



By-Laws

Adopted 08/16/2011

ARTICLE 1

NAME AND PURPOSE

Section I - NAME

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

Section II - PURPOSE

The Mokena Chamber of Commerce exists to advance the general welfare and the prosperity of the business community so that -its Members and Communities shall-prosper.

Section III - LIMITATION OF METHODS

- a) The Mokena 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.
- b) Any service required by a committee which necessitates a signed agreement or contract shall be endorsed solely by the President or, at his/her discretion, the President-Elect. President shall inform the Board of Directors of any binding contracts or agreements issued on behalf of the Chamber of Commerce.
- c) No officer, board member or committee member shall take 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 II

MEMBERSHIP

Section I - 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. Honorary Membership may be granted by the Board of Directors.

Section II - ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee shall review all applications and submit them to the board of directors with a recommendation, and shall extend a written invitation to prospective member to attend a regularly scheduled Board of Directors meeting. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section III - DUES

Membership dues shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Directors. Dues are payable as follows: All memberships prior to 2008 will be billed in October of the calendar year. All new members with the new member date of application after 2008 shall be billed for renewal according to their anniversary date.

Section IV - TERMINATION

- a) Any member may resign from the Chamber upon written request to the Board of Directors.
- b) Any member shall be restricted from chamber activities and events-for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause by the Board of Directors. The President shall provide notice of the restriction to the member in writing.
- c) 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.
- d) No resignation shall relieve the resigning member of the obligation to pay dues or other accrued unpaid charges.

Section V - VOTING PRIVILEGES OF MEMBERS

Members of the Chamber in good standing are entitled to one vote per membership. Absentee voting or voting by proxy is allowed, and all issues that are to be voted upon will come before the general membership will be published prior to the meeting that the vote will be taken.

Section VI - EXERCISE OF PRIVILEGES

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

ARTICLE III

MEETINGS

Section I – STATE OF THE CHAMBER ANNUAL MEETING

The State of the Chamber annual meeting shall be held mid-year as determined by the board of directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section II - ADDITIONAL MEETINGS

The President may call general meetings of the Chamber of Commerce at any time, or upon petition in writing of 10% of the members in good standing.

- a) Notice of special meetings shall be mailed or sent electronically to each member at least five (5) days prior to such meetings.
- b) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least three (3) days prior to said meeting.
- c) Committee meetings may be called at any time by the President, respective department Vice President, or by the committee's chairman.

Section III - QUORUMS

- a) At any duly called general meeting of the Chamber, 10% of the members shall constitute a quorum
- b) A majority of Directors present shall constitute a quorum of the board of directors.
- c) At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members at which time five (5) shall constitute a quorum.

Section IV - NOTICES

Written or printed notice stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than five (5) nor more than forty (40) days before the day of the meeting, either personally or by mail to each member entitled to vote at such meeting. Notice of all meetings of the board shall be given by mail, sent electronically or telephone to the directors at least three (3) days prior to the date of the meeting.

ARTICLE IV
BOARD OF DIRECTORS

Section I - COMPOSITION OF THE BOARD OF DIRECTORS

The board of directors shall be composed of thirteen (13 – 15) members consisting of: An executive Board which shall be elected yearly, and eight (8 – 10) Directors elected annually for a term of one year as hereinafter provided. Individuals are eligible to serve a maximum of three terms (or three years), excluding executive board terms. In addition to the above elected Directors, the outgoing President, by virtue of office held, shall continue to serve as a member of the Board of Directors , in an advisory position without voting privileges for one year following his term as President. The current President shall only vote in the case of a tie. 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 I (a) – TERMS OF OFFICE

The Board of Directors under these bylaws shall be for staggered terms as follows:

President*	1 year
President Elect*	1 year
First Vice President*	1 year
Treasurer*	1 year
Secretary*	1 year
Director	1 year
Director	1 year
Director	1 year
Director	1 year
Director	1 year
Director	1 year
Director	1 year
Director	1 year
Director	1 year***
Director	1 year***
Past President	1 year

*Officer and member of executive committee

*** - If needed

All elections held thereafter shall follow the same procedures as specified in Article IV, Section 2.

