

## STATELINE CHAMBER OF COMMERCE - BYLAWS

### ARTICLE I - Declaration

**Section 1. Name.** This organization is incorporated under the State laws of Illinois and shall be known as the Stateline Chamber of Commerce ("Chamber").

**Section 2. Objective & Purpose.** The mission of the Chamber is to support our members and promote our business community by offering benefits such as educational and networking resources as needed to assist our members to succeed. Our objective is to participate in local and regional endeavors to promote the business environment of our members so that they can grow and prosper.

### ARTICLE II - Membership

**Section 1. Eligibility.** Any firm, group, corporation, partnership, estate, association, non-profit or for-profit organization or individual willing to support the objective and purpose of the Chamber shall be eligible for membership in the Chamber. Membership must be applied for and accepted by a favorable vote of a quorum of the Board of Directors. Members must remain in "good standing" or the membership shall be forfeited.

#### **Section 2. Meetings of Membership.**

**a. Annual Meeting.** The annual meeting of the members of this Chamber shall be held at a time and place to be designated by the Board of Directors.

**b. Special Meetings.** Special meetings of the members may be called, by the President, or in the case of his or her absence, death, or disability, by the Vice President authorized to exercise the authority of the President, by the Board by action at a meeting, by majority of the Board acting without a meeting, or by not fewer than 10% of the members.

**c. Notice of Meetings of Members.** Notice of all meetings of members shall be mailed, emailed or telephoned to each member at least (5) days before the date of such meeting, or on such shorter notice as is mutually agreed upon. All such notices shall state the time, place, and purpose of the meeting. Individual members may waive such meeting notice and consent to the actions therein taken by appearing in person, by proxy or in writing.

**d. Voting.** Each member shall be entitled to one vote, in person or by proxy executed in writing, on each matter properly submitted to the members for their vote, consent, waiver, release, or other action. Except as otherwise specifically provided in these By-Laws, or as is required by law, action approved by the affirmative vote of a majority vote of the members present at a meeting at which a quorum is present shall be the action of the members.

**e. Quorum.** A majority of the members present in Person, or by proxy, shall constitute a quorum for transaction of business at any annual or special meeting.

## ARTICLE III - Board of Directors (Officers, Directors)

**Section 1. Number.** The business and affairs of this Chamber shall be managed by a Board of Directors. ~~The initial Board of Directors shall consist of all the members of the two (2) consolidated boards and shall have (4) Officers and nineteen (19) Directors for a total of twenty three (23) board members. The board members of the Rockton Chamber and Roscoe Area Chamber whose term ends on January 1, 2016 shall not be replaced. Thereafter,~~ The Board of Directors shall consist of four (4) Officers and no more than seventeen (17) Directors and no less than eleven (11) Directors. The Board of Directors shall exercise all of the powers of this Corporation except such as are by law, the Articles of Incorporation, or these By-Laws conferred upon or reserved to the members. No person shall be appointed to the Board who is not a member of the Chamber.

### **Section 2. Term of Office.**

**a. Directors.** Directors shall be appointed for a two (2) year term, or for the remainder of an unexpired term. A Board Member shall serve no more than three (3) consecutive terms (6 years) without a break in service.

**b. Officers.** The Officers shall be elected by the Board of Directors for terms of two (2) years. ~~An Officer shall serve no more than three (3) consecutive terms (6 years) without a break in service.~~

**c. Requirement that Board member be in Good Standing.** Directors and Officers shall ~~be~~ remain in good standing at all times during their terms. Any Director or Officer not in good standing shall be removed from office without action by the Board.

**Section 3. Quorum.** A majority of the Board of Directors then in office, at least one of which must be a member of the Executive Committee, shall constitute a quorum of the Board of Directors.

**Section 4. Vacancy.** In case a vacancy shall occur on the Board of Directors, such vacancy ~~shall~~ may be filled by appointment of the President, subject to approval of a majority of the remaining Board, for the unexpired portion of the term of the ~~terminating Director vacated seat.~~

### **Section 5. Nomination and Election.**

**Nominations.** All Officers and Directors nominations shall be filed no later than ninety (90) days prior to the close of the fiscal year. Nominations may be made as outlined in Article VIII – Nominating Committee.

