

ALGONQUIN/LAKE IN THE HILLS CHAMBER OF COMMERCE

CONSTITUTION PREAMBLE

We, the business and professional men and women of the Villages of Algonquin and Lake in the Hills, Illinois, believing that the business activities of our Villages and surrounding area can best be improved and expanded by cooperation-operation, hereby bind ourselves to give such time, money and effort as is necessary to develop a Chamber of Commerce. The purposes of this Chamber of Commerce shall be to encourage and promote both existing and potential business, to improve the working conditions of the businessmen and women and their employees and to act as a liaison between the public, businesses and villages, county and state governments on issues affecting our Villages and commerce.

BYLAWS

ARTICLE I: NAME & PURPOSE

Section 1: NAME

This organization is incorporated under the laws of the State of Illinois and shall be known as the Algonquin/Lake in the Hills Chamber of Commerce.

Section 2: PURPOSE

The Algonquin/Lake in the Hills Chamber of Commerce is organized to advance the general welfare and prosperity of the Algonquin & Lake in the Hills Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3: LIMITATION OF METHODS

(A) The Algonquin/Lake in the Hills 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. This organization in its activities shall be nonpartisan, non-sectional and non-sectarian, and shall take no part in or lend its influence in the election or appointment of any candidate for public office.

(B) No officer, board member or Chamber member shall make public any formal action, enter into a contract 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. Such approval shall be transmitted to the member in writing.

ARTICLE II: MEMBERSHIP

Section 1: ELIGIBILITY

(A) Any reputable business firm, individual, association, corporation, partnership or estate having an interest in the above purpose shall be eligible to apply for membership. No person, firm, association or corporation shall represent or have two (2) or more different business entities on one membership.

(B) HONORARY MEMBERS

Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall include all the privileges of active membership, except that of holding office, with the exemption from payment of dues. Election to honorary membership shall require the affirmative vote of the Board of Directors. The Board of Directors may revoke an honorary membership at any time.

Section 2: ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The ~~President~~Executive Director shall review all applications and submit them to the board of directors with a recommendation. 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 3: DUES

A) Membership dues shall be at such rates, schedule or formula as may be from time to time prescribed by the board of directors, and approved by a majority of the general membership in attendance at a meeting of this organization, and are payable in advance. All dues shall be paid annually at the beginning of each member's anniversary date of month membership.

B) Dues may be paid on a monthly basis only if entered into an automatic payment plan using a member's credit card. Full dues must be paid even if member no longer wishes to continue their membership.

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Section 4: TERMINATION

(A) Any member may resign from the Chamber ~~upon written request to the board of directors;~~

(B) Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after ~~ninety-sixty (9060)~~ days from the date due, unless otherwise extended for good cause;

(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 or removal shall relieve the ~~resigning~~ member of the obligation to pay dues or other accrued unpaid charges.

E) Any member that chooses to resign or is removed loses privileges to serve on the board, committee(s) and/or referral group.

Section 5: VOTING PRIVILEGES OF MEMBERS

Members of the Chamber in good standing are entitled to one vote at the annual membership meeting when voting for new board members and/or bylaw amendments. The primary representative listed in the Chamber's database will be the voting delegate.

Section 6: EXERCISE OF PRIVILEGES

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

ARTICLE III BOARD OF DIRECTORS

Section 1: (A) The government of the Chamber and the direction of its work shall be directed by a Board of Directors. The Board of Directors shall be composed of a minimum of ten (10) elected members plus two village liaisons as outlined below, and any Titanium-level member. Four (4) members of the Board of Directors shall be elected annually for a term of two (2) years as hereinafter provided. No member of the Board of Directors is eligible for more than three (3) successive terms of two (2) years. A majority of the Board members then holding office shall constitute a quorum at any Board of Directors meeting. The Board of Directors shall meet as often as deemed necessary by the Chairperson. Five members of the Board of Directors may also call a meeting of the Board.

The officers of the organization shall be the Chairperson, the Vice Chairperson, two (2) Executive Board Members, the Secretary, and the Treasurer. Each office shall have a term of one year, with the exception of the term of the Chairperson as two (2) years. The ~~President~~Executive Director shall serve as an ex-officio member of the board of directors without voting privileges.