Section II - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section II (a) – Nominating Committee

- a) At the regular August board meeting, the President shall appoint, subject to approval by the Board of Directors, a nominating committee consisting of the immediate Past President as chairman, two members from the Board of Directors, and two from the membership at large.
- b) A call for nominations will be held at the October General Membership meeting via a formal notice in writing to the membership. Additional nominations must be received by the chamber office before November 1st. Officers must have served a minimum of one year on the Board of Directors prior to being eligible for election as an officer. If the nominating committee is unable to nominate an officer from the current Board of Directors, the committee can then select a candidate outside the Directors.
- c) There will be an election at the November General Membership meeting with all members in good standing eligible to vote.
- d) All directors will sign a letter of intent as to their participation as director. (See attached Addendum A)

Section II (b) - Election

- a) The election of Directors and President Elect, First Vice President, Secretary & Treasurer shall be at the November general membership meeting.
- b) The President position will automatically be filled by the President Elect from the previous term.
- c) The nominating committee shall serve as judges of the election.
- d) The election shall be determined by a plurality of the votes cast for each office.
- e) Should two or more candidates for the same office receive the same number of votes, an additional ballot shall be taken, listing only the names of the tied candidates.

Section III - SEATING OF NEW DIRECTORS

All newly elected board members shall be seated prior to December 31 of each year shall be participating members with full voting rights thereafter. Retiring directors shall continue to serve until such time as new directors are seated officially as above.

Section IV - VACANCIES

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors shall be asked to resign 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 appointment made by the President.

Section V - 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 (attached as Addendum D) and revised as necessary.

Section VI - 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 an Officer or Director 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.

Section VII - DUTIES OF OFFICERS See Addendum B

President

The president shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and executive committee. The president shall, with advice and counsel of President Elect, determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

In the absence of the President or in the event of her/his refusal or inability to act: the President Elect, in the order designated, shall perform the duties of the President, and when so acting shall have all the powers of and subject to all restrictions upon the President.

President Elect

The duties of the President-Elect shall be such as his/her title by general usage would indicate, and such as required by law, as well as those that may be assigned by the president and board of directors. He/she will also have under his/her immediate jurisdiction all committees pertaining to their general duties. The President Elect will automatically succeed the president at the end of his/her term.

The President Elect will serve as Chairman of the Audit Committee and is charged with the responsibility of arranging an internal or external audit of the prior year's financial operations as directed by the Board of Directors.

The President-Elect shall oversee and report to the Board status of activities pertaining to all internal committees. (see Addendum C).

First Vice President

The duties of the First Vice President shall be to oversee and report to the Board status of activities pertaining to all event committees (see Addendum C)

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 deliver all records, papers and property of the Chamber to his or her successor within 15 days following the swearing-in of his or her successor.

Secretary

The secretary shall 1) keep records of all meetings of the board of directors; 2) keep the general membership informed on matters as directed by the board 3) prepare notices, agendas and minutes of meetings; and 4) report annually on all matters handled by his or her office. The secretary shall deliver all records, papers and property of the Chamber to his or her successor within 15 days following the swearing-in of his or her successor.

Section VIII - EXECUTIVE COMMITTEE

- a) The executive committee shall act for and on behalf of the Board of Directors when the board is not in session, but shall be accountable to the board for its actions.
- b) The executive committee shall be composed of the President, President-Elect, First Vice President, Treasurer and Secretary.
- c) The President will serve as head of the executive committee.
- d) A quorum shall consist of a majority of those eligible to serve on the executive committee.

Section IX - INDEMNIFICATION OF OFFICERS

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

Section X - DIRECTORS

Each Director shall be a member of a committee for an event or activity. This will enable a committee report to the Board of Directors at all board meetings. This Director will be referred to as the director in charge.

