

MAHOMET AREA CHAMBER OF COMMERCE

ARTICLE I General

Section 1:

Mahomet Area Chamber of Commerce (MACC) is incorporated under the laws of the state of Illinois as an Illinois not for profit corporation.

Section 2: Purposes

The Mahomet Area Chamber of Commerce is organized to achieve these objectives:

(1) MACC will work to preserve the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing it in the Mahomet Area, Champaign County and the State of Illinois legislative and political affairs; preventing or addressing controversies if they are detrimental to the expansion and growth of business in the community; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.

(2) MACC will foster business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area; promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses that prevent the advancement of business expansion and community growth.

(3) MACC will help to counter balance with Mahomet Seymour Schools and Mahomet Village.

Section 3: Area

The Mahomet area shall include all businesses actively servicing the Mahomet Community.

Section 4: Limitation of Methods

MACC shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II Membership

Section 1: Eligibility – Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election – Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be made within two (2) days via email vote by the board of directors. Should there be any objections, a vote will take place at the next scheduled board meeting. Any applicant so elected shall become a member upon payment.

Section 3: Investments – Membership investments 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 from MACC.

(1) Any member may resign from the chamber upon written request to the board of directors;

(2) 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;

(3) 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 aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for each member in good standing shall be entitled to cast 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 benefits covered by its membership and shall have the right to change its nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members. A detailed outline for each of these groups shall be a part of the organization's procedures manual or orientation handbook.

ARTICLE III Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during September of each year. The time and place shall be fixed 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 may be called by the chair of the board at any time, or upon petition in writing of any fifty percent (50%) membership: notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; board meetings may be called by the chair of the board or by the board of directors upon written application of two (2) members of the board. Notice, including the purpose of the meetings, shall be given to each director at least one (1) day prior to said meeting; committee meetings may be called at any time by the chair of the board, respective department vice chair, or by the committee's chair.

Section 3: Executive Board Meetings

Executive board meetings of the chamber will be held monthly or upon request of Chair of the board or Vice-Chair of the board.

Section 4: Quorums

At any duly called board meeting, a majority of directors present shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than seven (7) members. In that case, four (4) shall constitute a quorum.

Section 5: Notices, Agendas, and Minutes

Written notice of all chamber meetings must be given at least two (2) days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the organization's procedures manual.

Article IV
Board of Directors

Section 1: Composition of the Board

The board of directors shall be composed of thirteen (13) members, one-third (1/3) of whom shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. The Chair of the board who is effective at the start of the new board members' appointment may appoint, subject to the approval of the board members to the board to serve remainder terms. 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. In addition to the regular members there shall be two (2) ex-officio non-voting members representing one member from the Village and one member from Mahomet-Seymour School District.

Section 2: Selection and Election of Directors

A. Nominating Committee.

At the regular August board meeting, the chair of the board shall appoint, subject to approval of the board of directors, a nominating committee of at least three (3) members of the chamber. The Chair of the board shall designate the chair of the committee. Prior to August, the Nominating Committee shall present to the Chair a slate of 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 consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored. An exception may be approved by majority vote for an executive board member.

This exception would allow a one-year extension to the normal tenure to allow executive board members to benefit from serving an additional year. This exception must be approved by majority vote of the board.

B. Public Notice of Nominations.

Upon receipt of the Nominating Committee's report, the Chair shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) 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 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. The Chair shall distribute this ballot to all active board members at least fifteen (15) days before the regular November board meeting. The board of directors shall at its regular November board meeting declare the number of candidates with the greatest number of votes elected.

E. Judges.

The Chair of the board shall appoint, subject to the approval of the board of directors, at least three (3), but not more than five (5), judges who are not members of the board of directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including auditing the ballots. They shall report the results of the election to the board of directors.

Section 3: Seating of New Directors

All newly elected and appointed board members shall be seated at the regular January 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, or among the officers, shall be filled by the board by a majority vote.

Section 5: Policy

The board of directors is responsible for establishing procedure and formulating policy for 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 staff of the chamber 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 officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, and employees of the chamber, except in relation to matters as to which such individuals 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: Determination of Officers

The board of directors, new and retiring, at its regular December meeting shall reorganize for the coming year. The Nominating Committee for directors shall also nominate officers each year. At this meeting, the board shall elect the chair of the board, chair-elect, as many Vice Chair as deemed necessary to conduct the activities of the chamber, the Secretary and the Treasurer. Officers will be elected from members of the new board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the board of directors.

Section 2: Duties of Officers

- A. **Chair of the Board.** The Chair 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 Chair of the board shall assign the Vice Chair to divisional or departmental responsibility, subject to board approval. The Chair of the board shall, with advice and counsel of the Vice Chair, determine all committees, select all committee chair, assist in the selection of committee personnel, subject to approval of the board of directors. The Chair shall be responsible for hiring, discharging, directing, and supervising all employees.

- B. **Vice Chair.** The Vice-Chair shall exercise the powers and authority and perform the duties of the chair in the absence or disability of the Chair. The duties of the Vice Chair 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 Chair 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. The Treasurer shall cause a monthly financial report to be made to the board.
- D. **Secretary.** The Secretary shall prepare notices, agendas, and minutes of board meetings. The Secretary shall serve as adviser to the Chair of the board and shall assemble information and data and prepare special reports. The Secretary shall be a member of the board of directors, and the Executive Committee.

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 Chair of the board, past Chair, Vice Chair, Secretary and the Treasurer. The Chair of the board will serve as Chair of the Executive Committee.

Section 4: Indemnification

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber any of its officers or former officers as spelled out in Article IV, Section 7 of these by-laws.

**ARTICLE V
Committees and Divisions**

Section 1: Appointment and Authority

The Chair of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairmen. The Chair of the board may appoint such *ad hoc* committees and their Chair as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the Chair of the board and shall serve concurrently with the term of the appointing Chair of the board, 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 carry out 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 has been approved or ratified by the board of directors.

Committees shall be discharged by the Chair of the board 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 committees.

Section 3: Testimony

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chairman or, in their absence the individuals they designate as being familiar enough with the issue to give testimony, or make presentations before civic and governmental agencies.

Section 4: Division

The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations it deems advisable to handle the work of the chamber.

The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber unless approved by the board of directors.

Article VII Finances

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. Unused funds from the current year's budget can be placed in a reserve account.

Section 2: Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. The Chair may authorize distributions exceeding budget line items by \$250 and \$500 with support of an additional Executive Committee member. Any exceptions must be presented to the board at the next meeting with entry to the minutes.

Section 3: Fiscal Year

The fiscal year of the chamber shall close on December 31st.

Section 4: Budget

As soon as possible after the election of the new board of directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

Section 5: Annual Audit

The accounts of the chamber of commerce shall be audited annually as of the close of business on December 31st by a public accountant. The audit shall be available upon request to members of the organization within the offices of the chamber.

Section 6: Bonding

The Chair and such other officers and staff as the board of directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the chamber.

Article VIII Dissolution

Section 1: Procedure

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 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)(6).

Article IX

Section 1: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or by-laws of the chamber.

Article X

Amendments

Section 1: Revisions

These by-laws may be amended or altered by a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, provided that 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.

Adopted: _____

Amended: