

# NORTHCENTER CHAMBER OF COMMERCE

## BYLAWS

Amended November 30, 2006

### ARTICLE I NAME

The name of this Association, which is a not for profit corporation existing by and under the laws of the State of Illinois, is the NORTHCENTER CHAMBER OF COMMERCE, hereinafter referred to as the CHAMBER. The boundaries of the Chamber are as follows:

Montrose Avenue on the north, Addison Street on the south, Clark Street on the east from Irving Park Road to Montrose Avenue, Ashland Avenue on the east from Irving Park Road to Addison Street and California Avenue on the West.

### ARTICLE II DEFINITIONS

Section 1. Short Title.

Whenever reference in these Bylaws is made to the "Board", it shall mean the Board of Directors of the Northcenter Chamber of Commerce.

Section 2. Titles.

The title headings appearing herein after an Article or Section are included merely for the convenience and are not to be deemed as part of these Bylaws.

Section 3. Fiscal Year.

The Chamber's fiscal year for accounting and any other purpose shall be January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

### ARTICLE III PURPOSE

Section 1. Mission.

The mission of the Northcenter Chamber of Commerce is to promote the interests of and secure the well-being of the businesses and neighborhood of the Northcenter community.

Section 2. Goals.

The goals of the Northcenter Chamber of Commerce are:

- (a) To develop, encourage, promote and support the commercial, professional, financial, industrial, general and not-for-profit business interests of the Northcenter area of Chicago;
- (b) To promote the civic interests and the general welfare of the community and oppose those activities which might be detrimental to the community;
- (c) To encourage the participation of all the Northcenter area businesses as well as the community in the activities of the Chamber;
- (d) To support the elected officials, police, fire and city departments that serve Northcenter.

Section 3. Limitation of Methods.

The Chamber shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities either directly indirectly to the nomination, election or appointment of any candidate for office in the City, County, State or Nation. It shall, however, seek to procure laws and regulations for the benefit of business in general and provide for the expression of business matters affecting its interests.

Section 4. Equal Opportunity.

The Northcenter Chamber of Commerce is dedicated to equal employment opportunity and to the implementation of positive programs designed to ensure the prevention of any discriminatory practices, either intentional or inadvertent, with respect of race, color, religion, national or ethnic origin, disability, veteran status, age, sex or sexual orientation.

## **ARTICLE IV MEMBERSHIP**

Section 1. Classes of Membership.

The Northcenter Chamber of Commerce shall be composed of Active Members (voting and dues paying); Associate Members (non-voting, reduced rate dues paying); and Honorary Members (non-voting, non-dues paying).

Section 2. Eligibility.

- (a) Active Member. Any business, association or non-profit located in, doing business in or intending to do business in Northcenter; and those interested in the commercial, industrial and civic progress of the Northcenter community shall be eligible for active Membership. Active Members in good standing shall enjoy all the rights and privileges of the Chamber, including the right to vote and hold office.

- (b) Associate Member. Associate Members are determined and accepted by the Board such as additional employees of a corporate member. They shall receive all privileges of active Membership, except holding office and voting.
- (c) Honorary Member. Any person of distinction who has rendered significant service to the Chamber or the community at large may be elected by the Board of Directors for Honorary Membership. Honorary Membership shall include all the privileges of associate Membership. An honorary Membership may be terminated by two-thirds (2/3) vote of the Board of Directors.

Section 3. Dues.

Membership dues shall be at such a rate or rate schedule; or formulas as may from time to time be prescribed by the Board of Directors. Dues will be payable annually.

Section 4. Rates.

The rates for all classes of Membership shall be determined, from time to-time, by the Board of Directors. The Board of Directors shall put all rates into effect for January 1<sup>st</sup> of the following year.

Section 5. Payment of Dues.

All dues shall be payable as of January 1<sup>st</sup> of each year in advance.

Section 6. Voting Rights.

Each Active Membership is entitled to one vote. Voting by proxy will be allowed.

Section 7. Termination of Membership.

The Board of Directors by affirmative vote of two-thirds of all the Members of the Board may suspend or expel a member for cause after an appropriate hearing. The Board may by a majority vote of those present at any regularly constituted meeting, terminate the Membership of any member who becomes ineligible for Membership or suspend or expel any member who shall be in default in the payment of dues, if any.

Section 8. Reinstatement.

Upon written request signed by a former Member and filed with the secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Members of the Board, reinstate such former member to Membership on such terms as the Board of Directors may deem appropriate.

Section 9. Membership Meetings.

- (a) The Annual Meeting. The Annual Meeting of the Chamber will be held on the second Tuesday of January of each year. At this meeting one order of business will be the election and installation of Directors.

