

BYLAWS
OF THE
TOURISM INDUSTRY COALITION OF MICHIGAN

ARTICLE I – NAME

The name of the Coalition shall be known as the TOURISM INDUSTRY COALITION OF MICHIGAN, Inc. hereinafter referred to as TICOM.

ARTICLE II – MISSION

The mission of TICOM is to promote Michigan’s travel and tourism industry as a vital component of economic development and quality of life through governmental advocacy, public relations, and other promotional and educational efforts.

ARTICLE III – INCORPORATION

TICOM shall be incorporated under the laws of the state of Michigan as a Nonprofit Corporation.

ARTICLE IV – MEMBERSHIP AND BOARD OF DIRECTORS

Section 1. Application. Any association, corporation, partnership, convention and visitors bureau, regional tourist association, chamber of commerce or educational institution which is involved in tourism in Michigan, may become a member upon written application and payment of membership dues.

Section 2. Voting and Board of Directors. The business and affairs of TICOM shall be managed by a Board of Directors, which is the governing body of TICOM. The Board of Directors shall consist of seven members elected by the membership in accordance with ARTICLE VI. Each member organization shall be entitled to one equal vote in the election.

Section 3. Dues. Annual membership dues shall be established by the Board of Directors and may be amended from time to time.

Section 4. Termination. If a member organization is delinquent in payment of dues for more than ninety (90) days, their membership shall automatically be terminated.

Section 5 Membership Classification The Board of Directors may establish other classifications of non-voting membership.

ARTICLE V – MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held at a location and as determined by the Board of Directors. Said meeting shall be for the purpose of election

of Directors, whose term shall commence at the beginning of the next calendar year, and the transaction of any other business.

Section 2. Quorum. A quorum of the Board of Directors shall be attained when a majority of the members of the Board of Directors convene at any properly noticed meeting. .

Section 3. Legislative or Public Policy Positions. A vote by the Board of Directors to change or take a legislative or public policy position shall require a 2/3rds majority vote of those at a properly convened meeting where a quorum is present.

Section 4 Participation by Conference Phone Members of the Board of Directors and any other committee may participate in meetings by conference phone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participants in a meeting pursuant to this section constitutes presence in person at that meeting.

Section 5 Action in Writing/Electronic Vote If a majority of the members of the Board of Directors consent in writing to any action to be taken, such action shall be valid Board of Directors action as though it had been authorized at a meeting of the Board.

Section 6. Membership Meetings A meeting of the Membership of TICOM shall be convened 4 times each calendar year. A quorum of the Members, either in person or by conference phone (or other electronic means), shall not be necessary to convene a Membership meeting, but notice of not less than 2 weeks shall be provided to the Membership. Any action taken at a duly noticed Membership meeting shall take a majority of those Members present.

ARTICLE VI – OFFICERS

Section 1. Officers. The officers shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected from the Board of Directors by the Board of Directors at a meeting to be held by the Board of Directors immediately following the Annual Meeting by the member organizations of TICOM. The terms of the officers shall be for one year, which shall commence at the beginning of the next calendar year, and the officer may serve not more than two consecutive terms in that position. If the President has concluded their term of service on the board at the end of the year, the new President shall appoint them to a one-year term to serve as Past President.

Section 2 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors at the next meeting for the unexpired portion of the term.

Section 3 Nominating and Election Procedure A Nominating Committee of 3 members shall be appointed by the President, 45 days prior to the election, whose duty it shall be to present a slate of Member candidates for the Director positions. Each candidate must be a Member in good standing. The Nominating Committee should attempt to reflect the diversity of the TICOM membership in its selection of candidates. Said Committee shall file its slate with the President not later than 30 days before the election. Upon receipt of the slate, the membership must be immediately notified of the slate, and of the right to

nominate other candidates. Such additional candidates can be nominated by petition with the concurrence of not less than 3 Members. Said petition shall be filed with the Chair of the Nominating Committee within 10 days after notice of the slate was sent to the Members. The determination of the Nominating Committee as to the sufficiency of the petition shall be final. If no petition is filed within the designated period, the nominations shall be closed.

