



Constitution and By-Laws For The Greater Marion Area Chamber of Commerce

Article I - Name

Section 1. The name of this organization shall be the Greater Marion Area Chamber of Commerce (the Chamber).

Article II – Mission Statement

Section 1. The Greater Marion Area Chamber of Commerce is an organization of business and professional people working together to build a healthy economy and to improve the quality of life in our community.

The Chamber works with these objectives in mind:

- To help business/industry prosper and grow
- To increase job opportunities
- To contribute to the overall economic stability of the community
- To encourage an orderly expansion and development of all segments of the community
- To improve the quality of life of the community and surrounding area

We invite every business/industry and individual to join our organization and help make a difference in the community today for tomorrow and the future.

Article III - Membership

Section 1. Any reputable person, firm, association, corporation, partnership or estate may subscribe to membership in the Chamber. Any member may be removed from the membership by the affirmative vote of two-thirds (2/3) of the elected directors present at a meeting of the Board for conduct unbecoming a member, damaging the reputation of the Chamber or actions otherwise prejudicial to the mission of the Chamber. Such action by the Board shall be preceded by ten (10) calendar days' written notice to the member with the opportunity for a hearing before the Board. Any dues paid in advance shall be forfeited upon removal.

Section 2. Members may be present at any meeting of the Board of Directors and shall pay a membership fee at the rate determined by the Board of Directors. The membership fee shall be payable on an annual, quarterly or monthly basis. When a member shall be in default in payment of investment for a period of four (4) months from the mailing of said member's investment renewal notice, membership shall there upon be terminated. Notwithstanding the foregoing, a member shall not be considered in good standing if investment is not paid within 120 days of the receipt of renewal notice unless otherwise extended for good cause. The death, resignation, expulsion, dissolution or closure of a business shall terminate the member's membership and all rights incidental thereto with the exception of a business dissolution or closure which may transfer their membership to an individual status. There shall be no refund of fees or dues.





Section 3. Any person, firm, association, corporation, partnership or estate eligible to membership may acquire more than one membership by undertaking to pay the annual dues of each such membership, and may designate an individual to represent each such membership. Organizational membership shall be limited to ten (10) members.

Section 4. The number of voting members for each person, firm, association, corporation, partnership or estate in the Chamber is calculated by dividing their annual membership dues by 235 and rounding up to the next whole number.

Section 5. Any person, firm, association, corporation, partnership or estate holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber.

Section 6. Persons who do not own or operate a business may elect to become an Active or an Associate Member. An Associate Member must work for an Active Member of the Chamber. Associate Members are eligible to serve on Chamber Committees; however, in regular Chamber business, they are not eligible to hold office or to vote. The dues for an Associate Member shall be determined by the Board of Directors.

Section 7. Distinction in public affairs shall confer eligibility to honorary membership. Honorary Membership shall include all the privileges of Active Membership excluding the payment of dues and that of holding office. Honorary Membership may be extended to any person who has contributed to the community through membership in the Chamber. Election to Honorary Membership shall require the affirmative vote of the Board of Directors.

Section 8. Complimentary Memberships may be extended to certain civic organizations. The Board of Directors shall decide which organizations are offered complimentary membership. A Complimentary Membership shall include all the privileges of Active Membership except that of holding office.

Article IV - Meetings

Section 1. The Chairman, Officers or at least five (5) Directors may call a membership meeting whenever it may be considered necessary or desirable.

Section 2. The Board of Directors shall call a membership meeting upon petition and/or request by not less than ten percent (10%) of the regular members.

Section 3. The annual meeting of the Chamber will be held immediately after the end of the fiscal year, during the month of January. The date is to be determined by the Board of Directors.

Section 4. At all membership meetings, five percent (5%) of the Active Members in good standing shall constitute a quorum.

Section 5. Notification of both regular and special meetings shall be given to each member at least five days in advance of the day of the meeting.