**Numbered & Staggered Seats.** Each seat shall be numbered, 1 through 21. All eleven (11) odd numbered board seats shall be open for nominations and elections during odd years. All ten (10) even numbered board seats shall be open for nominations and elections during even years.

**Ballot.** A ballot containing the names of all rightfully nominated candidates shall be supplied to each board member at least sixty (60) days prior to the close of the fiscal year. Candidates shall appear on the ballots in alphabetical order according to their last names and separated by Officer/Director categories. The ballot shall be supplied to the board of directors for voting purposes at a regular scheduled board meeting or special meeting called for that purpose, which shall be held on or about the 2<sup>nd</sup> to last meeting of the fiscal year.

**Election.** A silent ballot shall be taken and tallied, with each currently seated board member turning in one (1) ballot. In the event of one or more ties, such candidates shall determine their election by the drawing of lots. For any and all directors and officers, the number of nominees corresponding with the number of vacancies to be filled, who receive the highest number of votes shall be declared elected. Each candidate shall be contacted by the Nominating Committee within twenty-four (24) hours from the determination of the final results.

## **Section 6. Meetings.**

**a. Regular Meetings, Notice.** The Board of Directors shall hold monthly meetings on the call of the President or any of the other Officers of the Corporation, or upon the call of at least six (6) of the then serving Directors. Notice of all regular meetings shall be given by mail, email, or telephoned by the Executive Director five (5) days prior to the meeting.

**b. Special Meetings, Notice.** Special meetings may be called by the President, Vice President, By the Executive Director, or shall be called at the written request of six (6) of the Directors. Notice of the special meeting shall be mailed, emailed or telephoned to each member of the Board at least five (5) days before the date of such special meeting, or on such shorter notice as is mutually agreed upon. This notice shall state the business for the transaction of which the special meeting has been called. No business other than as stated in the notice shall be transacted at such special meeting. The personal attendance of a Director at a special meeting shall be deemed a waiver by the Director of notice, and his or her consent to the transaction of the business to come before that special meeting.

**Section 7. Compensation.** Neither Directors nor Officers of the Board of Directors shall receive any salary for their services as Officers or Directors of the Chamber.

**Section 8. Conflict of Interest Policy Statement.** It shall be the policy of the Board of Directors of the Chamber to require that each Board member disclose to the Board of Directors, prior to any vote or other action, any possible conflict of interest the Board member may have by reason of business or other organizations of which he or she, or a close relative, is an officer, member, owner, or employee or for which he or she, or a close relative, acts as an agent, with which the Chamber has, or might reasonably in the future enter into, a relationship or a transaction in which the Board member would have conflicting interests.

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Board member shall make known the potential conflict, and after answering any questions that might be asked of the Board member, by another Board member, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Board member shall not vote on it. In the event that he or she fails to withdraw voluntarily, the President is empowered and shall require that the Board member remove from the room during both the discussion and the vote on the matter. In the event the conflict of interest affects the President, the Vice President is empowered and shall require that the President remove himself or herself, in the same manner, and for the duration of discussion and action on the matter the Vice President shall preside.

If the matter is the item of business for which a special meeting of the Board of Directors was called, the affected member shall not be counted to establish quorum, nor shall the affected member participate in the deliberation or vote on it.

For purpose of this policy, the term "close relative" as used herein shall mean any brother or sister of any individual covered by this policy, the forebears and descendants of any person covered by this policy, or of such individual's brother or sister, and any spouse of any aforesaid persons.

**Section 9. Removal.** Any Officer or Director may be removed from the Board for four (4) absences from scheduled Board meetings in any calendar year, improper conduct, or acting in a manner contrary to the best interests of the Chamber. Removal shall be by majority vote of the remaining Board.

**Section 10. Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Chamber managed under the direction of, its Board of Directors.

All corporate documents, ensuring full compliance of all State and Federal laws, shall be signed by any Officer or Director.

**Section 11. Committees.** The Board may create one or more committees as it deems necessary and proper, and appoint members of the Board of Directors to serve on the committees and designate other members of the Board of Directors to serve as alternates. Each committee shall have a minimum of three (3) or more members. Unless otherwise provided by the Board, members of a committee serve at the pleasure of the Board of Directors.

