

# **Arcola Chamber of Commerce**

## **Bylaws**

Revised 2009

Brad Pullen, President  
Mike Lindenmeyer, Past President  
Toni Fishel, Treasurer  
Rachael Crane, Executive Director

Board Members:  
Mac Boyd  
Larry Daily  
Jean Chrostoski  
Carol Hackler  
Dan Harshbarger  
Brad Heinz  
J. B. Helmuth  
Amber Kauffman  
Brittany Lutz  
Bill Wagoner

CHAMBER  
BYLAWS

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 Arcola Chamber of Commerce, Incorporated, hereinafter referred to as the Chamber.

Section 2: PURPOSE

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

Section 3: LIMITATION OF METHODS

1. The Chamber will observe all local, state and federal laws which apply to a non-profit corporation as defined in Section 501 (c) (6) of the Internal Revenue Code, as amended from time to time.
2. No officer, board member or committee member will 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 of the Board of Directors.

ARTICLE II - MEMBERSHIP

Section 1: ELIGIBILITY

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

Section 2: ELECTION

Applications for membership will be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant will become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II. The Chamber Board of Directors may deny any application.

Section 3: DUES

By January 31, each member will pay the annual membership dues as set by each year by board decision.

Section 4: TERMINATION

- A. Any member may resign from the Chamber upon written request to the Board of Directors;
- B. The Board of Directors, by two-thirds vote, may expel a member for nonpayment of dues, after ninety (90) days from the date due.

- C. After notice and an opportunity for a hearing at a regularly scheduled meeting, the Board of Directors, by a two-thirds vote, may expel a member for unbecoming conduct or for conduct prejudicial to the aims or reputation of the Chamber.
- D. A member who resigns will remain responsible for the payment of dues, assessments, or any accrued unpaid charges that are in place prior to the day of resignation.

#### Section 5: VOTING PRIVILEGES OF MEMBERS

Each member of the Chamber in good standing, as defined under Section 1 is entitled to one vote.

#### Section 6: PRIVILEGES OF MEMBERSHIP

Each member is entitled to exercise all the privileges of membership as defined by the Board of Directors.

#### Section 7: REPRESENTATION NOMINATION

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

### ARTICLE III - MEETINGS

#### Section 1: ANNUAL MEETINGS

The annual meeting of the Chamber will be held within sixty (60) days of the end of each year or at such other time and place as determined by the Board of Directors and notice mailed or E-mailed to each member at least ten (10) days before said meeting.

#### Section 2: ADDITIONAL MEETINGS

- A. General meetings of the Chamber may be called two ways:
  - 1. The president may call a meeting at any time; or
  - 2. Ten percent (10%) of members in good standing may submit a written notification to the Board of Directors specifying a meeting date no sooner than ten (10) days after the date the notice is sent.
- B. Special meetings of the Board of Directors may be called by three (3) Board members notifying the president in writing of their wish for a special meeting, specifying a meeting date no sooner than ten (10) days after the date the notice is sent. In all cases of a special board meeting, the president will E-mail or mail notice and the purpose of the meeting to each director at least three (3) days prior to the meeting.
- C. The president or a committee leader, may call committee meetings at any time.

#### Section 3: NOTICES

- A. The president will publish the time and place of regular meetings and will notify appropriate members by E-mail, mail, or telephone, no less than three (3) days nor more than forty (40) days before the day of the meeting.
- B. For special meetings, the president will notify the appropriate members by E-mail, mail, or telephone no less than three (3) days nor more than twenty (20) days before the day of the meeting.

#### Section 4: QUORUMS

- A. A quorum for a general membership meeting of the Chamber is ten percent (10%) of the membership;
- B. A quorum for the Board of Directors meetings is a majority of the directors.
- C. A quorum for committee meetings is a majority of the committee members, except, when a committee has more than nine (9) members, ~~five (5)~~ three (3) will constitute a quorum.

