



*Preserving the Past,  
Building the Future*

# BY-LAWS

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## ARTICLE I GENERAL

### **Section 1: NAME**

This organization is incorporated under the laws of the State of Illinois and shall be known as the **MAHOMET AREA CHAMBER OF COMMERCE, INC.**

### **Section 2: PURPOSE**

The Mahomet Area Chamber of Commerce will work collectively to understand members' needs and utilize the following guiding principles to benefit them.

#### **Guiding Principles**

- We shall work to create a better understanding and appreciation of the business community and a concern for their issues.
- We shall work to keep the business community informed and to represent them in village, county, state and national legislative and political affairs.
- We shall work to prevent, address or correct controversies that are detrimental to the expansion and growth of businesses in the area.
- We shall work to promote economic programs designed to strengthen and expand the income potential of all businesses within the area.
- We shall promote programs of civic, social and cultural nature that are designed to increase the functional and aesthetic values of the community.

#### **Vision**

The Mahomet Area Chamber of Commerce serves as the voice of the business community.

### **Section 3: AREA**

The Mahomet economic region shall include the entire Mahomet area, including but not limited to Mahomet, Mansfield, Seymour, and Bondville.

### **Section 4: LIMITATIONS OF METHOD**

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

## ARTICLE II MEMBERSHIP

### **Section 1: ELIGIBILITY**

Any reputable person, firm, association, corporation, partnership or estate having an interest in the general welfare of the Mahomet area and in the guiding principles of this chamber shall be eligible for membership to the Mahomet Area Chamber of Commerce.

### **Section 2: 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 at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled membership dues as provided in Section 3 of Article II.

### **Section 3: MEMBERSHIP DUES**

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance. A renewal notice will be mailed 30 days in advance of the anniversary date and due by the renewal date.

### **Section 4: TERMINATION**

Any member may resign from the Chamber upon written notice to the Board of Directors. Any member shall be removed by the Board of Directors by a two-thirds (2/3) vote for non-payment of membership dues after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by a two-thirds (2/3) 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.

### **Section 5: VOTING**

Each member of the Chamber in good standing shall be entitled to cast one vote in any election or referendum of the membership. Each member "firm, association, partnership or Corporation" having multiple members shall cast one vote per representative but no more than four (4) votes total.

### **Section 6: EXERCISE OF PRIVILEGES**

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals who the holder desires to exercise the privileges of membership covered by its dues and shall have the right to change its membership nomination upon written notice.

**Section 7: ORIENTATION**

At regular intervals, orientation on the guiding principles and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairpersons, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's policy and procedures manual.

**ARTICLE III**  
**MEETINGS**

**Section 1: ANNUAL MEETINGS**

The January meeting shall serve as the annual meeting of the Chamber. Should this meeting be held on a date other than the regularly scheduled meeting date, notice thereof shall be made to each member at least fourteen (14) calendar days prior to said meeting.

**Section 2: DIRECTORS MEETINGS**

The Board of Directors shall meet monthly. A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors during the calendar year shall automatically be dropped from membership on the Board unless confirmed illness or other absence is approved by majority vote of those voting at any meeting thereof.

**Section 3: SPECIAL MEETINGS**

Upon written petition to the Chairman of the Board of Directors signed by not less than ten (10) percent of the members in good standing, a special meeting of the membership shall be called and held at a time and place as stated in the petition and notice thereof made to each member at least (14) calendar days prior to said meeting.

**Section 4: GENERAL MEMBERSHIP MEETINGS**

The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

**Section 5: QUORUMS**

1. **Membership:** Five (5) percent of members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber to which the entire membership has been duly notified.
2. **Board of Directors:** At all meetings of the Board of Directors, fifty (50) percent shall constitute a quorum.
3. **Committees:** At all committee meetings a majority shall constitute a quorum, except that when a committee consists of (11) members or more, then six (6) shall constitute a quorum.

Article IV  
**BOARD OF DIRECTORS**

**Section 1: COMPOSITION AND DIRECTION OF THE BOARD**

1. **Composition.** The Mahomet Area Chamber Board of Directors shall be composed of eleven (11) members. Three directors shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. The board will elect from its numbers a Chairman, Vice Chairman, Treasurer, and Secretary. In addition, the Board may elect to hire or appoint a non-voting position of Executive President. The immediate past Chairman and Executive President shall automatically serve as members of the board. The Board of Directors shall fill vacancies on the Board, or among the officers, by a majority vote.
2. **Direction.** The government and policy-making responsibilities of the Mahomet Area 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.** At the regular August Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber, of which three shall be non-board members. The Chairman of the Board shall designate the chairman of the committee.

