

# **PEORIA HEIGHTS CHAMBER OF COMMERCE**

## Constitution and Bylaws

### **ARTICLE 1 – Name**

Section 1: The name of this organization shall be the Peoria Heights Chamber of Commerce.

This organization is formed and functions as an association of businesses, individuals, governmental agencies, churches and schools located within the Peoria Heights Area or interested in being part of/networking with Peoria Heights businesses.

### **ARTICLE 2 – Objectives**

The purpose of the Peoria Heights Chamber of Commerce, organized as a general not-for-profit corporation, is to make Peoria Heights a better Village in which to live and to transact business.

Individual Objectives are:

1. To encourage, support and market businesses within Peoria Heights.
2. To promote the civic, economic and social welfare of Peoria Heights and vicinity.
3. To provide a voice for businesses in Peoria Heights.
4. To foster the economic stability of the businesses owned and operated in Peoria Heights.
5. To improve the climate for entrepreneurship and small and growing businesses at the local level through participation in the public policy making process.
6. To foster leadership by businesses within the Peoria Heights community.
7. To encourage business ownership within Peoria Heights.

### **ARTICLE 3 - Membership**

Section 1: Classifications

#### **CHAMBER OF COMMERCE MEMBERS:**

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; an 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; and an individual who was a member of the Chamber for at least five (5) years and has sold and/or divested their interest, or is no longer in their business. The Chamber of Commerce members may also include resident members.

#### **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.

Section 2:

Each Chamber of Commerce membership entitles the member to **one vote**.

Section 3:

All members shall be entitled to the Chamber banners, merchandise, advertising and other items at a discounted rate established by the Board of Directors.

Section 4: Approval of Members

An individual interested in membership shall submit a written and signed application on the form approved by Chamber's Board of Directors. Such individual shall become a member once approved by a majority vote of the Board, and payment of the required annual dues.

Section 5: Registration

Any member may resign by filing a written resignation to the Chamber Board. No portion of any dues paid shall be refunded to the resigned member; and member shall remain liable for accrued and unpaid charges.

Section 6: Termination

The Board of Directors may suspend, terminate or change the status of any member who no longer qualifies for active membership.

**ARTICLE 4 – Dues and Fees**

Section 1:

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:

The Board of Directors shall establish the dues structure. Any increase or change in member dues shall be approved by an affirmative vote of the Board of Directors.

Dues are based on number of employees. Annual dues shall be as follows:

- \$120 for non-profit members
- \$150 for 1-4 employees
- \$225 for 5-9 employees
- \$300 for 10+ employees
- Honorary members – no fee
- \$25 for Resident members

Section 3:

Any members who shall be 45 days behind in dues and receive at least two (2) written reminder notices, may upon the direction of the Board of Directors have his/her membership cancelled.

Section 4:

Any member may be suspended or expelled by a vote of three-fourths of those present at a regular meeting of the Board of Directors providing that a notice in writing shall be given to the member and opportunity given for a hearing of the charges before action shall be taken.

**ARTICLE 5 – Officers**

Section 1:

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: Duties of Officers and Past President

A. The President shall:

1. Be the principal officer of Chamber of Commerce.
2. Assist the Board in formulating and developing general programs for the Chamber.
3. Preside at all meetings of the Chamber and Board of Directors.
4. Appoint special committees.
5. Serve as ex-officio member of all committees except the nominating committee or appoint a board member to serve as his/her designee.

B. The President-elect shall:

1. Perform the duties of the President in the absence of the President.
2. Assume other duties as assigned by the President.
3. Succeed to the office of President upon the death, resignation or total permanent disability of the President.

C. The Secretary shall:

1. Be responsible for the recording of accurate minutes of all Chamber proceedings and meetings.
2. Retain all permanent records of the Chamber at the Chamber office.

D. The Treasurer shall:

1. 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.
2. Oversee the financial activities and records of the Chamber.
3. Ensure the chamber retains non-profit status.

E. The Past President shall:

1. Serve as an advisor to the President.
2. Be chair of the Nominating Committee.
3. The nomination Committee members will be approved by the Board of Directors.

