

**ST. JOSEPH CHAMBER OF COMMERCE  
BY-LAWS**

**ARTICLE 1  
NAME AND PURPOSE**

*Section 1. NAME*

This organization is incorporated under the laws of the State of Illinois and shall be known as the St. Joseph Chamber of Commerce Incorporated.

*Section 2. PURPOSE*

The St. Joseph Chamber of Commerce is organized to advance the general welfare and prosperity of St. Joseph so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

*Section 3. LIMITATION OF METHODS*

1. The St. Joseph Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit corporation as defined in section 501 (c)(6) of the Internal Revenue Code, as amended from time to time.

2. No Officer, Board Member or Committee Member shall make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving formal approval of the Board of Directors.

**ARTICLE 2  
MEMBERSHIP**

*Section 1. ELIGIBILITY*

Any reputable business firm, individual, association, corporation, partnership or estate having an interest in the above purpose shall be eligible to apply for membership.

*Section 2. ELECTION*

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The application shall be reviewed and voted upon at the next stated meeting of the Chamber. Any applicant so elected shall become a member upon payment of any dues as provided in Section 3 of Article 2.

*Section 3. DUES*

The yearly dues for Chamber of Commerce members shall be \$40 a year. All non-profit businesses yearly dues shall be \$25 a year so long as the business' status remains non-profit.

*Section 4. TERMINATION*

1. Any member may resign from the Chamber upon written request to the Board of Directors.

2. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

3. Any member may be expelled by a two-thirds vote of the Board of Directors, 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.

4. No resignation shall relieve the resigning member of the obligation to pay dues or other accrued unpaid charges.

*Section 5. VOTING PRIVILEGES OF MEMBERS*

Members of the Chamber in good standing are entitled to one vote.

*Section 6. EXERCISE OF PRIVILEGES*

Any firm, association, corporation, partnership or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscription

**ARTICLE 3  
MEETINGS**

*Section 1. ANNUAL MEETINGS*

The Annual Meeting of the Chamber association shall be held in April.

*Section 2. REGULAR MEETINGS*

Regular meetings of the Chamber of Commerce shall be in the months of January, March, May, July, September and November.

The Board of Directors shall meet as needed to deal with any business that arises. The Board shall meet in March for the purpose of voting on a **Citizen of the Year** to be announced at the Annual Meeting.

The Committee Meetings may be called at any time by the President or by the Committee Chairperson.

*Section 3. QUORUMS*

No minimum of members is required for a quorum. A simple majority of those present shall decide any vote.

*Section 4. NOTICES*

Meeting notices will be posted on the Chamber's web site and Facebook accounts. Minutes are available upon request.

## **ARTICLE 4 BOARD OF DIRECTORS**

### *Section 1. COMPOSITION OF THE BOARD*

The Board of Directors shall be composed of six (6) members, three (3) of whom shall be elected annually for a term of two (2) years, as hereinafter provided. Upon their election they shall meet, qualify and elect from their own number a President and Vice-President. The Treasurer shall be appointed by the Board. The Directors have the power to fill all vacancies on the Board.

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 2. SELECTION AND ELECTION OF DIRECTORS*

1. Nominating Committee. The nominating committee shall consist of the current president and vice-president.

The nominating committee shall present to the Chamber a slate of three (3) candidates to serve two-year terms. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Director's position.

2. Publicity of Nomination. The membership must be notified that openings for the Board are available for election.

3. Determination. If no other name is put forth, the nominations shall be closed and the nominated slate of three (3) candidates shall be declared elected by the Chamber.

### *Section 3: SEATING OF NEW DIRECTORS*

All newly elected Board members shall be seated at the regular March meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of March.

### *Section 4: VACANCIES*

Vacancies on the Board of Directors, or among the officers, shall be filled by appointment made by the President.

### *Section 5: 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. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

*Section 6: INDEMNIFICATION*

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former directors 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 or directors of the Chamber, except in relation to matters as to which such officer or director 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 7: ATTENDANCE POLICY*

The members of the Board of Directors shall attend the Bi-monthly meeting of the Chamber Board. Any member of the Board who misses more than 3 consecutive meetings shall be treated as a vacancy and replaced according to By-Laws.

**ARTICLE 5  
OFFICERS**

*Section 1. DUTIES OF OFFICERS*

1. President. The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership and board of directors. The President shall, with approval of the Board of Directors, appoint all committee chairpersons and committee members. The President is an Ex Officio member of all committees. The President will also act as the Secretary conducting the official correspondence, preserving all documents and communication, and maintaining an accurate record of the proceedings of the Chamber.

2. Vice President. The Vice President shall preside over the meetings in the absence of the President. In the event of the absence or disability of the President and the Vice President, a member of the Board shall be chosen to act temporarily.

3. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed according to a policy established by the Board of Directors. The Treasurer shall submit a financial statement at each regular meeting.

## **ARTICLE 6 COMMITTEES**

### *Section 1. APPOINTMENT*

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out the agenda of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent terms with the President, unless a different term is approved by the Board of Directors.

### *Section 2. DUTIES*

It shall be the function of committees to perform such duties as defined by the Board of Directors.

No action by any member, committee, director or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved by the Chamber.

Committees shall be discharged by the President when their work has been completed.

## **ARTICLE 7 FINANCES**

### *Section 1. FUNDS*

All money paid to the Chamber shall be placed in a general operating fund, unless specifically designated for another purpose by the Board.

### *Section 2. DISBURSEMENTS*

Upon approval of the Chamber, the Treasurer is authorized to make disbursements on accounts and expenses. Disbursements shall be by check unless otherwise authorized.

### *Section 3. FISCAL YEAR*

The fiscal year of the Chamber shall close on March 31.

### *Section 4. ANNUAL AUDIT*

The accounts of the Chamber shall be audited annually as of the close of the business by a Finance Committee appointed as stipulated above.

**ARTICLE 8  
PARLIAMENTARY PROCEDURES**

*Section 1. PARLIAMENTARY AUTHORITY*

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the Chamber.

**ARTICLE 9  
DISSOLUTION**

*Section 1.*

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).

**ARTICLE 10  
AMENDMENTS**

*Section 1. REVISIONS*

These bylaws may be amended or altered by a two-thirds (2/3) vote of a majority of the members at any regular or special meeting. Any proposed amendments or alterations shall be submitted in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

revised February 2018