership eligibility shall be determined by the Board of Directors with consideration given to the member's business structure.

Section 2.02. Dues.

Membership dues shall be on an annual basis. Amount due is based upon number of employees. For the calculation of total employees, two part-time employees shall equal one full-time employee.

The employee count tier structure and subsequently prescribed dues can be found on the official Chamber website or by contacting any agent of the corporation directly.

Annual dues can be changed only by resolution of the Board of Directors when deemed necessary to support Chamber initiatives and programming. Any change in the dues schedule will be communicated to the membership before such change is invoiced.

New members will pay full annual dues upon joining the Chamber and have an annual renewal date 12 months following. Members established prior to 2025 will continue to be billed January 1 payable January 31 each year.

Section 2.03. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a ballot.

Section 2.04. Termination of Membership.

Any member shall be terminated for nonpayment of dues.

The Board may terminate any member for acts committed which are contrary to the purpose of the Chamber, provided that: 1) the member is provided with a written statement specifying the acts that are claimed at least ten (10) days before the Board takes action, 2) be afforded an opportunity to be heard, 3) be given notice of the time and place of the hearing.

Section 2.05. Resignation.

Any member may resign by filing a written resignation with a Chamber officer.

Section 2.06. Reinstatement.

Upon written request signed by a former member and filed with a Chamber officer, the Board may reinstate such former member upon terms the Board deems appropriate.

Section 2.07. Transfer of Membership.

Membership in this corporation is not transferable or assignable.

Section 2.08. Membership Liability for Corporation's Obligations.

Fully paid members shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment.

The members at any annual meeting or at any special meeting called for this purpose, may fix reasonable annual dues to become effective after not less than a 30-day notice to all members.

ARTICLE III

MEETING OF MEMBERS

Section 3.01. Annual Meeting.

An annual meeting of the members shall be held at the time and place designated by the Board of Directors, within three months of the close of each fiscal year, for the purpose of electing directors and for the transaction of such other Chamber business.

If the election of directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 3.02. Place of Annual Meeting.

The Board of Directors may designate any place, with preference to member locations, as the place for an annual meeting or for any special meeting called by the Board.

If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation.

Section 3.03. Special Meetings.

Special meetings of the members may be called by the President, the Board or not less than one-tenth of the members.

Section 3.04. Notice of Meetings.

Written, printed or electronically sent notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than five (5) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

In the case of a special meeting, the purposes for which the meeting is called shall be stated in the notice.

The notice of a meeting shall be deemed to be delivered when mailed in the United States mail addressed to the member as appears in the Chamber Records of the Corporation. If delivered electronically, notice will be sent to the email address designated by member on membership registration.

Section 3.05. Quorum.

In order to ensure membership participation, at such a meeting of the members, a quorum shall consist of one-tenth of the current members, not including directors, or a member total more than twice the current number of directors, whichever is lesser.

If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 3.06. Informal Action by Members.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken.

Section 3.07. Proxy Voting.

At any meeting of the members, a voting member is entitled to vote by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. A proxy may be cancelled by notice executed by the member with like formality and delivered to the Chamber.

- a) At each meeting of the members, every member shall be entitled to cast one vote in person or by proxy on each ballot item. The votes for directors shall be by ballot. Only the person in whose name or corporation membership is standing on the books on the day of such meeting shall be entitled to vote in person or by proxy.
- b) For any person to represent a member by proxy, such member must submit a written or electronic authorization before the proxy shall be eligible.
- c) The proxy holder shall have the right to do any and all things which might be done by the member if present in person, which shall include the establishment of a quorum and the organizing of any meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. Number, Tenure, Qualifications, Election, Appointment.
There shall be up to thirteen (13) elected Directors and three (3) Ex-Officio Directors.

- a) Nominations shall be made prior to election by means of a Nominating Committee appointed by the President. This nominating committee shall consist of not less than three (3) members and shall be appointed so as to dutifully represent all different memberships geographically, business type or other fairness, comprising the membership of this Chamber.
- b) The nominating committee shall select a minimum number of nominees to fill the annual board vacancies. They shall be encouraged to select additional candidates for each vacancy, which shall have diversity of background and experience.
- c) It shall be the duty of the nominating committee to interview each of the candidates prior to placing their names on the ballot and secure their pledges to serve faithfully if elected as directors.
- d) The 'Official Ticket' shall be presented and voted upon at the annual meeting, at which time nominations may be made from the floor. All candidates nominated from the floor must be contacted and their consent to serve obtained.
- e) Every current member shall be entitled to one vote.
- f) The candidates receiving the highest number of votes cast as outlined above shall join the Board of Directors to serve for a period of three (3) years. Should a tie vote occur, there would be a revote immediately by the membership present. The President shall appoint three judges, none of whom are a candidate, to determine the results of the election.
- g) Directors may serve two (2) consecutive three-year terms. After serving two terms, directors must be off the board for a minimum of one (1) year before returning as a director.