### Section 3: 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 4: Removal

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.

## **ARTICLE 6 – 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:

The Chamber members will also have at least 2 members at large but no more than four (4) 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.

### Section 4: Board Meeting

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:

A quorum for transaction of business shall be a majority of the Board of Directors.

### Section 6: Compensation

Members of the Board of Directors shall not receive any compensation, as such, for their services. Nothing herein contains 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 7: 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.

## **ARTICLE 7 – General Membership Meetings**

### Section 1: Annual Meetings

There shall be an annual meeting of the membership in December.

### Section 2: Regular Meetings

Regular meetings of the members shall be held at a place designed by the Board of Directors.

### Section 3: Special Meetings

Special meetings of the members may be called by the 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.

### Section 4: Notice of Meetings

Written or printed notice stating the place, day and hour for meetings of members shall be distributed to each member entitled to vote at such meeting, not less than seven (7) days or more than fifty (50) days, before the date of such meeting. If it is a special meeting, the notice must state the officers or persons calling the meeting as well as the purpose of the meeting.

### 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 signed by fifty-one percent of the members entitled to vote.

### Section 6: Quorum

A quorum of the members present at a general membership meeting will constitute a quorum.

## **ARTICLE 8 – 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

There shall be the following standing committees: Marketing, Membership, Bylaws and Nominating. The duties of standing committees shall be established by standing rule. The duties of the standing committees shall be:

1. Marketing: the 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 Visitor's Bureau and other agencies as necessary.

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, 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.)

- Prioritize projects and set short and long term marketing goals
- Develop a budget with the approval of the Board to support the marketing plan
- Evaluate which marketing methods are most effective in communicating the Chamber's mission and goals
- 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.

1a. Events/Activities Committee: Serves as a subcommittee of the Marketing Committee due to close work relating to budget and expenses.

- 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.

2. Membership: 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.

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.

- Assist with membership contact
- Develop/revise Annual Membership Recruitment and Retention Plan
- Determine and implement methods to recognize and reward members
- Determine and implement methods to involve members in committees, programs and activities.

3. Bylaws: 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.

4. Nominating: The Nominating Committee shall follow the outline in Article 9 – Nominations and Elections.

#### Section 4: Special Committees

Special Committees may be appointed by the President or the Board of Directors. Changes to special committees shall be in writing.

### **ARTICLE 9 – Nominations and Elections**

#### Section 1: Nominating Committee

1. No less than ninety (90) days before December 1 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.
2. The Nominating Committee shall be responsible for the election and installation of officers.

#### Section 2: Nominations

The Nominating Committee shall present a minimum of one nominee for each office to be filled. Additional nominations may be made by petition with the procedure established by the Board of Directors.

#### Section 3: Elections

Ballots must be mailed to voting members in good stand no later than November 1.

1. Ballots returned by mail must be received by the Nominating Committee by November 30 and prior to the Annual Meeting.
2. A plurality vote of the ballots cast by the voting members shall elect.
3. No elected officer shall be eligible to serve more than two consecutive terms in the same office.
4. Officers shall assume their duties immediately following adjournment of the Annual Meeting.

#### Section 4: Term of Office

Each officer shall hold office for a period of two years, unless that person resigns or is removed, until a successor has been elected and duly installed.

#### Section 5: Board Members-at-large

Serve a two (2) year term and not more than two consecutive terms in the same position.

### **ARTICLE 10 – Fiscal Year**

#### Section 1: Fiscal Year

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

#### Section 2: Annual Report

An Annual Report will be made available to the membership at the Annual Meeting in December.

## **ARTICLE 11 – Parliamentary Authority**

### Section 1:

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.

## **ARTICLE 12 – Amendments**

### Section 1:

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.

## **ARTICLE 13 – Rules of Operation**

### Section 1:

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.

## **ARTICLE 14 – Dissolution**

### Section 1:

In the event that the Chamber is dissolved, any debts shall be paid and then any remaining assets shall be distributed to a charity selected by the Chamber Board.

Revised: November 2, 2011

Enacted: January 1, 2012

Revised: September 13, 2014

Approved/Enacted: October 8, 2014



