

ARTICLE I - NAME AND PURPOSE

Section 1: Name

This organization is incorporated under the laws of the State of Illinois and shall be known as the Shorewood Area Chamber of Commerce, Inc. and may hereafter be referred to as SACC.

Section 2: Purpose

A) The purpose of the SACC is to foster the growth, development, and success of Shorewood area businesses through on-going programs which educate, encourage, and strengthen Chamber members; to represent the members within the business community and the community at large.

B) The SACC shall not endorse, or appear to support, any political candidate or political party. Proposed referenda, ordinances, laws, and pertinent issues may be presented. Specific procedures for both circumstances are outlined in the *Policies and Procedures Manual*.

Section 3: Limitations

The SACC 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: Eligibility

Any reputable person, business, association, corporation, or other entity interested in the business community of the Shorewood area may apply for membership. There shall be three (3) membership categories: individual, business, and nonprofit.

Section 2: Application and Approval

A completed membership application shall be submitted, as outlined in the *Policies and Procedures Manual*, to the SACC Executive Director who shall then present the application to the Board of Directors for approval. Upon Board approval, the applicant shall immediately become a recognized member of the chamber. If the Board does not approve an applicant, the applicant shall be notified as outlined in the *Policies and Procedures Manual*.

Section 3: Dues

Membership dues shall be established by the Board of Directors and shall be based on category of membership. The membership shall be notified, in writing, of change in membership dues.

Section 4: Termination

A member who has not paid renewal dues within 30 days of the due date shall be considered resigned as a Chamber member and must re-apply for admittance.

Section 5: Voting

A) There shall be one vote for each member. Business and nonprofit category members shall designate the individual who is representing their vote at any election.

B) Members unable to attend a meeting where voting is conducted may utilize proxy by either of two methods:

1. The member completes a "Designation of Proxy" form with an original signature. This form may be brought to the meeting by the proxy designee or sent in advance to the Executive Director who will assure the proxy is included in the tally at the time of voting.

2. The member may request an advance ballot for the candidates or issues to be presented, vote, and return the ballot to the Executive Director who will assure the ballot is included in the tally at the time of voting. This method does not permit a vote on issues newly introduced at the meeting.

Section 6: Member rights

Members have the right to examine all records of the Board of Directors and the Chamber, to attend Board of Directors meeting, and to bring questions and concerns to the Board.

ARTICLE III - MEETINGS

Section 1: Annual Meeting

The annual membership meeting of SACC, in compliance with state law, shall be held each year at a time and place determined by the Board of Directors to elect Directors, approve the budget, and conduct such other business as may be necessary. Minutes shall be taken at each annual meeting and approved by the membership as part of the agenda at the next annual meeting. Members shall be notified prior to the meeting as outlined in the *Policies and Procedures Manual*.

Section 2: Regular Meetings

The Chamber shall hold regular membership meetings as determined by the Board of Directors. Such meetings shall be open to the general membership and any other organization and/or persons invited to attend. The Board of Directors shall determine the format and objectives of such meetings.

Section 3: Special Meetings

A) Special meetings of the members may be called either by the Board or by written petition of at least 25 members. Such petition shall be presented to the Board and shall indicate the purpose of the meeting.

B) Notification (including the purpose of the meeting) shall be given to the membership prior to said meeting as outlined in the *Policies and Procedures Manual*.

Section 4: Quorum

At any membership meeting of the Chamber, fifteen percent (15%) of the members shall constitute a quorum.

ARTICLE IV - DIRECTORS

Section 1: Board of Directors

A Board of Directors (which may hereafter be referred to as BOD), elected by the membership, shall govern the SACC, determine its policies and procedures, and assume responsibility for its finances and property.

Section 2: Organization

The Board of Directors shall consist of nine (9) voting members, the Crossroads Fest

Director and the Executive Director, who shall be non voting members. The Crossroads Fest Director position may be a dual position held by one of the nine (9) voting Directors if deemed appropriate by the Board. Additional non voting members may be added to the Board in accordance with the *Policies and Procedures Manual*.

Section 3: Term of office

Each Director's term of office shall be three years, commencing at the first Board meeting following the election. Three Directors shall be elected each year at the annual meeting to replace the three Directors whose terms expire.