- (b) Annual Meeting Notice. Notice of the Annual Meeting of the Chamber will be made to each member at least three (3) weeks before the date of such meeting except as otherwise provided in these Bylaws.
- (c) Regular Meetings. There will be at least eight (8) meetings of the Chamber each year.
- (d) Special Meetings. A special meeting of the Chamber will be called whenever the Board or the President deems it necessary or whenever twenty-five (25) Members in good standing of the Chamber make a request to the President for such a meeting, specifying the reason for the special meeting.
- (e) Special Meeting Notice. Notice of special meetings will be made to each member at least three (3) days before the date of such meeting except as otherwise provided in these Bylaws. A notice of a special meeting will state the purpose for which the meeting is called. No other business will be transacted at a special meeting.
- (f) Quorum. A majority of the Members in good standing present in person or by proxy shall constitute a quorum for the transaction of business at any meeting. The action of a majority of the Members present at a meeting in person or by proxy shall constitute an action of the Membership..
- (g) Robert's Rules of Order. The current edition of Robert's Rules of Order will govern the meetings of the Members of the Chamber, the Board of Directors and all Committees, on all matters not covered by these Bylaws.

## **ARTICLE V DIRECTORS**

### Section 1. Number.

The governing body of the Chamber shall consist of a Board of Directors totaling a minimum of 11 and no more than 15 Members.

### Section 2. Nomination of Directors.

The Nominating, Board and Staff Development Committee will nominate candidates for Directors of the Board to be slated as follows:

- (a) The Nominating, Board and Staff Development Committee will contact candidates for each Directorship. Nominees for the Board must be Members in good standing and must have given his or her consent. All Directors and Officers must work, or be doing business or reside in the Northcenter area.
- (b) The report of the Nominating, Board and Staff Development Committee will be delivered to the Board at the November meeting. The slate of candidates for Directors will be available at the Chamber office.

- (c) In December, written notice shall be made to the General Membership of the candidates slated for Directorships by the Nominating, Board and Staff Development Committee.

Section 3. Election of Directors.

- (a) The election of Directors will take place at the regular meeting of the Chamber held in January of each year.
- (b) In the event a member is unable to attend the January meeting at which the Annual election is held, he or she may vote by proxy.
- (c) Each member in good standing is entitled to one (1) vote for each Director to be elected.
- (d) The candidates who receive a majority of the votes cast for the Directorships will be elected thereto.

Section 4. Terms.

Directors shall be elected annually for a term of two years unless he or she resigns or is removed from office. At each annual meeting of the Members, Directors shall be elected to replace those Directors whose terms have expired, have resigned or have been removed.

Section 5. Term Limits.

No Director or Officer may be elected for more than two consecutive terms. A member of the Board of Directors who has completed two terms shall not be eligible for re-election until after the lapse of one year. There will be no term extensions for Directors or Officers other than as outlined above.

Section 6. Resignation and Removal.

A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause as specified by statute.

Section 7. Board Powers.

Except as may be otherwise provided in these Bylaws, the Board is authorized and empowered to conduct and manage the affairs of the Chamber. The Board is hereby empowered, in addition to such other general powers conferred herein, or by law, to

- (a) Make and change rules and regulations consistent with these Bylaws for the affairs of the Chamber
- (b) Do all acts whether or not expressly enumerated herein: which the Board of Directors may deem necessary or proper for the protection of the Chamber and for the benefit of the Chamber and its Members

Section 8. Audit.

The Board of Directors shall cause an audit of the books, records and accounts of the Chamber to be conducted by a Certified Public Accountant or firm of Certified Public Accountants, no less frequently than bi-annually.

Section 9. Regular and Special Meetings.

- (a) The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Membership. At the annual meeting of the Board, the Directors shall elect Officers to serve for the ensuing year.
- (b) Regular meetings of the Board shall be held on a monthly basis.
- (c) Special Board meetings shall be held upon the call of the President or on petition by one-third (1/3) of the Board. Notice (see article VII, Section 6) shall be given to hold such special Board meeting.

Section 10. Quorum.

A majority of Directors elected and serving on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The action of a majority of the Board present at a meeting shall constitute an action of the Board.

Section 11. Action Without a Meeting.

The President may obtain a vote of the Board by fax, email or in writing with a return to the President or Executive Director. Any action(s) so taken by two-thirds of the Members of the Board shall constitute action of the Board as if the Board had met and shall be placed into the minutes of the Chamber.

Section 12. Vacancies.

Except as otherwise provided herein, vacancies of the Board may be filled until the next annual meeting of the Members by the President and concurrence by a majority of the Board. Unless otherwise agreed by the Board, a vacancy in the Board shall be considered to exist when a Board member fails to attend three consecutive or four meetings in a year. A Board member may be excused from attending a meeting due to an emergency, when the Secretary or President are so notified in a timely manner and with the approval of the Executive Committee. Directors elected to fill vacancies arising prior to the expiration of a Director's term shall serve until the next annual meeting of the Members.

