

**Homer Glen Area Chamber of Commerce
Bylaws**

**ARTICLE I
NAME and PURPOSE**

Section 1. Name

This organization shall be known as the Homer Glen Area Chamber of Commerce, Inc. (hereinafter referred to as “the Chamber”) and is incorporated as a not-for-profit organization under the laws of the State of Illinois.

Section 2. Purpose

This Chamber is organized as a Section 501(c)(6) tax-exempt corporation under the United States Internal Revenue Code. Its purpose is to advance the economic, industrial, professional, cultural, and civic welfare of Homer Glen and to encourage the growth of existing businesses and industries, while giving reasonable and appropriate assistance to firms or individuals seeking to start a new business or conduct additional business in the Homer Glen area.

As a source of business and economic information for its members, the Chamber shall remain nonpartisan and nonsectarian, and shall not participate in or influence, directly or indirectly, the nomination, election, or appointment of any candidate for political office.

Neither the Chamber nor its staff may:

- 1) endorse or oppose any person, entity or group seeking or holding political office or any political platform; or,
- 2) promote or endorse a particular member business over other member businesses.

**ARTICLE II
MEMBERSHIP**

Section 1. Eligibility

Any person, association, corporation, partnership, or organization with a personal, professional or business interest in the commercial, industrial, and/or civic well-being of the Homer Glen area shall be eligible to apply for Chamber membership.

Applications for membership shall be signed by the applicant. Any applicant shall become a member of the Chamber upon payment of dues and approval of the application by the Executive Director.

Members are required to inform the Chamber within 90 days of any changes in employment, employment status, business address or telephone number. Failure to notify the Chamber within 90 days of such change may be grounds for termination of membership.

Section 2. Booster Members (Members Emeritus)

A Booster Member or Member Emeritus is defined generally as an individual who has been active in the Chamber for at least one year through a member business or other member entity

and who becomes separated from the member business or other member entity. The individual may join the Chamber in his or her personal name. Booster Members or Members Emeritus, because of their experience with the Chamber, may be considered for positions on the Board of Directors. The Board shall not have more than two (2) Booster Members or Members Emeritus as Board members at any given time. Booster Members and Members Emeritus may not hold any executive officer positions. Each Booster Member and Member Emeritus shall enjoy the privileges of membership, including the right to vote.

Section 3. Courtesy Members

As used herein, a Courtesy Member is defined as a current Chamber member who provides certain services directly to the Chamber for purposes of conducting Chamber business in exchange for membership in the Chamber and whose services would otherwise be a cost to the Chamber equal to or greater than that member's annual Chamber membership dues.

To be eligible for this category of membership, a Chamber member must provide the type of services which the Chamber requires in the ordinary course of business, including, but not limited to, printing services, website development, and accounting services.

The Executive Director or any member of the Board may propose that a Chamber member be considered for Chamber membership as a Courtesy Member.

Courtesy Members shall have all the privileges of membership, including the right to vote.

Section 4. Payment of Dues

The Board of Directors shall establish the membership fee schedule on an annual basis based on the budgetary needs of the Chamber. Dues shall be billed no later than December 31 each year for current members, reflecting a fiscal-year membership cycle ending on December 31.

Reminder notices shall be sent no later than February 1 and again on March 1 to those members whose membership dues remain unpaid. If a member's renewal dues have not been received by April 1, that member's membership shall be terminated as of April 1.

A member whose membership was terminated due to failure to pay dues by April 1 shall incur a reinstatement fee of thirty five dollars (\$35.00) upon membership renewal. Such renewal shall not become effective unless and until all past due amounts, including the reinstatement fee, have been paid in full.

New member dues billed after the announced deadline for submissions to the Community Resource Guide of any given year shall be prorated. All other new members shall pay the full year membership fee. Dues are nonrefundable.

From time to time the Board may authorize the Chamber to offer to potential members incentives in the form of reduced dues to join the Chamber, if, in the Board's discretion, such incentives would benefit the Chamber and its membership. Any proposed incentive is subject to approval by a majority vote of the Board.

Section 5. Application for Chamber Membership

Membership commences upon the Chamber's receipt of an applicant's membership dues. Payment of dues shall represent a member's agreement to abide by the Chamber's bylaws, rules, regulations, and any applicable policies and procedures

Section 6. Termination of Membership

A membership shall terminate upon the occurrence of any of the following:

- 1) Resignation of a member;
- 2) Expulsion. The Board of Directors may expel a member from membership in the Chamber if in good faith the Board determines that:
 - a) a member's account is 90 days or more in arrears for the payment of dues, fees or assessments as set by the Board of Directors; or
 - b) a member's conduct, action, or use of language is of such a nature that is disparaging to the reputation of a Chamber member, the Chamber, or any of its staff or is materially prejudicial to the purpose or interests of the Chamber.

No member may be expelled without notice and the opportunity to appear before the Board of Directors within 30 days of such notice of expulsion. Approval by a two-thirds majority of the voting members of the Board of Directors shall be required to expel a member from the Chamber.