Section 4: Duties

Directors are expected to attend all meetings of the BOD and Crossroads Fest Steering Committee, to attend Chamber activities, to serve on or chair committees needed to conduct Chamber activities and to assist with Chamber events.

Section 5: Nomination of Directors

A Nominating Committee, appointed by the President and approved by the Board, shall recruit nominees from the active membership of the Chamber in accordance with the *Policies and Procedures Manual*.

Section 6: Election of Directors

Election of Directors shall be conducted as outlined in the *Policies and Procedures Manual* with names of candidates presented to the membership prior to the annual meeting. The President shall appoint, with Board approval, election judges from the general membership of the Chamber, who shall be responsible to conduct, tally, and announce election results.

Section 7: Vacancies

A) Automatic Resignation by Absence: A Director who accumulates three successive unexcused absences from regular meeting of the Board shall automatically be removed from his/her membership on the Board. The Secretary/Treasurer shall give written notice to such member that his/her resignation has been accepted by the Board. For good cause shown, the absence of a Director of the Board may be excused by a majority vote of the Directors present at a regular monthly meeting.

B) Written Resignation: A Director of the Board may resign by written notice to the President setting forth an effective date of resignation. A written resignation shall remain revocable until accepted by a majority vote of the Board at its next meeting following receipt of the resignation by the President.

C) A Director may be removed for conduct detrimental to the SACC by a two thirds vote of the membership at either a special or regular meeting. Said Director must receive written notification from the Board outlining the conduct 30 days before such meeting and must have an opportunity at said meeting to present his/her explanation.

D) Replacement Director: Vacancies of Resigned or Removed Directors shall be appointed by the President with approval of a majority of the Board at the earliest possible meeting following acceptance of the resignation. The individual(s) so selected shall serve for the remainder of the unexpired term of the Director succeeded.

Section 8: Regular & Special Meetings

Regular and special Board meetings shall be held as outlined in the *Policies and Procedures Manual*.

Section 9: Quorum

At any meeting of the Board of Directors, 5 of the Directors shall constitute a quorum.

ARTICLE V - OFFICERS

Section 1: Positions

At the first meeting following the Director's election, the Board shall elect from and by its members a President, Vice-President, and Secretary/Treasurer. Officers shall serve for a term of one year.

Section 2: Duties

A) President - shall serve as executive head of the Chamber and preside at all meetings of the membership, Board of Directors, Crossroads Fest Steering Committee, and Executive Committee. He or she shall be the primary spokesperson for all matters related to the Chamber and its activities.

B) Vice-President - shall serve as President in the absence of the President and shall chair the Executive Director Review process.

C) Secretary/Treasurer - shall be responsible for the safeguarding, accounting, and disbursement of all funds and records received or maintained by the Chamber and shall chair the Finance Committee.

D) All officers shall perform other duties as outlined in the *Policies and Procedures Manual*.

Section 3: Vacancies

A) An officer may resign his or her position by written notice to the President setting forth an effective date of such resignation. A written resignation shall remain revocable until accepted by majority vote of the Board at its next meeting following receipt of the resignation by the President. Upon acceptance of the resignation, the Board shall, at the same meeting, elect a new officer for said position.

B) Officers may be removed for cause as outlined in the *Policies and Procedures Manual*.

Section 4: Executive Committee

When necessary to efficiently conduct the business of the Chamber, an Executive Committee may meet between regularly scheduled BOD meetings upon request of the President. The Executive Committee shall be established at the first BOD meeting following each election and shall consist of the three officers, the Executive Director, and one Director appointed by the President and approved by a majority of the BOD.

ARTICLE VI - CHAMBER STAFF

Section 1: Conditions of employment

The Board of Directors may employ an Executive Director whose salary, job description,

and conditions of employment shall be determined by the Board of Directors.

Section 2: Duties

The Executive Director shall be responsible for the day-to-day administration of the Chamber's regular business affairs, as directed by the President, shall serve as advisor to the President and Board of Directors, and shall assume such activities as directed or requested by the Board of Directors. He or she shall be a non-voting member of the Board of Directors, facilitator of the Crossroads Fest and its Steering Committee, an ex-officio member of all committees and task forces, and shall perform other duties as outlined in the *Policies and Procedures Manual*.

