

Round Lake Area Chamber of Commerce and Industry By-Laws

ARTICLE I General

- Section 1 *Name:*
The name of this organization shall be the "Round Lake Area Chamber of Commerce and Industry."
- Section 2 *Incorporation:*
This organization is incorporated under the laws of the State of Illinois its principal office shall be located within the Round Lake Area.

ARTICLE II Purpose

- Section 1 *Mission Statement:*
To inform, promote, engage and preserve area business, industry, civic and general interests in the Round Lake Area community.
- Section 2 *Objectives:*
The main objectives of the Round Lake Area Chamber are:
- Objective 1: Educate the business and industry community on local, county, state and federal legislative affairs as well as various business strategies
- Objective 2: Encourage and support business and industry growth and prosperity in the Round Lake Area.
- Objective 3: Work together to enhance the entire Round Lake Area community.

ARTICLE III Restrictions of Activities

- Section 1 The Round Lake Area Chamber shall be non-partisan, non-sectarian and shall take no part in or lend its influence directly in support of the election or appointment of any candidate in the area villages, county, state or nation. If before an election, the Chamber wishes to hear a candidate's view, a candidate may be invited to speak before the general membership.
- Section 2 The Round Lake Area Chamber of Commerce and Industry shall observe all local, state and federal laws which may apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue code.

ARTICLE IV Fiscal Year

- Section 1 The fiscal year of the Round Lake Area Chamber of Commerce and Industry will be from January 1st to December 31st of each year.

Section 2 An operating budget will be developed by the President, Treasurer and the Executive Director and presented for revisions and approval to the Board of Directors no later than the November Board of Director's Meeting, prior to the proposed budget fiscal year.

ARTICLE V Membership

Section 1 *Eligibility:*
Any reputable person, business, sole-proprietor, association, organization, corporation, partnership or estate shall be eligible for applying for membership in the Round Lake Area Chamber of Commerce and Industry. The Chamber shall be an inclusive equal opportunity organization and shall not discriminate based on, but not limited to, race, color, religion, sex, handicap, actual or perceived sexual orientation, familial status, or national origin.

Section 2 *Application:*
Each applicant shall make written application to the Round Lake Area Chamber of Commerce in such form as the Board of Directors may prescribe.

Section 3 *Election:*
The Executive Director shall present all Applicants for membership to the Board of Directors for approval. The Board of Directors may reject any application for membership if in the opinion of the majority of Directors it would not be in the best interest of the Chamber to accept the application. All applicants approved by a majority of the Board of Directors shall be elected to become a member and presented as new members to the General membership at the next General Chamber meeting.

Section 4 *Membership Dues:*
The Board of Directors shall determine the annual dues. The methods of payment, (i.e.: in advance, installments, etc.), shall also be determined by the Board of Directors.

Section 5 *Levels of Membership:*
Full Membership: Full membership entitles the member access to all services provided by the Chamber and full voting rights. Each Member organization shall assign one (1) representative to have voting rights. Benefits to include but not limited to: support of prestigious area business organization, networking and marketing opportunities, community involvement, and workshops. The Board of Directors has the right to create different levels of Full Membership, which would provide various levels of services and benefits to the general membership.

Associate Membership: Any Not-for-profit organization, a Full Member Branch office, or any individual not representing a business but interested in the Chamber programs may qualify as an Associate Member. No business for-profit with the exception of a Full Members branch office is eligible for an Associate Membership. A not-for-profit member-based organization shall be represented as the organization and will choose a representative from that organization as the Chamber Member.

The organization's members are NOT considered Chamber members and cannot market themselves as such. Only one (1) representative is assigned voting rights from each organization member.

Honorary Membership: May be granted or revoked by the Board of Directors. Honorary Memberships are awarded to individuals who may have served on the Chamber Board, as Executive Director or contributed greatly to public affairs and goodwill of the Chamber. Honorary Membership shall include all privileges of Associate Membership except voting and holding of directorship or office. No dues will be collected from Honorary Members. The Board shall review each Honorary Member on a yearly basis.

Membership for In-Kind Services:

The Board of Directors, upon majority vote, may award a Full or Associate Membership for in-kind and similarly valued services provided they are for the betterment of the Chamber operations and its membership.

Section 6 *Member Expulsion:*

Members may be expelled for cause. Cause can be defined as, but not limited to, conduct that affects or reflects negatively on the Round Lake Area Chamber of Commerce and Industry, prejudicial or discriminatory behavior. No member may be expelled without the opportunity of a hearing before the Board of Directors at an agreed upon time and place. If after the hearing, expulsion is still sought by the Board, a three-fourth majority vote of all Board of Directors, shall be necessary to expel member(s).

**ARTICLE VI
General Membership Meetings**

Section 1 Monthly Business Meetings shall be at a time and place as determined by the Board of Directors. Members will be notified in the monthly newsletter and/or other means of communication, (i.e.: e-mail, telephone, etc.). The Board of Directors shall provide for an Annual Installation meeting each year for the installation of Board and officer positions.