Section XI – LIAISON APPOINTEES

The President shall seek appointment from the Village of Mokena for two members of the Board to serve as liaisons to the village, in the capacity of Economic Development Liaison and Community Affairs Commission Liaison. Such appointments shall be held by members of the Board of Directors, as appointed by the President.

Section XII- CHAMBER ADMINISTRATOR

The day-to-day operations of the Chamber shall be overseen by a paid Chamber Administrator. Administrator shall be subject all times to the supervision of the Board of Directors, but reporting directly to the President. Administrator's duties will be outlined by an addendum approved annually by the Board of Directors (Addendum B).

ARTICLE VI

COMMITTEES AND DIVISIONS

Section I - APPOINTMENT AND AUTHORITY

- a) The president, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The president may appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamber.
- b) Committee appointments shall be at the will and pleasure of the president and shall serve concurrent with the term of the appointing president, unless a different term is approved by the Board of Directors.
- c) It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the board.
- d) All committees shall report to the board through the Director in Charge.

Section II - LIMITATION OF AUTHORITY

- a) No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.
- b) Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinions of the Board of Directors, it is deemed wise to discontinue the committees.

ARTICLE VII

FINANCES

Section I - 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 II - 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. Any disbursements shall adhere to the Chamber's Finance and Purchasing policies as approved by the Board of Directors. Any expenses that will cause an overrun of budget shall receive approval of the Finance Committee prior to disbursements being made.

Section III - FISCAL YEAR

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

Section IV - BUDGET

As soon as possible after 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 V - ANNUAL AUDIT

The accounts of the Chamber shall be audited annually as of the close of the business by either an internal audit committee or a certified accountant to be decided by the board. The President-Elect shall serve as Chairman of this Committee. The annual audit shall be completed by the end of the first Quarter of the new Fiscal Year.

ARTICLE VIII

PARLIAMENTARY PROCEDURES AND SEAL

Section I - 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.

Section II - SEAL

The Chamber may use a seal of such design as may be adopted by the board of directors.

ARTICLE IX
DISSOLUTION

Section I – DISTRIBUTION OF FUNDS

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, scientific or philanthropic organizations to be selected by the board of directors as defined in IRS Section 501 (c) (3).

ARTICLE X
AMENDMENTS

Section I: REVISIONS

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

Addendum A

Proposed Board Members

Dear xxxxxxxx,

The current Board of the Mokena Chamber of Commerce has requested that I send this letter to you, a proposed member of the Board for the year ending December 31, \, in order to communicate the general expectations of a Board member under the Chamber's By-Laws and obtain your acceptance of these expectations.

Per the Mokena Chamber's By Laws and the operating policies of the Board, the following are expectations of a Board Member:

- Attend all Chamber Board Meetings possible.
- Attend all Executive Committee meetings (if Board officer).
- Be absent for no more than three Board Meetings during a calendar year
- Be prompt, prepared, and positive at all meetings.
- If unable to attend a meeting, provide advance notice to the Chamber President or his/her designee.
- Participate, through planning and attendance, in all Chamber functions and events possible.
- Take a leadership role in at least one Chamber function or event.
- Be alert for community opportunities to advance the mission of the Chamber.
- Be alert and take action on membership growth opportunities.

Please indicate your understanding of and agreement with these expectations by signing and returning this letter to the attention of _____President. Once this has been received your inclusion on the proposed slate of Directors will be complete and the slate will be set for the Election Meeting of November _____.

Sincerely,

Immediate Past President
Nominations Committee Chair

Signed in acceptance by:

Name

Date

Addendum B

Chamber Committees

- Organizational
 - Executive Committee (President, President-elect, First Vice President, Treasurer, Secretary and Immediate Past President (non-voting))
 - Ambassador / Membership Committee
 - Finance Committee
 - Public Relations / Promotion Committee
 - Government Relations Committee
- Event
 - Inaugural Committee
 - Banner Committee
 - Food & Wine Festival Committee
 - Golf Outing Committee
 - Parade Committee
 - Business Expo Committee
 - Christmas Fest Committee

Expectations of Board Members

- Participate in at least one Organizational Committee.
- Participate in at least two Event Committees.
- Be prompt, prepared and positive at all meetings.
- If unable to attend a meeting, provide advance notice to Executive Director. (A proxy (non-voting) can attend in a Board Member's absence.)
- Be alert for opportunities to advance the purpose of the Chamber in our communities.

