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BY-LAWS OF THE ROMEOVILLE AREA CHAMBER OF COMMERCE

**ARTICLE I
GENERAL**

SECTION 1: NAME

This organization is incorporated under the laws of the State of Illinois, and shall be known as the Romeoville Area Chamber of Commerce, Incorporated (Chamber of Commerce). Throughout these bylaws the Romeoville Area Chamber of Commerce will be referred to as the Chamber of Commerce and the Chamber.

SECTION 2: PURPOSE

The mission of the Romeoville Area Chamber of Commerce is to create and foster a growing business community by promoting economic opportunities, advocating for the interests of the members, providing educational resources and developing relationships between the members.

The Vision of the Romeoville Area Chamber of Commerce is connecting business to the community.

**ARTICLE II
MEMBERSHIP**

SECTION 1: ELIGIBILITY

Any reputable business, association, corporation, or other entity interested in the business community of the Romeoville area may complete an application for membership in the Romeoville Area Chamber of Commerce. There shall be two (2) membership categories: business and nonprofit, the latter of which is defined as a non-taxing body (i.e. – churches or civic, social, educational or fraternal agencies).

SECTION 2: DUES

The membership dues structure shall be established by the Board of Directors. Dues are payable in advance annually on the anniversary date of membership.

SECTION 3: VOTING

Each member shall be entitled to cast one vote. No member, as defined in Article II, Section 1, shall be permitted to vote during periods when dues are in arrears.

SECTION 4: TERMINATION

Any member of the Chamber of Commerce may withdraw or terminate his membership at any time, without privilege of refund. The Board of Directors may expel a member for nonpayment of dues or conduct unbecoming a member following a hearing and a two-thirds vote of the Board of Directors.

SECTION 5: HONORARY MEMBERSHIP

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The Mayor and Trustees of the Village of Romeoville shall have an honorary membership for the duration of their term of office. The Board of Directors shall confer additional honorary memberships by a majority vote. Honorary memberships shall have a term of one (1) year, corresponding to the year of the date of conference. Honorary members shall have all privileges of members, except the right to vote.

**ARTICLE III
BOARD OF DIRECTORS AND OFFICERS**

SECTION 1: DIRECTORS

The Board of Directors shall consist of 12 members. One-third shall be elected annually to serve for a period of 3 years. A Director shall not serve more than 2 consecutive terms.

Directors shall be elected by ballot of the entire voting membership. Nominations will be held each year during January, and a slate of candidates must be presented to the Secretary by the nominating committee prior to the February board meeting. All nominees shall consent to serve before their names are officially placed in nomination. The election shall be held during the general membership meeting in March, and Directors shall assume office April 1st.

A membership may not have more than one individual on the Board of Directors at any given time. No more than two individuals from the same industry category may be on the Board of Directors at any given time.

Vacancies shall be filled as soon as possible. In such cases, the Director shall be appointed by the remaining Directors to fill the unexpired portion of the term.

SECTION 2: RESPONSIBILITIES OF DIRECTORS

The Board of Directors shall carry out the policies as set forth in these by-laws. They shall be granted the power and authority to govern this Chamber of Commerce; have control of its assets; and shall be responsible to conduct any necessary business, observing all local, state, and federal laws which apply to a non-profit corporation as defined in the Section 501(c)(6) of the Internal Revenue Code, as amended from time to time.

SECTION 3: OFFICERS

The Officers of the Chamber shall be elected annually, as soon as possible after the March election of Directors. The Officers of the Chamber of Commerce shall consist of the Chair, Chair Elect, Secretary and Treasurer. These Officers will be elected from and by the members of the Board. The Immediate Past-Chair will also serve on the Board. If the Immediate Past-Chair's term as Chair was also the sixth consecutive year on the Board, they may serve an additional one-year term as Immediate Past-Chair in the capacity of an advisor to the current Chair. When this occurs the past-Chair is not eligible to vote. Other officers may be elected or appointed by the Board as desired. An Executive Committee shall consist of the Chair, Chair Elect, Secretary, Treasurer, Immediate Past-Chair and President/CEO. A meeting of the Executive Committee, with quorum, may act in emergencies in place of the Board of Directors.

SECTION 4: DIRECTION OF OFFICERS

- A.) All elected Officers of the Chamber
 - a. Have a voting privilege, with the exception of the Chair, who will vote only in the case of a tie.
 - b. Are responsible to the Board and members for their actions.
 - c. Are elected by the Board for a term of one year.

