

CHATHAM AREA CHAMBER OF COMMERCE BY-LAWS

ARTICLE I

NAME AND PURPOSE

Section 1: NAME

This organization is incorporated under the laws of the State of Illinois and shall be known as the Chatham Area Chamber of Commerce Incorporated.

Section 2: PURPOSE

The Chatham Area Chamber of Commerce is organized to advance the general welfare and prosperity of Chatham so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interest of the area.

Section 3: TYPE

The Chatham Area Chamber of Commerce, Incorporated is organized under Section 501 © (6) of the Internal Revenue Code, is organized under the General Not for Profit Act of the State of Illinois, and has such powers as are now or may hereafter be granted by that act. It is duly registered with the Office of the Attorney General as required by the Charitable Trust Act.

Section 4: GOVERNANCE

The activities of the Chamber are initiated, approved and guided by a Board of Directors.

Section 5: LIMITATION OF METHODS

No officer, board member or community member shall make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving formal approval from the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1: ELIGIBILITY

Any reputable business firm, individual, association, corporation, partnership or estate having an interest in the above purpose shall be eligible to apply for membership.

Section 2: ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The president shall review all applications and submit them to the Board of Directors with a recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon

payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3: DUES

Membership dues shall be at such rate, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

Section 4: TERMINATION

Any member may resign from the Chamber upon written request to the Board of Directors. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the due date, unless otherwise extended for good cause. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: VOTING PRIVILEGES OF MEMBERS

The benefits of membership shall include the right to participate in meetings and other events of the Chamber; the right to vote on matters brought to the membership, the right to serve on the Board of Directors as prescribed, and the right to use the resources of the Chamber to further the purposes of the Chamber. Each paid membership shall be entitled to one (1) vote.

Section 6: EXERCISES OF PRIVILEGES

Any firm association, corporation, partnership or estate holding membership may nominate individuals who the holder desires to exercise the privileges of membership covered by its subscription.

ARTICLE III

ANNUAL MEETING

Section 1: ANNUAL MEETING

The annual meeting of the Chamber shall be held in September each year or at such time and place as determined by the Board of Directors for the purpose of reporting the activities of the preceding year and for the transaction of such other business as may come before the membership. Notice of the annual meeting shall be communicated to each member at least ten (10) days before said meeting.

Section 2: REGULAR MEETINGS

Regular meetings of the Chatham Area Chamber of Commerce may be held on a monthly basis, the time and place to be determined by the Board of Directors.

Section 3: SPECIAL MEETINGS

Special Meetings of the Chatham Area Chamber of Commerce may be called by the president or three (3) members of the Board of Directors at any time. The notice and purpose of the special meeting shall be given to the membership at least five (5) days prior to the meeting.

Special meetings of the Board of Directors may be called by the president or three (3) members of the Board at any time. Notice and purpose of the meeting shall be given to the Board Members at least three (3) days prior to the meeting.

Committee meetings may be called at any time by the president or by the committees' chair.

Section 4: QUORUMS

At the annual meeting of the Chatham Area Chamber of Commerce, 25% of all members shall constitute a quorum. At Board of Directors and committee meetings a majority shall constitute a quorum.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of eleven (11) elected members, five (5) of whom shall be elected in 2005, six (6) in 2006 and this alternate elective procedure shall continue, unless unexpected vacancies occur. The directors shall be elected for a term of two (2) years. The past president shall be awarded full director's privileges for a period of one year following his term as president.

In the event that the past president's spot on the executive committee cannot be filled, the current president may appoint a board member to fill that spot for a period of one year or for the duration of a partially filled term.

The government and policy-making responsibilities of the Chatham Area Chamber of Commerce shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. In addition to the elected members of the Board of Directors, the Board may also provide for ex-officio members to sit on the Board without voting privileges, including but not limited to the Ball-Chatham Community Unit School District #5, the Village of Chatham, and the Chatham Jaycees.

Section 2: SELECTION AND ELECTION OF DIRECTORS

a. Nominating Committee At the regular board meeting in June, the president shall appoint a nominating committee consisting of three (3) members of the Board of Directors and two from the membership at large.

At the July board meeting, the nominating committee shall present to the Board of Directors a

slate of candidates to serve two-year terms. Each candidate must be an active member and must have agreed to accept the responsibility of a directorship.

b. Publicity of Nomination Upon receipt of the report of the nominating committee, the secretary shall within seven (7) days notify the membership of the names of persons nominated as candidates for directors.

c. Nominations by Petition

Additional names of candidates for directors can be nominated by a petition bearing the genuine signatures of at least 5% of the qualified members of the Chamber. Such petition shall be filed with the nominating committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.

d. Determination

If no petition is filed within the designated period, and no nominations are made from the floor at the regular August meeting the nominations shall be closed and the nominated list of candidates shall be slated by the Board of Directors at the regular August meeting. If a legal petition shall present additional candidates or candidates are nominated from the floor, the ballots shall be distributed, marked in accordance with the printed ballot instructions and voted upon by the membership at the annual September meeting.