Article V - The Board of Directors

Section 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of thirty (30) members plus the Executive Director. The Executive Director is an officer, but not a voting member of the Board of Directors. The board positions are to be elected for a term of three (3) years as hereinafter provided. The Chairman shall have the power to fill vacancies of the Board with the approval of the Board of Directors. Appointment shall be for the unexpired term of the member being replaced. The Mayor of the City of Marion (or his representative) is automatically an ex-officio, non-voting member of the Board of Directors. The Board may adopt rules for conducting the business of the Chamber.

Section 2. The Board of Directors shall be elected by ballot submitted to the membership of the Chamber.

Section 3. A nominating committee of not less than five (5) members shall have the duty of nominating from the members of the Chamber a minimum of one (1) candidate for each vacancy to be voted on for members of the Board of Directors. An announcement will be made at the October Membership Luncheon that the nomination process has started. Special consideration shall be given in selecting any Chamber members with more than 100 employees, if possible. Said committee shall file a list of the nominees recommended with the elected Secretary at least fifteen (15) days before the election. Possible nominations other than the ones recommended by the committee, may be made by any member via electronic or written communication to the Executive Director at least fifteen (15) days before the election. Elections will take place in November.

Section 4. The Executive Director shall send to all Active Members of the Chamber at least ten (10) days prior to election due date, a ballot containing names of the nominees. The election may be conducted by electronic means such as via email provided that notice of the election is sent to all members via regular mail as well. However, all voting by mail should include a special marked envelope.

Section 5. A number of nominees corresponding with the number of directors to be elected who receive the highest number of votes shall be declared elected. In the event of a tie vote, the said tie vote shall be resolved by a vote by the Board of Directors at the December meeting.

Section 6. The Nominating Committee shall serve as judges having supervision of the election, and such committee shall serve from the opening of the ballots until the result has been ascertained. Any person on the Nominating Committee and on the ballot for election to the Board of Directors is excused from counting ballots.

Section 7. The Board of Directors shall meet at regular periods, the time to be fixed by the Board. Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute waiver of notice of such meeting and a waiver of any and all objections to the place of meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 8. One-third of the members of the Board of Directors shall constitute a quorum at any Board meeting. A simple majority of such a quorum shall prevail on votes of the Board.





Section 9. Notwithstanding provisions above, there shall be an Executive Committee, composed of the Chamber Officers, to include the Chairman of the Board, immediate Past Chairman, 1st Vice Chairman, 2nd Vice Chairman, Secretary, Treasurer and Executive Director.

Section 10. Members of the Board are to make every effort to attend the Board Meetings. Any Board member who has three consecutive absences during the year may forfeit his or her membership on the Board. Any member of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of the Chamber would be served.

Section 11. After serving for 15 years or more on the Chamber's Board of Directors or having moved through the Chairs of the Chamber (i.e., Secretary, 2nd Vice Chairman, 1st Vice Chairman, Chairman and Immediate Past Chairman), the Board member may elect to be awarded the status of Director Emeritus. The Director Emeritus will be assigned to a special Chairman's Advisory Council and as such will not be eligible to run for the Board of Directors. The Chairman's Advisory Council will have no voting powers, will receive the minutes from the general Board meetings and notifications of Board functions, and be invited to the Board Retreats. The Director Emeritus must maintain an Active Membership in the Chamber to be eligible for this Council. Once the Active Membership ends for a Director Emeritus member, his/her term on the Council also ends.

Section 12. Should a Director change employment during their term and their new employment is not a Chamber member or they are not the designated voting member of that business, that Director shall have sixty (60) days to 1) resign their Board position, 2) become the voting member of their new employment or, 3) purchase an Individual Membership. If the Director does not complete one of the aforementioned choice, the Director's resignation shall be deemed to have been tendered.

Article VI - Officers

Section 1. The Board of Directors shall elect four (4) officers from among their membership and appoint one (1) treasurer. Officers shall be the Chairman of the Board, 1st Vice Chairman, 2nd Vice Chairman, Secretary and Treasurer. The Secretary position shall be determined by nominating committee and presented to Board of Directors for approval at December meeting. The Treasurer position shall be appointed by the Executive Committee for a term of two (2) years and presented to the Board of Directors for approval at the December meeting, prior to the expiration of their term. The Executive Board is made up of Chairman of the Board, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Past Chairman of the Board. The Executive Director is a member of the Executive Committee, but does not have voting authority. Other Board members may be asked to attend executive board meetings. The Executive Board has the authority to move on actions in the best interest of the Chamber in time of critical situations.