#### **ARTICLE IV - Board Officers and Responsibilities**

**Section I. President.** The President shall preside at all membership meetings, Board of Directors meetings, and shall perform all duties of his or her office and advise such action as might be deemed by him or her likely to increase the usefulness of the Chamber. He or she shall appoint all standing committees except the Nominating Committee and be an ex-officer member of all committees except the Nominating Committee. He or she

shall vote only in case of a tie. The position of the President shall be bonded in the amounts approved by the Board and the fee or fees shall be paid by the Chamber. The President shall have general supervision, direction, and active day-to-day management of the Chamber and its property. The President shall see that all resolutions and directions of the Board are carried into effect. The President shall execute all deeds, leases, contracts and written agreements authorized by the Board. The President shall submit a complete and detailed annual report of the Chamber to the Board and to the membership at the annual meeting.

**Section 2. Vice President.** The Vice President shall preside at Membership and Board meetings in the absence of the President. He or she shall discharge other duties as assigned by the Board of Directors, and shall assist the President as necessary.

The Vice President shall co-chair the Finance Committee with the Treasurer. The position of the Vice President shall be bonded in the amounts approved by the Board and the fee or fees shall be paid by the Chamber. The Vice President shall work with the Treasurer and an accountant, approved by the Board, in ensuring all corporate and tax filing timely and accurately. The Vice President and Treasurer will also work together in maintaining the inventory for sales tax accounting and filing.

**Section 3. Treasurer.** It shall be the duty of the Treasurer to preserve and maintain an accurate record of all books, documents, and communications pertaining to the Chamber's financial record and shall co-chair the Finance Committee with the Vice President. He or she shall submit a written report of the year's work at the close of each fiscal year and submit a written report at each monthly membership meeting. He or she shall perform such duties as may be incident to his or her office subject to the term of office. He or she shall deliver to the Board of Directors all books, papers, and property of the Chamber. The position of the Treasurer and his or her assistants shall be bonded in the amounts approved by the Board and the fee or fees shall be paid by the Chamber. Chamber funds shall be kept on deposit in financial institutions approved by the Board of Directors. Checks may be drawn on such funds when signed by the Treasurer or Executive Director or President, a minimum of two (2) signatures being required for each check in excess of \$1,000.00. In the absence of either, checks may be signed by two (2) Officers as provided for in Article XIII, Section 7.

The Treasurer and Vice President shall work with an accountant, approved by the Board, in ensuring all corporate and tax filings with all State and Federal agencies are filed timely and accurately.

**Section 4. Secretary.** The Secretary shall maintain an accurate record of the proceedings of the Chamber's membership meetings, Board of Directors meetings, annual meetings, and special meetings. He or she shall have in his or her possession the Chamber's Corporate Seal. He or she shall perform such duties as may be incident to his or her office subject to the direction of the Board of Directors. At the expiration of this term of office he or she shall deliver to the Board of Directors all books, papers, and property of the

Chamber. The position of the Secretary and his or her assistant shall be bonded in the amounts approved by the Board and the fee or fees shall be paid by the Chamber.

#### **ARTICLE V - Executive Director**

**Section 1. General.** The position of Executive Director shall be an appointed position. The duties of the Executive Director shall be governed and determined by the Board of Directors and shall also be reviewed from time to time by the Board of Directors to ensure that such duties meet the standards and needs of the organization. The Executive Director shall at all times be responsible to follow the guidelines as specified in the Chamber's policies and job descriptions or as otherwise directed by the Board of Directors.

**Section 2. Compensation.** Payment for the Executive Director's services shall be the responsibility of the Chamber, controlled by the Board of Directors and shall be in full compliance with all Federal and State labor, taxing, and insurance requirements.

#### **ARTICLE VI - Standing Committees**

**Section 1. General.** Standing Committees shall be the Executive Committee, Nominating Committee, Finance Committee, Marketing Committee, Policy and Strategic Planning Committee and any other committees deemed necessary and proper by the Board of Directors. All Chairpersons of Standing Committees shall be appointed by the President, except that the Vice President and Treasurer shall be co-chairmen of the Finance Committee, and the Nominating Committee shall elect its Chairperson.

**Section 2. Appointments.** Appointments to Standing Committees shall be made by the President, accepting the Nominating Committee within ten (10) days after each annual meeting, but appointments shall be subject to confirmation or rejection by the Board of Directors at its first meeting thereafter. The President shall be an ex-officio member of all Standing Committees.

