

PEORIA HEIGHTS CHAMBER OF COMMERCE

CONSTITUTION AND BYLAWS

MARCH ____, 2020

**Revised: November 2, 2011
Enacted: January 1, 2012
Revised: September 13, 2014
Enacted: October 8, 2014**

ARTICLE 1 *General*

Section 1: Name

This organization is incorporated under the laws of the State of Illinois and shall be known as the Peoria Heights Chamber of Commerce.

Section 2: Purpose

The Peoria Heights Chamber of Commerce is organized as a general not-for-profit corporation that assists in:

1. Creating a better understanding and appreciation of the importance of our local business people and concern for their problems.
2. Educating the business community and representing them in village affairs. Providing also a voice for each local business/establishment addressing controversies which are detrimental to expansion and growth of business and the community if they arise.
3. Promoting business and community growth and development through multiple media outlets and emphasis shall be given to the economic, civic, commercial, cultural, industrial and education interests of the area.
4. Improving the climate for entrepreneurship of small and growing businesses at the local level through participation in the public policy making process.

Section 3: Area

See attached Map of the Village of Peoria Heights.

Section 4: Limitation of Methods

The Peoria Heights Chamber of Commerce shall observe all local, state and federal laws that 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 person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. That being said, A Chamber member shall be a business owner who is an individual partner or stockholder who exercises the power to make policy decisions and is actively involved in the day-to-day

management of the business; and individual who subscribes to the objectives of the Chamber; an individual who is active in the management of foundations, Associations, churches, schools and other non-profit institutions as well as public officials or their management staff who subscribe to the objectives of the Chamber. The Chamber of Commerce members may also include resident members. Individuals who were also a member of the Chamber for at least five (5) years and sold and/or divested their interest or no longer in their business.

Honorary Members – An honorary member shall be an individual who has made significant contributions towards advancing the objectives of the Chamber. This honor is by authorization of the Chamber board. This member shall not have voting rights nor be eligible to hold chair, board or office position. This member shall also be exempt from payment of dues. The Board shall confer to revoke honorary membership by majority vote.

Section 2: Voting

Each Chamber of Commerce membership entitles the member to **ONE VOTE**.

Section 3: Advertising

All members shall be entitled to the Chamber banners, merchandise, advertising and other items as quantity and accessibility allows. (Some of the advertising materials are very expensive and the Chamber must rely upon the budget to judge how much they are able to spend.) In some cases, the Chamber may allow the members to purchase their own materials at cost upon request prior to the purchase of said materials.

Section 4: Social Media and Website

All members will, from time to time, see posts about their establishments on social media sites ie. Facebook and Instagram which will be posted by the company which the Chamber hires to maintain it in an algorithm so that a different business will be highlighted at various peak times. In addition, members will be able to have their business and logo listed under various categories on the Chamber website. (The website will be updated on a regular basis.)

Section 5: Election

An individual interested in membership shall submit a written and signed application or fill one out on the Chamber website which has been approved by the Chamber Board of Directors. Such individuals shall become a member once approved by a majority vote of the board. Upon submission of the application, the annual non-refundable dues are also due at that time which can also be paid through the Chamber website.

Section 6: Termination

Any member may resign from the Chamber upon written request to the Board of Directors; any member may also be expelled by a two-thirds vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or

repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

ARTICLE III *Dues and Fees*

Section 1: Dues

Any person, persons, business or organization shall be eligible to membership in the Chamber subject to the review and approval of the Board. Application for membership must be accompanied by dues for one year or prorated to December 31. Thereafter, annual dues may be paid on a yearly, semi-annual or quarterly basis.

Section 2: Structure of Dues

TO BE DISCUSSED

Section 3: Delinquency

Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after forty-five (45) days from the date due, unless otherwise extended for good cause. The Board of Directors will provide a notice to the delinquent member in writing and an opportunity will be given for a hearing of the charges.

ARTICLE IV *Meetings*

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during (December) of each year. The time and place shall be set by the Board and notice will be sent to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings (General membership, Board and Committee Meetings)

Regular monthly meetings will be held once a month and will be scheduled a month in advance coordinated by the Office Coordinator and notice will be given one week in advance of said meeting as a reminder to the Board Members of the set time and place.

Special meetings of the chamber may be called by the Board President, the Board of Directors or not less than one-tenth of the members having voting rights at a place designated by the Board of Directors. Notice of special meetings shall be sent to each member at least five (5) days prior to such meetings. Board meetings may be called by the President of the Board of Directors in writing of three (3) members of the Board. Notice 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

President of the Board, respective department Vice President or by the individual committee's chairman.

Section 3: Quorums

At any duly called general meeting of the chamber, 7 or 51% of members shall constitute a quorum; at a Board meeting, a majority of director's present shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings and delivered via United States mail or email to all members 5 days in advance of the meeting. If there are any topics that need to be discussed as New Business by other Board Members, it must be sent to the Board President at least seven (7) days in advance to be placed on the upcoming agenda.

