

*Naperville Area Chamber of Commerce
Bylaws*

Last Amended, October 2007

**Naperville Area Chamber of Commerce ByLaws
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ARTICLE I - NAME

- Section 1. This organization is incorporated under the State of Illinois and is known as the Naperville Area Chamber of Commerce, hereafter referred to as the Chamber.
- Section 2. The territory to be served by the Chamber will be the “greater Naperville area.”
- Section 3. The principal office of the Chamber shall be located within the area described in Article 1, Section 2.
- Section 4. In compliance with the General Not-For-Profit Corporation Act of the State of Illinois, this Chamber shall designate one of its staff as "Registered Agent" and the registered office of the corporation shall be the principal office of the Chamber.

ARTICLE II - MISSION AND LIMITATIONS

- Section 1. Through the commitment and involvement of its Members, the Naperville Area Chamber of Commerce provides leadership for the benefit of the business community by promoting economic opportunities, advocating the interest of business, providing Members with education and resources, and encouraging mutual support.
- Section 2. LIMITATION OF METHODS
- The Chamber in its activities shall be non-partisan, non-sectional, and non-sectarian. Relative to political activity, the Chamber will observe local, state and federal laws, including without limitation Article 501C-6 of the Internal Revenue Service Code.

ARTICLE III – MEMBERSHIP

- Section 1. Classification of Membership in the Chamber shall include:
- A. Active
 - B. Honorary
- Section 2. Active Membership is available to any reputable business firm, association, corporation, partnership, or estate having an interest in the above objectives and paying the prescribed fees as determined by the Board.
- Section 3. Honorary Membership is available to any individual interested in the objectives of the Chamber. Honorary Members may not hold office nor may they vote. Honorary Membership may be conferred upon Members at such time and under such terms as the Board shall determine.

Section 4. Application for all Memberships shall be made on an Investment Application and shall be regarded as a guarantee on the part of the applicant of their interest, and of their adherence to the Chamber's ByLaws, rules and regulations. Applications are subject to the approval of the Board.

A. Approved Memberships are continuous until such time as a Member submits a written resignation, in any written form.

Section 5. TERMINATION

A. Any Member may resign from the Chamber upon written notice to the Board via the principal office of the Chamber.

B. A Member may be expelled by the Board for cause after reasonable notice by the Board. Such Member may have a hearing before the Board at a proposed time and place and after a reasonable notice. A three-fourth's vote of Directors present is necessary to expel a Member.

C. Past Due Accounts. Any member who fails to pay his or her fees or financial commitment to the Chamber within thirty (30) days of the due date shall receive a written reminder from the Chamber. In the event a Member's fees or financial commitment remain delinquent for more than ninety (90) days, they will be eligible for cancellation.

ARTICLE IV - FINANCE

Section 1. The revenues of the Chamber shall be derived from Membership fees, and activities designed to advance the "mission" of the Chamber as defined in Article II, Section 1.

Section 2. Membership fees shall be paid at such rate, schedule or formula as may be approved by the Finance, Facilities and Technology Committee and ratified by the Board.

Section 3. Membership fees may be paid quarterly, semi-annually or annually in advance. Fees for any Member joining during any fiscal year shall be paid on an anniversary date basis.

Section 4. The fiscal year shall begin July 1 and shall end on the following June 30.

ARTICLE V - PRIVILEGES

Section 1. Any Active Member of the Chamber may designate representatives on any project. An entity designation such as council, task force, team, network or otherwise, shall be construed to be interchangeable with the term project.

Section 2. Any Active Member, in good standing, is entitled to one vote in any election, referendum or Membership meeting.

Section 3. Only Active Members are eligible for Membership on the Board and are entitled to all publications of the Chamber and right of participation in all promotions and activities, subject to participation charges.

ARTICLE VI - MEMBERSHIP MEETINGS

- Section 1. The annual meeting of the Membership shall be held during the last quarter of each calendar year. The date, time and place shall be fixed by the Board.
- Section 2. There shall be regular monthly Membership meetings to advance the interest of the Chamber as determined by the Board.
- Section 3. Special Membership meetings must be called by the Board upon petition signed by not less than ten percent of the Active Members.
- Section 4. Notice of such meeting dates, times and places are to be provided to each Member, in any written form, at least five days in advance of the meeting.
- Section 5. Five (5) percent of the total Active Membership shall constitute a legal quorum.

