***Illinois Valley Chamber of Commerce***

***Bylaws***

***Revised 2019***

**ARTICLE I – NAME AND PURPOSE**

**SECTION 1: NAME**

 **The name of the organization shall be the Illinois Valley Chamber of Commerce**

**SECTION 2: PURPOSE**

 **The Chamber shall strengthen the identity and enhance the image of the Illinois Valley business community, enabling business to grow and prosper providing the following services to its members:**

1. **The Chamber may establish political, economic, or social positions to provide a voice for the business community on selected issues which impact business;**
2. **The Chamber will support and facilitate progress relating to community economic development;**
3. **The Chamber will provide education and proliferate information designed to increase the success of local businesses;**
4. **The Chamber will cultivate opportunities for members to support and participate in community events, projects, and programs; and**
5. **The Chamber Board of Trustees will maintain a process of organizational and staff accountability.**

**SECTION 3: LIMITATION OF METHOD**

 **This organization shall observe all local, state, and federal laws which apply to a non-profit organization as defined in section 501 (c) (6) of the Internal Revenue Code.**

**ARTICLE II—MEMBERSHIP**

**SECTION 1: MEMBERSHIP CLASSIFICATION AND FEES**

 **Members must be approved at any meeting of the Board of Trustees and classifications shall be as follows:**

1. **FULL MEMBERSHIP – Any business enterprises or governmental entities shall pay a membership fee as determined by the Board of Trustees annually. Full membership may include other than Illinois Valley residents. New membership fees shall be prorated on the month following approval of membership by the Board of Trustees.**
2. **HONORARY MEMBERSHIP – Distinction in public affairs shall confer eligibility to honorary membership with exemption from the payment of dues. Honorary membership shall include all the privileges of the full membership, except that of holding office. A proposal to confer honorary membership shall be made in writing to the Board of Trustees by one or more members of the Chamber of Commerce, and, if approved by the Board, such honorary membership shall be established on either a limited or lifetime basis. An honorary membership may be revoked by the Board of Trustees at any time.**

**SECTION 2: VOTING ENTITLEMENT FOR MEMBERSHIP**

 **Members will be entitled to one vote at all General or Special Membership meetings representing each membership fee paid or each honorary membership bestowed, notwithstanding the limitations imposed under Article II Section 4. Privileges of voting at the Board of Trustees’ meetings shall be reserved to those elected members of the Board. (See Article III Meetings).**

**SECTION 3: EXCLUSIONS**

 **Members may be expelled from the organization by a majority decision of the Board of Trustees for non-payment of fees, misuse of organization funds, or for reasons deemed just by the Board. Annual fees must be paid by March 31st unless arrangements have been made with the Secretary and approved by the Board of Trustees. Notice of delinquent status will be given and if at the end of 15 days, fees remain unpaid or arrangements have not been made, membership will be considered canceled. The Board of Trustees may deny and exclude from membership any firm or individual of questionable reputation or who engages in an unethical business practice or who operates a business which is contrary to the best interest of the community.**

**SECTION 4: MULTIPLE MEMBERSHIPS**

 **Individuals with multiple qualifying businesses shall pay full membership fees for the first business and receive full membership rights, and all additional businesses shall pay a rate reduced by 33% and not hold rights to vote. Representatives shall be limited to owners, partners, managerial, and supervisory personnel.**

**ARTICLE III – MEETINGS**

**SECTION 1: MEMBERSHIP PRIVILAGES**

 **All members in good standing shall be privileged to attend all General meetings and Board of Trustees meetings, serve on committees, elect its Board of Trustees, offer suggestions, ideas, and criticisms.**

**SECTION 2: TYPES OF MEETINGS**

1. **BOARD OF TRUSTEES MEETINGS – The President of the Board of Trustees shall call Board meetings once per month (unless the Board of Trustees votes to skip any future month) or more frequently as deemed necessary, or a majority of board members may call a meeting at any time. Board members will be notified at least 48 hours before each Board meeting.**
2. **GENERAL MEMBERSHIP MEETINGS – The Board of Trustees will call General Membership meetings as needed. The main purposes of these meetings are:**
3. **To provide information via topics, speakers, and presentations (including small business “how to”);**
4. **To encourage open forums and discussions on social, political, and economic issues;**
5. **To allow an avenue for input from the membership.**

