

# **BY-LAWS HILLSIDE-BERKELEY CHAMBER OF COMMERCE & INDUSTRY**

## **ARTICLE I – NAME**

The name of the organization is HILLSIDE-BERKELEY CHAMBER OF COMMERCE AND INDUSTRY, hereafter to be referred to as the “Chamber,” and it is incorporated under the laws of the State of Illinois as a not-for-profit corporation. Its principal office shall be located within the corporate limits of the Villages of Hillside or Berkeley.

## **ARTICLE II – STATEMENT OF PURPOSE**

The purpose of the Chamber is to coordinate and preserve the private enterprise efforts of the business and professional communities in working toward a viable, prosperous business climate, and to serve as an axis around which the business, educational, industrial, governmental and professional people work to improve the quality of life in the Hillside and Berkeley communities.

## **ARTICLE III – LIMITATION OF METHODS**

This Chamber in its activities shall be non-partisan and non-sectarian, and shall observe all Local, State and Federal laws which apply as defined in section 501 (c) (6) of the Internal Revenue Code.

## **ARTICLE IV – MEMBERSHIP**

### **Section 1 – Eligibility for Membership**

Any business or service organization in good standing, government entity and/or resident subscribing to the purpose/mission of the Villages of Hillside and Berkeley and their surrounding territories shall be eligible for membership. Each person or entity is limited to one vote.

### **Section 2 – Application for Membership**

Application for membership must be made in writing with appropriate signatures to the Board of Directors. The application shall be regarded as a guarantee on the part of the applicant of their interest in the Chamber and of the adherence to its By-Laws. Applicants shall become a member upon payment of the regular membership dues as provided in Section 3 below.

### Section 3 – Membership Dues

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

### Section 4 – Voting

In any proceeding in which voting by members is called for, each member or member firm in good standing shall be entitled to cast one (1) vote.

### Section 5 – Termination

- (A) Any member may resign from the Chamber upon written request to the Board of Directors.
- (B) Expulsion from membership requires a majority (8) vote of the Board of Directors in attendance at a regularly scheduled meeting of the Board.
  - 1. Any member may be expelled by the Board of Directors for non-payment of membership dues. Dues shall be delinquent sixty (60) days after the due date, unless otherwise extended for good cause by the Board. The Treasurer shall report same to the Board of Directors, who may by resolution, drop the member from the membership role.
  - 2. Any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled Board of Directors meeting thereof for cause.

## ARTICLE V – BOARD OF DIRECTORS

### Section 1 – Purpose, Responsibilities and Duties

The governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, direct its affairs, adopt rules for conducting the business of the Chamber, and have the power to fill any vacancies of the Board.

- (A) Members of the Board of Directors shall be given the responsibility for the functioning of committees, and shall make or cause to be made by a committee chair, a full report on the activity and progress of said committee at regular meetings of the Board of Directors.
- (B) A Director is required to attend all Board meetings. Should a Director have unexcused absences from four (4) consecutive Board meetings, the Board of Directors may vote on his or her retention or expulsion.

## Section 2 – Composition

The entire Board of Directors shall consist of fifteen (15) members. Five directors shall be elected annually for a term of three years as hereinafter provided. In addition, the then current Presidents of the Villages of Hillside and Berkeley, or individuals designated by the holders of these offices shall be ex officio, but non-voting, members of the Board of Directors.

Section 2A – Quorum – A quorum shall consist of eight members of the Board of Directors. When a meeting is held without a quorum, no votes may be taken.

## Section 3 – Terms of Office

Directors shall be elected for a three (3) year term, five directors being elected each year. Vacancies shall be appointed, not elected, by the Board of Directors, for the remainder of the unexpired term.

## Section 4 – Meetings

(A) Regular Meetings – The Board of Directors shall meet not less than once a month, at such regular time and place as will be determined by the Board.

(B) Special meetings

1. The Board of Directors shall meet on special call of the President, or upon written request to the President by seven or more members of the Board.
2. Notification for a Special Meeting of the Board of Directors must be made by mail, fax or email, not less than four (4) business days (Monday through Friday) prior to the meeting date.

## Section 5 – Quorum

At all meetings of the Board, a majority (eight members) of the Board of Directors shall constitute a quorum. The act of those eight Directors present shall constitute the act of the Board of Directors.

## ARTICLE VI – NOMINATION AND ELECTION OF DIRECTORS

### Section 1 – Nominating Committee:

The nominating committee shall consist of no less than 3 members, at least three of whom are current Board members. They shall not consist of candidates. All committee members shall be appointed by the President with the approval of the Board of Directors at a regularly scheduled meeting in October. The President shall appoint the Chairperson with the Board's approval.