Section 2 Monthly Board Meetings shall be at a time and place as determined by the Board of Directors. The Board shall be notified a week prior to the meeting by email, mail or phone.

Section 3 *Quorum:*
10% of Chamber members with full voting rights in good standing at any Business Meeting constitute a quorum.

Section 4 *Special Meetings:*
Notice of Special Meetings will be mailed or emailed to each member at last known address, at least five, (5), days in advance of any special meeting. Special meetings of the Board may be called by the President at his/her discretion and shall be called at the request of not less than three Directors.

ARTICLE VII
Board of Directors

Section 1 *Board of Directors:*

The Board of Directors shall be responsible for the operation and representation of the Chamber. The Board is responsible for making decisions on behalf of the general membership and shall be composed of up to fifteen, (15), members, consisting of an elected President, Vice-President, Treasurer, Secretary, nine (9) elected Directors, and one (1) Executive Director of the Chamber of Commerce who shall be a non-voting entity, and if appointed by the Board of Directors on an annual basis for a 1 year term, one (1) Honorary Past President Director as described herein. At no time shall more than 4 representatives of taxing entities be able to hold a Director or Officer Position. All Board of Directors or their agencies must hold a Full Membership, be in good standing (dues paid) and be active and dedicated Members of the Round Lake Area Chamber.

- a) The thirteen (13) elected Officers and Directors of the Board shall be elected at the December General Membership meeting. The Board of Directors shall be representative of the Round Lake Area business community and preferably made up of a variety of business types, sizes; ages; gender and ethnic diversity.
- b) The President, Vice-President, Treasurer and Secretary shall serve one (1) year terms and each Director shall serve a three (3) year term.
- c) The President, Vice-President, Treasurer, Secretary and three (3) Directors will be elected each year.
- d) At the first Board meeting in November of each year the Election Committee shall submit a list of candidates to the Board of Directors. With the majority approval of the Board of Directors, the names shall then be read at the November General Membership meeting. Each candidate shall be introduced.

Additional names may be accepted at this time only and placed on the ballot. Ballots shall be e-mailed to each member prior to November 30th. Voting Members may request a ballot be mailed to them. All voting shall be done by e-mail and/or mail, returned in person, or in a form otherwise approved by the majority of the Board of Directors. Ballots must be received in the Chamber office within five days prior to the December General Meeting, in conformity with such additional rules and regulations as the Board of Directors may adopt.

- e) The Board of Directors will assign the existing officers for the 2011-2012 year a partial or full Director term to fulfill in order to equalize the election cycle.

Section 2 *Quorum:*

Fifty-one percent (51%) of the elected Chamber Board of Directors and Officers currently in office constitute a quorum for the transaction of business. Attendance may be in person or by telephone to constitute a quorum. All voting shall be done by mail, email, in person, or any other means approved by the majority of the Board of

Directors. Any vote not made at a Board of Directors meeting must be ratified at the following Board of Directors Meeting.

Section 3 *Term Limits:*
No Board of Director shall serve more than three, (3), consecutive terms regardless if he/she has held officer positions. A minimum of one year must pass before any three consecutive term serving Director may be re-appointed or re-elected. Officers serve one (1) year in that position and shall be counted as one of the three (3) years.

Section 4 *Executive Committee:*
The Executive Committee, chaired by the President, shall be comprised of the Officers and the Executive Director. The Executive Director shall be a non-voting entity. The purpose of the Executive Committee is to provide overall leadership to the Chamber, draft policies for the board to consider, monitor the financial, programmatic and operational activities of the Chamber, promote board service, review personnel issues and address issues brought to the Committee concerning the day to day operations of the Chamber. All recommendations of the Executive Committee are brought to the full board for consideration before action is taken. In the event action is needed prior to a Board of Directors meeting, a fax vote/poll is necessary with 51% of Board of Directors voting/polling in favor before action can be taken. This vote/poll must be ratified at the next Board of Directors meeting.

The Executive Committee shall meet as needed to review and streamline agenda items prior to regular Board of Director Meetings.

Section 5 *Election Committee:*
The President shall appoint an Election Committee, a minimum of three members, with a majority of full Board of Directors approval be it in person, email, mail or any combination there of. One member of this committee shall be a Director. The others shall be members in good standing. No one running for election to any of the Officer or Director positions can chair or serve on the committee. The committee shall oversee the annual election of the Directorships and Officers in accordance with the Chamber By-Laws as well as rules and regulations established by the Board of Directors.

Notice shall be made to the general membership, with application process and deadline outlined. All eligible members shall submit an application. All applications will be forwarded to the Board of Directors with the Election Committee's recommendation prior to the Board of Directors meeting on which the vote will take place.