Expectations of Treasurer (relative to the Board)

- Chair Finance Committee
- Safeguard Chamber funds and assure proper investment and disbursement
- Prepare Annual Budget for review of Executive Committee
- Coordinate timely review of monthly financial information with Executive Director
- Prepare and Present Treasurer's Report at Board Meetings
- Service as Chairman of Budget and Finance Committee.

Expectations of Secretary (relative to the Board)

- Maintain accurate and timely record of Board meeting minutes.
- Coordinate completion of Meeting minutes with Executive Director

Expectations of Administrator (relative to the Board)

- Participate in all Organizational Committees
- Work directly with the Membership Committee on a New Member Solicitation Program
- Prepare draft Agenda for all Board Meetings for review with President
- Distribute Board Meeting materials, including Agenda, minutes, financial and other relevant information prior to Board meeting
- Coordinate completion of Meeting minutes with Secretary

- Coordinate review of monthly financial information with Treasurer
- Present Administrator's report at Board meetings
- Serve as a liaison for the Board with all Event Committees (does not mean that attendance at all Committee meetings is required)

Expectations of All Committees (relative to Board)

- Appoint Chair and co-Chair with approval of the board
- Chair(s): attend Chair Orientation Mtg to be held according to board
- Recruit Committee members
- Keep reasonable record of meetings
- Chair, co-chair or designate provide report at Board Meeting (when applicable relative to the timing of the Committee's function)
- Provide Board with timely budget and on-going finance reporting
- If event Chair, provide written recap of event, including a detailed listing of all income and expenses.

Expectations of Internal Committees

Public Relations / Promotion Committee

- Coordinate Chamber public relations program to advance membership, community awareness and event participation
- Assist Chamber Administrator in PR campaigns
- Report to the Board on PR Program ideas and results

Government Relations Committee

- Participate in Village Inter-governmental Council
- Monitor key issues and report to the Board
- Maintain positive, productive relationship with local governmental bodies
- Evaluate ways the Chamber can positively impact issues ("make-a-difference" issues) important to our members

Finance Committee

- Prepare Annual Budget
- Review Dues and Fees structure
- Monitor payroll status, withholding and regulatory filings
- Meet Quarterly to review financial status

Ambassador

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- Greet all members at events and introduce new members
- Hold three "new member breakfasts"
- Coordinate the Member Plaque program
- Coordinate a Member Orientation Program.
- Make contact with new members as appropriate.

Education Committee

- Coordinate member education program
- Secure any and all speakers and corporate sponsors for Business Education Series