Section 4.02. Ex-Officio Directors.
In the interests of demonstrating community responsibility, the Mayor of the City of Plymouth (or appointee by the mayor); the Superintendent of Plymouth Schools (or appointee by the superintendent); and the Executive Director of Visit Marshall County Inc. (or appointee by the Executive Director) shall be eligible to participate at Board of Directors meetings as full-voting, ex-officio members and shall be considered for a quorum.
The Board reserves the right to add additional ex-officio members as it deems appropriate by a majority of the board.

Section 4.03. Regular Meetings.
An annual Board meeting shall be held, without other notice than these bylaws, immediately after and at the same place as the annual meeting of the members.

Also, regular meetings shall be held at least quarterly after each annual meeting, and the Board shall provide by resolution the time and place for holding of such regular meetings of the Board without notice other than such resolution.

Section 4.04. Special Meetings.

Special meetings of the Board may be called by or at the request of the President or be called by the Secretary at the request of any two directors.

Section 4.05. Notice.

Notice of any special meeting of the Board shall be given at least two (2) days previous thereto by written notice delivered personally, four (4) days written notice by mail or two (2) days written notice delivered electronically to each director's addresses as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon paid.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or these bylaws.

Section 4.06. Quorum.

A majority of the Board (including ex-officio members) shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 4.07. Manner of Acting.

The act of a majority of the present directors at a meeting at which a quorum is gathered shall be the act, resolution or other defined action of the board, unless the act of a greater number is required by law or by these bylaws. The Board may also act by consent or approval of all the directors of the corporation setting forth the action taken.

Section 4.08. Vacancies.

Any vacancy occurring in the Board may filled immediately by the Board and such member shall continue until the next annual meeting of the members until a qualified successor has been elected by the members.

A director elected by the members to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 4.09. Compensation.

Directors shall not receive any compensation for their services as directors.

Section 4.10. Absence from Meetings.

Any director who is absent from five or more regular meetings in any calendar year, without excuse satisfactory to the Board shall be deemed to have surrendered office as director.

Section 4.11. Residuary Powers.

The board shall have the powers and duties necessary and appropriate for the administration of the affairs of the corporation. All powers of the corporation, except those specifically granted or reserved to the members by law, the articles of incorporation or these bylaws shall be vested in the board.

Section 4.12. Removal from Office.

A director may be removed from office, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges proffered at least ten (10) days before such meeting.

The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall be filled by a majority board vote, which may be taken at the same meeting at which such removal takes place.

ARTICLE V

OFFICERS

Section 5.01. Officers.

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The board may elect or appoint such other officers as it shall deem desirable, such other officers to have the authority to perform the duties prescribed by the board. The offices of Secretary and Treasurer may be combined and held by one person.

Section 5.02. Election and Term of Office.

The officers of the corporation specified in Section 5.01 shall be elected by the Board at its first regular meeting following the Annual Meeting or as soon thereafter as feasible. New offices may be created and filled at any meeting of the Board.

Each officer shall hold office until the next regular election of directors and until a successor shall have been duly qualified and elected.

Section 5.03. Removal.

Any officer elected or appointed by the Board may be removed by the Board by two-thirds vote of the directors whenever in its judgment the best interests of the corporation would be served by removal of such officer.

Section 5.04. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

Section 5.05. President.

The President shall be the principal executive officer of the corporation and shall supervise and control all business and affairs of the Chamber. The President shall preside at all meetings of the members and the Board.

The President may sign, with attestation of the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these bylaws in general.

The President shall perform all duties incident to the office and such other duties as may be prescribed by the Board.

Section 5.06 Vice President.

In the absence, inability or refusal of the President to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all powers of and be subject to all the restrictions upon the President.

The Vice President shall perform such other duties that may be assigned by the President or the Board.

Section 5.07. Treasurer.

The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source, deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws.

The Treasurer shall perform such other duties that may be assigned by the President or Board.

Section 5.08. Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

The Secretary will also keep a register of mailing, electronic and additional contact information of each member, which shall be furnished to the Secretary by such member and perform all duties incident to the office of Secretary and may be assigned by the President.

ARTICLE VI

ORDER OF BUSINESS

Section 6.01. Order of Business.

The order of business at any regular or special meeting of the members or the Board shall be:

- a) Reading and approval of any unapproved minutes.
- b) Reports of officers and committees.
- c) Unfinished business.
- d) New Business.
- e) Adjournment.

Section 6.02. Parliamentary Procedure.