(B) Each village, Lake in the Hills and Algonquin, is entitled to designate one voting board member, who shall be considered a village liaison to the chamber with board approval. That village liaison is not subject to above term limits.

(C) Any Titanium-level Member is entitled to designate one voting board member with board approval. That member is not subject to above term limits.

(D) In addition to the above elected directors, the outgoing Chairperson (or a past Executive Board member if outgoing Chairperson is not available), shall continue to serve as a member of

the Board of Directors for one year following his or her term as Chairperson/Executive, ~~even if that term is that person's seventh straight year of being elected to the Board~~. However, the past Chairperson/Executive shall not be a voting member of the Board.

Section 2: SELECTION & ELECTION

(A) The Board of Directors shall be elected at the annual meeting of the Algonquin/Lake in the Hills Chamber of Commerce or at a special meeting called for the purpose.

(B) A nominating committee shall be appointed by the Chairperson, subject to the approval of the Board of Directors sixty days prior to the election. The nominating committee shall consist of the immediate past Chairperson as chairman, at least one member from the Board of Directors, and at least one member from the membership at large, whose duty it shall be to nominate from the membership in good standing members to be voted on for Board of Directors where vacancies exist. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served three complete two-year terms is eligible for election for another term. A period of one (1) year must elapse before eligibility is restored.

The Nominating committee shall file a list of the nominees recommended with the Secretary of the organization not later than thirty days before the election. Other nominations than the one recommended by the committee may be made by any member in good standing from the floor, or by filing the name of the nominee with the Secretary.

(C) Determination. All voting shall be by ballot. A number of nominees corresponding with the number of directors to be elected who receive the highest number of votes shall be declared elected.

Section 3: SEATING OF NEW DIRECTORS

All newly elected board members shall be seated at the regular January board meeting and shall be participating members thereafter.

Section 4: 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 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 Chairperson with the approval of the Board of Directors.

Section 5: MANAGEMENT

(A) The board of directors shall employ a ~~President~~Executive Director and shall fix the salary and other considerations of employment.

(B) The Executive Team shall monitor progress toward goals on behalf of the Board; consult with the ~~President~~Executive Director in establishing organizational goals; approve

organizational hires (with the exception of the ~~President~~Executive Director); and conduct annual evaluations of the ~~President~~Executive Director.

(C) The ~~President~~Executive Director shall manage the office and operations of the Chamber and employ such staff as the Board may approve, per Article IV, Section 2, paragraph E, below. The ~~President~~Executive Director shall establish personnel policies, supervise Chamber staff, and assign staff work duties in order to achieve Chamber goals.

The ~~President~~Executive Director shall serve at the will of the Board, shall be appointed by a majority of the duly elected and qualified Directors, and may be removed, with or without cause, by a majority of the duly elected and qualified Directors.

Section 6: 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 party, by reason of having been directors of the Chamber, except in relation to matters as to which such director 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.

Section 7: RESPONSIBILITIES

(A) Each board member shall lead or be a participating member of at least one Chamber Committee. Committee participation shall occur throughout the Board Member's term.

(B) Each Board Member shall attend a minimum of one Chamber sponsored event per quarter per year, beginning January of every year. Attendance at a monthly Board meeting does not qualify. It is expected for all Board members to attend all meetings designated as "membership meetings".

Failure to fulfill both 'A' and 'B' shall be grounds for dismissal from the Board of Directors.

(C) Conflicts of Interest. No Director or Officer of the Corporation shall participate in any action or attempt to influence any action of the Board which results in a material or financial gain for that person or their immediate family or to the detriment of the financial well being of the Chamber.

Section 8. The meeting Chairperson may only vote to break a tie.

ARTICLE IV: SELECTION AND ELECTION OF OFFICERS/EXECUTIVE TEAM

Section 1: The Board of Directors shall elect among themselves the necessary officers of the organization to constitute the Executive Team. The officers to be elected are the Chairperson,

Vice-Chairperson, two (2) Executive Board Members, the Treasurer and the Secretary of the organization. All nominees shall be current members of the Board.

Section 2: DUTIES OF OFFICERS/EXECUTIVE TEAM

(A) Chairperson. The Chairperson shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties incident to this office.