## Section 2 – Nominating Process

The nominating committee shall present at the November Board meeting a slate of candidates to serve three-year terms, to replace the Directors whose regular terms are expiring. Each candidate must be a member of the Chamber in good standing and must have agreed to accept the responsibilities of a Directorship.

## Section 3 – Voting

Vote shall be by mail ballot. The Corresponding Secretary or designee shall prepare ballots listing all nominees for officers and directorships and place the ballots in the mail not later than five (5) business days (Monday through Friday) following the November Board meeting. Each ballot shall be dated as of the date of the mailing by the Office Manager and shall be accompanied by an envelope plainly marked “BALLOT”. Instructions shall accompany each ballot specifying that each ballot is to be returned to the Chamber office in the addressed envelope not later than eight (8) business days (Monday through Friday) following the date of the ballot. A voter may indicate approval of the total slate of nominees for officers and directors or may select specific nominees and write in additional candidates as long as the total selected does not exceed the total number of positions to be filled.

## Section 4 – Tallying Votes

The ballots shall be tallied by a Teller Committee of three members appointed by the President with approval of the Directors. The Teller Committee shall meet to count the ballots in the week following the date set for the return of the ballots and shall immediately announce the results of the election and inform the President and the Board of Directors.

# ARTICLE VII – OFFICERS

## Section 1 – Composition

The officers of the organization shall consist of a President, Vice President, Treasurer, Corresponding Secretary, and Past President. Officers must be members of the Board of Directors.

## Section 2 – Terms of Office

Officers shall be elected by the Board of Directors at its December meeting for a one year term. Past President will serve a one-year term or till the end of the current President’s term. President may only serve two consecutive terms.

## Section 3 – Duties

The duties of the officers shall be such as their titles, by general usage, indicate and such as are required by law, and as may be assigned to them by the Board of Directors.

## Section 4 - Job Descriptions

### PRESIDENT

The President shall be the Chief Executive Officer of the Chamber and shall preside over all meetings of the Board of Directors, shall have general supervision of the business affairs of the corporation, shall assist in formulating and promoting the general program of the Chamber, shall, with the approval of the Board, appoint all committees and shall sign all contracts and obligations. The President may also approve vouchers for disbursement. Further, the President shall be an ex officio member of all committees.

### VICE PRESIDENT

The Vice President shall assist the President in the duties of that office and shall act in the absence of the President.

### TREASURER

The Treasurer shall disburse all funds of the Chamber. All checks for vouchers, drawn and approved by the Executive Committee for disbursements, will be signed by two of the following: President, Vice President, Treasurer, Corresponding Secretary or Office Manager Secretary. The Treasurer shall ascertain that all funds received are deposited to the credit of the Chamber in depository designated by the Board of Directors. The Treasurer shall cause to be made a report each month showing receipts, disbursements and balances of all funds and provide bank statements budget (upon request).

### CORRESPONDING SECRETARY

The Corresponding Secretary or designee is responsible for all Chamber elections, preparing all ballots listing all nominees for officers and directorships and the mailing of all ballots. Also responsible for the reading, distributing and responding to all mail received for the Chamber and shall report in full to the President or to the Board upon any matter in detail upon proper request. The Corresponding Secretary is responsible for recording all meeting minutes.

## ARTICLE VIII – EXECUTIVE COMMITTEE

### Section 1 – Composition

The Executive Committee shall consist of the President, Vice President, Treasurer, Corresponding Secretary and Past President.

## Section 2 – Responsibilities

The Executive Committee shall act in interim periods between Board of Directors meetings, and when it is not feasible or practical to call a special meeting of the Board of Directors. Such meetings should be infrequent and such stop-gap decisions and actions will be temporary in nature and subject to approval of the Board of Directors (e.g. temporary halting of bill payments, provisional hiring of staff person, temporary suspension of employee, etc.).

## Section 3 – Meetings

The Executive Committee shall meet on call of the President or any two members of the Executive Committee. A quorum for the Executive Committee shall be four (4) members.

## ARTICLE IX – FUNDS

### Section 1 – Handling of Funds

- (A) All monies received in the Chamber shall be placed in the appropriate accounts as set forth by the Board of Directors. All funds derived from membership dues shall be used for the operation of the organization. All unused funds from the current year's budget may be placed in the appropriate reserve accounts.
- (B) All disbursement shall be by way of check or corporate credit card with proper receipts of disbursement. The check is to be executed with the signatures of any two of the following: President, Vice President, Treasurer, Corresponding Secretary, or Office Manager.
- (C) An internal examination may be made of the books and records of the Chamber at the end of each fiscal year by a competent accountant, auditor, or committee approved by the Board of Directors, and a report made to the Board of Directors of the findings of the examination. An internal examination may also be made upon the resignation of the Treasurer or at any time deemed proper by the Executive Committee.

