

BYLAWS
CARBONDALE CHAMBER OF COMMERCE
131 South Illinois Ave.
Carbondale, IL 62901

ARTICLE I - NAME

Section 1. The name of this organization is the Carbondale Chamber of Commerce, serving the greater Carbondale area, hereafter referred to as the Chamber. It is incorporated under the laws of the State of Illinois as a Not-For-Profit Corporation. Its principal office shall be located within the metropolitan area of the City of Carbondale.

Section 2. The territory to be served by the Chamber is:

- A. Corporate limits of the City of Carbondale, Illinois.
- B. The unincorporated area of Jackson County, Illinois.
- C. The general trade area and areas having a common relationship with the above-mentioned areas.

Section 3. In compliance with the general Not-For-Profit Corporation Act of the State of Illinois, the President/Chief Executive Officer will act as "registered agent" and the office of such agent shall be the "registered office" of the Chamber.

Section 4. Limitation of Methods. The Carbondale 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 - AFFILIATION

Section 1. The Chamber shall be and hereby is affiliated with the State of Illinois Chamber of Commerce and the Chamber of Commerce of the United States.

Section 2. Affiliates of the Chamber will be developed with lines of authority and responsibility being established.

ARTICLE III - PURPOSE

Section 1. The purpose of the Chamber is to upgrade the economic and socio-economic level of the Carbondale area and the people living within its environs; to advance the business interest and to encourage the improvement of business methods; to abate trade abuses and illegitimate practices; to promote the civic interests and the general welfare of the area; to extend and promote trade and commerce; to foster the development of transportation facilities; to promote beneficial legislation and to cultivate a social feeling among its members.

Section 2. There are two primary functions to achieve the purpose of the Carbondale Chamber of Commerce:

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- A. It acts as a spokesperson for the business and professional community and translates into action the group thinking of its members, and
- B. It renders specific services of a type that can be most effectively rendered by a community organization both to its members and to the community as a whole.

ARTICLE IV - MISSION

Section 1. The mission of the Carbondale Chamber of Commerce is to advance the interests of business and make Carbondale a great place to live, work, visit, play, and invest.

ARTICLE V – MEMBERSHIP

Section 1. Classification of membership in the Chamber shall include:

- A. Regular
- B. Booster
- C. Not-for-Profit

Section 2. Regular membership is available to any business firm, individual, association, corporation, partnership, organization, professional, or estate having an interest in the objectives of the Chamber and paying the prescribed dues as determined by the Board of Directors with acceptance by a majority of the Board. Regular memberships of the Chamber shall be entitled to one (1) vote per membership. Regular membership may be offered at a discounted rate to subsidiaries of members and to additional entities under same ownership. The dues structure for these secondary memberships shall be set by the Board of Directors.

Section 3. Booster membership is available to any individual interested in the objectives of the Chamber even if that individual is not engaged in private enterprise in the Chamber area, or if the individual is engaged in private enterprise only as a supplement to regular income. Booster membership is for individuals, not businesses or organizations and may not be used for the promotion of such. Boosters pay the prescribed dues as determined by the Board of Directors.

Section 4. Not-for-Profit membership is available to any charitable organization, association, club, spiritual organization or other group provided that the organization is organized as a not-for-profit corporation under the laws of the State of Illinois and granted status as a non-profit entity for tax purposes with the Internal Revenue Service.

Section 5. Application for membership shall be made in writing along with the appropriate dues payment, and shall be regarded as a guarantee on the part of the applicant of his interest, and of his adherence to the Chamber's Bylaws, rules and regulations.

Section 6. Termination of Membership.

- A. Any member may resign from the Chamber upon written request to the Board of Directors.
- B. Members may be expelled by the Board of Directors for cause, or non-payment of dues within a reasonable time as fixed by the Board of Directors. Such member may have a hearing before the Board of Directors at a specified time and place and after a reasonable notice. A two thirds (2/3) vote

of Directors present is necessary to expel a member.

ARTICLE VI - REVENUE

Section 1. The revenues of the Chamber shall be derived from membership dues, incidental operations, and other sources.