- 113 d. Have the same responsibilities as the elected Directors, (as defined in G).
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- 115 B.) Immediate Past-Chair
- 116 a. Upon completion of the term as the Chair of the Board, the Chair becomes
- 117 the immediate Past-Chair.
- 118 b. Serves as an advisor to the Chair.
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- 120 C.) Chair
- 121 a. Shall preside at all regular and special meetings according to Robert's Rules
- 122 of Order as appropriate to the mission of the Chamber.
- 123 b. Maintains control of the meetings to maximize the focus on the mission of the
- 124 Chamber.
- 125 c. Has signatory authorization.
- 126 d. Has no vote except in cases of a tie.
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- 128 D.) Chair Elect
- 129 a. In the absence of the Chair, performs the Chair's duties.
- 130 b. Will succeed the Chair at the end of the Chair's term or upon resignation of
- 131 the Chair
- 132 c. Has signatory authorization.
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- 134 E.) Secretary
- 135 a. Keep minutes.
- 136 b. Keep contact information for Board of Directors.
- 137 c. Ensures Board meeting minutes are distributed.
- 138 d. Has signatory authorization.
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- 140 F.) Treasurer
- 141 a. Is custodian of all Chamber funds.
- 142 b. Submits written monthly reports regarding the Chamber of Commerce's
- 143 financial status to the Board of Directors.
- 144 c. Itemizes receipts and disbursements.
- 145 d. Is a member of the Finance Committee.
- 146 e. Has signatory authorization.
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- 148 G.) Directors
- 149 a. Attend Board meetings monthly.
- 150 b. Attend annual meeting.
- 151 c. Attend ribbon cuttings, after hours, luncheons and special events.
- 152 d. Serve as a committee Chair.
- 153 e. Other such duties as defined.

**ARTICLE IV
PRESIDENT/CEO**

SECTION 1: DUTIES AND RESPONSIBILITIES

- 160 A.) Is an employee of the Chamber, reporting to the Board of Directors.
- 161 B.) Manages the day-to-day activities of the Chamber, including employing and
- 162 terminating staff, within budgetary guidelines and with final approval of the Board
- 163 of Directors.
- 164 C.) Shall be an ex-officio member of all committees and task forces.
- 165 D.) Serves as an advisor to the Chair and Board of Directors.
- 166 E.) Prepares the annual operating budget in cooperation with the Finance
- 167 Committee.
- 168 F.) Other such duties as deemed by the Board of Directors.

- 169 G.) Has signatory authorization.
- 170 H.) Has no vote.

SECTION 2: ANNUAL REVIEW

174 The job performance of the President/CEO will be reviewed by the Board of Directors on an
175 annual basis. This performance review will be given by the Chair and will be administered on or
176 near the anniversary date of the President/CEO's hire.

**ARTICLE V
COMMITTEES**

SECTION 1: APPOINTMENT, DUTIES AND AUTHORITY

184 The Chair, by and with the approval of the Board of Directors, shall appoint all committees and
185 committee Chairs. (S)he may appoint such *ad hoc* committees and their Chairpersons as
186 deemed necessary to carry out the Chamber of Commerce program. Committee appointments
187 shall be at the discretion of the Chair.

189 All committees shall function within the scope and purpose of the Romeoville Area Chamber of
190 Commerce. It shall be the function of committees to conduct investigations, studies, hearings,
191 and such activities as may be delegated to them by the Board.

193 No committee nor any of its representatives shall contract debts on its behalf which shall in any
194 manner render the Chamber liable for payment of any sum of money, unless such expenditure
195 had been specifically approved by the Board. No committee shall commit the Chamber to any
196 policy or contract without approval of the Board of Directors.

198 Committees shall be dissolved by the Chair when their work has been completed and their
199 reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to
200 discontinue the committee.

SECTION 2: STANDING COMMITTEES

- 204 A.) Finance Committee: maintain a balanced budget, conduct an internal review
205 annually and submit a proposed budget for the following fiscal year at the May
206 Board meeting.
- 208 B.) Member Development Committee
 - 209 a. Nomination Committee: Shall consist of 2 Directors and 3 members at large,
210 with the Chair appointed from the Board. Responsible for recruiting and
211 developing members for the Board of Directors. Shall present a slate of
212 candidates at the February Board meeting for approval and voting at the
213 March meeting.
 - 214 b. Ambassador Committee: Shall promote good will and understanding about
215 the chamber to its members, new businesses, surrounding chambers and the
216 business community at large for the purpose of enhancing the image of the
217 Chamber.
- 219 C.) Events
 - 220 a. Special Events: Shall plan, execute, and/or attend events focused on
221 providing benefits to members and the community as a whole, including, but
222 not limited to, Ribbon Cuttings, Ground Breakings, Golf Outing, Business
223 Expo, RomeoFest, and Halloween Fest.