Any officer may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Board then in office at any regular meeting or special meeting of the Board whenever in their sole and exclusive judgment the best interests of the Chamber will be served thereby. A vacancy in the office of the President shall be filled by the Executive Vice-President, who will then only serve the remainder of the President's term. A vacancy in the office of Executive Vice-President, Treasurer or Secretary may be filled by the Chairman with ratification by the Board of Directors. A vacancy in the office of Immediate Past Chair will not be filled. An officer elected to fill an unexpired term shall be





elected for the unexpired term of such officer's predecessor in office unless otherwise stated in these Bylaws.

Section 2. The Board of Directors shall employ an Executive Director and determine compensation and terms of employment.

Section 3. The officers of the Chamber shall furnish a surety bond on such amount as the Board of Directors shall deem necessary, the cost to be paid by the Chamber.

Section 4. Duties

A. Chairman of the Board shall preside at all meetings of the Board of Directors and Executive Committee. The Chairman may call for a meeting of the Executive Board at his or her discretion. The Chairman of the Board shall, with advice and counsel of the Executive Committee and the Board of Directors, assign committee or divisional responsibilities to members of the Board, Executive Committee, and the membership at large. The Chairman shall fill vacancies to the Executive Committee and Board with ratification by the Board of Directors. The Chairman of the Board shall, with advice and counsel of the Executive Committee and the Executive Director, determine all committees needed to implement the annual business plan; select all committee chairmen and assist in the selection of committee personnel.

B. Immediate Past Chairman shall serve as full voting member of the Executive Committee and Board of Directors.

C. The 1st Vice Chairman acts as the presiding officer of the Chamber in the absence of the Chair and assists the Chair in all duties and responsibilities.

D. The 2nd Vice Chairman acts as the presiding officer of the Chamber in the absence of two officers: the Chairman and 1st Vice Chairman.

E. The Treasurer serves as Chair of the Finance Committee, which reviews the monthly financial statements, oversees the development of an annual budget and other financial recommendations to the Board of Directors.

F. The Secretary shall prepare notices, agendas, and minutes of all meetings. The Executive Director shall assist the Secretary.

G. The Executive Director shall be the chief administrative officer of the Chamber and shall serve as the Chamber's manager. The Executive Director shall serve as advisor to the Board and officers of the Chamber, will not be a voting member of the Board, Executive Committee, and all committees of the Board and advisory committees, shall be responsible for administration of the annual business plan in accordance with the policies and regulations of the Board, shall be the sole spokesperson for the Chamber in communications with the public except for specific areas assigned to others, shall assist in the preparation of an operating budget covering all activities of the Chamber, in conjunction with the Finance Committee and Treasurer, subject to approval of the Board, and shall be responsible for all expenditures within Board approved budget allocations. Subject to the powers of the Board, the Executive Director shall be responsible for hiring, discharging, directing and supervising all employees of the Chamber. The Executive Director shall assemble information and data for all reports directed by the annual business plan or by the Board. The Executive Director shall assist the Secretary of the Chamber in preparing notices, agendas, and minutes of all meetings, and shall assist the Treasurer of the Chamber in the preparation and maintenance of books and accounts. The Executive Director shall have such other powers and duties as the Board or Bylaws may prescribe.

Article VII - Committees

Section 1. Standing Committees





The Standing Committees (a committee that has duties all year) are: Marketing, Membership, Finance, and Legislative Affairs. The Finance Committee will have two (2) sub-committees: Audit Committee and Budget Committee. The Treasurer will serve as the committee chair for the Finance Committee. The Treasurer will participate in the budget sub-committee, but not the audit sub-committee. Additional committees may be appointed at the discretion of the Chairman, with approval of the Board of Directors. It will be the responsibility of the committees and task forces to attain program goals established by the Board of Directors. Committees and task forces may make policy recommendations to the Board of Directors. Those members present at a properly called meeting shall constitute a quorum which shall be required for official action to take place. A simple majority is needed to pass on an issue. Suggested duties for each of these committees shall be on file in the Chamber Office, except for committees appointed on an ad hoc basis.