#### ARTICLE IV - BOARD OF DIRECTORS

##### Section 1: COMPOSITION OF THE BOARD

- A. In addition to the officers, the Board of Directors will be made up of nine (9) elected members, of whom three (3) will be elected annually for a term of three (3) years.
- B. No member of the Board of Directors is eligible for more than two (2), consecutive terms of three (3) years.
- C. The officers are members of the Board of Directors.
- D. The immediate past president will be a member of the Board with full voting privileges.
- E. The Board of Directors may include certain ex-officio members, such as city-government or school officials, who have no voting privileges and who serve only for the length of their official term of office. The President will appoint ex-officio members subject to the Board of Directors' approval.

##### Section 2: SELECTION AND ELECTION OF BOARD OF DIRECTORS

- A. Nomination of Candidates.
  - 1. At the regular August board meeting, the president will appoint, subject to approval by Board of Directors, a nominating committee consisting of the immediate past president as chairman, two members from the Board of Directors, and two from the membership at large.
  - 2. By the October board meeting, the nominating committee will present to the Board of Directors a slate of candidates to serve three-year terms, to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept responsibility of the position. No board member who has served two complete three-year terms will be eligible for re-election. A period of one (1) year must elapse before eligibility is restored.
  - 3. Publicity of Nomination. Upon receipt of the report the nominating committee, the executive director will immediately notify the membership of the slate of candidates.
  - 4. Closing the Nominations: At the November meeting, the nominating committee will submit the final slate of candidates to the Board of Directors to vote on .
- B. Election.
  - 1. An election will be held in the event there are more candidates than available seats.
  - 2. All candidates will be arranged on the ballot in alphabetical order.
  - 3. After nominations have been closed, the Executive Director will notify the membership of nominations at the October meeting. 4. The ballot will instruct the members not to write in candidates.
  - 5. Voting members must mark the ballot according to printed instructions and return the ballot to the Arcola Chamber of Commerce office within ten (10) days.
  - 6. The candidates with the greatest number of votes will be elected.

7. At the next regular meeting the Board of Directors will declare the election results.

- C. Judges. The president will appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. Such judges will have complete supervision of the election, including the auditing of ballots. They will report the results of the election to the Board of Directors.

#### Section 3: SEATING OF NEW DIRECTORS

- A. All newly elected board members will attend the regular December board meeting.  
B. Newly elected board members will become voting members at the close of the December meeting.  
C. At the end of the December meeting, the retiring directors will no longer have voting rights but will continue to serve until the end of the calendar year.

#### Section 4: VACANCIES

- A. A member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board of Directors may be dropped, except for illness or other excused absences, as approved by a majority of board voting at a regular meeting.  
B. The president will appoint members to fill vacancies on Board of Directors or vacancies among the officers. The appointments will be for the remainder of the term vacated.

#### Section 5: AUTHORITY TO GOVERN

The Board of Directors is solely responsible for the government, policy, and procedures of the Chamber, and will control its property and finances and direct its affairs. The policies shall be maintained according to the Chamber's committee structure to be reviewed annually and revised as necessary.

#### Section 6: MANAGEMENT

The Board of Directors will employ an executive director and fix the salary and other conditions of employment.

#### Section 7: INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been officers or directors of the Chamber, except in relation to matters as to which such officer or director will be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as will be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### ARTICLE V - OFFICERS

#### Section 1: SELECTION AND ELECTION OF OFFICERS

- A. The nominating committee will also nominate a single slate of officers in the same manner as the directors.  
B. The officers to be nominated are the treasurer, the vice-president, and, when the vice-president does not move up to the office of president, the president.

- C. All nominees will be presented to the board at the same time as the nominees for the Board of Directors, following the same procedures as specified in Article IV.
- D. All officers will serve for a term of two (2) years or until their successors assume the duties of office.

## Section 2: DUTIES OF OFFICERS

- A. President. The president will serve as the chief elected officer of the Chamber and will preside at all meetings of the membership, Board of Directors and executive committee.

The president will, with the advice and counsel of the executive director, assign committee chairs subject to the Board of Directors' approval.

