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ALSIP CHAMBER OF COMMERCE BY-LAWS

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ARTICLE I – NAME

Sec. 1. This organization shall be known as the Alsip Chamber of Commerce.

ARTICLE II – PURPOSE

Sec. 1. The Alsip Chamber of Commerce is organized for the purpose of advancing the commercial, agricultural, industrial, civic and general interests of the Village of Alsip and its Trade Area.

Sec. 2. The Alsip Chamber of Commerce will also assemble the opinions of business and professional men and women and present them to our local governing bodies to assure the continuation of conditions favorable to all businesses.

ARTICLE III – LIMITATION OF METHODS

Sec. 1. The Alsip Chamber of Commerce shall be non-political and non-sectarian in policy and shall take no active part nor lend its influence to the election or appointment of any political candidate.

ARTICLE IV – MEMBERSHIP

Sec. 1. **ELIGIBILITY FOR MEMBERSHIP:** Any business, firm, association, governmental unit, individual, or other legal entity shall be eligible for membership, provided the entity has no outstanding debt obligations to the Chamber. No member who holds an elected office of the Village of Alsip, or of any state, county or any other municipality or political entity or subdivision, shall be eligible to serve as an Officer or Director of the Chamber, whether representing either such individual's business or the governmental entity or subdivision for which he or she is an elected official. However, an elected official may be a member of the Chamber and may represent his or her member business, including the

municipality, other political entity, or subdivision for which he or she is an elected official, if such entity is in fact the member but such member shall not be eligible or entitled to vote.

Sec. 2. VOTING MEMBERSHIP: Any individual or business member of the organization regardless of the number of individual memberships for which she/he subscribes will be entitled to a maximum of one voting membership.

A. FEE

The membership fee shall be determined by the fee schedule in effect on the date a member's dues are paid in full. Such schedule shall be set and approved by the Board of Directors and may be modified from time to time as necessary to best meet the needs of the Chamber. Membership fees are payable in advance annually.

B. Members may subscribe to any number of individual memberships they desire, according to their financial ability and interest in the community.

Sec. 3. ELECTION OF MEMBERS: The Executive Secretary shall present for acceptance, all applications for membership at the next regular meeting of the Board of Directors. A majority of those present and voting shall be required for approval and election to membership.

Sec. 4. DELINQUENT MEMBERS: Any member may be expelled by the Board of Directors by a two thirds (2/3) vote for non-payment of dues; or after notice and opportunity for a hearing, for conduct unbecoming a member.

Sec. 5. TERMINATION OF MEMBERSHIP: The death or resignation of a member or expulsion of a member shall terminate her/his membership.

ARTICLE V – MEMBER MEETINGS

Sec. 1. Regular meetings of the membership shall take place on the dates determined by the Board of Directors not less that once in three months.

Sec. 2. The annual meeting of the Chamber shall be held at the end of the fiscal year, for the purpose of reporting to the membership the accomplishments of the previous year.

Sec. 3. Meeting dates must be communicated to the members not less than 21 days prior to the meeting via U.S. mail or email. If meeting dates are set annually the schedule may be communicated once via U.S. mail or email and posted on the Chamber Website.

Sec. 4. When a meeting of the general members has been properly noticed those members in good standing and present at the meeting shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.

Sec. 5. No individual or group is allowed to address the general membership unless a formal request is made of one of the chamber officers and presented to the Board of Directors for approval before the meeting.

ARTICLE VI – BOARD OF DIRECTORS

Sec. 1. DIRECTORS: The Board of Directors shall consist of twelve (12) persons to be selected from the general membership and three ex-officio members.

Three (3) additional persons may be named, upon recommendation by the Board President with approval by a majority vote of the Board of Directors, to serve in an ex-officio Board capacity. The individuals appointed shall be appropriate to the mission of the Chamber with a commitment to its purpose and objectives. The following are examples for these ex-officio Board positions: representatives from the Village of Alsip, representative from the Alsip Park District, representative from the local school district, or representative from the Alsip Library. Ex-officio members may be elected officials.

Ex-officio directors have voting privileges on the Board and shall be counted to determine whether a quorum is present. The primary role of ex-officio directors is to provide counsel, suggestions and recommendations for consideration by the Board of Directors. If ex-officio members are or have been elected officials voting privileges are null and void, but attendance at meetings will assist in constituting a quorum.

Sec. 2. DUTIES:

- A. The duties of the Board of Directors shall be to act as the governing body of the Chamber of Commerce and to manage the business and affairs of the organization.
- B. They must establish the annual budget to provide for the orderly expenditure of funds.
- C. They must act upon applications for admission to membership and initiate such recommendations for changes in the By-Laws as may be necessary to the successful conduct of the affairs of the organization.
- D. Appoint an Executive Director, ensure the job description is fulfilled, and monitor progress.

Sec. 3. DIRECTOR'S MEETINGS: Regular monthly meetings of the Board of Director's shall be held at a mutually convenient time and place to be designated by the board. Seven (7) directors, or 46% (12 directors + 3 ex-officio = 15 members / 7 attendees) of current board members, in attendance shall constitute a quorum.

Sec. 4. SPECIAL BOARD MEETINGS: Special or emergency meetings may be called upon twenty-four hours' notice at the discretion of the President. Notice of special meetings must be communicated via phone call or email.

Sec. 5. CONDUCT OF MEETINGS:

Directors may participate in a meeting by means of conference telephone or similar communications method by which all persons participating in the meeting can hear each

other. Participation in this manner shall constitute presence in person at any such meetings. Participation in a meeting in any manner set forth herein constitutes attendance and presence in person at the meeting.

