

JUSTICE CHAMBER OF COMMERCE

ARTICLE 1 NAME AND PURPOSE

Section 1: NAME

This organization is incorporated under the laws of the State of Illinois and shall be known as the Justice Chamber of Commerce Incorporated.

Section 2: PURPOSE

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

Section 3: LIMITATIONS OF METHODS

1. The Justice Chamber of Commerce shall 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 shall 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 reputable business firm, individual, association, corporation, partnership or estate having an interest in the above purpose shall be eligible to apply for membership.

Section 2: ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The executive vice president shall review all applications and submit them to the board of directors with a recommendation. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the

regularly scheduled dues as provided in Section 3 of Article II.

Section 3: DUES

Membership dues shall be at such rates, schedule or formula as may be from time to time prescribed by the board of directors, payable in advance.

Section 4: TERMINATION

- a) Any member may resign from the Chamber upon written request to the board of directors;
- b) Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- c) Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against;
- d) No resignation shall relieve the resigning member of the obligation to pay dues or other accrued unpaid charges.

Section 5: VOTING PRIVILEGES OF MEMBERS

Members of the Chamber in good standing are entitled to one vote.

Section 6: EXERCISE OF PRIVILEGES

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

ARTICLE III MEETINGS

Section 1: ANNUAL MEETING

The annual meeting of the Chamber association shall 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 thereof mailed to each member at least ten (10) days before said meeting.

Section 2: ADDITIONAL MEETINGS

General meetings of the Chamber of Commerce may be called by the president at any time, or

upon petition in writing of 10% of the members in good standing; a) notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the president or by the board of directors upon written application of three (3) members of the board. Notice (including the purpose of the meeting) shall be given to each director at least three (3) days prior to said meeting; c) Committee meetings may be called at any time by the president, respective department vice president, or by the committee's leader.

Section 3: QUORUMS

At any duly called general meeting of the Chamber, 10% of the members shall constitute a quorum; a majority of directors present shall constitute a quorum of the board of directors. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

Section 4: NOTICES

Written or printed notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than five (5) nor more than forty (40) days before the day of the meeting, either personally or by mail to each member entitled to vote at such meeting. Notice of all meetings of the board shall be given by mail or telephone to the directors at least three (3) days prior to the date of the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The board of directors shall be composed of four (4) elected members, four (4) of whom shall be elected annually for a term of three (3) years as hereinafter provided. No member of the board of directors is eligible for more than two successive terms of three (3) years. In addition to the above elected directors, the outgoing president, by virtue of office held, shall continue to serve as a member of the board of directors, with full voting privileges, for one year following his term as president.

The government 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, and direct its affairs.

NOTE: The board may provide for ex-officio members without voting privileges; in the case of government officials, these appointments should be for the term of their office.

Section 2: SELECTION AND ELECTION OF DIRECTORS

a) **Nominating Committee.** At the regular August board meeting, the president shall appoint,

subject to approval by the 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.

At the September board meeting, the nominating committee shall present to the board of directors a slate of four (4) 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 the responsibility of a directorship. No board member who has served two complete three-year terms is eligible for election for another term. A period of one (1) year must elapse before eligibility is restored.

b) Publicity of Nomination. Upon receipt of the report of the nominating committee, the executive vice president shall immediately notify the membership of the names of persons nominated as candidates for directors.

c) Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 5% of the qualified members of the Chamber. Such petition shall be filed with the nominating committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petition (s) shall be final.

d) Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of four (4) candidates shall be declared elected by the board of directors at their regular October board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for four (4) candidates only. The executive president shall mail this ballot to all active members at least 15 days before the regular November board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The board of directors shall at their regular November board meeting declare the four (4) candidates with the greatest number of votes, elected.

e) Judges. The president shall appoint, subject to the approval of the board of directors, at least 3, but not more than 5 judges who are not members of the board of directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of ballots. They shall report the results of the election to the board of directors.