Section 13. Other Powers.

The Board shall, in addition to the above general powers, shall:

- (a) Consider, employ and terminate an Executive Director as may be necessary from time to time and to arrange for and allow such salaries as may be fixed for compensation of such employee(s).
- (b) Authorize the President to make unilateral decisions on matters of expenditure of less than an amount the Board may from time to time specify.

- (c) No action by any Member, Committee, Employee, Director or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board.

## **ARTICLE VI OFFICERS**

### Section 1. Determination of Officers.

Officers shall be elected from the Members of the Board of Directors. Each Officer will be elected individually and in this order: President, First Vice President, Second Vice President, Secretary and Treasurer. Vacancies may be filled at any meeting of Board of Directors. No Officer may hold more than one office at a time.

### Section 2. Duties of the Officers.

(a) The President shall:

- (1) Be the principal executive Officer; Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Chamber.
- (2) See that the resolutions and directives of the Board of Directors are carried into effect except to those instances in which that responsibility is assigned to some other person by the Board of Directors.
- (3) Discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
- (4) Preside at all meetings of the Members and of the Board of Directors
- (5) Except in those instances in which the authority to execute is expressly delegated to another Officer or Agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, he or she may execute any contracts, deeds, mortgages, bonds or other instruments that 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, any Assistant Secretary or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

- (6) Vote all securities that the Chamber is entitled to vote except as and to the extent such authority shall be vested in a different Officer or Agent of the Chamber by the Board of Directors.
  - (7) Vote only to break a tie.
- (c) Vice President (or in the event there is more than one Vice President, each of the Vice Presidents) shall:
- (1) Assist the President in the discharge of his or her duties as the President may direct
  - (2) Perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors
  - (3) In the absence of the President or in the event of his or her inability or refusal to act, in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any designation then in the order of their seniority of tenure, perform the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions on the President.
  - (4) Except in those instances in which the authority to execute is expressly delegated to another Officer of the Chamber or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, execute for the Chamber any contracts, deeds, mortgages, bonds or other instruments that the Board of Directors has authorized to be executed; and accomplish such execution either under or without the seal of the Chamber and either individually or with the Secretary, any Assistant Secretary or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.
- (c) The Secretary shall:
- (1) Record the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose
  - (2) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
  - (3) Be the custodian of the Chamber records and of the seal of the Chamber
  - (4) Keep a register of the post office address of each member which shall be furnished to the secretary by such member

- (5) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(d) The Treasurer shall:

- (1) Be the principal accounting and financial Officer of the Chamber.
- (2) Have charge of and be responsible for the maintenance of adequate books of account for the Chamber
- (3) Have charge and custody of all funds and securities of the Chamber and be responsible therefor, and for the receipt and disbursement thereof.
- (4) Perform all 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 President or by the Board of Directors.

### Section 3. Removal of Officers.

Any Officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Chamber would be served.

## **ARTICLE VII EXECUTIVE DIRECTOR**

### Section 1. Executive Director.

The Board of Directors have the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director. The Executive Director:

- (a) Has the responsibility of managing the day-to-day affairs of the Chamber and administering the programs and policies of the Board of Directors.
- (b) Shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors
- (c) Shall receive such compensation as the Board of Directors decided from time to time.
- (d) Subject to budgetary constraints that the Board of Directors imposes and approves, with the advice of the President, will appoint, employ and terminate any professional and support staff or Agents necessary to serve the Chamber.

## **ARTICLE VIII COMMITTEES**

### Section 1. Executive Committee.

The Executive Committee of the Board of Directors will consist of only the five (5) Officers of the Board: the President, First Vice President, Second Vice President, Secretary and Treasurer.

### Section 2. President Appointments.

The President will appoint all Committees and all Committee Chairpersons. The President will assign such Ad Hoc Committees and their Chairperson(s) as he deems necessary. Committee appointments will, in no event, exceed the term of the appointing President.

### Section 3. Committee Functions.

It will be the function of the Committees to make such investigation, conduct such studies and hearings and make recommendations to the Board as may be required to carry on activities delegated to them by the Board.

### Section 4. Completion of Committee Work.

Committees will be discharged when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the Committee.

### Section 5. Standing Committees.

The Standing Committees shall be established by the Board of Directors. Ad Hoc Committees shall be established by the President. The President shall appoint the Chair and Members of the committees. Except as otherwise noted each Committee shall be comprised of a Chairperson and at least two members, all of which shall be Members of the Chamber. Unless modified by the Board of Directors, the Standing Committees shall consist of:

- (a) Beautification/Real Estate
- (b) Bylaws/Policy/Procedures
- (c) Membership, Member Events/Programming
- (d) Finance
- (e) Marketing/Public Relations
- (f) Membership/Chamber Ambassadors
- (g) Community Relations/Events

(h) Nominating, Board and Staff Development.

