



Bylaws

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Chamber630 Bylaws
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ARTICLE I - NAME

- Section 1. Downers Grove Chamber of Commerce and Industry, Inc. is incorporated in the State of Illinois and is doing business as Chamber630, hereafter referred to as the Chamber.
- Section 2. The territory to be served by the Chamber will be businesses in and around the 630 area code and those that seek to do business within the same region.
- Section 3. The principal office of the Chamber shall be located within the area described in Article I, Section 2.
- Section 4. In compliance with the General Not-For-Profit Corporation Act of the State of Illinois, this Chamber shall designate one of its staff as "Registered Agent" and the registered office of the corporation shall be the office of the Chamber.

ARTICLE II - MISSION AND LIMITATIONS

- Section 1. Chamber630 serves its Members by providing and protecting economic opportunities essential to a successful enterprise.
- Section 2. LIMITATION OF METHODS
- The Chamber in its activities shall be non-partisan, non-sectional, and non-sectarian. Relative to political activity, the Chamber will observe local, state and federal laws, including without limitation Article 501C-6 of the Internal Revenue Service Code.

ARTICLE III – MEMBERSHIP

- Section 1. Classification of Membership, in the Chamber shall include:
- A. Active
 - B. Honorary
 - C. Civic
 - D. Legacy
 - E. Emeritus Director
 - F. Other, as approved by the Board of Directors
- A.1 Active Members are business firms, associations, corporations, partnerships, or estates having an interest in the above objectives.
- B.1 Honorary Members are entities interested in the objectives of the Chamber. Honorary Members may not hold office, nor may they vote.
- C.1 Civic Members are elected officials with an interest in the objectives of the Chamber. Civic Members may not hold office in the Chamber nor may they vote on Chamber business.
- D.1 Legacy Members are interested individuals that wish to take a role in Chamber activities but no longer have an ownership interest in nor are employed by a business. Legacy Members may not hold office, nor may they vote.
- E.1 Emeritus Director is a person who has made significant contributions to the Chamber and retains the honorary title and all rights of the last rank held with the exception of voting. An Emeritus Director, if appointed to the Executive Committee will have a vote in Executive Committee meetings.
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Section 2. Application for all Memberships shall be made on an Investment Application and shall be regarded as a guarantee on the part of the applicant of their interest, and of their adherence to the Chamber's Bylaws, rules and regulations. Applications are subject to the approval of the Board.

- A. All Chamber630 Memberships are annual, based on the Member's Membership anniversary date.
- B. Memberships are continuous annually and will continue, until after such time as a Member submits a written resignation, in any written form to Chamber630's Board or staff, prior to Membership renewal or next anniversary date. The resignation will be effective upon receipt, however, remaining Chamber630 membership fees will remain due and owing until the renewal date immediately subsequent to the Member's resignation and no refunds will be given for membership fees previously paid.

Section 3. TERMINATION

- A. Any Member may resign prior to subsequent annual dues payment, from the Chamber upon written notice to the Chamber630's staff or Board of Directors.
- C. A Member may be removed by the Board for cause after reasonable notice by the Board. Such Member may have a hearing before the Board at a proposed time and place and after a reasonable notice. A three-fourths vote of Directors present is necessary to expel a Member.
- D. Past Due Accounts. Any Member who fails to pay fees or financial commitment to the Chamber within thirty [30] days of the due date shall receive a written reminder from the Chamber. In the event a Member's fees or financial commitment remain delinquent for more than ninety [90] days, the Member will no longer be recognized as a member in good standing and may be eligible for cancellation .
- E.

ARTICLE IV - FINANCE

Section 1. The revenues of the Chamber shall be derived from Membership fees, and activities designed to advance the "mission" of the Chamber as defined in Article II, Section 1.

Section 2. Membership fees shall be paid at such rate, schedule or formula as shall be approved by the Executive Committee and ratified by the Board of Directors. Customized Membership Packages will be periodically reviewed by the Executive Committee.