Prior to the September Board of Directors meeting, this committee shall meet to select three (3) candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Board members who have served two (2) consecutive three-year terms are not eligible for election for a third term; however, exceptions may be made through action by the majority of the Board.. A period of one (1) year must elapse before eligibility is restored. The committee will present the slate of nominees to the Chairman of the Board and Executive President which will then be presented to the Board of Directors at its regular September Board meeting.

2. **Publicity of Nominations.** Upon receipt of the report of the Nomination Committee, the Chairman of the Board and the Executive President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.
3. **Nomination by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signature of at least ten (10) qualified members of the Mahomet Area Chamber. Such petition shall be filed with the Nominating Committee within fourteen (14) calendar days after the notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

4. **Determination.** If no petition is filed within the designated period, the nomination shall be closed and the slate of three (3) candidates shall be declared elected by the Board of Directors at their regular October Board meeting.

If a legal petition is filed within the designated period, the nominations shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three (3) candidates only. The Chairman of the Board and the Executive President shall mail this ballot to all active members at least 15 days before the regular October Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its regular October Board meeting declare the three (3) candidates with the greatest number of votes elected.

5. **Judges.** The Chairman of the Board may appoint, subject to the approval of the Board of Directors, three (3) judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including auditing of the ballots. They shall report the results of the election to the Board of Directors.
6. **Seating of New Directors.** All newly elected and appointed Board members shall be seated at the regular November Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.
7. **Vacancies.** A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confirmed illness or other absence is approved by majority vote of the Board of Directors thereof. The Board of Directors shall fill vacancies on the Board of Directors, or among the officers, by majority vote.
8. **Policy.** (Statement of position on issues.) The Board of Directors is responsible for establishing procedure and formulating policy of the organization consistent with the Chamber purpose statement and guiding principles. It is also responsible for adopting all policies of the organization and providing orientation on the chamber policies and procedures. Chamber policy and procedure manuals and orientation material shall be reviewed annually and revised as necessary.
9. **Management.** The Board of Directors shall assign duties for its Executive President and any other compensated positions and monitor the fulfillment of such, including representation of the Mahomet Area Chamber.

**10. Indemnification.** The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees 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, directors, or employees of the Chamber, except in relation to matters as to which such individuals 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.

**In Accordance with the MACC Policy and Procedures Manual  
Time Schedule for Single Slate Elections and Orientation of Officers and Directors**

<b>August Board Meeting</b>	Chairman of the Board appoints Nominating Committee with Board's approval. See Article IV, Section 2.
<b>September Board Meeting</b>	Board is presented the Nominating Committee's slate of candidates. General membership is notified of names of candidates and right of petition by mail.
<b>October Board Meeting</b>	Board holds election for directors; discusses budget for the new year.
<b>November Board Meeting</b>	Board welcomes new members and elects new officers; plans new program of work and proposes budget for the new year.
<b>December Board Meeting</b>	Orientation of new officers and directors; appointment and orientation of new committee chairmen, committee members and other action groups; approve budget for the new year.
<b>January 1st</b>	New officers and Board of Directors take office. Committees and other action groups begin work.

**ARTICLE V  
OFFICERS**

**Section 1: DETERMINATION OF OFFICERS**

The Board of Directors (new and retiring directors) at its regular November meeting shall reorganize for the coming year. At this meeting the Board shall elect a Chairman, Vice Chairman, Treasurer, and Secretary. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the board. The directors may

choose to employ an Executive President if deemed desirable. If an Executive President is hired, the Board of Directors shall determine compensation. The Executive President is a non-voting, advisory position. The Voting Board of Director positions are non-compensated positions.

**Section 2: DUTIES OF OFFICERS**

- 1. Chairman of the Board.** The Chairman shall serve as chief elected officer of the Mahomet Area Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman of the Board shall, with advice and counsel of the Executive President, and approval of the board, appoint all committees and their chairmen. The Chairman of the Board will be responsible for directing and supervising the appointed committees towards fulfillment of the Chamber's purpose and guiding principles. The Chairman of the Board shall maintain general supervision of the business affairs of the chamber. The Chairman of the Board at the end of his term of office will remain on the Board of Directors for one (1) year, acting as a consultant to the newly elected Chairman.
- 2. Vice Chairman.** The Vice Chairman will serve as Chairman Elect. The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman. The duties of the Vice Chairman shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board of Directors. The Vice Chairman is responsible for monitoring the work of the chamber and its representatives at all times being alert to assure that the activities of the chamber or its representatives are directed towards achieving business and community needs as outlined in the Chamber's guiding principles. In the absence of both the Chairman of the Board and the Vice Chairman, the Board of Directors shall elect a Chairman Pro Tem.
- 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 by any two officers of the Executive Committee. Bills to be paid should be presented at each regular Board meeting to be approved by the Board of Directors for payment. The Treasurer shall cause a monthly financial report and a report of the year's work at the close of the fiscal year to be made for the Board. The Board may hire an Executive Treasurer to serve in this position or under the direction of the elected Treasurer. The Board may choose whether to combine the Secretary and Treasurer as one position.
- 4. Secretary.** The Secretary shall conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Mahomet Area Chamber, the Board of Directors and all committees. The Secretary shall cause a written report of the year's accomplishments to be made at the close of the fiscal year. This individual shall perform such duties as may be incident to the office, subject to the direction of the