ARTICLE VII - BOARD OF DIRECTORS

- Section 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board consisting of a minimum of twenty four (24) and maximum of twenty eight (28) elected members. The immediate past Chair of the Board, by virtue of the office, shall automatically be a member of the Board. No individual shall be eligible for re-election to the Board until the lapse of one year following the end of his or her term as Director. Should a Director completing his or her second year, be elected by the Board to the office of Chair-Elect, his or her term as a Director shall be extended one additional year. The office of Chair of the Board shall be assumed in January of the year following his or her election as Chair-Elect of the Board.
- Section 2. The Board shall be elected at a regular monthly Membership or special Membership meeting designated by the Board for that purpose.
- Section 3. January 1 of each year following the election for Membership to the Board shall be designated as the commencement of term of office. December 31, three years hence, shall terminate such office except in the case of a past Chair of the Board or a Director elected to the office of Chair-Elect of the Board at the end of his or her second year.
- Section 4. The Board shall meet at least bimonthly, at such regular dates, times and places as the Board determines, unless rescinded by three-fourths of the Board at any regular or special Board meeting.
- Section 5. Special meetings of the Board may be called by or at the request of the Chair of the Board or by one-third (1/3) of the Directors. The person or persons authorized to call special meetings of the Board may fix any date, time or place, so long as notice of such meeting dates, times, and places are to be provided to each Director in any written form, at least five calendar days in advance of the meeting.
- Section 6. No Active Member shall have more than one representative on the Board.

- Section 7. The Board shall have the power to fill all vacancies on the Board and may adopt rules for conducting the business of the Chamber.
- Section 8. Any Board Member may be removed at any time without cause by a vote of two-thirds (2/3) of the Board Members of the Chamber then in office, upon any written notice to said Director.
- Section 9. Ten Members of the Board shall constitute a quorum for purposes of conducting a Board meeting.
- Section 10. A Board member may participate in a meeting of such Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence at such meeting.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

- Section 1. A Nominating Committee of seven Active Members shall be appointed by the Chair of the Board with the approval of the Board not later than the June Board meeting.
- Section 2. It shall be the duty of the Nominating Committee to nominate from the Active Membership so many Members to be elected as there are Board vacancies.
- Section 3. The Nominating Committee shall file, not later than November 1, with the President and the Board, the list of nominees, confirming the fact that personal contact with the candidates had been made and that they were willing to accept Directorship responsibility.
- Section 4. Not later than fifteen (15) calendar days following the receipt of the nominees from the Nominating Committee, the Board shall designate a representative to announce to the Active Membership via any written form, its nominees at least thirty (30) calendar days prior to the annual meeting of the Membership, with notice that additional nominations may be made by any Active Member in good standing upon presentation of a petition for nomination signed by at least fifty (50) Active Members in good standing. Such petitions must be delivered to the Nominating Committee at the principal office of the Chamber within ten (10) calendar days after the date of announcement of the nominees by the Board or its representative.
- Section 5. If there are no additional nominees at the expiration of the time allowed in Section 4, the presiding individual, at the meeting so designated for the election, shall declare the nominees of the Nominating Committee unanimously elected.
- Section 6. If there are more nominees than vacancies, and if these nominees are nominated according to the above rules, a ballot shall be printed listing the nominees alphabetically. This ballot shall be available to Active Members at the meeting so designated for the election. Those candidates polling the highest votes sufficient to fill the vacancies will be declared the winners for each vacancy. Proxy voting will not be allowed.

Section 7. If such ballot is used, an election committee of three Active Members shall be appointed by the Chair of the Board. Such election committee may not consist of any nominee, Board Member, or Member of the Nominating Committee. It shall be the duty of the election committee to conduct the election, canvass the ballots, and declare the winners.

ARTICLE IX - OFFICERS

Section 1. Prior to December 31, the newly constituted Board shall meet and elect from its number a Chair of the Board, a Chair-Elect of the Board, a Treasurer, and as many Vice-Chairs as deemed necessary by the Board.

Section 2. The term length of an officer is 1 year with a maximum of two (2) consecutive terms.

Section 3. The Chair of the Board shall preside at all Membership meetings of the Chamber, Board meetings and Executive Committee meetings, and shall perform all duties incident to this office. The Chair of the Board shall, with the approval of the Board, appoint all committees and shall be an ex-officio Member of all committees.

Section 4. The Chair-Elect of the Board shall assume the duties of the Chair of the Board during the absence or inability of that officer. The Chair-Elect of the Board shall assume all duties of the Chair of the Board which may be delegated to the Chair-Elect of the Board. The Chair-Elect of the Board shall automatically become Chair of the Board upon the termination of the office by the previous holder. If, for any reason, the Chair-Elect of the Board cannot fulfill this requirement, a replacement shall be elected from the Board.

Section 5. The Vice Chairs shall be responsible for any division of Chamber activity designated by the Board and shall perform any duties pertinent to this office.

Section 6. The Treasurer shall be custodian of all funds of the Chamber. The Treasurer shall make or cause to be made periodic financial reports to the Board. The Treasurer shall be Chair of the Finance, Facilities and Technology Committee. The Treasurer may, at the discretion of the Board, be bonded, and if so, at the Chamber's cost.

Section 7. The President shall be the chief executive officer of the Chamber. It shall be the President's duty to conduct official correspondence, preserve all documents, books and communications, keep books of accounts and maintain accurate records of the proceedings of the Chamber, Board, and all committees. The President shall serve as corporate secretary of the Chamber, when required. The President shall engage, discharge, and have supervision over all employees including fixing their duties and compensation within budgetary limits with the approval of the executive committee. The President may, at the discretion of the Board, be bonded, and if so, at the Chamber's cost. Compensation of the President shall be determined by the Board and reviewed from time to time. The President may be hired or dismissed by a three-fourths vote of the Board. The President shall be subject to the policies and procedures as set forth by the Board. At the expiration of this term of office, the President shall deliver to the Board all books, papers and property of the Chamber.