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- b. Luncheons: Shall plan the monthly member luncheon, including, but not limited to, securing sponsors, booking speakers, planning menus, and staffing Chamber-sponsored tables (i.e. – registration).
- c. Government Affairs: Shall gain and provide perspective and understanding of governmental issues as they pertain to the business community.
- d. Education: Shall connect business and education to address the workforce needs of the community and region.

SECTION 3: AD-HOC COMMITTEES

The Chair of the Board may appoint any committees deemed necessary to accomplish the purposes of the Chamber.

SECTION 4: COMMITTEE CHAIRMEN

To the greatest extent possible, Committees will be chaired by elected Directors.

**ARTICLE VI
MEETINGS**

SECTION 1: GENERAL MEMBERSHIP MEETINGS

General membership meetings shall be on a regular basis as established by the Board of Directors. Special meetings may be called by the President/CEO or Board of Directors. At all meetings of the members, 10 percent (10%) of the membership shall constitute a quorum.

SECTION 2: ANNUAL MEETING

Annual meeting shall be held in March to elect the new Board of Directors.

SECTION 3: BOARD MEETINGS

The Board of Directors shall schedule at least one meeting per month. Additional meetings will be scheduled when required. Unexcused absences of a Director from three (3) meetings in a twelve (12) month shall be construed to serve as an automatic resignation from the Board. Any absence of a Director from four (4) meetings in a twelve (12) month period shall be construed to serve as an automatic resignation from the Board. A special meeting of the Board can be called by the President/CEO or three (3) Directors. At all meetings of the Board, 50% of the Board +1 will constitute a quorum.

**ARTICLE VII
FINANCES**

SECTION 1: FUNDS

All money paid to the Chamber of Commerce shall be placed in a general operating fund. When finances permit, excess portions of the operating fund shall be placed in a savings account, CD, money market account, or a financial instrument determined appropriate by the Board. Interest rates at financial institutions which are members of the Chamber of Commerce shall be the prime consideration when making decisions as to the investment of funds.

SECTION 2: DISBURSEMENTS

- A. Authorization: Upon approval of the budget, the Treasurer or President/CEO is authorized to make disbursements on accounts and expenses provided for in the

budget without prior approval of the Board of Directors. The Treasurer's report shall be presented to the Board of Directors monthly. Disbursements for amounts exceeding five hundred dollars (\$500) shall be approved by two persons with signatory authority.

B. Chamber of Commerce Members: When practical, in selecting companies to provide goods and services, Chamber of Commerce members will always be given first priority.

SECTION 3: FISCAL YEAR

The fiscal year for the Chamber of Commerce shall be July 1st to June 30th.

SECTION 4: BUDGET

In May of each year, the Finance Committee shall submit a proposed budget to the Board of Directors for approval.

SECTION 5: ANNUAL AUDIT

Accounts of the chamber shall be audited annually at the close of business on June 30 by an audit committee appointed by the Chair with the advice and consent of the Board of Directors. This committee shall consist of two members of the Board of Directors and one general member not on the Board of Directors. The audit shall at all times be available to members of the chamber in good standing within the offices of the chamber. This audit should be completed by September 30

SECTION 6: BONDING AND LIABILITY INSURANCE

The President/CEO and all Directors authorized by the Board to sign checks or handle funds shall be bonded by the Chamber. All members of the Board of Directors and chamber employees shall be covered by liability insurance at Chamber expense.

**ARTICLE VIII
AMENDMENT OF BY-LAWS**

These by-laws may be amended by deletion, addition, or revision by a majority vote of all ballots cast. Members must be notified in writing via regular mail or electronic mail of any proposed amendment of the by-laws 14 days prior to the meeting in which voting on the amendment is to take place. Ballots by postal mail or electronic mail shall be accepted.

**ARTICLE IX
MISCELLANEOUS**

Acts and powers not covered herein above shall be in accordance with the current General Not-For-Profit Act of the State of Illinois.

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 by-laws of the Chamber.

**ARTICLE X
DISSOLUTION**

The Chamber of Commerce 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 Chamber of

336 Commerce members. On dissolution of the Chamber of Commerce, any funds remaining shall
337 be distributed to one or more regularly organized and qualified charitable, education, scientific, or
338 philanthropic organizations to be selected by the Board of Directors as defined in IRS Section
339 501(c)(6).
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