



## Darien Chamber of Commerce By-Laws

These By-Laws are to be approved by the Board of Directors on August 2, 2011 at the regularly scheduled Board meeting. These By-Laws are expected to be ratified by the Darien Chamber of Commerce Members at the regularly scheduled General Membership Meeting.

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## **ARTICLE I – NAME**

### **Section 1 Name**

This organization is incorporated under the laws of the State of Illinois and is known as the Darien Chamber of Commerce (hereinafter the “Chamber”). It shall have and continuously maintain in the state of Illinois a registered agent and office as the Board of Directors may from time to time determine.

## **ARTICLE II – PURPOSE AND OBJECTIVES**

The purpose and objectives of the organization as expressed in its “Mission Statement” are:

The purpose of the Darien Chamber of Commerce is to promote local member businesses and organizations.

The mission of the Darien Chamber of Commerce is to work proactively with all community leaders to enhance the vitality and prosperity of the businesses, citizens, schools, government, emergency services and organizations of Darien.

The Chamber shall be nonpolitical in policy and shall take no active part nor lend its influence to the election or appointment of any political candidate. This does not prohibit political talks before the Chamber to convey information to members on issues at hand.

## **ARTICLE III – MEMBERSHIP**

### **Section 1 Eligibility For Membership**

Any business, association or organization subscribing to the purpose/mission of the Darien Chamber of Commerce shall be eligible for membership.

### **Section 2 Application and Membership**

All applications for membership shall be completed utilizing the form(s) as approved by the Board of Directors. Election to membership shall require the approval of the Board of Directors. The Chamber reserves the right to deny membership or cancel membership if the Board, upon a majority vote of Directors, determines in its sole discretion that a member poses a challenge to the Chamber achieving its mission or is believed to be incongruent with the values of the Chamber. All members will pay annual dues in an amount set each year by the Board of Directors. Non-payment of dues will result in membership termination and loss of all member benefits.

### **Section 3 Termination of Membership**

- 1) Any member may resign from the Chamber upon written request to the Board of Directors.
- 2) Any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled Board of Directors meeting thereof for cause.
- 3) Members terminated by non-payment of dues may be re-instated upon re-application and payment of membership dues.

**Section 4        Dues**

The Board of Directors may determine from time to time the amount of annual dues payable to the Chamber by its members.

**ARTICLE IV – GENERAL MEMBERSHIP MEETINGS**

**Section 1        General Membership Meetings**

The Chamber shall hold a regular general monthly membership meeting, the time and place to be determined by the Board of Directors. Such meetings will be open to the general membership and/or any other organization or individuals to which notice is directed.

**Section 2        Emergency Meetings**

Special or emergency meetings may be called upon twenty-four (24) hours written notice at the discretion of the President to inform members on matters of importance or current interest.

**ARTICLE V – DIRECTORS & BOARD MEETINGS**

**Section 1        Duties and Authority**

The government of the Chamber, the direction of its policies and objectives, and the control of its property and finance shall be vested in the Board of Directors.

**Section 2        Composition**

The Board of Directors shall consist of up to fifteen (15) members who shall be elected from the roster of members in good standing. The Board may from time to time increase or reduce the number of Directors in its discretion as it deems advisable. Approval of any new Director's seat(s) or reduction in the number of Directors shall be made by the Board of Directors and selection of members to fill those vacancies shall be made at a regular Board meeting.

**Section 3        Term of Office**

Each Director shall serve for a two-year term and those terms shall be staggered so that no more than half plus one of the current Board seats are elected in any one-year. Likewise, the Chair shall serve for a two-year term. Directors shall serve no more than three consecutive terms.

**Section 4        Election of Board**

The Board of Directors shall be elected at any regular Board of Directors meeting by majority vote upon the end of a Directors term, resignation or removal. The Executive Committee (defined in a subsequent provision) shall act as a Nominating Committee. The Nominating Committee shall attempt to select the best-qualified members and obtain their agreement to serve as Directors, if elected.

**Section 5 Vacancies**

Directors missing four board meetings in a year's time will be appointed an advisory position and a new director will be appointed to fill the opening.

Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors at a regular monthly board meeting. Directors may be removed for cause at any time at any regular board meeting upon a majority vote of the entire Board of Directors.

**Section 6 Board Meetings – Quorum**

Board of Directors meetings will be held each calendar month of the year as the Board determines. All meetings of the Board shall be conducted in accordance with parliamentary procedures as outline in the most current edition of Roberts Rules of Order. A majority of the then serving Directors must be present to constitute a quorum.

**Section 7 Advisors**

The Board of Directors may appoint non-voting advisors to the Board who shall serve at the pleasure of the Board of Directors to serve a one-year term. Special advisors could be appointed on an as needed basis.

**ARTICLE VI – OFFICERS**

**Section 1 Officers**

The Board of Directors shall, at its next meeting succeeding election of the Directors, elect from among its membership and by majority vote, a Chair, Vice Chair, Treasurer and Secretary to serve for a two-year term.

