AMENDED AND RESTATED BYLAWS OF THE

CLARE AREA CHAMBER OF COMMERCE, INC.

June 17, 2026

ARTICLE I
OFFICES

1.01 Principal Office. The principal office of the corporation shall be at such place within the state of Michigan as the Board of Directors may determine from time to time.

ARTICLE II
MEMBERS

2.01 *Eligibility for Membership.* To be eligible for membership in the corporation, an individual, association, partnership, or corporation must support and adhere to the purposes of the corporation as enumerated in the Articles of Incorporation, be approved by board resolution, and pay Membership Dues. Approval of all new memberships are at the sole discretion of the Board of Directors.

2.02 *Membership Dues*. The Board of Directors shall establish the annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.

2.03 *Termination of Membership.* Membership may be terminated by the Board of Directors on the occurrence of any of the following events:

(a) Failure to pay dues within 90 days after written notice of payment due.

(b) Failure to satisfy the requirements of section 2.01 of this article.

(c) Membership may be terminated with or without cause at the sole discretion of the Board of Directors.

2.04 *Annual Meeting.* The annual meeting of the members shall be held in the "fourth quarter of the year". At each annual meeting, Directors for the coming year shall be announced and any other business shall be transacted that may come before the meeting.

2.05 *Special Meetings.* Special meetings of the members may be called by the Board of Directors or by the President. Such meetings shall also be called by the President of secretary at the written request of not less than 10 percent of the members.

2.06 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

2.07 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally, by mail, or by electronic means to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

2.08 *Record Dated*. The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

2.09 *List of Members.* The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

2.10 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 33 percent of the members entitled to vote at a membership meeting, unless a greater number is required by statute, shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

2.11 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.12 *Voting.* Voting for Directors shall be by ballot. Directors shall be elected by a majority of votes cast in any election. When an action, other than the election of Directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Each member is entitled to one vote on each matter submitted to a vote.

ARTICLE lll
VOLUNTARY BOARD

3.01 *General Powers*. A voluntary Board of Directors shall manage the business, property, and affairs of the corporation.

3.02 *Number.* There shall be not less than 7 nor more than 15 Directors on the Board as shall be fixed from time to time by the Board of Directors.

3.03 *Term.* Directors shall be elected by the members to hold office for three years and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

3.04 *Resignation.* A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.05 *Removal.* Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of Directors.

3.06 *Board Vacancies.* A vacancy on the Board may be filled with a person selected by the remaining Directors of the Board, though less than a quorum or the Board of Directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the expiration of the term of the vacant director position.

3.07 *Annual Meeting.* An annual meeting shall be held in the fourth quarter of each year. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient.

3.08 *Regular Meetings.* Regular meetings of the Board may be held at the time and place as determined by a board resolution with or without notice other than the resolution.

3.09 *Special Meetings.* Special meetings of the Board may be called by the President or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

3.10 *Statement of purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

3.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the 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. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.13 *Quorum.* One-third of the Directors then in office constitutes a quorum, unless a greater number Is required by statute, for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

3.15 *Beneficial Board Seats.* The Board of Directors may offer board positions to the chairperson of various civic and social leadership groups, if in the sole discretion of the Board, the Chamber, and the leadership group will, through joint cooperation, better serve the membership and support the purpose of the Chamber as enumerated in the Articles of Incorporation. Such additional board positions shall be available to the Clare City Manager, the Superintendent of the Clare Public Schools, and such other committees or governmental units as deemed appropriate by the Board.

3.16 *Joint/Co-Sponsored Events.* The chairperson or designated representative of any committee or organization that seeks joint sponsorship of an event, which in the discretion of the Board, supports the purposes and ideals of the Chamber as enumerated in the Articles of Incorporation, shall attend Chamber board meetings to report on the event status, and submit committee meeting minutes and financial statements to the Chamber board. Such organization or committee shall meet the requirements of Article lV of these bylaws.