Section 6 *Un-expired Term:*
Vacancies for an un-expired term of the Board of Directors or Officers shall be filled for the un-expired portion of the term only. Vacancy may be advertised to the general membership and application process and deadlines followed or the Board may fill the unexpired term with any member in good standing. The Board of Directors and Officers, upon nomination(s) of a candidate(s), shall have the right to vote and fill the unexpired term without vote of the general membership. In the event an Officer of the Board needs to step down, a current Board member shall be elected by the

Board of Directors to assume the un-expired portion of the term only and the then vacant Director position will be filled according to this section.

Section 7 *Expulsion:*

A member of the Board of Directors or Officer who has been absent from three, (3), consecutive board meetings may be expelled from their position upon majority vote of the Board, but not before notice is served and a hearing is held if requested.

Section 8 *Officers:*

- a) President - The President shall preside at all meetings of the Chamber and the Board of Directors. He/she shall, subject to the approval of the Board of Directors, appoint all committees and hire the Executive Director. The President shall be responsible for directing and supervising the Executive Director of the Chamber. The Chamber Board President shall carry out the act of dismissal of any Chamber employee based on the results of a majority vote by the Board of Directors. The President shall vote only in case of a tie on all Board decisions.
- b) Vice President - The Vice President shall act in the absence of the President except for the hiring and discharging of any paid employees. In case of excused long-term absence by the President, the Board of Directors shall refer to article VII section 5 for early vacancy of a term.
- c) Treasurer - The Treasurer, or his designee, will make reports to the members at each Board of Directors and General Membership meetings. The Executive Director will be responsible for receiving and disbursing the funds of the Chamber at the recommendation of the Treasurer and majority approval of the Board of Directors.
- d) Secretary - The Secretary shall attest to the actions of the Board of Directors and may be required to prepare and submit minutes of meetings in the absence of the Executive Director.

Section 9 *Ballot Recount*

Any candidate for election can petition the Board of Directors for a recount of the ballots cast. A recount shall be initiated upon the approval of a majority vote of the Board of Directors.

**ARTICLE VIII
Committees**

Section 1 *Appointment:*

The President shall appoint chair(s) of all committees with a majority approval of the Board of Directors. The Chair(s) with the help of the President if needed shall appoint committee members. One (1) Board member shall act as board liaison for

each committee. When necessary, non-chamber members may be utilized as volunteer committee members. All Chairs will be a member in good standing.

- 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 work shall be approved and finalized by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.
- Section 3 *Budget:*
Committees will submit to the treasurer a proposed budget for their event by a date set and posted by the treasurer before the event and/or expenses are incurred. The Committee budgets will be incorporated in the Chambers overall budget and subject to approval by the Board of Directors.
- Section 4 *Meetings:*
Committee meetings may be called at anytime by the President or by the chair(s) of such committee(s).
- Section 5 *Purpose:*
The purpose of committees is to meet the needs of the membership and to fulfill annual and operating requirements, or any such purpose approved by the majority of the Board of Directors. Each committee shall establish a mission with objectives to be approved by the Board of Directors.

ARTICLE IX Order of Business

- Section 1 The President and Executive Director shall set the agenda for all Board of Directors and General Membership meetings. Board of Directors may request item(s) to be placed on the agenda for discussion and/or action. If the President believes the requested item(s) may be detrimental to the operations and/or integrity of the Chamber, he/she may request a majority vote of the Board of Directors for item(s) to be placed on agenda.

ARTICLE X Employees

- Section 1 *Executive Director:*
The Executive Director is responsible for the day-to-day operations of the Chamber as outlined in the current job description, as well as in these by laws and shall work towards the better good of the membership and overall needs of the Chamber.

The Executive Director shall prepare and disseminate all official correspondence, preserve all books, records, documents and communications of the Chamber.

The Executive Director reports directly to the President, Officers and Board of Directors and will be responsible for preparing and submitting minutes of meetings, agendas and other business to the Board of Directors and members as needed.

With approval of the Board of Directors, the Executive Director may secure the services of additional employee(s) to assist with these duties. This employee(s) shall report directly to the Executive Director of the Chamber of Commerce.

The Executive Director is a non-voting position within the Board of Directors and the General Membership.

**ARTICLE XI
Amendments**

Section 1 *Submission:*
Any member in good standing may submit proposed change(s) to these By-Laws to the Board of Directors. The Board of Directors, upon majority vote, can accept, reject or amend the proposal for submission to general membership at the next regularly scheduled monthly meeting or electronically by e-mail or in any manner approved by the Board of Directors. A quorum (Article VI Section 3) of voting members must be present to determine the outcome on any proposed amendments to the By-Laws.

**ARTICLE XII
Dissolution**

Section 1 The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed to 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 located in the Greater Round Lake Area to be selected by the Board of Directors.

**ARTICLE XIII
Parliamentary Authority**

Section 1 The current edition of Roberts 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 Bylaws of the Chamber.

The below certify these by laws were approved and adopted by the Round Lake Area Chamber of Commerce and Industry General Membership on _____.

_____ Dated: _____
President

_____ Dated: _____
Secretary