

Amended and Restated  
**MARISSA CHAMBER OF COMMERCE, INC.**  
**BY-LAWS**

**With corrections made from June 18, 2015 meeting**

## ARTICLE I - NAME

**Section 1** – This organization is incorporated under the laws of the State of Illinois and shall be known as the Marissa Chamber of Commerce, Incorporated, and shall be located in the Village of MARISSA, Illinois.

## ARTICLE II - PURPOSE

**Section 1** -- The Marissa Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, agricultural, civic and general interests of Marissa and the surrounding community. The organization is organized exclusively for charitable, religious, educational, and scientific purposes, under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2 -- LIMITATION OF METHOD.** The Marissa 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.

No officer, board member or committee member shall make public any formal action, 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.

The Chamber may sponsor fund-raising projects provided the membership approves of the project. The proceeds of the above shall be used to further the objects of the Chamber.

## ARTICLE III - MEMBERSHIP

**Section 1 -- CLASSES OF MEMBERSHIP.** The Marissa Chamber of Commerce shall be composed of active and non-dues paying members.

**a. ACTIVE MEMBERS.** Active members are defined as members whose dues are paid in full. Active members shall enjoy all the rights and privileges of the Chamber, including the right to vote. Active members shall consist of the following:

1. Individual
2. Professional/Retail
3. Financial Institution
4. Business employing 50 or more employees

**b. NON-DUES-PAYING MEMBERS.** All individual members attaining the age of sixty-five years of age who have had a membership in the organization for the consecutive ten-year period prior to the calendar year after which they become sixty-five shall be classified as non-dues-paying members and their annual dues automatically waived. Non dues-paying members will continue to exercise the privileges of voting and holding office.

**Section 2 -- ELIGIBILITY.** Any business firm, individual, association, corporation, partnership or estate having an interest in the above purpose shall be eligible to apply for membership. All

persons who are interested in promoting the stated purpose of this organization, as outlined in Article II, Sections 1, 2, above, shall be eligible for membership.

One must apply for membership in the Marissa Chamber of Commerce by submitting a written application accompanied by the regular initiation fee and the payment of the annual dues in advance.

#### **ARTICLE IV - DUES, INITIATION**

**Section 1 -- DUES, AMOUNT, WHEN PAYABLE.** The annual dues of active members shall be established by the membership at the annual meeting. The dues shall be paid annually no later than June 1<sup>st</sup>.

**Section 2 -- DELINQUENCY.** All active members failing to pay dues by June 1<sup>st</sup> shall become delinquent. The treasurer shall notify the delinquent members by mail or email. The members shall have until July 1<sup>st</sup> to pay their dues. If the dues are not paid by July 1<sup>st</sup>, the memberships shall be automatically terminated.

**Section 3 -- RESIGNATION.** Each member shall be liable for dues unless a written resignation has been received by the secretary or treasurer or unless the member is deceased or entity is terminated.

#### **ARTICLE V - BOARD OF DIRECTORS**

**Section 1 -- COMPOSITION OF THE BOARD.** The Board of Directors shall be composed of nine (9) members, consisting of four (4) one-year directors (who shall serve as President, Vice President, Secretary and Treasurer), and four (4) at-large members serving two-year terms with two directors being elected in alternating years, plus the outgoing president, who, by virtue of office held, shall continue to serve as a member of the Board of Directors, with full voting privileges, for one year following his/her term as president.

The government and policy-making responsibilities of the 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.** Nominations for the Board of Directors shall be held during the regular membership meeting in May and voted on in the regular membership meeting in June. In order to serve on the Board, all members nominated as candidates for the Board of Directors shall be members of the Chamber at least two (2) years. Directors may seek re-election for a total of two (2) consecutive terms. Those members being nominated should have agreed to accept the nomination prior to being nominated. *Nominations shall be open to all voting members present at the May meeting.* The Board of Directors will elect the officers of the organization at the July Board of Directors meeting.

**Section 3 -- MEETING DATES AND SEATING OF NEW DIRECTORS.** The Board of Directors shall meet on the first (1<sup>st</sup>) Thursday of the month to develop the agenda for the regular monthly Membership meeting of the Chamber and to discuss programs, policies and procedures. Five members shall be present to constitute a quorum of the Board of Directors.

All newly elected board members shall be seated at the organizational meeting of the Board of Directors to be held in July. The outgoing president shall serve as temporary chairman of the organizational meeting until the newly elected board members are seated, then the president will resume the chairmanship of the meeting.

**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 shall be filled by appointment made by the president until the next election.**

**Section 5 -- POWER OF THE BOARD OF DIRECTORS.** The Board of Directors may adopt rules and regulations for conduction of the business of the Chamber, not inconsistent with these by-laws. The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

They shall submit, at the Membership meeting in July, a full report of the work and finances of the Chamber.

**Section 6 – INDEMNIFICATION.** The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current 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 officers or directors of the Chamber, except in relation to matters as to which such officer or 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.

**Please refer to:** ILCS 105/108.75.

## **ARTICLE VI - OFFICERS DUTIES**

**Section 1 -- PRESIDENT.** The president shall preside at all meetings of the Chamber and the Board of Directors. He shall perform all duties incident to his office and advise such action as may be deemed by him likely to increase the effectiveness of the Chamber.