Section 3: SEATING OF NEW DIRECTORS

All newly elected board members shall be seated at the September regular meeting and shall be participating members thereafter.

Section 4: Vacancies

A member of the Board of Directors who had accumulated three (3) unexcused absences from regular Board meetings shall automatically be terminated from the Board.

An excused absence is defined as notifying the president prior to the regular meeting.

Vacancies of the Board of Directors or among the officers shall be filled by presidential appointment. Those appointees will serve the unexpired term of the vacancy.

Section 5: POLICY

a. The Board of Directors is responsible for establishing procedure and formulating the organization's policy. These policies shall be maintained in a policy manual which will be reviewed yearly by the Executive Committee.

b. Management The affairs of The Chamber shall be managed by the Board of Directors. An Executive Committee shall be established consisting of the officers of the Board of Directors, the Past President, and any other person appointed by the Board of Directors. The Board of Directors may approve staff

positions as necessary for the efficient operations of The Chamber.

c. Purpose The purpose of the Executive Committee shall be:

1. To handle routine matters of The Chamber which have been delegated to the Executive Committee by the Board of Directors.

2. To discuss matters of business that come before The Chamber, to explore options, and to bring these matters before the Board of Directors in a clear and concise report, presenting the arguments for each alternative in an unbiased manner.

3. The meetings of the Executive Committee, shall be open to the membership. No matter binding on the membership will be decided at the Executive Committee level.

Section 6: INSURANCE

The Chamber shall purchase sufficient errors and omissions coverage for the Board of Directors to protect them from expenses incurred because of lawsuits filed against them in their activities as a member of the Chatham Area Chamber of Commerce.

ARTICLE V OFFICERS

Section 1: ELECTION OF OFFICERS

The Board of Directors shall elect the officers: president, vice president, treasurer and secretary. All officers shall be members of the elected Board of Directors. All officers shall serve for a term of one (1) year.

Section 2: DUTIES OF OFFICERS

a. President The president shall, with advice and counsel of the officers, serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The president is responsible for determining the agenda for all meetings and related documents.

The president shall, with advice and counsel of the vice president and the secretary, determine all committees, select all committee leaders, assist in the selection of committee personnel, subject to approval of the Board of Directors.

b. Vice President The duties of the vice president shall be such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the president and Board of Directors, including presiding at all meetings where the president is absent. He/she will assume all the duties of the president in his/her absence.

c. Treasurer The treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the

Board of Directors. Checks are to be signed by the treasurer or the president as established by the Board of Directors.

d. Secretary The secretary shall be the chief administrative officer. The secretary shall serve as secretary to the Board of Directors, and be responsible for notices and minutes of the Board.

ARTICLE VI COMMITTEES AND DIVISION

Section 1: APPOINTMENT AND AUTHORITY

The president shall appoint all committees and committee leaders. The president may appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamber.

Section 2: LIMITATION OF AUTHORITY

No action by any member, committee, division, employee, director, or officer shall be binding, upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees and ad hoc committees shall be discharged by the president when their work has been completed and their reports accepted, or when in the opinions of the Board of Directors, it is deemed wise to discontinue the committees.

ARTICLE VII FINANCES

Section 1: 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 2: DISBURSEMENTS

Upon approval of the Board of Directors, the treasurer is authorized to make disbursements on accounts and expenses. Disbursement shall be by check.

Section 3: FISCAL YEAR

The fiscal year of the Chamber shall close on June 30th.

Section 4: ANNUAL AUDIT

The accounts of the Chamber shall be audited annually as of the close of the business by either an internal audit committee or a certified accountant to be decided by the board.

ARTICLE VIII PARLIAMENTARY PROCEDURES AND SEAL

Section 1: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or by-laws of the Chamber.

Section 2: SEAL

The Chamber may use a seal of such design as may be adopted by the Board of Directors.

**ARTICLE IX
BOOKS AND RECORDS**

The Chamber shall keep correct and complete books and records of accounts; minutes of the proceedings of the meetings of the Board of Directors and Executive Committee; and, at the registered or principal office, a record of the names and addresses of the members entitled to vote. All books and records of the Chamber may be inspected by any member of the member's agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE X
CONFLICT OF INTEREST CLAUSE**

Relatives of members of the Board of Directors may not be employed by the Chatham Area Chamber of Commerce unless the employee was employed prior to the implementation of these by-laws.

**ARTICLE VI
DISSOLUTION**

The Chamber shall use its funds only to accomplish the objectives and purposed specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c) (3).

**ARTICLE XII
AMENDMENTS**

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors providing the notice for the meeting includes the proposals for amendments or alterations.

Any proposed amendments or alterations shall be submitted to the Board at least seven (7) days in advance of the meeting at which they are to be acted upon.