(i) Other Committees that may be added, consolidated or terminated from time to time as may be authorized by the Board.

Section 6. Committee Chairs.

Each Director of the Chamber will Chair or co-Chair at least one of these Committees. Committees may have Chairpersons or co-Chairpersons and Members who are not on the Board of Directors.

Section 7. Committee Reports.

The Chairperson of each Committee is responsible for making a formal report, including at each Board meeting. Each committee is responsible for preparing a budget in a timely fashion. In the event a Chairperson cannot attend a Board meeting, he will designate a temporary representative of the Committee to report to the Board.

## **ARTICLE IX AMENDMENTS**

Section 1. Recommendation to Board.

All proposed amendments shall be referred to the Bylaws Committee who, after consideration thereof, shall return them to the Board together with its recommendation.

Section 2. Approval.

Upon approval of the Board by a two-thirds (2/3) vote for the proposed amendment (s), it (they) shall be presented to the Membership for the approval at the next regular meeting of the Chamber. A majority vote is required to ratify a proposed amendment at a Membership meeting.

## **ARTICLE X BONDS**

None shall be required.

## **ARTICLE XI INDEMNIFICATION**

Section 1. Indemnification Requirement.

Each person who at any time is or shall have been a Director, Officer, employee or Agent of this Chamber, or is or shall have been serving at the request of the Chamber

as a Director, Officer, employee or Agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Chamber in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this Bylaw or as amended from time to time.

Section 2. Exclusivity.

The foregoing right of indemnification shall not be deemed exclusive of any other rights or which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or disinterested Directors, or otherwise.

Section 3. Insurance.

If authorized by the Board of Directors, the Chamber may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of the adoption of this Bylaw or as amended from time to time.

## **ARTICLE XII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts.

The Board of Directors may authorize any Officer or Officers or Agent or Agents of the Chamber, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Chamber and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chamber shall be signed by such Officer or Officers or Agent or Agents of the Chamber and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Chamber.

Section 3. Deposits.

All funds of the Chamber shall be deposited from time to time to the credit of the Chamber in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Chamber any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chamber.

## **ARTICLE XIII SEVERABILITY**

If any provision of these Bylaws shall be declared invalid or inoperative, by any competent authority of any branch of Government, the Board of Directors must suspend any operation of such provision which will meet the objections to its validity and which will be in accord with the intent and purpose of the invalid provision. If any section or subsection of these Bylaws should be held invalid by operation of law or by any tribunal or competent jurisdiction, the remainder of these Bylaws or the application of such section or subsection to persons or circumstances other than those to which it has been held invalid, shall not be affected thereby.

## **ARTICLE XIV WAIVER OF NOTICE**

Section 1. Waiver.

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Chamber, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meetings objects to the holding of the meeting because proper notice was not given.

## **ARTICLE XV USE OF FUNDS**

Section 1. Funds Not to Inure to Members.

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.

Section 2. Distribution of Funds on Dissolution.

On dissolution of the Northcenter Chamber of Commerce, any funds remaining after satisfying all obligations shall be distributed to one or more regularly organized and qualified Charitable, Educational, Scientific, or Philanthropic organization(s) to be selected by the Board, looking first to those organizations whose purpose and objectives inure to the benefit of the Northcenter Area of Chicago.

## **ARTICLE XVI TRANSITIONAL PROVISIONS**

Section 1. Transition of Current Directors, Officers and Committees. Officers and Directors now in office shall continue in office until such time as their successors shall have been elected and qualified in accordance with these Bylaws. Committees now in existence shall continue in operation until discharged.

Section 2. Initial Election of Directors. Notwithstanding anything contained in these Bylaws to the contrary, at the first election of Directors under these Bylaws, twenty-one (21) Directors shall be elected, as follows: the Nominating and Board Development Committee shall convene as soon as practicable after adoption of these Bylaws and appointment of its members. The Nominating and Board Development Committee shall nominate candidates for Director as provided in Section 2 of Article V of these Bylaws, provided that seven (7) Directors shall be nominated for a term of one (1) year; seven (7) directors shall be nominated for a term of two (2) years, and seven (7) directors shall be nominated for a term of three (3) years. At the first regular January meeting of Members under these Bylaws, Directors shall be elected as provided in Section 3 of Article V of these Bylaws, provided that seven (7) Directors shall be elected for a term of one (1) year; seven (7) directors shall be elected for a term of two (2) years, and seven (7) directors shall be elected for a term of three (3) years.

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