Section 2. Membership dues shall be paid at such rate, schedule or format as may be approved by the Finance Committee and ratified by the Board of Directors.

Section 3. Membership dues may be paid monthly, quarterly, semi-annually, or annually in advance or on the first day of the member's anniversary month.

Section 4. The fiscal year shall begin January 1, and shall end on the following December 31.

ARTICLE VII - PRIVILEGES

Section 1. Any member of the Chamber may designate a representative on any project committee subject to the approval of the Board of Directors.

Section 2. Any regular member in good standing is entitled to one vote in any election, referendum, or general membership meeting.

Section 3. Members are entitled to all publications of the Chamber, and right of participation in all promotions and activities.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the membership shall be held during the month of January or February. The Board of Directors shall determine the date and place.

Section 2. Other general membership meetings may be set up by the Board of Directors to advance the interests of the Chamber.

Section 3. Special membership meetings must be called by the Board of Directors upon petition signed by not less than ten percent (10%) of the members.

Section 4. Notice of all membership meetings is to be mailed or electronically sent to each member at his last known mailing address at least five (5) days in advance of the meeting.

Section 5. Five percent (5%) of the total voting membership shall constitute a legal quorum.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The government of the Chamber, the direction of its works, and the control of its property shall be vested in a Board of Directors, which may adopt rules for conducting the business of the Chamber.

Section 2. Membership on the Board of Directors shall be determined in the following manner:

A. The Board will be composed of twelve (12) elected members, who shall be elected by the general membership for a term of three (3) years. There will also be three appointed board members: one will be a representative employed by Southern Illinois University Carbondale, appointed by the Chancellor; one will be a representative employed by the City of Carbondale, appointed by the Mayor and one, a representative of Carbondale Community High School, appointed by the Superintendent. All elected and appointed members will have voting privileges. An individual may, if nominated and elected, serve a second three- (3) year term. Directors, other than the Chairman Elect, Chairman and Past-Chairman, may serve no more than two full consecutive terms. Directors other than the Chairman, Chairman Elect and Past-Chairman who have completed their second full term cannot stand for reelection and may qualify for reelection after a hiatus of one full term, or three years. The Past-Chairman's term shall extend until his or her term on the Executive Committee is completed or until the end of the Past-Chairman's normal term, whichever is longer, to allow the Past-Chairman to serve on the Executive Committee. No member may hold more than one (1) seat on the Board of Directors.

B. The immediate past-Chairman, by virtue of his/her office, shall automatically be a member of the Board of Directors, for a term of one year after his or her Chairman's term expires or until the end of the Past-Chairman's normal term, whichever is longer.

C. In the event that a Board member is elected as an officer of the Chamber Board during his or her first term, he or she shall serve a second three-year term on the Board in order to fulfill his or her obligations as an officer, and will not be required to run for reelection. This second term shall run subsequently to the first.

D. The Chairman, with the approval of the Board of Directors, may appoint non-voting, ex-officio members to the Board as deemed appropriate.

Section 3. An elected Board member shall be elected by the general membership based on the number of votes cast.

Section 4. January 1 of each year following the election for membership on the Board of Directors shall be designated as the commencement of term of office.

Section 5. The terms of membership on the Board of Directors shall be staggered so that not more than five (5) seats on the Board expire in any given year. In cases when the terms of more than five (5) seats are due to expire simultaneously, the terms of one or more individual members of the Board of Directors may be lengthened one or two years. The selection of whose term or terms are to be extended shall be determined by lot from a pool of willing members of the Board. No individual member of the Board of Directors shall have his or her term extended more than once. Extension of a single term shall not impact any director's ability to run for reelection as outlined in Section 2.

Section 6. The Board of Directors shall meet not less than once every other month, at such regular time and place as they determined.

Section 7. The Board of Directors shall, at the Annual Meeting, submit a report of the work and finances of the Chamber.

Section 8. A member may not have more than one individual on the Board of Directors at the same time. No more than three (3) Booster members may serve on the Board of Directors at the same time. Not-for-profit

members shall make up no more than one-third of the Board of Directors at any given time. Secondary (affiliate or subsidiary) members as outlined in Article V, Section 2 may serve on the board simultaneously with the parent or affiliated member, with a limit of two seats on the board from the same parent organization.