ARTICLE lV
COMMITTEES

4.01 *General Powers.* The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.
A committee designated by the Board may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to

(a) Amend the Articles of Incorporation;
(b) Amend the bylaws of the corporation;
(c) Fill vacancies on the Board; or
(d) Recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
(e) Recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
(f) Terminate memberships.

4.02 *Meetings.* Committees shall meet as directed by the Board and the committee chairperson or their designated representative shall report to the Board of Directors.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V
EXECUTIVE COMMITTEE & OFFICERS

5.01 *Number.* The officers of the corporation shall be elected by the Board. The officers shall be a president, a vice-president, a secretary, and a treasurer. There may also be such other officers as the Board deems appropriate. All officers shall serve as the Executive Committee and be voting members of the Board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than once capacity if the instrument is required by law, bylaws or the Board to be executed, acknowledged, or verified by two or more officers.

5.02 *Voting*. The Nominating Committee shall prepare the slate of officer candidates to the Board. The ballots shall include the officer candidates along with a space for write-ins. All voting shall be by ballot. The nominees or write-in candidates who receive the highest number of votes shall be declared elected. The nominating committee shall supervise the voting and election of officers.

5.03 *Term of Office.* Each officer shall hold office for the term elected or appointed and until a successor is elected or appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.04 *Removal.* An officer elected or appointed by the board may be removed with or without cause by vote of a majority of the board. Appointment to an office does not in itself create contract rights.

5.05 *Vacancies.* A vacancy in any office for any reason may be filled by the board.

5.06 *President.* The President shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to this office. He/she shall, subject to the approval of the Board of Directors, appoint all committees and shall be an ex-official member of all committees. He/she may sign contracts and instruments of the Chamber as authorized by the Board and perform other duties as may be specified in these bylaws or as the Board may assign to him/her. The President, at the annual meeting of the Chamber and at other times as he/she may deem proper, recommend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

5.07 *Vice President.* The Vice President shall serve on the Executive Committee and the Budget Committee and perform such duties as the Board or the President may assign him/her. In the absence of the President, he/she shall preside at the meeting(s) of the Board and Executive Committee.

5.08 *Secretary*. The Secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

5.09 *Treasurer.* The Treasurer shall serve on the Executive Committee and the Budget Committee and have general supervision of the financial affairs of the Chamber. He/she shall have immediate access to the financial records and accounts of the Chamber or may require the Office Manager of President to render a true statement of the accounts of the Chamber to each meeting of the Board of Directors or whenever requested to do so by the Board or Executive committee. He/she will also perform the usual duties incident to the office, and upon authorization of the Board sign such documents as are required by law for the corporation.

ARTICLE VI

AMENDED AND RESTATED BYLAWS OF THE

CLARE AREA CHAMBER OF COMMERCE, INC.

June 17, 2026

CORPORATE DOCUMENT PROCEDURE

All corporate documents (including agreements, insurance, checks, disbursements), shall not be signed by an officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VII
IDEMNIFICATION

7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, employee, or agent. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or is equivalent, shall not by itself create a presumptions (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgement in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, employee or agent. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its embers. However, indemnification shall not be made for any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provide by this article.

7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by the article.

7.04 *Contract Right; Limitation on Indemnity*. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director of officer. Except as provided in section 7.03 of the article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 *Determination That Indemnification Is Proper.* Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has me the applicable standard of conduct set forth in sections 7.01 and 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

(a) by a majority vote of a quorum of the board consisting of Directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.

(c) By independent legal counsel in a written opinion.

(d) By the members.

7.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall 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.

7.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding escribed in sections 7.01 and 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by tor on behalf of the person involved 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 an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

7.08 *Non exclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. 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.

7.09 *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the corporation.

7.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 *Insurance.* The corporation ma purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any reason shall be entitled shall be determined by such changed provisions, but only to the extent that such change permits the corporation to provided broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

ARTICLE X
AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.