On questions of parliamentary procedure not covered in these bylaws, a ruling by the President shall prevail.

ARTICLE VII

COMMITTEES

Section 7.01. Committees of Members.

The Board of Directors by resolution adopted by a majority of the directors in office may designate committees each of which, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed by law.

It shall be the function of the committees and teams to investigate and make recommendations. No committee, standing or special, shall have the power to commit the Chamber on any matter of general policy. It is the intent of this section to provide that committees shall have the authority to decide matters of interest to such groups only and to recommend to the Board for decision all matters affecting the Community of the Chamber as a whole. Committees may be called at any time by the President for updates to the Board.

All projects to be undertaken by the various committees shall be approved and clearly defined by the Board or by the President at the time of assignment.

All resolutions adopted by the committees and all reports and other communications necessary to promote the purposes and carry on the work of the Chamber shall require the approval of the Board.

STANDING COMMITTEES

Executive Committee:

Duties- To direct and oversee the operations and policy on behalf of the Board for matters requiring attention prior to a full meeting of the Board.

Membership- President, Vice President, Secretary, Treasurer.

Finance Committee:

Duties- To develop an overview of the finances on monthly and annual basis. Provide analysis and recommendations for Chamber directives based on financial health of the corporation.

Membership- No less than three (3) members with Treasurer being one.

Bylaws and Rules Committee:

Duties- To develop, review and revise the Chamber's bylaws, rules and policies.

Membership- No less than three (3) members.

DISCRETIONARY COMMITTEES

Membership/Ambassador Committee:

Duties- To increase and maintain membership in the Chamber. To maintain the Chamber's presence and support the corporation through attendance and assistance at special events.

Membership- No less than three (3) members.

Media Committee:

Duties- To maintain and increase the prominence of the Chamber and assist in responding to media inquiries.

Membership- No less than three (3) members.

Marketing Committee:

Duties- Responsible for the Chamber's brand awareness, public representation and to work in conjunction with the membership committee to help increase and maintain members in organization.

Membership- No less than three (3) members.

Nominating Committee:

Duties- To designate a slate of board nominees as described in Article IV.

Membership- No less than three (3) members.

Policy and Legislative Committee:

Duties- To develop and recommend to the Board positions on matters of public policy and legislation as it impacts the general membership of the Chamber.

Membership- No less than three (3) members.

Section 7.02. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the members and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee or cease to qualify as a Chamber member.

Committee members may serve consecutive terms on said or other committees.

Section 7.03. Committee Chair.

One member of each committee shall be appointed committee chair by the person or persons authorized to appoint the members thereof.

Section 7.04. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.05. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.06. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.01. Contracts.

The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined in specific instance.

Section 8.02. Checks, Drafts, Orders.

All checks, drafts or orders for the payments of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as determined by resolution of the Board.

In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 8.03. Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositaries as the Board selects.

Section 8.04. Gifts.

The Board may accept on behalf of the corporation any contributions, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, the Board and committees having any authority of the Board of Directors at the registered office for the corporation.

All books and records of the corporation may be inspected by any member, agent or attorney assigned by any member for any proper purposes at any reasonable time. The Board shall cause an audit of the records of the corporation to be made each year by a competent auditor.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes of said state or the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled thereto shall be the equivalent to the giving of such notice.

ARTICLE XII

REPEAL OR AMENDMENT OF BYLAWS

These bylaws may be repealed or amended by a majority vote of the members present at any annual meeting of the members or at any special meeting of the members called for such purpose at which a quorum is present.

BYLAWS OF
PLYMOUTH AREA CHAMBER OF COMMERCE, INC.
A NOT-FOR-PROFIT CORPORATION
Revised January 21, 2026

BOARD OF DIRECTORS

<u>NAME</u>	<u>POSITION</u>	<u>REPRESENTING</u>	<u>SIGNATURE</u>
Emily Hutsell	President	Marian University-Plymouth	_____
Annette Haining	Vice President	St. Joseph Health	_____
Shelley Marsiliano	Secretary	REMAX-Oakcrest	_____
Sarah Walker	Treasurer	Red Door CPA	_____
Terri Brandt	Director	Bread of Life	_____
Doug Elish	Director	KFC-Plymouth	_____
Jason Haines	Director	Walmart	_____
Heather King	Director	Meridian Title	_____
Mark Lee	Director	Bomarko	_____
Robert Listenberger	Ex-Officio	Mayor of Plymouth	_____
Sara Mathews	Director	Gather to Graze	_____
Mitch Mawhorter	Ex-Officio	Superintendent of Plymouth Schools	_____
Cory McClarnon	Director	Lake City Bank	_____
Samantha Murray	Director	Fernbaugh's Diamonds	_____
Katie Withey	Director	Centier Bank	_____