Section 9. The Board of Directors shall have the power to fill all vacancies caused by unexpired terms on the Board.

Section 10. Absence from three (3) consecutive regular Board of Directors meetings without a valid excuse, so recorded by the Board of Directors, shall be construed as a resignation.

Section 11. A simple majority of the members of the Board of Directors shall constitute a quorum.

Section 12. Any Directorship that becomes vacant during the Director's term may be filled until the next scheduled Board election by the Chairman with the consent of the Board of Directors. The appointed Director may, if nominated, run for the Board of Directors and, if elected, may serve two full terms pursuant to Section 2. A. above.

Section 13. Special Board of Directors meetings may be called by the Chairman, or by written request of four (4) or more members of the Board of Directors. Written or oral notice of such meetings shall be given at least twenty-four (24) hours in advance and shall include a brief statement as to its purpose.

Section 14. Indemnification. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors 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 Directors of the Chamber, except in relation to matters as to which such Directors 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 agreement predicated on the existence of such liability for misconduct.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee of five (5) members shall be appointed by the Chairman, with the approval of the Board of Directors, at the Board of Directors meeting in October.

Section 2. It shall be the duty of the Nominating Committee to nominate from the voting membership candidates to be voted on to fill open positions on the Board of Directors.

Section 3. The Nominating Committee shall file, no later than November 15, with the President/CEO, the list of nominees, confirming the fact that personal contact with the nominees has been made and that they are willing to accept directorship responsibility. Two candidates shall be nominated for each open position on the Board.

Section 4. After receipt of the nominees from the Nominating Committee, the ballots shall be distributed to the general membership. Ballots shall list the nominees alphabetically. Write-in votes will be accepted.

Section 5. The election of directors shall be completed by December 15th of each year. 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.

ARTICLE XI - OFFICERS

Section 1. By January 15th of each year, the newly constituted Board of Directors shall meet and elect from their number a Chairman, a Chairman Elect, and a Treasurer in those years in which such positions are open. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. All officers shall serve for a one (1) year term.

Section 2. Any officer elected or appointed by the Board of Directors may be removed by a three fourth (3/4) vote of the Board of Directors whenever in its judgment the best interests of the Chamber would be served.

Section 3. The Chairman shall be the presiding officer at all membership and Board of Directors meetings of the Chamber. Subject to the direction of the Board, the Chairman shall see that the resolutions and directives of the Board are carried into effect by the President/CEO except in those instances in which that responsibility is assigned directly to the President/CEO; and, in general, the Chairman shall discharge all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Chamber or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, he or she may execute for the Chamber any contracts, deeds, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Chamber and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirement of the form of the instrument.

Section 4. The Chairman Elect shall assist the Chairman in the discharge of his or her duties as from time to time may be assigned to him or her by the Chairman or Board of Directors. In the absence of the Chairman or in the event of his or her inability or refusal to act, the Chairman Elect shall perform the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Chairman Elect may serve as Secretary of the Chamber.

Section 5. (Treasurer) The Treasurer shall be the principal accounting and financial officer of the Chamber. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Chamber; (b) have charge and custody of all funds of the Chamber, and be responsible therefor, and for the receipt and disbursement thereof; (c) be co-signer of authorized checks; (d) shall make, or cause to be made, quarterly financial reports to the Board of Directors; and (e) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors. He/she may, at the discretion of the Board, be bonded. The cost of such bond is to be reimbursed by the Chamber.

Section 6. (Secretary) The duties of Secretary of the Board of Directors shall be conducted by the President/CEO or designated member of the Chamber staff as appointed by the Board. The Secretary may not have a vote on the Board of Directors. The Secretary shall (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law; (c) be a custodian of the corporate records and of the seal of the Chamber; (d) keep a register of the post office address of each member which

shall be furnished to the Secretary by such member; and (e) perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors.