Section 7. Voluntary Termination of Membership by a Member

Chamber members may voluntarily terminate their membership from the Chamber for any reason by providing written notice to the Chamber to that effect.

In its discretion, the Chamber may consider the membership of a Chamber member whose dues payment is more than 90 days past due to be voluntarily terminated.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Annual Meeting

An annual membership meeting shall be held during each year.

Section 2. Other Meetings

From time to time, the Board may hold a meeting of the membership if it determines by majority vote that a membership meeting would be in the best interest of the Chamber.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Powers of the Board

The Board of Directors shall have the power to:

- a) Select and/or remove the Executive Director (President) of the Chamber;
- b) Establish the duties and powers of Chamber employees and staff;
- c) Fix the compensation for the Executive Director (President), employees, and staff;
- d) Adopt and use a Chamber seal;
- e) Select the principal office of the Chamber;
- f) Set the amount of membership dues, assessments and fees that the Board in its discretion determines to be appropriate;
- g) Levy annual dues, assessments, and fees upon members, and set the date(s) for the payment thereof;
- h) Provide for collection and/or penalties for non-payment of membership dues, assessments and/or fees;
- i) Borrow money, incur indebtedness of behalf of the Chamber and cause to be executed and delivered for the Chamber's purposes, in its name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debts and securities;
- j) Lease and/or purchase space, equipment, and other real or personal property deemed necessary for Chamber operations; and,
- k) Adopt, amend or repeal the Bylaws of the Chamber.

Section 2. Board of Directors' Approval Required for Chamber Expenses

Approval by an affirmative vote of a majority of the Board of Directors shall be required before the Chamber may incur any single expense totaling one thousand dollars (\$1,000.00) or more.

Section 3. Regular Board Meetings

The Board of Directors shall meet regularly to discuss Chamber business on dates agreed on by the Board and at a place and time designated by the Board of Directors.

The Board may, in its discretion, cancel or reschedule Board meetings by majority vote.

A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 4. Composition of the Board of Directors

The Board of Directors shall be composed of a minimum of three (3) Directors up to a maximum of seventeen (17) Directors.

The Board shall have a Chairman, a Vice Chairman, a Secretary, and a Treasurer and such other officers as the Board in its discretion determines to be appropriate.

Each member of the board shall be elected to serve a two-year term. Each member of the Board of Directors shall have one (1) voting right except: (1) the Chairman, who will have a vote only in case of a tie; (2) the Board member who acts as legal counsel to the Board.

The Chamber's Executive Director (President) shall not be a member of the Board of Directors but shall attend Board meetings and report to the Board.

Section 5. Terms of Office and Vacancies

Each November, the Board shall vote on applications to the Board of Directors to fill those seats on the Board that expire at the end of the year. The term of office of a Director is two years starting January 1 of the year following appointment through December 31 of the second year of the term. Upon the expiration of his or her term, a Director shall be required to reapply for a position on the Board of Directors.

A member of the Board of Directors may serve more than one term, with Board approval, but only up to two (2) consecutive terms. With Board approval, a Director may serve non-consecutive terms.

The Board of Directors may, by majority vote, declare vacant a seat of any member of the Board who has three unexcused absences from Board meetings during any twelve-month period.

Any vacancy may be filled by a majority vote of the current Board of Directors. Directors appointed to fill a vacancy on the Board of Directors shall hold office until the expiration of the term of the Director whose vacancy was filled. The term of office of a Director appointed to fill a vacancy shall not count toward the appointed Director's term limits.

The Board of Directors, following their appointment and prior to the November Board Meeting, shall meet for the purpose of electing among them an Executive Board consisting of the Chairman, Vice-Chairman, Secretary, Treasurer and the immediate Past-Chairman. Each executive officer shall serve at least one year in that role.

Section 6. Director Eligibility Requirements

All Directors must be Chamber members in good standing. Any person seeking to become a member of the Board of Directors must submit the application form currently used by the Board of Directors and, if appointed, must sign and abide by the Board's Confidentiality Agreement, Ethics Policy, and the Fiduciary Duties and Expectations Agreement, and other documents that the Board in its discretion may from time to time deem necessary.

Section 7. Resignation

Any member of the Board of Directors may resign by submitting written notice to the Chairman of the Board of Directors.

Section 8. Directors and Officers Insurance

The Board shall at all times maintain and have in force an active Directors and Officers Insurance policy to protect Board members and the Executive Director (President) of the Chamber from personal liability arising from decisions or actions taken in good faith while acting on behalf of the Chamber.

Section 9. Attendance at Board Meetings, Voting, Absenteeism

In the event a Board member is unable to attend a Board meeting in person, the Board member may participate in such Board meeting via conference call or electronic medium.

Board members may vote by email transmission or some other electronic method on items for which a vote by the Board is required. A written record of each Board member's vote shall be maintained.

Any Director who is absent from three (3) unexcused meetings of the Board of Directors in any single year may be dropped from the Board of Directors and replaced at the discretion of the Board of Directors.