Section 3. Membership fees may be paid monthly, quarterly, semi-annually or annually in advance upon approval of the President & CEO. Fees for any Member joining during any fiscal year shall be paid on an anniversary date basis.

Section 4. The fiscal year shall begin October 1 and shall end on the following September 30.

ARTICLE V - PRIVILEGES

Section 1. Any Active Member, in good standing, is entitled to one vote in any election, referendum or Membership meeting and is eligible for Membership on the Board of Directors.

Section 2. Members are entitled to all publications of the Chamber and right of participation in all promotions and activities, subject to participation charges.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Membership shall be held during the last quarter of each fiscal year. The date, time and place shall be determined by the Board of Directors.

Section 2. There may be regular monthly Membership meetings to advance the interest of the Chamber as determined by the Board of Directors.

Section 3. Special Membership meetings must be called by the Board of Directors upon petition with original signatures by not less than ten percent of the Active Members.

Section 4. Notice of such Special Membership meeting [referred to in Sec. 3, above], dates times and places are to be provided to each Member, in any written form, at least five days in advance of the meeting.

Section 5. Five [5] percent of the total Active Membership shall constitute a legal quorum.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The governance of the Chamber, the direction of its work and the control of its property shall be vested in a Board consisting of a minimum of fifteen [15] and maximum of twenty-three [23] elected members. The term of a Director is three consecutive years. No individual shall be eligible for re-election to the Board until the lapse of one year following the end of his or her second term as Director. The immediate past Chairman of the Board, by virtue of the office, shall automatically be a member of the Board of Directors. Should a Director completing his or her term, be elected by the Board of Directors to the office of Chairman, his or her term as a Director shall be appropriately extended. The office of Chairman of the Board shall be assumed on October 1.

Section 2. The Board of Directors shall be elected at a regular monthly Membership or special Membership meetings.

Section 3. October 1 of each year shall be designated as the commencement of term of office and September 30, three years hence, shall terminate such office.

Section 4. The Board of Directors shall meet at least bimonthly, at such regular dates, times and places as the Board determines, unless rescinded by three-fourths of the Board at any regular or special Board meeting.

- Section 5. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or by one-third [1/3] of the Directors. The person or persons authorized to call special meetings of the Board may fix any date, time or place, so long as notice of such meeting dates, times, and places are to be provided to each Director in any written form, including via email, at least five [5] calendar days in advance of the meeting.
- Section 6. No Active Member shall have more than one representative on the Board of Directors.
- Section 7. The Board shall have the power to fill all vacancies on the Board and may adopt rules for conducting the business of the Chamber.
- Section 8. Any Director may be removed at any time without cause by a vote of two-thirds [2/3] of the Board of Directors of the Chamber then in office, upon any written notice to said Director.
- Section 9. A quorum is the majority of elected Board of Directors and is necessary for purposes of conducting a Board meeting, voting on issues via e-mail when necessary.
- Section 10. A Director may participate in a meeting of such Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence at such meeting and includes voting rights via email or similar communications equipment when necessary.
- Section 11. The Chairman may appoint up to sixteen [16] ex-officio [non-voting] Board of Director Members serving a one-year term. Ex-Officio Director Members serve as informational conduits to communities and counsel to the Board.
- Section 12. The Chairman may appoint an Emeritus Director who is a person that has made significant contributions to the Chamber. An Emeritus Director retains the honorary title and all rights of the last rank held with the exception of voting.