Sec. 6. DIRECTOR ACTION BY CONSENT:

Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee may be taken without a meeting if all members of the Board or Committee consent in writing to such action or if such meeting is conducted by electronic transmission (as defined above), and the writing or printed record of the electronic transmission is filed with the minutes of the Board or Committee.

Sec. 7. OFFICERS: The directors shall select from the members of the Board, a President, Vice President, Treasurer, and Secretary, annually. All Officers shall serve for a term of one [1] year, or until their successors assumes the duties of office.

Sec. 8. DUTIES OF THE PRESIDENT:

- A. The President shall preside at all meetings of the membership and the Board of Directors.
- B. The President shall also appoint the chairman and members of all standing committees subject to the approval of the Board.
- C. The President may call for meetings of special groups in the event the subject for which the meeting is called is of specific interest to such special groups. The Board of Directors are to be notified and invited to attend all special meetings.
- D. The President may appoint additional special committees from time to time as current needs may indicate.
- E. They will also serve as an ex officio member of the Board of Directors for one year following the expiration of their elected term.
- F. The President will also be an ex officio member of all committees during their elected term of office.
- G. It is the responsibility of the President to see that an active, progressive program, consistent with the stated aims of the Chamber of Commerce, is consistently being pursued; and to ascertain that all provisions of these By-laws are being fully complied with, regardless of any specific delegation of responsibility.

Sec. 9. DUTIES OF THE VICE PRESIDENT: The Vice President shall assume all presidential rights and responsibilities in the absence of the President and such other duties as may be assigned to them by the President.

Sec. 10. DUTIES OF THE TREASURER: The Treasurer shall receive and disburse the funds of the Chamber. Disbursements shall be signed by the Treasurer. The Treasurer shall also make a monthly financial report to the Board of Directors and an annual report to the membership at the annual meeting.

Sec. 11. DUTIES OF THE SECRETARY: The Secretary shall assist in the oversight of the operations of the Chamber office to assure that all required notices,

minutes, records, and other required documents are produced, distributed, and maintained as required by the By-Laws and other governmental statues/regulations.

Sec. 12. AUDITING: The President shall appoint an Auditing Committee or the Board of Directors may, at their discretion, employ an auditor to examine and audit the books of the Treasurer and report to the Board of Directors prior to the annual meeting.

Sec. 13. SURETY BOND: All persons required to handle funds or who are responsible for the safe keeping of finances will be bonded, such bond is to be paid for from organization funds.

Sec. 14. STAFF: The Board of Directors may or may not, at their discretion employ a full or part time paid Executive Director, Manager, Office Administrator, or other staff members needed to successfully carry out the objectives of the organization provided that the cost of such services can be defrayed through an adequate budget.

A. Executive Director: If the Board of Directors employs an Executive Director their principal duties and responsibilities shall be to conduct, direct, and supervise the day-to-day operations of the Chamber in the regular course of business, including the authority to hire and terminate personnel when appropriate. The Executive Director shall dedicate such time and effort to the management of the Chamber so that the affairs of the Chamber are tended to and maintained in good standing and the objectives of the Chamber are accomplished. See most current job description for specific tasks and responsibilities.

Sec. 15. ELECTION OF DIRECTORS

- A. The election of new members of the Board of Directors shall be held during the month of October. The term of a director shall begin at the beginning of the fiscal year unless they are filling the vacancy of an existing term.
- B. The President shall appoint a nominating committee. This committee will consist of five (5) members, two which will be Directors. This nomination committee will select twice as many members as there are vacancies to be voted and obtain their agreement to serve as a Director if elected.
- C. Four (4) new Directors will be elected each year for a three (3) year term. Directors are eligible to serve a maximum of two three year terms. A period of one year must elapse before a member can again become eligible to be a Director.
- D. The Nominating Committee shall report their selections to the Secretary. The Secretary will cause their names to be placed on a ballot with three write in spaces provided which will be sent out to all members. Ballots must be returned to the Chamber of Commerce office within ten days for a final count by the Nominating Committee so that the new Directors may be announced at the annual meeting. The four candidates receiving the highest number of votes shall be considered elected.
- E. The President, with the approval of the Board of Directors may appoint new Directors to fill the unexpired terms of the Directors vacated.
- F. Three consecutive unexplained absences from regular Board meetings will be construed as a resignation by a Director unless qualified.

ARTICLE VII – FISCAL YEAR

Sec. 1. The fiscal year of the Chamber of Commerce shall begin on the first day of January and continue through the last day of December.

ARTICLE VIII – USE OF FUNDS

Sec. 1. Funds received from fee payments shall be placed in a general fund to defray the general operation expenses of the organization. These funds may not be used for the special purposes of a single business group within the membership without prior consent and authorization of the Board of Directors. When it becomes necessary to raise additional funds to cover the cost of special group activities, these funds must be raised from the group that will be directly benefited. All funds so raised will be kept in a fund separate from the general fund and earmarked for a specific purpose.

ARTICLE IX – AMENDMENTS

Sec. 1. Recommendations for amendments of the By-laws must be approved by the Board of Directors. Notice of any proposed changes shall be mailed by the Secretary to each member not less than ten days prior to any scheduled general membership meeting. A two-thirds (2/3) majority vote of those present at such a meeting shall constitute approval of each amendment.

ARTICLE X – ADOPTION OF BY-LAWS

Sec. 1. These By-laws shall be effective immediately following their adoption by a majority vote of the members present at the meeting called for such a purpose; and when so adopted shall supersede all previous Constitutions and By-laws and amendments thereof, which are hereby annulled.