**Notice of General Membership meetings shall be given to each member by phone or mail/email at least seven (7) days in advance of the day of meeting.**

1. **ANNUAL MEETING – The Annual Meeting of the Chamber shall be held during January. The date of the Annual Meeting will be set by the Board of Trustees. At this meeting, Board of Trustee members will be elected, a summary of the past year’s activities and upcoming initiatives (State of the Chamber) shall be part of the program, and the presentation of any special awards (Volunteer, Citizen of the Year, and any special recognition for Chamber Members) will be made.**
2. **SPECIAL MEETINGS – Any other meeting deemed necessary or appropriate may be called with the approval of the Board of Trustees in the manner cited in Article III Sections 2.a and 2.b.**

**SECTION 3: QUORUM**

 **At Board of Trustees Meetings, a simple majority of the Board of Trustees then in office constitutes a quorum to conduct business. At General Membership Meeting a quorum consists of the members present.**

**ARTICLE IV – BOARD OF TRUSTEES**

**SECTION 1: COMPOSITION OF THE BOARD**

 **The Board of Trustees may be comprised of up to thirteen (13) trustees, who shall be elected annually and serve a three (3) year term.**

**SECTION 2: SELECTION AND ELECTION OF BOARD AND OFFICERS**

 **Interested candidates in good standing from the membership at large may nominate themselves or other members to fill the Board of Trustees vacancies each year. Nominations are due by the November Board of Trustees meeting. The vote shall be held during the January Annual General Membership Meeting by ballot and elected Trustees shall take office at the next board meeting when the new board will vote among themselves the President, Vice-President, and Treasurer of the Board of Trustees. The nominees who receive the highest number of votes shall be declared elected. In the event of a tie vote, the nominee who has held membership the longest wins.**

**FILLING VACANCIES OF UNFINISHED TERMS**

 **The Trustees shall have the power to appoint a replacement to fill any Board vacancy. The newly appointed Board Trustee will serve until remaining term has expired.**

**SECTION 3: DUTIES OF THE BOARD**

1. **POLICY MAKING – Subject to the provisions and limitations of any other applicable laws, the Chamber’s activities and affairs shall be managed, and all powers shall be exercised, by or under the direction of the Board of Trustees.**
2. **FIDUCIARY RESPONSIBILITY – A full report of the work and finances of the organization for the year ending will be submitted to the membership at large at the January Annual General Membership meeting (The State of the Chamber Message).**
3. **BOARD ATTENDANCE – Absence of the Trustee from three (3) consecutive regular Board meetings, without an excuse deemed valid and so recorded by the Board of Trustees, shall be construed as resignation. The Secretary should bring this matter to the attention of the Board.**
4. **ABSENCE OF PRESIDENT & VICE-PRESIDENT – If the President and Vice-President are both absent from the Board meeting, and a quorum is present, any Board member can be chosen to officiate at the meeting.**