Section 10. Job Descriptions

Chairman: General visionary and leader regarding long term goals and direction of the Chamber. The Chairman shall preside over Board meetings and special events.

Vice-Chairman: Assumes the duties and responsibilities of the Chairman when the Chairman is not able to carry out his or her duties; oversees Chamber committees.

Treasurer: Coordinates with the Finance Committee and the Audit Committee and ensures financial oversight of the Chamber; oversees the preparation of financial statements and budgets; reports on all matters of finance at Board meetings.

Secretary: Attends Board meetings; takes and maintains the minutes of all Board meetings; keeps records and archives of the Board.

Director. Attends and participates in Board meetings; participates in Chamber operations as an active member of at least one committee of the Board.

Executive Director/President. The role of the Executive Director (President) of the Chamber shall be governed by the job description as established by the Human Resources Committee and approved by the Board of Directors, but shall include the authority to approve prospective members for membership in the Chamber.

Section 11. Removal. Any member of the Board of Directors may be expelled, if the Board of Directors makes a good faith determination that the Board member has engaged in conduct that is contrary to the Chamber's mission. A two-thirds affirmative vote by the members of the Board of Directors shall be required to remove a member of the Board of Directors.

Section 12. Compensation. Directors shall serve without compensation for their services as Directors. This provision shall not preclude reimbursing a member of the Board of Directors for expenses incurred on behalf of the Chamber.

ARTICLE V COMMITTEES

Section 1. Function

Committees serve under the supervision of the Board of Directors and have the responsibility of making recommendations to the Board of Directors.

Section 2. Meetings

Committees shall meet as often as necessary to accomplish their functions.

Section 3. Quorum

A majority of the membership of a committee shall constitute a quorum.

Section 4. Standing Committees

The Board's Standing Committees shall be the Finance Committee, Membership Committee, and the Executive Committee.

The Treasurer shall be the Chairman of the Finance Committee. The Chairman of the Board of Directors shall be the Chairman of the Executive Committee.

Section 5. Ad Hoc Committees

Ad hoc committees will be appointed from time to time as the Board determines to be appropriate. Ad hoc committees include the Nominating Committee, Audit Committee, the Human Resources Committee, and the Government Affairs Committee.

Section 6. Nominating Committee

The Nominating Committee shall be composed of no more than six members consisting of up to two Board Members and three members at large, and the Executive Director. The Executive Director shall have no voting privileges. The selection of the Chairman of the Nominating Committee shall be subject to approval by simple majority vote of the full Board.

Upon recommendation by the Chairman of the Nominating Committee, a maximum of three members at large will be added to the Committee subject to the approval by a majority of the full Board of Directors. The Nominating Committee shall be selected no later than July 31.

The Nominating Committee shall develop and present a slate of candidates from which new Directors will be appointed. The Nominating Committee will review the Board of Directors Interest Form and Chairman Evaluation Forms in order to develop this slate.

The slate of prioritized candidates will be presented to the Board of Directors via individual packets for review by the Board no later than September.

A formal presentation of the slate of candidates will be made to the Board of Directors at the October Board meeting. A motion is made to accept the slate of candidates presented by the Nominating Committee. The Board will then vote by paper ballot to approve the presented slate

by a simple majority. If the slate is not accepted, the Nominating Committee will be asked to present a new slate. Directors up for re-election must abstain from voting on the recommended slate. Final decisions for new Board Members will be no later than the November Board meeting.

The Board may reject some or all of the candidates who make up the slate. In the event that a candidate from the slate is not appointed to the Board, the Nominating Committee may propose a different candidate to the Board.

Section 7. Audit Committee

The Board Chairman may appoint a financial Audit Committee consisting of a minimum of two Chamber members, one of which shall be a member of the Board of Directors but shall not include any member of the Finance Committee.

ARTICLE VI FINANCES

Section 1. Funds

Chamber operating funds shall be maintained in a local financial institution the deposits of which are insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund.

Section 2. Required Number of Signatures on Checks

All checks drawn on Chamber funds shall be signed by one member of the Executive Committee. Any member of the Executive Committee shall be authorized to sign checks.

Section 3. Fiscal Year

The fiscal year of the chamber shall be January 1st through December 31st.

Section 4. Budget

In December of each year the Treasurer and Finance Committee shall present a budget for approval to the Board of Directors for the next fiscal year.

Section 5. Financial Review/Audit

The finances of the Chamber shall be reviewed from time to time by the Audit Committee, but no less often than every two years.

ARTICLE VII REVISIONS

Section 1. Method

Any proposed amendment to or modification of these Bylaws must be submitted for consideration in writing to the Board of Directors.

**ARTICLE VIII
PROCEDURES**

Except as otherwise specifically provided in these Bylaws, all questions of order or procedure with the respect to any meeting or action of this organization, its Board of Directors or any committee appointed hereunder shall be determined in accordance with *Robert's Rules of Order*.

**ARTICLE IX
DISSOLUTION**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall 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, as defined in IRS Section 501(c), selected by the Board of Directors.

ADOPTED THIS ____ DAY OF _____, 2016.

Chairman, Board of Directors