**Section 2 -- VICE PRESIDENT.** The Vice President shall act in the absence of the president. The Vice President shall serve as Chairperson of the Annual Dinner, or other major committee as approved by the Board of Directors.

**Section 3 -- TREASURER.** The treasurer shall receive and disburse the funds of the Chamber. He shall keep all monies of the Chamber deposited in the Chamber's name at a federal or state chartered financial institution or branch office located in Marissa. He shall make a financial report at each regular meeting, and at the request of the Board of Directors. The Treasurer shall keep books of account (dues). *Checks are to be signed according to a policy established by the Board of Directors.*

**Section 4 -- SECRETARY.** It shall be the duty of the secretary to conduct the official correspondence, preserve all books, records, documents, and communications, and maintain an accurate account and record of the Membership meetings of the Chamber and the Board of Directors meetings. At the expiration of his/her term of office, he/she shall deliver to the Board of Directors all books and property of the Chamber.

**Section 5 -- TERM OF OFFICERS.** Officers may seek re-election for a total of three (3) consecutive one-year terms.

## ARTICLE VII - COMMITTEES

**Section 1 -- APPOINTMENT.** All standing committee chairman and members shall sign-up for those positions, with the approval of the president or Board of Directors. The secretary shall see that all members are furnished with copies of all committees or post a list of committees on the Chamber website. The president shall appoint all special interest committees, with the advice and consent of the Board of Directors. The president shall designate who shall be chairman of each special interest committee.

**Section 2 -- AUDITING.** The president shall nominate an auditing committee. It shall be the duty of this committee to examine and audit the books and accounts of the treasurer and up to two major event committees at the close of the fiscal year; and report its findings to the Board of Directors and to the membership. It is the opinion of the By-Law Review Committee that an audit of the books needs to occur every year.

**Section 3 -- AUTHORITY OF COMMITTEES.** Standing committees have the authority to organize and prepare for the specific event or function they are dedicated. The chairman of a standing committee is required to prepare the events budget, maintain records and manage the reporting for that event; or the chairman may appoint a member of that committee to be the financial record keeper, with the approval of the Board of Directors. All re-imburements for expenses arising from the business of that standing committee shall be requested by the committees chairman or financial record keeper and submitted to the Treasurer for re-imburement with proof of the transaction. A standardized financial report will be supplied to each standing committee by the Treasurer with the total allocated funds for their purpose. After the business of the standing committee has concluded for the fiscal year the chairman is responsible for completion of the financial report and submission to the Treasurer.

It shall be the function of special interest committees to investigate and make recommendations. They shall make a report to the Board of Directors whenever necessary. No standing or special committee shall represent the Chamber in advocacy of, or opposition to, any project without the

specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under special powers delegated by the Board of Directors to that committee. Committees given emergency power to act shall always act with the best of their ability, always keeping the interest of the Chamber foremost in their mind while making their decision.

**Section 4 – 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.

Committees shall be discharged by the president 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 VIII - MEETINGS

**Section 1 -- MEETINGS.** The monthly Membership meeting of the Chamber shall be held on the third Thursday of each month at 7:00 p.m. at the Marissa Chamber of Commerce Office or other location determined by the Board of Directors. Notice of meetings and location changes, if necessary, will be provided to all members via email. The monthly Board of Directors Meeting shall be held on the first Thursday of each month at 7:00 pm at the Marissa Chamber of Commerce Office or other location determined by the Board of Directors.

**Section 2 -- SPECIAL MEETINGS.** The president, Board of Directors, or ten (10) members may call a special meeting at which only topics listed on the agenda, as contained in the notice of special meeting, may be discussed or voted upon.

**Section 3 -- NOTICE OF MEETINGS.** Each member of the Chamber shall be given notice of every Membership meeting and special meeting, which notice shall be provided via email. These notices are to be emailed at least five (5) days prior to the time of meeting. With the notice of a special meeting, an agenda shall be included which shall be brief in nature.

**Section 4 -- ANNUAL MEETING.** The annual Membership meeting shall be held on the third Thursday in June of each year.

**Section 5 -- QUORUM.** At any duly called Membership meeting of the Chamber, 10% of the members shall constitute a quorum; five members 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 6 -- LIMITATION OF DEBATE.** Every member shall be entitled to speak and vote on any subject brought before the Chamber, subject only to limitation by the chair, as per Roberts Rules of Order, Section 30.

## ARTICLE IX - ELECTIONS

**Section 1 -- ELECTION.** The election of directors shall be held at the Membership meeting in June.

**Section 2 -- NOMINATIONS.** At the regular meeting in April the president shall appoint a nominating committee of four (4) members, which shall consist of two (2) outgoing directors plus two (2) non-director members.

**Section 3 -- DUTIES OF THE NOMINATING COMMITTEE.** The nominating committee shall prepare a list of six (6) candidates to serve as directors, which shall be presented to the membership at the annual meeting in June.

**Section 4 -- NOMINATIONS BY MEMBERSHIP.** At the regular May meeting, additional nominations for membership to the Board of Directors may be made from the floor..