**ARTICLE V – OFFICERS**

**SECTION 1: DUTIES OF ELECTED OFFICERS**

1. **PRESIDENT – The President shall:**
2. **Preside at all meetings of the Chamber and Board of Trustees and perform all duties incident to this office;**
3. **Organize, unite, and coordinate the efforts of the Chamber members for the expeditious attainment of Chamber goals;**
4. **On matters of urgency, or whenever the situation warrants, call Special Meetings of the Board of Trustees;**
5. **Represent (or send an alternate) to speak in behalf of the Chamber at all civic and business functions sponsored by the Chamber and at any other meeting or function where Chamber representation is expected or deemed desirable;**
6. **Will serve on the Board of the Illinois Valley Visitor Information Center or appoint a designee qualified to act in this capacity;**
7. **Approve and sign all correspondence written in the President’s name;**
8. **Be one of three (3) co-signers designated to draw checks on the Chamber’s bank account, two (2) signatures being required.**
9. **VICE-PRESIDENT – The Vice-President shall:**
10. **Assist with the duties of the office of President;**
11. **Act in the absence of the President;**
12. **Be one of the members designated to co-sign checks issued by the Chamber;**
13. **The Vice-President will make the arrangements for the installation of new officers including ordering any plaques or pins to be presented and shall direct arrangements for the January Annual Membership Meeting.**
14. **TREASURER – The Treasurer shall:**
15. **Receive notice of all financial transaction related to the Chamber;**
16. **Oversee maintenance of books covering the Chamber’s financial operations and the preservation of all records and documents of a financial nature belonging to the Chamber;**
17. **Present quarterly a financial statement covering operations to date to the Board of Trustees;**
18. **Make financial records available for inspection by Board of Trustees during meetings;**
19. **Chair and serve on Finance Committee;**
20. **Turnover at the end of the fiscal year, all documents and books to the audit committee for a final audit;**
21. **Co-sign all checks with another Board member (President or Vice-President);**
22. **Oversee preparation and filing of all necessary tax documents**

**SECTION 2: DUTIES OF APPOINTED POSITIONS**

1. **SECRETARY – The Administrative Secretary shall be Ex Officio Member of the Board of Trustees and hold office of Secretary on the Executive Committee. The Secretary shall:**
2. **Attend all meetings or appoint a secretary pro-tem;**
3. **Prepare and file an accurate record of all the proceedings of each meeting and send written copies to the Board of Trustees before the next stated Board meeting;**
4. **Prepare all correspondence and answer all routine inquiries promptly and in a business-like manner, and prepare and file all copies of correspondence;**
5. **Receive all mail addressed to the Chamber;**
6. **Keep all stationery and forms used by the Chamber and be responsible for the same;**
7. **Maintain a file for important Chamber documents;**
8. **Consult with President to prepare an agenda prior to each meeting;**
9. **Be prepared to give report of Chamber office activities at each meeting;**
10. **Maintain a listing of Board of Trustees and their terms to be served as well as keep attendance records;**
11. **Have a copy of the Chamber Bylaws available at all Board meetings;**
12. **Send a letter of welcome to each new member with a copy of the Bylaws upon joining the Chamber;**
13. **Collect all dues from the members and issue receipts and yearly stickers for same;**
14. **Send out delinquency notices to members who are in arrears with their dues;**
15. **Relinquish to the Board of Trustees all books, files, papers, and property of the Chamber at the expiration of the appointment or term of office.**

**ARTICLE VI – COMMITTEES**

**SECTION 1: ORGANIZATION OF COMMITTEES**

1. **The Board of Trustees shall appoint various committees to carry out certain specified functions of the Chamber. All committees shall select a chairman elected by the committee members.**
2. **Membership on any committee shall not be limited to Board members. Any Chamber member in good standing may serve on committee.**
3. **The Board of Trustees shall authorize and define the powers and duties of all Special Committees.**

**ARTICLE VII – DISBURSEMENTS**

 **No disbursements of Chamber funds over $50.00 shall be made unless they have been approved, authorized, and ordered by the Board of Trustees. All disbursements shall be made by check with the exception of small petty cash fund controlled by the Chamber Secretary. Checks shall be co-signed by two (2) of the following: President, Vice-President, or Treasurer.**

**ARTICLE VIII – FISCAL YEAR**

**The fiscal year shall run from January 1st to December 31st.**

**ARTICLE IX- PARLIAMENTARY PROCEDURE**

**The proceedings of the Chamber meetings shall be governed by and conducted according to the Robert’s Manual of Parliamentary Rules.**

**ARTICLE X – AMENDMENTS**

**Bylaws may be amended or altered by two-thirds vote of those Board members present at any regular or special meeting of the Board of Trustees. Notice of the proposed changes, if they are substantial, will be given (either mailed or hand delivered) to the General Membership at least ten (10) days prior to this meeting for final approval. If the General Membership has concerns on any of the proposed changes of the Bylaws, they may voice their opinions in person at the Board meeting; or they may indicate their views to any one of the Trustees who, in turn will present these views for discussion.**