**Section 2 Executive Committee**

The elected Officers of the Chamber, Chair, Vice Chair, Treasurer and Secretary, shall be collectively known as the Executive Committee. The Executive Committee's duties include, but are not limited to:

- a) Day-to-day administrative decisions that do not require full Board approval
- b) The interview and hiring of Chamber Staff, as necessary.
- c) Recruiting and Nominating Committee for new Directors or Officers, to fill any vacancies that occur

**Section 3 Duties of Officers**

- 1) Chair – Shall serve as executive head of the Chamber of Commerce and preside at all meetings of the membership and Board of Directors. The Chair may sign with any other officer of the Chamber authorized by the Board of Directors any instruments which the Board of Directors has authorized to be executed. The Chair shall provide leadership to the Board of Directors and perform any duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

- 2) Vice Chair – Shall, in the absence of the Chair, assume all duties of the Chair, until which time the Chair resumes duties or a successor is named. The Vice Chair shall have the authority to sign as a Corporate Officer, where required by Law and shall perform such other duties as from time to time may be assigned by the Chair or Board of Directors.
- 3) Treasurer – Shall keep track of income and expenses, prepare financial reports, and prepare an annual budget.
- 4) Secretary – The Secretary, in the absence of the Chair and Vice Chair, shall assume all duties of the Chair, until which time the Chair or Vice Chair resumes duties or a successor is named. The Secretary shall have the authority to sign as Corporate Secretary, where required by Law and shall perform such other duties as from time to time may be assigned by the Chair or Board of Directors.
- 5) Immediate Past Chair – The Immediate Past Chair shall sit as an advisor to the Executive Committee for the purpose of continuity. The Immediate Past Chair will not be elected as a member of the Executive Committee and will have no voting authority on the Executive Committee.

#### **Section 4      Removal of Officers**

All Officers of the Chamber of Commerce serve at the pleasure of the Board of Directors. The Board of Directors may remove any officer by a majority vote of the entire Board of Directors whenever in its judgment the best interest of the Chamber would be served.

#### **Section 5      Staff Positions**

President and CEO - The Board of Directors may employ a paid President and CEO. Salary and other consideration and terms of employment of the President and CEO shall be recommended and approved by the Board of Directors. It is the duty of the President and CEO to handle all necessary day-to-day management and administrative functions of the Chamber office and carry out the directives of the Board of Directors and Chair. The President and CEO shall serve as advisor to the Chair and shall assemble information and data and cause to be prepared special and financial reports as directed by the Board of Directors. The President and CEO shall cause to be prepared notices and minutes of meetings of the Board.

### **ARTICLE VII – COMMITTEES**

#### **Section 1      Committees**

Standing committees shall include the following:

- 1) Membership/Ambassador
- 2) Programs/Education
- 3) Communication/Marketing
- 4) Client Appreciation Event
- 5) Darien Dash
- 6) DarienFest
- 7) Golf Outing
- 8) Directory
- 9) By-Laws/Policy
- 10) Nominating

The duties and responsibilities of each committee shall be set by the Board of Directors. Additional committees shall be created by the Chair with the advice and consent of the Board of Directors. When work of special committees has been completed and its reports accepted by the Board of Directors, or function deemed wise to discontinue, the committee non enumerated herein shall be dissolved.

## **Section 2      Committee Membership**

Chairpersons of all standing and special committees shall be named by the Chair with the advice and consent of the Board of Directors.

## **Section 3      Limitations of Authority**

No committee, nor any of its representatives, shall contract any debts in its behalf, which shall in any manner render the Chamber liable for payment of any sum of money, unless such expenditures had been specifically approved by the Board.

No committee shall take or make any formal action or resolution or in any way commit the Chamber on a question of policy without first receiving approval of the Board of Directors.

The Board of Directors shall define and authorize the powers and duties of all standing and special committees.

When work of special committees has been completed and its reports accepted by the Board of Directors, or function deemed wise to discontinue, the committees shall be dissolved.

## **ARTICLE VIII – FINANCES**

### **Section 1      Use of Funds**

All monies received by the Chamber from any source, such as annual dues, fund raising activities and the like, shall be placed in a general fund to pay for the general operating expenses of the Chamber. Some of the general funds may be set aside and earmarked for future fund raising events and/or to provide a contingency reserve fund. Monies from one account may be transferred to another account with the approval of two or more Officers and/or Directors.

### **Section 2      Disbursements**

All disbursements shall be by way of check or debit card with proper receipts of disbursement. All checks are to be executed by the Chamber Administrator or the Treasurer.

### **Section 3      Annual Financial Statements and Tax Returns**

The President and CEO or Treasurer shall prepare and submit annual financial statements to the Board of Directors for approval. The Board shall employ an accountant or tax preparer to file any and required federal and state income tax returns and state not-for-profit registrations. Upon review and approval by the Board, annual financial statements shall be distributed or available for review by all general members.

### **Section 4      Insurance**

The Chamber may purchase and maintain general liability insurance, insurance for specific fund raising events, such as DarienFest and insurance on behalf of any person who is or was a director, officer, employee or agent of the Darien Chamber of Commerce.

**Section 5      Fiscal Year**

The fiscal year of the Darien Chamber of Commerce shall begin on the first day of January and continue through the last day of December.

**ARTICLE IX – AMENDMENTS TO BY-LAWS**

These By-Laws may be amended, altered or revoked by a two-thirds vote of the entire Board of Directors subject to ratification by a majority of general members who are in attendance at a regularly scheduled General Membership Meeting. Any proposed amendment or alteration shall be submitted to the Board of Directors in writing prior to a Board meeting preceding the regular general membership meeting at which the proposed amendments will first be made available.

**ARTICLE X – INDEMNIFICATION**

The Chamber shall indemnify all of its Directors or former directors, officers and former officers 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 directors or officers of the Chamber, except in relation to matters as to which such director or officer shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty and to such matters as shall be settled by good faith agreement predicated on the existence of such liability for misconduct. The Chamber may maintain Directors and Officer Insurance to mitigate any such damages.

**ARTICLE XI – DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operate exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operate exclusively for such purposes.