Section 3: SEATING OF NEW DIRECTORS

All newly elected board members shall be seated at the regular December board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: VACANCIES

A member of the board of directors who shall be absent from three (3) consecutive regular meetings of the board of directors shall automatically be dropped from membership on the board, unless confined by illness or other absence approved by a majority vote of those voting at any

meeting thereof.
Vacancies on the board of directors, or among the officers, shall be filled by appointment made by the president.

Section 5: POLICY

The board of directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: MANAGEMENT

The board of directors shall employ an executive vice president and shall fix the salary and other considerations 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 shall 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 shall 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

The nominating committee shall also nominate a single slate of officers in the same manner as the directors. The officers to be nominated are the president, the vice presidents, and the treasurer.

All nominees shall be current members of the board. These nominees shall 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, Section 2, paragraph B, C, D and E. All officers shall serve for a term of one (1) year or until their successors assume the duties of office.

Section 2: DUTIES OF OFFICERS

- A. **President.** The president shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, board of directors and executive committee. The president shall, with the advice and counsel of the executive vice president, assign vice presidents to divisional or departmental responsibility, subject to board of directors approval. The president shall, with advice and counsel of vice presidents and the executive vice president, determine all committees, select all committee leaders, assist in the selection of committee personnel, subject to approval of the board of directors.
- B. **Vice President.** The duties of the vice presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the president and board of directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- C. **Treasurer.** The treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall 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 Vice President.** The executive vice president shall be the chief administrative and executive officer. The executive vice president shall serve as secretary to the board of directors, and cause to be prepared notices, agendas, and minutes of meetings of the board. The executive vice president shall serve as advisor to the president and program of work committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. The executive vice president shall be a non-voting member of the board of directors, the executive committee and all committees. With assistance of the divisional vice presidents, the executive vice president shall be responsible for administration of the program of work in accordance with the policies and regulations of the board of directors. The executive vice president shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the program of work committee and budget committee, the executive vice president shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the board of directors. The executive vice president shall also be responsible for all expenditures with approved budget allocation.

Section 3: EXECUTIVE COMMITTEE

The executive committee shall act for and on behalf of the board of directors when the board is not in session, but shall be accountable to the board for its actions. It shall be composed of the president, past president, vice presidents, treasurer and the executive vice president. The president will serve as head of the executive committee. A quorum shall 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

The president, by and with the approval of the board of directors, shall appoint all committees and committee leaders. The president may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the president and shall serve concurrent with the term of the appointing president, unless a different term is approved by the board of directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and to carry on such activities as may be delegated to them by the board.

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 shall be discharged by the president when their work has been completed and their reports accepted, or when, in the opinions of the board of directors, it is deemed wise to discontinue the committees.

ARTICLE VII FINANCES

Section 1: FUNDS

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

Section 2: DISBURSEMENTS

Upon approval of the budget, the executive vice president is authorized to make disbursements on

accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursement shall be by check.

Section 3: FISCAL YEAR

The fiscal year of the Chamber shall close on June 30th.

Section 4: BUDGET

As soon as possible after election of the new board of directors and officers, the executive committee (or budget committee if preferred) shall adopt the budget for the coming year and submit it to the board of directors for approval.

*NOTE: Appropriate wording for a budget committee is as follows:
A budget and finance committee shall be appointed annually by the president. The committee shall from time to time, advise the board of directors with respect to the financial policies of the organization. It shall suggest ways and means of conserving and increasing the membership and revenues.*

The committee shall be responsible for assisting the administration in establishing the budget necessary to meet requirements of the Chamber's program of work.

The committee shall be responsible for determining the ways and means by which budget requirements are met.

At the December meeting the budget and finance committee in conjunction with the executive vice president, shall present a budget of estimated income and submit it to the board of directors.

Section 5: ANNUAL AUDIT

The accounts of the Chamber shall be audited annually as of the close of the business by either an internal audit committee or a certified accountant to be decided by the board.

ARTICLE VIII PARLIAMENTARY PROCEDURES AND SEAL

Section 1: PARLIAMENTARY AUTHORITY

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 charter 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:

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or 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 to be selected by the board of directors as defined in IRS Section 501 (c)(3).

ARTICLE X AMENDMENTS

Section 1: REVISIONS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the board or directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.