The names of all candidates shall be arranged on a ballot in alphabetical order. The Administrator shall send this ballot via electronic means to all members at least 10 days prior to the Annual Meeting. The ballots shall be marked in accordance with instructions printed on the ballot, and returned to the Administrator at or before the Annual Meeting. The results shall declare the candidates with the greatest number of votes elected as Directors.

For the first election after these amendments to the Bylaws become effective, three of the Directors shall be elected to a one year term, and four to a two year term. Thereafter, all Directors shall be elected to two year terms. Directors shall serve no more than three (3) consecutive two-year terms. They may serve again following a one-year break.

ARTICLE VII – DUTIES OF OFFICERS

Section 1 President. The President shall preside at all meetings of the Board of Directors. The President shall be the ex-officio, non-voting member of all committees of the Coalition.

Section 2 Vice-President. The Vice-President shall perform the duties of the President if absent or unable to serve. In case of the absence of both the President and Vice-President, the Treasurer, then Secretary, shall serve as temporary President.

Section 3 Secretary. The Secretary shall review the recorded proceedings of all meetings of TICOM.

Section 4 Treasurer. The Treasurer shall be responsible for the oversight of receipts, disbursements, financial reports for each meeting and annual statements, preparation of the annual budget recommendations, along with filing all state and federal corporation reports.

ARTICLE VIII – COMMITTEES

The President shall appoint members to serve on such committees as established by the Board of Directors or the President or these bylaws.

ARTICLE IX – ORDER OF BUSINESS

Unless otherwise provided by these Bylaws, all meetings of TICOM and the Board of Directors shall be governed by Robert's Rules of Order as amended.

ARTICLE X – FINANCES

Section 1 Fiscal Year. The fiscal year of TICOM shall be from January 1 through December 31 of the same calendar year.

Section 2 Budget. The Board of Directors shall approve a budget for the next fiscal year no later than at the last meeting of the Board of Directors each year. Such meeting may be held by electronic means. The budget will act as authorization for payment of all expenses. Further authorization for unbudgeted items shall require approval of the Board of Directors.

Section 3 Review. The financial records of TICOM shall be reviewed each year, by standard accounting procedures, under the supervision of three (3) members in good standing, appointed by the President.

ARTICLE XI – INDEMNIFICATION OF COALITION MEMBER ORGANIZATIONS OFFICERS AND DIRECTORS

TICOM shall, to the fullest extent now or hereafter permitted by law, indemnify any person who was or is party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, and wherever such action, suit or proceeding is by third-party or by in the right of TICOM) by reason of the fact that such a person is or was a member organization, officer or director of TICOM, or is or was serving at the request of TICOM as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorney's fees (which expenses paid by TICOM in advance of the final disposition of such action, suit or proceeding as provided by law) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person reasonably in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of TICOM or its members. The indemnification herein provided for shall continue as to a person who has ceased to be a member organization, officer or director of TICOM and/or of another corporation shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XII – BYLAWS BINDING

The Bylaws shall be binding on all member organizations of TICOM.

ARTICLE XIII – AMENDMENTS TO THE BYLAWS

The Bylaws may be amended by two-thirds (2/3) vote of the member organizations of TICOM. All proposed amendments shall be filed in writing with the Secretary at least 60 days prior to the vote. The Secretary shall send a copy to all members at least 30 days prior to the vote, which may be done electronically.

ARTICLE XIV – SUCCESSOR AND DISSOLUTION CLAUSE

Should any agency succeed to this Coalition, all fiduciary assets and other real or personal property belonging to TICOM shall be granted, deeded or forwarded to the successor organization. All liabilities of the Corporation shall be assumed by the successor organization.

BYLAWS PRESENTED FOR ADOPTION 9/27/06

BYLAWS ADOPTED 2/14/06

BYLAWS SENT TO MEMBERS FOR REVIEW BEFORE ELECTRONIC VOTE, 12/17/07 , approved 1/08.

Bylaws sent to members for approval of amendments, February, 2012, announced vote passed at June 28, 2012 board meeting.

BYLAWS ADOPTED January 12, 2015

BYLAWS Adopted June 16, 2019