ARTICLE VIII - NOMINATIONS AND ELECTIONS of DIRECTORS

- Section 1. A Nominating Committee of at least three Active Members shall be appointed by the Chairman of the Board with the approval of the Board of Directors not later than the May Board meeting.
- Section 2. It shall be the duty of the Nominating Committee to nominate from the active eligible Members' representatives, these Members to be elected to the Board.
- Section 3. The Nominating Committee shall file, not later than August 1, with the President & CEO and the Board, the list of nominees, confirming the fact that candidates have been interviewed and that they are willing to accept Directorship responsibility.
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- Section 4. Not later than fifteen [15] calendar days following the receipt of the nominees from the Nominating Committee, the Board shall designate a representative to announce to the Active Membership, its nominees at least thirty [30] calendar days prior to the annual meeting of the Membership, with notice that additional nominations may be made by any Active Member in good standing upon presentation of a petition for nomination signed by at least fifty [50] Active Members in good standing. Such petitions must be delivered to the Nominating Committee at the office of the Chamber with original signatures, within ten [10] calendar days after the date of announcement of the nominees by the Board or its representative.
- Section 5. If there are no additional nominees at the expiration of the time allowed in Section 4, the presiding individual, at the meeting so designated for the election, shall declare the nominees of the Nominating Committee unanimously elected.
- Section 6. If there are more nominees than vacancies, and if these nominees are nominated according to the above rules, a ballot shall be posted listing the nominees alphabetically by last name. This ballot shall be available to Active Members for the election. Those candidates polling the highest votes sufficient to fill the vacancies will be declared the winners for each vacancy. Proxy voting will not be allowed.
- Section 7. If such ballot is used, an election committee of three Active Members shall be appointed by the Chairman of the Board. Such Election Committee may not consist of any nominee, Board of Directors Member, or Member of the Nominating Committee. It shall be the duty of the election committee to conduct the election, canvas the ballots, and declare the winners.
- Section 8. In the event the Nominating Committee is unable to present a complete slate of nominees to the Board of Directors, an expired and ineligible Director's term may be extended until such individual is replaced by an eligible Director as voted upon by the Members.

ARTICLE IX - OFFICERS

- Section 1. At the last Board of Directors meeting of the fiscal year the Executive Committee may present a slate of officer candidates as needed for the upcoming fiscal year. The Board of Directors may elect from the slate, a Chairman of the Board, Vice Chairman/Chairmen, Board Secretary and Treasurer by simple majority of the Board. These elected officers, along with the Immediate Past Chair shall serve on the Executive Committee as designated in Article X, Section 1.
- Section 2. The Chairman of the Board shall serve for a one-year term and shall assume his or her duties on October 1st with a maximum of two [2] consecutive years.
- Section 3. The Chairman of the Board shall preside at all Membership meetings of the Chamber, Board of Directors meetings and Executive Committee meetings, and shall perform all duties incident to this office. The Chairman of the Board shall, with the approval of the Board, appoint all ex-officio Board Members, committee leadership, and shall be an ex-officio Member of all committees.

- Section 4. In accordance with Article IX, Section 3, a Vice Chairman of the Board, as appointed by the Chairman of the Board shall assume the duties of the Chairman of the Board during the temporary absence or temporary inability of that officer. If during their term, the Chairman of the Board is unable to serve out their term, the Executive Committee shall be responsible for electing a new Chairman of the Board for the remaining term. The Chairman of the Board shall be responsible for replacing all officers that are unable to serve their terms in office.
- Section 5. The Executive Committee shall be responsible for any division of Chamber activity designated by the Board of Directors and shall perform any duties pertinent to this office.
- Section 6. The Treasurer shall be custodian of all funds of the Chamber. The Treasurer shall make or cause to be made periodic financial reports to the Board. The Treasurer may, at the discretion of the Board, be bonded, and if so, at the Chamber's cost.
- Section 7. The President shall be the President and Chief Executive Officer [CEO] of the Chamber. It shall be the President's duty to conduct official correspondence, preserve all documents, books and communications, keep books of accounts and maintain accurate records of the proceedings of the Chamber and Board. The President & CEO shall serve as corporate secretary of the Chamber, when required. The President & CEO reports to the Chairman and is appointed and serves at the pleasure of the Board. The President & CEO is the principal executive officer of Chamber and directs the daily operations of the corporation. The President & CEO shall engage, discharge, and have supervision over all employees including fixing their duties and compensation within budgetary limits. The President & CEO may, at the discretion of the Board, be bonded, and if so, at the Chamber's cost. Compensation of the President & CEO shall be determined by the Executive Committee and reviewed annually or as needed. If requested by the Board of Directors and upon approval of the Board of Directors of 630 Workforce Education Foundation ("Foundation"), the President & CEO shall generally supervise and direct the business and activities of the Foundation.