Section 2. Special Committees and Task Forces

The Chairman, with approval of the Board of Directors, may create committees and task forces as needed or to organize special events. The Chairman shall appoint the chair of each committee and task force annually. All committee appointments must be reviewed and approved by the Board of Directors. It will be the responsibility of the committees and task forces to attain program goals established by the Board of Directors. Committees and task forces may make policy recommendations to the Board of Directors. Those members present at a properly called meeting shall constitute a quorum which shall be required for official action to take place. A simple majority is needed to pass on an issue. Suggested duties for each of these committees shall be on file in the Chamber Office, except for committees appointed on an ad hoc basis.

Section 3. Regional Economic Development Corporation (REDCO)

The Chamber's representative to the REDCO Board of Directors shall be the current Chairman or his/her designated appointee(s) from the Chamber Board of Directors. The yearly financial commitment to REDCO will be determined by and approved by the Chamber's Board of Directors.

Article VIII - Finances

Section 1. Funds - All money paid to the Chamber shall be placed in a general operating fund unless otherwise directed by the Board of Directors.

Section 2. Disbursements- Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All disbursements shall be made by check, as practically possible. All checks shall require the signature of a corporate officer. Checks in the amount of \$500 or more require two (2) signatures. Where expenditures are involved, budgets for each committee must be established and approved by the Board of Directors.

Section 3. Audit – The Audit Sub-Committee of the Finance Committee will conduct an internal audit as needed. An external, independent audit can be conducted upon the request of the Finance Committee, pending their findings during an internal audit. Upon the recommendation of the Finance Committee, the Board shall select an independent auditor and it shall be the duty of the auditor to examine and audit the books of the corporation and report its findings to the Finance Committee and Board.





Section 4. Budget - The Budget Sub-Committee of the Finance Committee shall budget for the ensuing calendar year and shall be approved at the December Board meeting or a prior meeting.

Section 5. The fiscal year shall be January 1 through December 31.

Section 6. Indemnification - In accordance with the Illinois General Not for Profit Corporation Act of 1986, Section 108.75, the Board of Directors shall have full power to indemnify any officer or Director of the Chamber against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding. Directors and Officers Liability insurance must be maintained for the organization in an amount to be determined annually by the Board of Directors during the budget process.

Article IX - Limitation of Methods

Section 1. The Chamber shall observe all local, state and federal laws which apply to a non-profit organization, as defined in Article 501 (c) (6) of the Internal Revenue Code.

Article X - Parliamentary Procedure

Section 1. The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order. A vote of the Board of Directors may be taken via electronic means (i.e. email) or conference calls. A simple majority is needed to pass on an issue. The printed replies from the email vote will be kept on file at the Chamber office until the next Board meeting where the Secretary will document votes for email and conference calls. Board members present at the meeting will verify the results.

Article XI – Dissolution

Section 1. The corporation may be dissolved by resolution adopted at any annual meeting or special meeting of the membership or by resolution adopted by affirmative vote of two-thirds (2/3) of the entire Board of Directors. Following the adoption of the Resolution for Dissolution, the affairs of the corporation shall be concluded in accordance with the provision of Illinois Statutes. In the event of dissolution, the Board of Directors shall dispose of all assets of the corporation remaining after the claims of creditors have been satisfied to corporations operating solely for similarly non-profit public purposes and which are qualified for exemption under 501 (c) (6) of the Internal Revenue Code of the United States, or to federal, state, county or city governments for public purposes.

Article XII - Amendments

Section 1. These by-laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting of the Chamber's Board of Directors, provided notice of the proposed change shall have been mailed/emailed or delivered to each Board Member and copies made available to all members not less than ten (10) days prior to such meetings. Chamber Members may comment on the Amendment(s) but only Board Members are entitled to vote.





Revised - February 2000
Revised - December 2003
Revised - February 2013
Revised - February 2014
Revised - May 2016