Board of Directors. The Board may hire an Executive Secretary to serve in this position or under the direction of the elected Secretary. The Board may choose whether to combine the Secretary and Treasurer as one position.

5. **Executive President.** The position of Executive President may be a compensated position approved by the Board of Directors. The Executive President shall be the chief administrative and executive officer. The Executive President shall serve at the direction of the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board. The Executive President shall serve as advisor to the Chairman of the Board and appointed committees, and shall assemble information and data and cause to be prepared special reports as directed by the Chairman of the Board or any appointed committee chairman. The Executive President with the assistance of the Vice Chairman shall be responsible for monitoring the work of the chamber and its representatives, at all times being alert to assure that the activities of the chamber or its representatives are directed towards achieving business and community needs as outlined in the Chamber's purpose statement and guiding principles. With the cooperation of the Budget Committee, the Executive President shall be responsible for the preparation of an operational budget covering all activities of the chamber, subject to approval of the Board of Directors. The Executive President shall also be responsible for all expenditures with approved budget allocations. The Executive President shall be a non-voting member of the Board of Directors, the Executive Committee and all other appointed committees. The position will be a contract for service position and will not be an employee of the Mahomet Area Chamber. The Board of Directors will duly review the Executive President's contract prior to the year-end.
6. **Executive Committee.** 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 of Directors for its actions. It shall be composed of the Chairman of the Board, Past Chairman, Vice Chairman, Treasurer, Secretary, and the Executive President. The Chairman of the Board will serve as the chairman of the Executive Committee.
7. **Ex Officio Members.** The Board of Directors shall include the following two *ex officio* members:
  - a. A representative of the Village of Mahomet Administration Office shall serve on the Chamber Board of Directors as an *ex officio* member. This position will be appointed jointly by the Village and the Chamber Board.
  - b. A representative of the Mahomet-Seymour School District Central Office shall serve on the Chamber Board of Directors an *ex officio* member. This position will be appointed jointly by the School District and the Chamber Board.

All *ex officio* members will be non-voting members; however *ex officio* members may raise motions, second motions, and have equal time in discussion. *Ex officio* members may not serve as Board officers.

- 8. Indemnification.** 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, Part 10 of these Bylaws.

## ARTICLE VI COMMITTEES AND DIVISIONS

### **Section 1: APPOINTMENT AND AUTHORITY**

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The Chairman of the Board may appoint such committees and their chairmen as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board of Directors. It shall be the function of the committee to make investigations, conduct studies and hearings, to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

### **Section 2: LIMITATION OF AUTHORITY**

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Mahomet Area Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is wise to discontinue the committee.

### **Section 3: TESTIMONY**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in their absence, whomever they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

## ARTICLE VII FINANCES

### **Section 1: FUNDS**

All money paid to the Chamber shall be placed in a general operating fund. Any excess funds at year end may be placed in a reserve account with approval by a majority of the Board at a regular Board meeting.

### **Section 2: DISBURSEMENTS**

Upon approval of the budget, the Chairman of the Board, the Executive President, or position designated by the board is authorized to make disbursements on accounts and expenses provided for in the budget. Disbursements shall be by check and shall be signed by any two officers of the Executive Committee as provided for in Article V, Section 3.

**Section 3: FISCAL YEAR**

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

**Section 4: BUDGET**

At the December meeting of the new Board of Directors and Officers, the Executive Committee shall submit a budget of estimated expenses for the coming year to the Board of Directors for approval.

**Section 5: ANNUAL AUDIT**

The accounts of the Chamber shall be audited annually as of the close of business on December 31st by a public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

**ARTICLE VIII**  
**DISSOLUTION**

The Chamber shall use its funds only to accomplish the purpose and guiding principles 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.

**ARTICLE IX**  
**PARLIAMENTARY AUTHORITY**

The current edition of *Roberts 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 X**  
**REVISIONS**

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board and by a majority of the members at any 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 either electronic form or in writing, at least fourteen (14) calendar days before the meeting at which they are to be acted upon.



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