### Section 2 – Budgets & Expenditures

A budget of the general account shall be prepared prior to the beginning of each fiscal year by a Finance Committee, which shall be the Executive Committee plus any additional members the President may appoint, and submitted to the Board of Directors for approval no later than the last regular meeting of the fiscal year. The board may approve, amend, or reject the recommendations for expenditures scheduled in the budget. After final adoption of the budget, no indebtedness may be incurred or expenditures made unless authorized by the Executive Committee, except that the President may authorize necessary expenditures not to exceed

\$250.00 in any one month, without Executive Committee approval, but a report of those expenditures must be made to the Board monthly.

### Section 3 – Bonding

Upon approval by the Board of Directors, the President, Vice President and Treasurer and such other officers and staff as the board may designate, may be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

## ARTICLE X – COMMITTEES

### Section 1 – Standing Committees

The following shall be the standing committees of the Chamber: Public Relations, Finance, Membership, Economic Development, Special Events, Social Media, and By-Laws.

### Section 2 – Other Committees

The President may appoint such other committees as may be needed from time to time.

### Section 3 – Chair of Committees

- (A) The President shall appoint the Chairperson of all committees, with the approval of the Board of Directors.
- (B) The committee's Chairperson shall select the Chamber members to fill the committee's roster.
- (C) The Chairperson shall be responsible for monthly reports to the Board on the activities of his or her committee.

### Section 4 – Duties

The President shall fix the duties of all committees.

### Section 5 – Actions and Resolutions

No action or resolution of any committees shall be binding upon, or expressive of the sense of the Hillside-Berkeley Chamber of Commerce & Industry, unless approved by the Board of Directors.

## Section 6 – No Contracts without Approval

No committee, or any member thereof, shall contract any debt in its behalf which shall in any manner or to any extent render the Hillside-Berkeley Chamber of Commerce & Industry liable for payment of any sum, unless the same shall be approved by the Board of Directors.

## ARTICLE XI – MEMBERSHIP MEETINGS

An annual membership meeting shall be held, at which time reports on Chamber operations shall be made to the general membership. Other membership meetings shall be held during the year as directed by the Board of Directors.

## ARTICLE XII – FISCAL YEAR

The fiscal year shall correspond to the calendar year and shall end the thirty-first (31) day of December.

## ARTICLE XIII – REFERENDA

Upon request in writing by twenty-five percent (25%) of the Chamber members in good standing, or by a majority of the Board of Directors, the Board shall, or on its own initiative may, submit a question by mail to the membership for a referendum vote. When so stated in the written request, action taken thereon by the membership shall be final and binding upon the Board of Directors and the Chamber. Three-fifths (3/5) vote of the votes cast shall be necessary to determine the question so submitted. Ballots submitted to the membership shall be returned within six (6) business days (Monday through Friday) from the date of mailing or shall not be counted.

## ARTICLE XIV – HIRING OF STAFF

The Executive Committee shall be charged with the hiring, firing, supervising, annual performance review and setting salaries of all paid staff persons working in the Chamber Office, subject to approval of the Board of Directors.

## Section 1 – Office Manager – Duties and Responsibilities

The Office Manager shall work under the supervision of the Executive Committee (the President, Past President, Vice President, Treasurer and Corresponding Secretary). The Office Manager shall carry out the work designated by the Board of Directors and in support of the various

Chamber committees. The Office Manager shall manage the day-to-day operations of the Chamber office and shall cause proper notices to be given for all meetings of the Chamber, Board of Directors, and committees, as desired, and shall report in full to the President or to the Board upon any matter in detail upon proper request, and shall perform such other duties as may be required by the Board of Directors. The Office Manager shall present all staff time sheets, bills payable, and correspondence to the appropriate director and shall receive all funds of the Chamber and deposit them in such approved depositories as directed by the Treasurer and shall keep an account of such funds and make for the Treasurer monthly and annual reports of receipts, disbursements, and balances of all funds. The Office Manager is responsible for publishing all minutes and distributing minutes to all Chamber Board Members after Board of Directors' approval. The Office Manager will keep a current electronic and hard copy file of all user names and passwords associated with chamber office equipment, chamber files and social media. The Office Manager will provide a copy of this file to the Chamber President and Corresponding Secretary.

#### ARTICLE XV – DISSOLUTION

On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualifiable, charitable, educational, scientific, or philanthropic organizations located in the Villages of Hillside and/or Berkeley, to be selected by the Board of Directors. No funds remaining at time of dissolution shall benefit, or be distributed to, the members of the Chamber.

#### ARTICLE XVI – PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in questions of parliamentary procedure.

#### ARTICLE XVII – AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

Revised: January 2014