Section 5: Action Required by Bylaws

Any action required by these bylaws to be taken at a meeting of the members may be taken without a meeting if consent in writing setting forth the action taken is agreed to by 51% of the members entitled to vote. This can also be done by a group Chamber email. The email and responses must then be printed and saved in the Chamber hard files.

ARTICLE V

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, the immediate past president and the Chairman of the Marketing Committee and Chairman of the Membership Growth Committee. Board members shall be voting members of the Board and the Chamber.

The Chamber members will also have at least four (4) members at large but no more than eight (8) members-at-large who are voted on by ballot of the general membership. They are elected for a two-year term with staggered terms of half one year and the remaining the following year.

Section 2: Management

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.

Section 3: Nominating Committee

No less than ninety (90) days before December 1st of each year, a nominating committee shall be formed consisting of the immediate past President who will serve as chair, one Board Member elected by the Board and three voting members who shall be appointed by the president. In the event the immediate past President is unable to serve, the Chair shall be elected by the Board.

The Nominating Committee shall be responsible for the election and installation of officers. Prior to December 1, the Nominating Committee shall present to the President a slate of (number of vacancies) candidates to serve two (2) 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.

Section 4: Publicity of Nominations

Upon receipt of the report of the Nominating Committee, the President shall immediately notify the Chamber members in writing of the names of persons nominated as candidates for Directors and the right of Petition. Said Ballots must be sent to the voting members in good standing no later than November 1. Ballots returned must be received by the Nominating Committee by November 10th.

Section 5: Determination

Once the ballots have been received by the Nominating Committee by November 10th, the Board of Directors shall, in its December 1st meeting, declare the candidates with the greatest number of votes elected.

Section 6: Seating of New Board Directors

All newly-elected and appointed Board members shall be seated at the regular December Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year. This will allow old and new board members to inform each other of current status/procedures.

Section 7: 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 of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 8: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

Section 9: Management

The Board of Directors shall employ an Office Coordinator and shall fix the salary and other considerations of employment.

Section 10: 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 they or any of them are made parties, or a party, by reason of having been officers, directors or 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.

SECTION VI *Officers*

Section 1: Officers

Officers of the Chamber shall be President, President-elect, Secretary and Treasurer. Only Chamber members may serve as officers. All officers of the Chamber vote, with the exception of the President who will vote only if the officers are at an impasse. Officers shall serve for a two-year term.

Section 2: President

The President shall serve as chief elected officer of the Chamber of Commerce.

The President shall preside at all meetings of the Chamber and the Board of Directors.

The President shall assist the Board in formulating and developing general programs for the Chamber.

The President shall appoint special committees.

The President shall serve as ex-officio member of all committees except the nominating committee or appoint a board member to serve as his/her designee.

Section 3: President-elect

The President-elect shall perform the duties of the President in the absence of the President.

The President-elect shall assume other duties as assigned by the President.

The President-elect shall succeed to the office of President upon the death, resignation or total permanent disability of the President.

Section 4: Secretary

The Secretary shall be responsible for the recording of accurate minutes of all Chamber proceedings and meetings.

The Secretary shall retain all permanent records of the Chamber at the Chamber office.

Section 5: Treasurer

The Treasurer shall be the custodian of all the funds of the Chamber under the direction of the Directors; shall direct the deposit, investment, sale and disbursement of such funds and property; shall submit an annual report; and assist the Board of Directors in developing a budget.

The Treasurer shall oversee the financial activities and records of the Chamber.

The Treasurer shall ensure the Chamber retains non-profit status.

Section 6: Past President

The Past President shall serve as an advisor to the President.

The Past President shall be chair of the Nominating Committee.

Section 7: Vacancy in Office

A vacancy on the Board of Directors, other than that of President or President-elect, shall be filled by a majority vote of the Board of Directors to complete the term of the vacant position. The President-elect shall fill a vacancy in the position of President. A vacancy in the position of President-elect shall be elected by the members by a special election.

Section 8: Removal of Officer

An officer may only be removed from office by a two-thirds vote of the voting members in attendance at a regularly scheduled Board meeting after a fair hearing. Other board members may be removed from office for just cause by a two-thirds vote of the Board of Directors after a fair meeting.

SECTION VII *Board of Directors*

Section 1: Composition

The Board of Directors shall consist of the President, President-elect, Secretary, Treasurer, the immediate Past President and the Chairman of the Marketing Committee and Chairman of the Membership Growth Committee. Board members shall be voting members of the Board and the Chamber.

Section 2: At Large Members

The Chamber members will also have at least 4 members at large but no more than eight (8) members-at-large who are voted on by ballot of the general membership. They are elected for a two-year term with staggered terms of half one year and the remaining the following year.

Section 3: Management

The Board of Directors shall manage the affairs of the Chamber and the Office Coordinator.

Section 4: Board Meetings

A regular meeting of the Board of directors shall be held monthly or at the discretion of the Board. Five days' notice shall be given for special meetings.

Section 5: Compensation

Members of the Board of Directors shall not receive any compensation, as such, for their services. Nothing herein contained shall be construed to preclude any member of the Board of Directors from serving the Chamber in any other capacity and receiving compensation thereof.