A termination or recruitment of the president & CEO shall be in adherence to a board approved document, reviewed and approved from time to time by the Board of Directors.

ARTICLE X - EXECUTIVE COMMITTEE

- Section 1. The Executive Committee may consist of the Chairman of the Board, Vice Chairman/Chairmen of the Board, Treasurer, immediate past Chairman of the Board, legal counsel and other designees of Members or Emeritus Directors as the Chairman of the Board deems necessary.
- Section 2. The Executive Committee shall, in the interim period between board meetings, be empowered to make decisions relating to Chamber matters; voting may be conducted electronically or through similar communications equipment when necessary and a simple majority of at least 60% of the Committee will rule.
- Section 3. A simple majority of the Executive Committee shall constitute a quorum, for purpose of conducting an Executive Committee meeting.
- Section 4. Annually, the Executive Committee serving during the time of consideration shall make an appraisal of the President's performance in keeping with the job description and official duties.
- Section 5. The Executive Committee shall cause to be prepared an annual review or compilation or audit of all books and accounts and as such, shall be presented to the Board of Directors. Such review, compilation or audit shall be conducted by a certified public accountant. Auditors report to the Executive Committee, independent of the President & CEO.
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ARTICLE XI – COMMITTEES/REFERRAL GROUPS

Section 1. The Chairman of the Board shall appoint all committee chairs whose term length is one year. The Board of Directors may authorize and define the powers and duties of all standing and special committees except those set forth in these Bylaws.

Section 2 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 in the purpose of furthering the Chamber’s mission may form a committee upon petition to and approval by Board of Directors.

Section 3. Committees shall adhere to all policies adopted by the Board of Directors from time to time. Progress reports or minutes of Chamber meetings shall be made available to the Board, as may be requested from time to time.

Section 4. The term length of a Committee Chair is one (1) year.

ARTICLE XII - DISBURSEMENTS

Section 1. Unbudgeted disbursements over \$500 may be made by check signed by president and a Member of the Executive Board of Directors as designated by the Chairman of the Board or if by a debit transaction, the approval of the Chairman of the Board or the Chairman’s designee will be obtained prior to transaction.

ARTICLE XIII - PARLIAMENTARY PROCEDURES AND SEAL

Section 1. 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 XIV – 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 incur, or be distributed, to the Members of the Chamber. Upon 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 XV - AMENDMENTS

Section 1. All proposed amendments to these bylaws shall first be presented to the Board of Directors for approval by a two-thirds [2/3] vote.

ARTICLE XVI – INDEMNIFICATION

Section 1. The Chamber shall indemnify to the fullest extent authorized or permitted by the Illinois Not-for-Profit Corporation Act any person and his or her estate who is made, or threatened to be made, a part of an action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a Director, Officer, or served other enterprises, employee of the Chamber or serves or served on other enterprises at the expense of the Chamber. In addition, the Chamber shall at all times carry Directors' and Officers' liability insurance. Such insurance shall be with a reputable insurance company at the discretion of the Board with coverage limits that shall be determined from time to time by the Board.

ARTICLE XVII – CONFLICT OF INTEREST

Section 1. A conflict of interest transaction is a transaction with the Chamber in which a Director has a direct or indirect interest. A Director of the Corporation has an indirect interest in a transaction if:

- A. Another entity in which the Director has a material interest or in which the Director is a general party to the transaction or;
- B. Another entity of which the Director is a Director, Officer, or Trustee is a party to the transaction.

Section 2. A transaction in which a Director has a conflict of interest may be approved in advance by affirmative vote of a majority of the Board of Directors that have no direct or indirect interest in the transaction if the material facts of the transaction and the Director's interests are disclosed or known to the Board and the Director's approving the transaction in good faith reasonably believe that the transaction is fair to the corporation, or as otherwise provided by the Illinois Not-for-Profit Corporation Act as amended from time to time.