**Section 3. Standing Committees.** Standing Committees shall have the power to act only as stated in these By-Laws or as designated by the Board of Directors in specific matters.

**Section 4. Special Committee, Appointments.** Special Committees may be appointed by the President with the concurrence of the Board of Directors for such special tasks as circumstances to the accomplishment of the assignment for which created or appointed, and shall have no power to act except within the limits of the assignment made by the Board of Directors. Upon completion of the task for which appointed, such special committees shall stand discharged.

#### **ARTICLE VII - Executive Committee**

**Section 1. Membership.** The membership of this committee shall consist of the President, Vice President, Treasurer, Recording Secretary, and the Executive Director. The committee shall meet at the call of the President, or upon the call of any two (2) of its other members.

**Section 2. Powers.** This committee shall have the power to transact all regular business of the corporation during the interim between meetings of the Board of Directors, provided that any action taken shall not conflict with the policies and expressed wishes of the Board of Directors, previously established by resolution of the Board of Directors, and that it shall refer all matters of major importance to the Board of Directors at its next regular monthly meeting. By unanimous consent of all the members of the committee, action may be taken by this committee by a telephone poll of its members; however, any such action shall be subject to the review of the Board of Directors at such meeting to be permanently effective as an act of the Corporation.

The Executive Committee shall appoint three (3) members in good standing to serve on the Nominating Committee.

#### ARTICLE VIII - Nominating Committee

**Section 1. Nominating Committee.** The Nominating Committee composed of three (3) or more members in good standing, at least one being the Secretary, and shall be appointed by the Executive Committee. The President shall not designate the chairman.

**Section 2. Nominations by Committee.** The Nominating Committee shall prepare a list naming one or more candidate(s) for each vacancy occurring on the Board of Directors, all of whom have expressed a willingness to serve. Nominations must be of a member in good standing.

**Section 3. Nominations by Members.** Any ten (10) members of the Chamber in good standing may, by petition, nominate candidates for the Board of Directors. Such nominations must be filed with the Nominating Committee within fifteen (15) days after notice has been given of those nominated to the Executive Committee.

**Section 4. Nominating Officers.** All nominations for elected officer seats shall be filed in writing with the Nominating Committee at least ninety (90) days before the close of the fiscal year.

**Section 5. Seating of New Officers and Directors.** All newly appointed ~~appointed~~ **elected** Officers and Board members shall be seated at the first regular Board meeting following the close of the fiscal year. **All newly appointed Officers and Board members shall be seated at the close of the meeting of which they were appointed.** All Officers and Directors shall hold office until their successors are duly elected and qualified.

#### ARTICLE IX - Finance Committee

**Section 1. Membership.** In addition to the Vice-President and Treasurer, the membership of the committee shall consist of a minimum of two (2) Directors. The committee shall meet at least quarterly, on the call of the Vice-President, or the Treasurer, or any two of its members.

**Section 2. Budget.** This committee shall be responsible for and prepare an annual budget for the coming year for the Chamber, and present said budget to the Board of Directors for its approval as soon as practicable after election of a new Board and Officers.

**Section 3. Policy.** The committee shall be responsible for the general financial policy and general supervision of all financial transactions of the Chamber and accounting thereof. The committee shall cause the Chamber accounts to be audited as soon as practicable after the close of the fiscal year.

The committee shall cause to be established and shall maintain the appropriate accounting system and internal financial controls in accordance with generally accepted accounting principles.

**Section 4. Conflicts.** The committee shall cause to be investigated actual or potential instances of conflicts of interest, fraud, or misuse of Chamber funds, and shall recommend to the Board of Directors detection measures to protect against illegal acts.

#### **ARTICLE X - Marketing, Policy and Strategic Planning Committee**

**Section 1. Membership.** The membership of this committee shall consist of a minimum of one (1) Officer and two (2) Directors. The committees shall meet at least quarterly, or at the call of any two (2) members.

**Section 2. Responsibilities.** The committee shall be responsible for creating and proposing long-range plans to the Board, and reviewing same at least annually. The committee shall make recommendations to the Board for establishing and updating said plans at least annually.

The committee shall be responsible for creating marketing strategies for the Board's consideration and approval, and amendments to said strategies. The committee shall present updated marketing strategies to the Board at least annually.