ARTICLE XII - PRESIDENT/CEO

Section 1. The President/CEO of the Corporation (who shall not be a voting member of the Board of Directors) shall be responsible for the day-to-day operation of the affairs of the Chamber. The President/CEO shall attend Board meetings and act as the chief staff officer for the Chamber. The President/CEO shall also carry out duties as are assigned by the Board of Directors. It shall be his/her duty to (a) conduct official correspondence; (b) preserve all documents, books and communications; (c) keep books of accounts; (d) submit, or cause to be submitted, all reports, filings, and/or payments as required by law; (e) be co-signer of all authorized checks; and (f) maintain accurate record of proceedings of the Chamber, Board of Directors, and all committees. The President/CEO may be bonded if designated by the Board of Directors and the Chamber shall pay the fee or fees. The President/CEO shall be subject to the policies and procedures as set forth by the Board of Directors.

Section 2. Compensation of the President/CEO shall be determined by the Board of Directors and reviewed annually.

Section 3. By a two-thirds (2/3) majority vote of the Board of Directors, they may hire or dismiss an President/CEO. Upon resignation or termination, the President/CEO shall deliver to the Chairman of the Board of Directors all books, papers, and property of the Chamber.

ARTICLE XIII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Past Chairman, Chairman, Chairman Elect, Treasurer, and President/CEO (non-voting) and a member at-large selected from the Board of Directors by the Chairman with the advice and consent of the Board of Directors. The Chairman shall serve as Chair of the Executive Committee.

Section 2. The Executive Committee shall, in the interim period between Board meetings, have charge of the routine business of the Chamber.

Section 3. The Executive Committee may refer matters to a proper committee or to the Board of Directors.

Section 4. A majority of the Executive Committee shall constitute a quorum.

Section 5. Annually, the Executive Committee shall make an appraisal of the President/CEO's performance in keeping with the job description in the employee manual and official duties as stated in the Bylaws, and report to the Board of Directors.

Section 6. Annually, the Executive Committee shall cause to be made an audit or review of all books and accounts, and such audit or review shall be presented to the Board of Directors within a reasonable time after the end of the fiscal year. A qualified auditor shall conduct such audit or review. The audit/review shall at all times be available to members of the organization within the offices of the Chamber

Section 7. Bonding. The President/CEO, and such other officers and staff as the Board of Directors designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the

Chamber.

Section 8. Meetings of the Executive Committee shall be one week prior to regular Board meeting. In addition, the Chairman may call meetings. Meetings may also be called by any two (2) members of the committee whose request must be in writing, to the President/CEO.

Section 9. The Executive Committee may perform the duties of any non-functioning committee.

ARTICLE XIV - COMMITTEES

Section 1. The Chairman shall designate all committees and appoint all chairs, subject to the confirmation by the Board of Directors. Board Members shall be required to serve on one standing committee. The Board member shall then attend the regular monthly Board meeting to report on committee activities or designate a representative to do so. The Board shall authorize and define the powers and duties of all standing and ad-hoc committees except those set forth in these Bylaws.

Section 2. It shall be the function of these committees to establish goals and objectives, formulate budgets, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by the Board.

Section 3. Any number of members who desire to be associated together as a group for the purpose of promoting more effectively the special industry, business, profession, or activity in which they are interested, may form an ad-hoc committee if they petition the Board of Directors and gain approval. Such committee, if approved as an ad-hoc committee of the Chamber is subject to rules set forth in Article XIII, Section 1.

Section 4. The term of all committees shall expire at the end of each fiscal year but any appointment may be renewed by the newly elected Chairman, subject to rules set forth in Article XIII of these Bylaws.

Section 5. Committees shall adhere to policies set forth by the Board of Directors. Committee members shall approve minutes of committee meetings. Progress reports shall be presented to the Board of Directors.

Section 6. Committees shall incur no expenses of the General Fund unless approved and appropriated by the Board of Directors. However, if the committee has been authorized by the Board to establish a special fund, the committee shall be in full charge of administering this fund.

Section 7. The Bylaws shall be reviewed bi-annually or as determined by the Board of Directors. The Chairman of the Board of Directors may appoint a Review Committee.

Section 8. The Executive Committee will perform the duties of any non-functioning committee.