Programs Committee

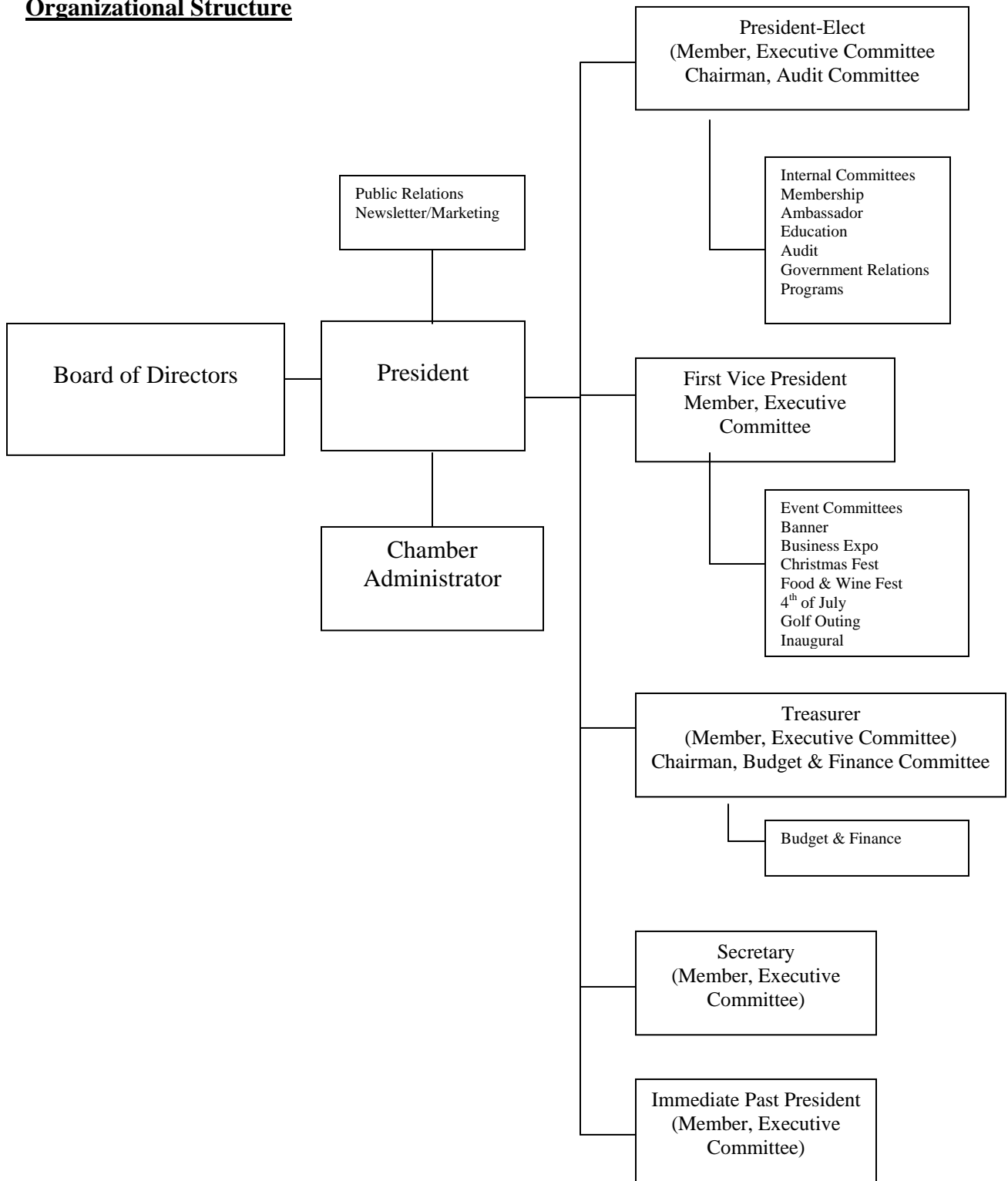
- Establish the Annual Membership Outreach Calendar, to include the following:
 - Monthly Membership Meetings
 - Monthly Education Series Meetings
 - Business After Hours Events
- Create, update and/or revise policies for Business After Hours Events and Ribbon Cutting Ceremonies.
- Secure speakers/sponsors and develop programs for monthly membership meetings
- Work with Chamber Administrator to coordinate facility reservations, a/v equipment requirements, and refreshments.

Expectations of Event Committees

- Establish Event Budget at least 60 days prior to event and submit to Treasurer for Approval.
- Communicate dates of committee meetings to Administrator.
- Work with Administrator to secure all necessary bids
- Advise administrator of any purchases made or work ordered in which the Chamber will assume financial responsibility.
- Communicate pertinent information relative to event to Administrator to assure that accurate information is posted to the Chamber Website, newspaper articles, etc.
- Upon completion of event, prepare a final budget – to – actual summary of income and expenses.
- Upon completion of event, submit copies of all organizational notes, agendas, meeting minutes, quotes, etc. to Chamber Administrator for archival in the Chamber Office.

Addendum C

Organizational Structure



Addendum D - Policies & Procedures