Section 6: Attendance

Any officer or Board member who does not attend three consecutive meetings or 50% of the regular scheduled meetings shall be subject to dismissal as an officer or Board member. The removal would require a majority vote of the Board members. The officer/member in violation shall be so notified and have the right of a hearing before dismissal.

SECTION 8 *Office Coordinator*

Section 1: Description of Position - The Chamber coordinator is responsible for the recruitment of new members, retention of existing members and the management of the Membership.

Section 2: Duties - Management of membership includes but is not limited to overseeing the annual invoicing and associated record keeping. The coordinator will also connect with member businesses to schedule member meetings, speakers and after hour's events. The coordinator will also share community events for the Chamber business members via email, social media and Chamber website.

Section 3: Compensation – The Chamber coordinator will be compensated hourly for time worked and expenses incurred.

Section 4: Privacy

Section 5: Termination

SECTION 9 *Committees*

Section 1: Ex-officio Members

The President or his/her designated Board member shall serve as an ex-officio member of all committees.

Section 2: Appointment

The President shall appoint the Chairman of standing and special committees with the approval of the Board of Directors.

Section 3: Standing Committees

1. Marketing
2. Events/Activities
3. Membership
4. Bylaws
5. Nominating
6. Special

The duties of standing committees shall be established by standing rule. The duties of the standing committees shall be:

A. **MARKETING COMMITTEE:** Marketing Committee shall coordinate all marketing and marketing materials for the Chamber and their special events. The Marketing Committee will coordinate with the Peoria Heights Village, the Peoria Area Convention and Visitors Bureau and other agencies as necessary.

1. Purpose: To communicate the Chamber's message to the membership, community and governmental entities by increasing the recognition of and participation in all Chamber initiatives. The committee works with the Chamber to ensure maximum impact via various marketing channels (i.e. website, social media, newsletter, promotion of special events, help with ad design and copywriting, assist in formulating rollouts for new Chamber projects, assist with web content and advise in collateral and branding, etc.)
2. Prioritize projects and set short- and long-term marketing goals.
3. Develop a budget with the approval of the Board to support the marketing plan.
4. Evaluate which marketing methods are most effective in communicating the Chamber's mission and goals.
5. Depending on the Chamber's needs, this may include expenses for website, social media, newsletters, annual reports, research and professional services, audiovisuals, literature, advertising, recruitment materials, etc.

B. **EVENTS/ACTIVITIES COMMITTEE:** This committee may break down into individual committees as there are multiple yearly events that will require a separate committee to facilitate the event.

1. To organize, monitor, develop, and evaluate periodical and annual events and activities as directed by the Board that provide revenue, visibility and/or networking opportunities to the Chamber members and the Village of Peoria Heights to ensure the Chamber's ability to carry out its financial goals or philanthropic initiatives.

C. **MEMBERSHIP COMMITTEE:** The Membership Committee shall encourage new membership, devise means of retaining current members, and shall maintain a membership application to be approved by the Board of Directors.

1. Purpose: To support the Chamber in the recruitment and retention of members, especially to examine the reasons the Chamber attracts and maintains members and to ensure that the Chamber remains responsive to those issues. The committee advises the Chamber on membership policies and oversees programs for the recruitment and retention of members.
2. Assist with membership contact.
3. Develop/revise Annual Membership Recruitment and Retention Plan.

4. Determine and implement methods to recognize and reward members.
 5. Determine and implement methods to involve members in committees, programs and activities.
- D. **BYLAWS COMMITTEE:** The Bylaws Committee may be appointed by the President as an option and shall be responsible for reviewing the Bylaws and submitting amendments to the membership.
 - E. **NOMINATING COMMITTEE:** The Nominating Committee shall follow the outline in Article 5 – Section 3.
 - F. **SPECIAL COMMITTEES:** These Committees may be appointed by the President or the Board of Directors. Changes to Special Committees shall be in writing.

SECTION 10

Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

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 of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

The fiscal year of the Chamber of Commerce shall be January 1st to and including December 31st.

Section 4: Budget

As soon as possible after the election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) 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 31 by a public accountant. The audit shall be available to members of the Chamber within the offices of the Chamber.

Section 6: Bonding

SECTION 11 *Dissolution*

Section 1: Procedure

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 as defined in IRS Section 501 (c)(3).

SECTION 12 *Parliamentary Authority*

Section 1: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly revised, shall govern the Chamber of Commerce in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Chamber may adopt.

SECTION 13 *Amendments*

Provided that at least fourteen (14) days written notice is given of special intent to alter, amend, repeal or adopt new Bylaws; and provided there is a quorum of the Board membership in attendance at any meeting, changes to these Bylaws can be adopted by a majority of the Board members present.

SECTION 14 *Rules of Operation*

The Peoria Heights Chamber of Commerce or any of its committees or representatives shall not endorse or lend its name to any type of organizational solicitation provided that the Board of Directors shall not be restricted from commending individual acts of organizations or endorsing issues of public interest, unless directed by the members at a regular meeting where a quorum is present.