**Section 5 -- RESULTS OF BALLOTING.** The candidates receiving the highest number of votes cast shall be duly declared elected as members of the Board of Directors for the ensuing term for which they were elected.

**Section 6 -- THE VOTE.** In the election of directors, should a tie vote occur the membership shall vote separately on the candidates to break the tie.

**Section 7 -- BALLOTING.** All balloting at the election shall be by secret ballot and no proxies shall be allowed at any election of Directors.

**Section 8 -- LIMITATION.** Members shall be limited to one (1) vote on each ballot for any one candidate.

## **ARTICLE X – DISBURSEMENTS**

### **Section 1 -- DISBURSEMENTS.**

**(A) Operating Expenses.** No disbursements, except the ordinary operating expenses of same, and in amounts of Two Hundred Fifty (\$250.00) dollars or more, shall be made, unless same shall be approved by the membership with prior written notice. Advertising disbursements in an amount not to exceed Five Hundred (\$500.00) dollars and occurring no more than twice per fiscal year may be made by the Board of Directors due to advertising deadlines out of the control of the Chamber. All disbursements shall be signed by the treasurer. All disbursements over One Thousand (\$1,000.00) dollars shall require the signature of any two officers. Debit/Credit Cards drawn on the Chamber's checking account will be issued to the Treasurer plus no more than three (3) additional members as designated by the Board of Directors. These cards may only be used for Chamber-related business.

**(B) Donations.** All donations of money by the Chamber shall be approved by the membership in a duly called regular or special meeting.

**(C) Charitable Request Policy.** The Chamber will consider supporting a monetary request under these circumstances:

1. Organized groups with a specific project can make a request (i.e., After-Prom committee, Girl Scouts field trip, Boy Scouts projects)
2. All monetary requests must be made 30 days in advance of the need, to accommodate the approval and voting process.
3. A limit of no more than \$100.00 will be granted to any group or project within a fiscal year.
4. Requests not falling within the above outlined policies may be denied. Any exceptions and/or special requests to the above stated requirements will be considered by the Board of Directors before going in front of the Membership.

**Section 2 -- APPROPRIATIONS.** No appropriation of money or other property shall be made for any purpose other than to defray legitimate expenses of the Chamber, except by a majority vote of those present at a Membership meeting.

**Section 3 -- ABSTAIN FROM VOTING.** Members shall not be eligible to vote for any disbursement of money, stock, or other property if such a disbursement is being made to any business, organization, or corporation to which a Chamber member belongs; is a stockholder in, or is employed by or where said Chamber member holds a greater degree of interest than the average interest of other Chamber members.

**Section 4 -- DISPOSITION OF PROPERTY AND CREATING INDEBTEDNESS.** With the approval of two-thirds (2/3) of the members in attendance, after proper written notice has been given to the membership by the secretary, the membership may grant to the Board of Directors the power to:

- sell, dispose of, or mortgage any real estate, stock or other property owned by the Chamber incur debts
- borrow money, giving as the necessary security mortgages or other collateral to be signed by the president and the secretary, or a representative authorized by the Board of Directors

Further, the Board of Directors may enter into any such contracts and agreements as enumerated above and which seem to further the stated objects of the Chamber.

## **ARTICLE XI - AMENDMENTS**

**Section 1 -- AMENDMENTS.** By-laws may be amended by a two-thirds (2/3) vote in the affirmative of those members present, but with a minimum of ten (10), at any regular or special meeting, provided proper notice of such proposed change has been provided by the secretary to each member at least seven (7) days before the regular or special meeting or posted on the Chamber's website at [www.marissachamber.org](http://www.marissachamber.org). Articles of Incorporation may be amended by a two-thirds (2/3) vote in the affirmative of all active members.



**Section 2 -- APPROVAL.** All proposed amendments shall receive the approval of the Board of Directors prior to submission to the membership at a Membership meeting.

## **ARTICLE XII - GENERAL**

**Section 1 -- PARLIAMENTARY RULES.** The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Roberts Rules of Order.

**Section 2 -- INCLUSION.** No one but a member in good standing shall address the Chamber, except by invitation of the President, the Board of Directors or the Secretary.

**Section 3 -- SEAL.** The Marissa Chamber of Commerce may have a seal of such design as the Board of Directors may adopt.

**Section 4 -- IMPARTIALITY.** This Chamber in its activities shall be non-partisan, non-sectional and non-sectarian.

**Section 5 -- FISCAL YEAR.** The fiscal year for the Marissa Chamber of Commerce shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

**Section 6 -- PLACE OF MEETING.** All meetings, both regular and special, of the MARISSA Chamber of Commerce, including meetings of the Board of Directors therefore, shall be held within the confines of the township limits of MARISSA Township. Notice of the place of meeting for all Chamber meetings and meetings of the Board of Directors shall be included in the legal notice of such meetings.

## **ARTICLE XIII DISSOLUTION**

**Section 1:** The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, 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)(6).

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ADOPTED: August 18, 2005

AMENDED: October 20, 2005

July 19, 2007

October 15, 2009

March 17, 2011

June 18, 2015