Unless otherwise directed by the Board, this committee shall be responsible for establishing and maintaining accountability, communication and relations with Chamber membership.

#### **ARTICLE XI - Non-Profit Corporation**

The Corporation shall at all times be operated on a non-profit basis and no interest or dividend shall be paid or payable by the Corporation to any member as such.

#### **ARTICLE XII - Miscellaneous**

**Section 1. Waiver of Notice.** Any member or Director may waive in writing any notice of a meeting required to be given by these By-Laws. The attendance of a member or Director at any meeting shall constitute a waiver of notice of such meeting by such member or Director, except in case where a member or Director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

**Section 2. Rules and Regulations.** The Board of Directors shall have power to make and adopt such rules and regulations, consistent with law, the Articles of Incorporation or these By-Laws, as it may deem advisable for the management of the business and affairs of the Corporation.

### **ARTICLE XIII - Fiscal Matters and Contracts**

**Section 1. Fiscal Year.** The fiscal year of the Chamber shall be from January 1 to December 31 of each and every calendar year.

**Section 2. Funds.** All money paid to the Chamber shall be placed in a general operating fund, unless specifically designated for another purpose by the Board.

**Section 3. Annual Audit.** The accounts of the Chamber shall be audited annually by an independent auditor engaged by the Board of Directors for that purpose. Said audit shall be conducted as soon as practicable after the end of each fiscal year.

**Section 4. Dues.** The annual dues for members shall be fixed by the Board of Directors.

**Section 5 Contracts.** The Board of Directors may authorize any Officers or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Chamber, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the Chamber shall be executed in the name of the Chamber by the President or Vice President and when so executed no other party to such instrument or any third party shall be required to make an inquiry into the authority of the signing officer or officers.

**Section 6. Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Chamber and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

**Section 7. Disbursements.** No obligation or expenses shall be incurred and no money shall be appropriated without prior approval of such items by the Board of Directors. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for without additional approval of the Board of Directors. Disbursement shall be made by check and shall be signed by two (2) of the following: Treasurer, Executive Director, President, Secretary, or Vice President.

**Section 8. Review of Books.** The Chamber accounts shall be reviewed by the Finance Committee as soon as possible after the close of a fiscal year and by a qualified accountant every year. The review shall be available to members of the Chamber at any time.

**Section 9. Chamber Policy & Procedure Manual.** The Board of Directors shall create and adopt a Chamber Policy & Procedure Manual and review same at least annually and adopt updates as deemed necessary.

## ARTICLE XIV - Indemnification and Insurance

**Section 1. Authorization.** In the event that any person who was or is a party to or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Chamber against expenses, including attorney fees (and in the case of actions other than those by or in the right of the Chamber, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit or proceeding by reason of the fact that such person is or was member, director, officer, employee or agent of the Chamber or is or was serving at the request of the Chamber as a trustee, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the Chamber shall determine or cause to be determined in the manner provided in Illinois Statutes or precedent whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in such statutes and precedent and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the Articles or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member, director, officer, employee or agent and shall insure to the benefit of the heirs, executor and administrators of such a person.

**Section 2. Insurance.** The Chamber, to the extent permitted by pertinent State statutes, may purchase and maintain insurance on behalf of any person who is or was such a member, director or officer of the Chamber, or is or was serving at the request of the Chamber as such a director, officer, employee or designated agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

## ARTICLE XV - Amendments

**Section 1. Amendments.** The By-Laws may be amended by a two-thirds vote of the members in good standing in attendance at any regular membership meeting or at any special meeting called for that purpose, provided that such proposed amendment shall be plainly stated in the call for the meeting at which they are to be considered.

**Section 2. Notice.** Every member shall be given due notice of any meeting at which amendments are to be considered at least five (5) days prior to the time of the meeting.

## ARTICLE XVI - Dissolution

**Section 1. Dissolution.** In the event of dissolution of the Chamber, the Board of Directors shall liquidate all assets and distribute the net proceeds therefrom to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations so organized under the internal Revenue Code, Section 501(c)(6), with the amounts and organizations receiving said amounts to be determined by the Board.

These By-Laws shall be effective immediately following the adoption by a majority vote of the members of the Chamber of Commerce present at a meeting duly called for that purpose; and when so adopted shall supersede all previous By-Laws thereto which are hereby annulled.