Section 3: Budget responsibilities

In cooperation with the Finance committee, the Executive Director shall prepare an annual operating budget covering all activities of the Chamber and shall be responsible for all expenditures within approved budget allocations.

Section 4: Annual review

An annual review of the Executive Director's performance shall be held as outlined in the *Policies and Procedures Manual*. The process shall be under the direction of the Vice President.

ARTICLE VII - COMMITTEES

Section 1: Committees

All committees or task forces of the Chamber, their purpose, and their term, shall be initiated by the President with the advice and consent of the Board of Directors, according to the *Policies and Procedures Manual*. Standing committees shall consist of i) Finance, and ii) Nominating.

A) Finance - The Finance committee shall consist of the Secretary/Treasurer and two members at large. This committee shall work with the Executive Director to formulate the budget for the coming year, shall present the budget to the Board of Directors for its approval at the Board meeting immediately prior to the Annual meeting, shall submit the budget to the membership for its approval at the Annual Meeting and shall perform other duties as outlined in the *Policies and Procedures Manual*.

B) Directors Nominating Committee - This committee shall be formed and operated in accordance with the provisions as stipulated in Article IV, Section 5 of the *Policies and Procedures Manual*.

Section 2: Limitations of Authority

A) No committee nor any of its representatives shall contract debts in its behalf which shall in any manner render the Chamber liable for payment of any sum of money, unless such expenditure had been specifically approved by the Board.

B) No committee shall commit the Chamber to any policy or contract without approval of the Board of Directors.

ARTICLE VIII - FINANCES

Section 1: Accounts Receivable

All monies received by the Chamber shall be placed in accounts as determined by the

Board of Directors.

Section 2: Expenditures

All use of funds shall be as outlined in the *Policies and Procedures Manual*.

Section 3: Audits

All accounts of the Chamber shall be audited annually by a public accountant in accordance with the *Policies and Procedures Manual*.

Section 4: Bonding and Liability Insurance

The Executive Director and all Directors authorized by the Board to sign checks or handle funds shall be bonded by the Chamber. All members of the Board of Directors and Chamber employees shall be covered by liability insurance at Chamber expense.

Section 5: Fundraising

A) Crossroads Fest - Each year the SACC shall sponsor, coordinate, and administer the Crossroads Fest for the Shorewood area as a Chamber fundraiser. The Fest's Steering Committee shall be composed of the BOD and other appropriate representatives within the community. Specific requirements and processes for the Fest are outlined in the *Policies and Procedures Manual*.

B) Additional fundraising opportunities shall be determined by the BOD.

ARTICLE IX - POLICIES AND PROCEDURES MANUAL

A manual outlining the policies and procedures of the Chamber shall be created with approval of the Board of Directors and shall be annually reviewed and revised by the Board.

ARTICLE X - PARLIAMENTARY PROCEDURES

The current edition of *Robert's Rules of Order* shall be the final authority in all questions of parliamentary procedure when such rules are not consistent with the bylaws.

ARTICLE XI - AMENDMENTS

Section 1: Board approval

All proposed amendments to these bylaws shall first receive the approval of the Board of Directors.

Section 2: Membership approval

These bylaws may be amended or altered by a two-thirds vote of members present at any regular or special meeting called for that purpose, provided that fifteen percent of the total voting membership is present at said meeting and notification has been sent in accordance with the *Policies and Procedures Manual*.

ARTICLE XII - DISSOLUTION

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.

These Bylaws were officially adopted by unanimous vote at a Special Meeting of the Board of Directors March 31, 2005.

These Bylaws were officially adopted by a membership vote at the annual meeting May 17, 2005.

A revision of these Bylaws was officially adopted by the SACC Board on September 10, 2008.

A revision of these Bylaws was officially adopted by a membership vote on November 13, 2008.

A revision of these Bylaws was officially adopted by the SACC Board on October 29, 2009.

A revision of these Bylaws was officially adopted by a membership vote on November 10, 2009.