ARTICLE X - EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall consist of the Chair of the Board, Chair-Elect of the Board, the Vice Chairs, Treasurer and immediate past Chair of the Board.
- Section 2. The Executive Committee shall, in the interim period between board meetings, be empowered to make decisions relating to Chamber matters.
- Section 3. The Executive Committee may refer matters to a proper committee or to the Board.
- Section 4. A majority of the Executive Committee shall constitute a quorum, for purpose of conducting an Executive Committee meeting.
- Section 5. Annually, the Executive Committee shall make an appraisal of the President's performance in keeping with the job description and official duties.
- Section 6. The Executive Committee shall cause an annual audit of all books and accounts and such audit shall be presented to the Board. Such audit shall be conducted by a qualified auditor.

ARTICLE XI – COMMITTEES/TEAMS

- Section 1. The Chair of the Board shall designate all committees and appoint all committee chairs subject to confirmation by the Board. The term of each committee shall expire on December 31 annually. The Board shall authorize and define the powers and duties of all standing and special committees except those set forth in these ByLaws.
- Section 2. It shall be the function of the each committee to make investigations, conduct studies, make recommendations to the Board, and to carry out such activities as may be delegated to them by the Board.
- Section 3. Any number of Members who desire to be associated together as a group for the purpose of promoting more effectively the special industry, business, profession or activity in which they are interested may form a committee upon petition to and approval by Board.
- Section 4. Committees shall adhere to all policies adopted by the Board. Progress reports and minutes of committee meetings shall be made available to the Board, as may be requested from time to time.
- Section 5. The term length of a Committee Chair is 1 year with a maximum of two (2) consecutive terms.
- Section 6. Audit and Governance Team. The Chair of the Board, with the approval of the Board, shall annually appoint an Audit and Governance Team consisting of not less than three (3) members. The Members of the Audit and Governance Team may not include Members of the Finance, Facilities and Technology Committee. Members of the Audit and Governance Team must be able to read and understand fundamental financial statements, and at least one member of the Audit and Governance Team shall have

current professional certification in finance or accounting. The Audit and Governance Team shall be a standing committee of the Chamber and shall have such powers and perform such duties as the Board shall, from time to time, grant and assign to it.

Section 7. The Finance, Facilities and Technology Committee purpose is to meet the Chamber's yearly financial plan by providing financial oversight and reviewing budgets.

Section 8. The Membership Services Team primary role is to ensure member services and products are relevant, high quality, and financially viable.

ARTICLE XII - DISBURSEMENTS

Section 1. No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be by check, signed by two of the following officers: the Treasurer, President, Chair of the Board and Chair-Elect of the Board.

ARTICLE XIII - PARLIAMENTARY PROCEDURES AND SEAL

Section 1. The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert's Rules of Order as revised.

Section 2. The Chamber may use a Seal of such design as may be adopted by the Board.

ARTICLE XIV – DISSOLUTION

Section 1. The Chamber shall use its funds only to accomplish the objects and purposes specified in these bylaws and no part of said funds shall incur, or be distributed, to the Members of the Chamber. Upon 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.

ARTICLE XV - AMENDMENTS

Section 1. All proposed amendments to these bylaws shall first receive the approval of the Board, followed by a by a two-thirds vote of active Members present at any regular or special meetings called for that purpose, provided a ten (10) day notice, in any written form, has been given the entire active Membership and the proposition is posted ten (10) days in advance either at the Chamber Office or the Chamber website.

ARTICLE XVI – INDEMNIFICATION

Section 1. The Chamber shall indemnify to the fullest extent authorized or permitted by the Illinois Not-for-Profit Corporation Act any person and his or her estate who is made, or threatened to be made, a part of an action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a Director, Officer, or served other enterprises, employee of the Chamber or serves or served on other enterprises at the expense of the Chamber. In addition, the Chamber shall at all times carry Director's and Officer's liability insurance. Such insurance shall be with a reputable insurance company at the discretion of the Board with coverage limits that shall be determined from time to time by the Board.

ARTICLE XVII – CONFLICT OF INTEREST

Section 1. A Conflict of Interest Action is any Action as more fully set forth in the Conflict of Interest Policy Statement.

Section 2. An Action in which an Officer or a Director has a Conflict of Interest may be approved in advance by the affirmative vote of a majority of the Board of Directors. Said voting Directors shall not include any Officer or any Director whose Conflict is in question. Those voting Directors are charged with a good faith reasonable belief standard that the Action sought will not be unfair to the Chamber.

Section 3. A Conflict of Interest policy statement shall be signed by each newly elected Officer and Director. The Policy Statement is intended to be binding on all Officers and Directors of the Chamber, and shall be signed as soon as practicable after taking office.