The Chairperson shall, subject to approval of the Board of Directors, appoint all committee[s] leaders, and assist in the selection of committee personnel. He shall be an ex-officio member of all committees.

(B) Vice Chairperson and Executive Board Members. The duties of the Vice Chairperson and Executive Board Members shall be as follows:

1. The Vice Chairperson chairs committees as designated by the Board, and acts in the absence of Chairperson.
2. The Executive Board Members chair committees as designated by the Board, and acts in the absence of Chairperson and Vice Chairperson.

In the absence of the Chairperson, the Vice Chairperson shall act in their place, and a member of the Board of Directors shall be chosen to act temporarily as the Vice Chairperson.

(C) The Secretary shall conduct the official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Chamber and of the Board of Directors.

(D) 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.

(E) ~~President~~Executive Director. The ~~President~~Executive Director shall be the chief administrative and executive officer. In consult with the Chairperson, ~~President~~Executive Director shall cause to be prepared notices and agendas for all meetings of the Chamber.

The ~~President~~Executive Director shall serve as advisor to the Chairperson and program of work committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The ~~President~~Executive Director shall be a non-voting member of the Board of Directors, the Executive Team and all committees. With assistance of the Vice Chairperson and Executive

Board Members, the ~~President~~Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The ~~President~~Executive Director shall be responsible for hiring, discharging, directing and supervising all employees, with the approval of the Board of Directors. With the cooperation of the program of work committee and budget committee, the ~~President~~Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The ~~President~~Executive Director shall also be responsible for all expenditures with approved budget allocation.

(F) Executive Team. In the absence of a ~~President~~Executive Director, the Executive Team shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

Section 3: 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 III, Section 6 of these bylaws.

ARTICLE V: COMMITTEES

Section 1: The Chairperson, by and with the approval of the Board of Directors shall authorize and define the powers and duties of all committees.

The Chairperson shall appoint all committee leaders, subject to confirmation by the board of directors. Committee appointments shall be at the will and pleasure of the Chairperson and shall serve concurrent with the term of the appointing Chairperson, unless the board of directors approves a different term.

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.

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 Chamber until it shall have been approved or ratified by the board of directors.

The Chairperson shall discharge committees 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 VI: FINANCES

Section 1: 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 2: DISBURSEMENTS

Upon approval of the budget, the ~~President~~Executive Director 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 requiring the signature of the ~~President~~Executive Director and countersigned by the Chairperson, the treasurer, or the immediate past Chairperson.

Section 3: FISCAL YEAR

The fiscal year of the Chamber shall close on the thirty-first day of December.

Section 4: ANNUAL AUDIT

The accounts of the Chamber shall be audited annually at the close of the fiscal year by either an internal audit committee or a certified accountant to be decided by the Board.

ARTICLE VII: MEETINGS

Section 1: There shall be regular meetings of the membership on the third Thursday of each month of the year, except in the months of July and August. The time and place of such meeting to be determined by officers of the Chamber. This clause may be changed by determination of the Board of Directors.

General meetings of the Chamber of Commerce may also be called upon petition in writing of 10% of the members in good standing; a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chairperson 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 Chairperson, Vice Chairperson, or by the committee's leader.

Section 2: ANNUAL MEETING

The annual meeting of the Chamber association shall be held within sixty (60) days of the end of each year or at such other time and place as determined by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 3: QUORUMS

Ten percent (10%) of the members in good standing shall constitute a quorum at all duly called [membership] general meetings of the Chamber of Commerce; five (5) directors present shall constitute a quorum of the Board of Directors. At committee meetings a majority shall constitute a quorum except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

Section 4: 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 or telephone to the directors at least three (3) days prior to the date of the meeting.

ARTICLE VIII: PARLIAMENTARY PROCEDURE

All questions of parliamentary procedure shall be determined according to the latest edition of "Robert's Rules of Order".

ARTICLE IX: DISSOLUTION

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 and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

ARTICLE X: AMENDMENTS

These bylaws may be amended by a two-thirds vote of those present at any regular or special meeting of the Chamber, provided notice of the proposed change shall have been given to all members not less than five (5) days prior to such meeting.

Approved by Membership March 21, 1996

Article III; Section 7 - Added and Approved by Membership November 13, 2003

Revised and approved by Membership November 10, 2010

Revised and approved by Membership December 3, 2014