The president will, with advice and counsel of appropriate committee chairpersons and the executive director, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

- B. Vice-President.
  1. The vice-president will act in the place of the president when the president is absent.
  2. The vice-president will complete the term of the president in the event that the president leaves office.
  3. The vice-president will be a voting member of the Board of Directors, the Executive Committee.
  4. The vice-president will carry out duties assigned by the president.
  5. The vice-president will become the next president, pro forma, at the end of the president's term, including those times when the vice-president has completed a portion of the president's term.
- C. The Treasurer will be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds will be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed according to a policy established by the Board of Directors.
- D. Executive Director. The Board of Directors will determine the responsibilities of the Executive Director including the following:
  1. To serve as a secretary to the Board of Directors and to prepare notices, agendas, and minutes of meetings of the board.
  2. To advise the president on Chamber activities, to assist in planning, to gather information, and to prepare reports that serve the Chamber program.
  3. To attend, as a non-voting member, all the meetings of the Board of Directors and the executive committee, and as many meetings as needed for committees.
  4. To administer, with the assistance and counsel of appropriate committee chairpersons, the program of work in accordance with the policies and procedures of the Board of Directors.
  5. To hire, discharge, direct, and supervise all employees.

## Section 3: EXECUTIVE COMMITTEE

The executive committee will act for and on behalf of the Board of Directors when the board is not in session, but will be accountable to the Board for its actions. It will be composed of the president, the

immediate past president, the vice-president, the treasurer, and the executive director. The president will serve as head of the executive committee. A quorum will consist of a majority of those eligible to serve on the executive committee.

#### Section 4: INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

### ARTICLE VI - COMMITTEES AND DIVISIONS

#### Section 1: APPOINTMENT AND AUTHORITY

- A. With Board approval, the president will appoint all committee leaders and will assist in the appointment of committee members.
- B. The president may create ad hoc committees and appoint members and leaders.
- C. Any committee leader or committee member will serve at the pleasure of the president.
- D. The term of any appointment is no longer than the term of the appointing president.
- E. Committees will investigate, research, study, hold hearings, make recommendations to the Board of Directors, and complete activities delegated to them by the board.

#### Section 2: LIMITATION OF AUTHORITY

- A. The Board of Directors makes policy.
- B. Members, committees, divisions, employees, directors, and officers do not make policy.
- C. The actions of any individual, member, committee, or group will not bind the organization or constitute an expression of policy until approved or ratified by the Board of Directors.
- D. The president may disband a committee for the following reasons:
  - 1. The work of the committee is completed,
  - 2. The report of the committee has been accepted, or
  - 3. The Board of Directors disbands the committee.

### ARTICLE VII - FINANCES

#### Section 1: FUNDS

All money paid to the Chamber will be placed in a general operating fund, unless specifically designated for another purpose by the board.

#### Section 2: DISBURSEMENTS

- A. After the Board approves the budget, the treasurer may pay on accounts and may pay for expenses provided for in the budget without additional approval by the Board.
- B. The treasurer will pay by check.

#### Section 3: FISCAL YEAR

The fiscal year of the Chamber will end on December 31.

#### Section 4: BUDGET

- A. As soon as possible after election of the new Board of Directors and officers, the executive committee or budget committee will adopt the budget for the coming year and submit it to the Board of Directors for approval.
- B. Budget and Finance Committee:
  - 1. The president will appoint a budget and finance committee
  - 2. The committee will, from time to time, advise the Board of Directors with respect to the financial policies the organization.
  - 3. The Committee will suggest ways and means of conserving and increasing the membership and revenues.
  - 4. The committee will be responsible for assisting the administration in establishing the budget necessary to meet requirements of the Chamber's program of work.
  - 5. The committee will be responsible for determining the ways and means by which budget requirements are met.
  - 6. At the December meeting the committee and the executive director will submit to the Board a budget of estimated income and expenses.

#### Section 5: ANNUAL AUDIT

An internal audit committee or certified accountant selected by the Board will annually audit the Chamber accounts at the close of the fiscal year.

### ARTICLE VIII - PARLIAMENTARY PROCEDURES AND SEAL

#### Section 1: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order will be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charge or bylaws 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 - DISSOLUTION

#### Section 1:

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

## ARTICLE X - AMENDMENTS

### Section 1: REVISIONS

- A. The bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors or by a majority of the members present at any regular or special meeting.
- B. The notice for the meeting in which revisions to the bylaws are to be made must include the proposed amendments and must be submitted to the Board and to the members in writing at least ten (10) days before the meeting.