ARTICLE XV - DISBURSEMENTS

Section 1. No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the Budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the Budget without additional approval of the Board of Directors. If disbursements are by check, the following two (2) officers shall sign the check: Treasurer and President/CEO. In the absence of either, or both, then the Chairman and/or Chairman Elect may sign.

ARTICLE XVI - REFERENDA

Section 1. Upon request in writing by twenty-five (25) members in good standing, or by a majority of the Board of Directors, the Board may, or on its own initiative, submit a question by mail or other electronic means to the membership for a referendum vote. When so stated in the written request, action taken thereon by the membership shall be final and shall bind the Board of Directors and the Chamber. Two-thirds (2/3) of the votes cast shall be necessary to determine the question so submitted. Ballots submitted to the membership shall be returned within six (6) days from the date of mailing, or shall not be counted.

ARTICLE XVII - PARLIAMENTARY PROCEDURES AND SEAL

Section 1. Except as set forth in these Bylaws, the proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert's Rules of Order, as revised.

Section 2. The Chamber may use a seal of such design as may be adopted by the Board of Directors.

ARTICLE XVIII - DISSOLUTION

Section 1. The Chamber shall use its funds only to accomplish the objects 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.

ARTICLE XIX - AMENDMENTS

Section 1. All proposed amendments to these Bylaws should first receive the approval of the Board of Directors.

Section 2. These Bylaws may be amended or altered by a two-thirds (2/3) vote of members present at any regular or special meeting called for that purpose, provided a ten (10) day notice has been given the entire voting membership and the proposition be posted ten (10) days in advance in the Chamber office. They may also be changed by two-thirds (2/3) vote of the total Board and which may include proxy votes.

Notes of formal approval:

The Board of Directors at the Regular Board meeting on 5/13/82 adopted the Bylaws on 5/13/82.

The Board of Directors at the Regular Board meeting on 11/13/84 revised the Bylaws on 11/13/84. The revision was mainly for the purpose of accreditation.

The Board of Directors at the Regular Board meeting on 3/10/92 revised the Bylaws on 3/10/92.

The Board of Directors at the Regular Board revised the Bylaws on 1/11/94
Meeting on 1/11/94.

The Board of Directors at the Regular Board meeting on 11/14/95 revised the ByLaws on 11/14/95.
(Reduced Board members to 21).

The Bylaws were revised on 11/27/95; Dues conform to the "fiscal year"/Technical (editorial) change only.

The Board of Directors changed the ByLaws on January 14, 1997. (Deletion reference to Secretary in Section 7, Article XI, Section 7.)

The Bylaws were changed on June 12, 1997 by the Board of Directors in regards to monthly financial reporting to the Board.

The Bylaws were revised on October 12, 1997 due to board approval of Strategic Plan and revision of mission statement.

The Bylaws were revised on December 14, 1999 due to recommendations from the Internal Programming Committee and by approval from the Chamber membership in the January/February Special Edition *Communicator*.

The Bylaws were revised on August 14, 2001 due to recommendations from the Internal Programming Committee and by approval from the Chamber Board of Directors at regular Board meeting on 8/14/01.

The Bylaws were revised on October 14, 2003 due to recommendations from the Executive Committee and by approval from the Chamber Board of Directors at regular Board meeting on 10/14/03.

The Bylaws were revised on May 8, 2007, due to recommendations from the Board of Directors and by approval from the Board of Directors at the regular Board meeting on June 12, 2007.

The Bylaws were revised on October 5, 2009 due to recommendations from the Board of Directors and by approval from the Board of Directors at the regular Board meeting on November 18, 2009.

The Bylaws were revised on July 9, 2014 due to recommendations from the Executive Committee and approval by the Board of Directors at the regular Board meeting on that date.

The Bylaws were revised on August 13, 2014 due to recommendations from the Executive Committee and approval by the Board of Directors at the regular Board meeting on that date.

The Bylaws were revised on August 12, 2015 (Subsidiary memberships in Article V, Section 2 and Article IX, Section 8) by the Board of Directors at their regular board meeting.

The Bylaws were revised on October 14, 2015 (Addition of the CCHS permanent seat on the board in Article IX, Section 2, Paragraph A and the addition of Paragraph D) by the Board of Directors at their regular board meeting.