



BYLAWS
Revision as of November 19, 2008
GALENA AREA CHAMBER OF COMMERCE

BYLAWS

ARTICLE I - GENERAL

Section 1: The name of this Corporation shall be the Galena Area Chamber of Commerce.

Section 2: The Galena Area Chamber of Commerce is organized for the purpose of advancing economic, agricultural, industrial, professional, cultural and civic welfare of the City of Galena, of Jo Daviess County and of its trade area and;

To support all those activities believed to be beneficial to the community and area; to oppose those which might be determined undesirable;

And in general, to promote the welfare of all area citizens, following always those policies intended to accomplish the greatest good for the greatest number.

In keeping with the preceding intent, the following mission statement has been adopted: The Galena Area Chamber of Commerce exists to serve as a valuable resource to its members, to work as an advocate for our business community, and to be a strong partner in the enhancement of our economic, cultural and civic welfare.

Section 3: The Corporation shall not endorse or lend its influence or support to any political party or candidate. However, the Corporation has an obligation to identify important issues or trends that may impact the business environment and/or quality of life in our community. Furthermore, it is incumbent upon the Corporation to provide information and education and if necessary, the forum for our members and the general populace to discuss these issues and trends. The Board of Directors shall ensure that the Corporation adopts and implements impartial actions and programs that will facilitate input from all interested parties.

Section 4: The fiscal year shall end on the 31st day of December. The term of the fiscal year shall be January 1st through December 31st.

ARTICLE II - MEMBERSHIP

Section 1: Any reputable person, association, corporation, partnership, estate or trust owning or operating a business may subscribe to membership in the Galena Area Chamber of Commerce by presenting an application for membership to the Board of Directors or its duly authorized representative.

Section 2: Members shall pay a membership fee as determined by the Board of Directors. The fee may be paid quarterly, semi-annually, or annually. Any member can contribute an additional amount, but shall in no case have more than one vote. Members agree to abide by the bylaws duly enacted by the Board of Directors, a copy of which is furnished to each new member, and available upon request to existing members..

Section 3: Distinction in public affairs confers 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. Nomination of honorary membership shall require the affirmative vote of the Board of Directors and election by the general membership.

Section 4: Any member may resign from the Chamber upon written request to the Board of Directors.

Any member shall be suspended for nonpayment of dues after (90) ninety days from the due date.

Any member may be suspended 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 reputation of the Chamber. Notice and opportunity for a hearing will be afforded the complainant.

Any suspended member shall have the right to appeal to the entire Chamber upon written request. The suspended member must be allowed to make such an appeal at the next annual meeting or special meeting called within (30) thirty days of the appeal.

Section 5: The resignation or suspension of a member shall constitute a forfeiture of all interest of the member in and to the property of the Corporation.

ARTICLE III - MEETINGS

Section 1: The rules contained in the latest edition of ROBERT'S RULES OF ORDER NEWLY (Revised) shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the bylaws or special rules of order of the Corporation.

Section 2: A majority of the Board of Directors shall constitute a quorum at any Board meeting.

Section 3: The Board of Directors shall call a special membership meeting upon petition signed by not less than ten percent (10%) of the members.

Section 4: The Annual Meeting of the Chamber of Commerce shall be held the last quarter of the calendar year.

Section 5: At all membership meetings five percent (5%) of the members in good standing shall constitute a quorum.

Section 6: Notice of special meetings shall be given to each member in person or by mailing notice to the last known post office address at least five (5) days in advance of the day of the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: The government of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors.

The Directors shall have the power to fill all board vacancies. Director appointments shall end with the annual meeting.

The Board of Directors shall prepare a preliminary budget for the next fiscal year for presentation at the Annual Meeting. The budget shall be adopted by the Directors no later than December 31. The Directors shall cause to be audited annually the books and accounts of the Chamber at the close of the business for the fiscal year and report in writing the findings to the membership.

Section 2: The Board of Directors shall be comprised of eleven (11) members. Term for a Director shall be three (3) years. No Director may serve more than two (2) consecutive elected terms.

Section 3: A nominating committee composed of five (5) members (two (2) Board members and three (3) members in good standing) shall be appointed by the Board of Directors at least sixty (60) days prior to the election of the new Directors.

Section 4: Nominations will be sought from the entire membership at least sixty (60) days prior to the election. At least twenty (20) days prior to the election, the nominating committee will present a slate of candidates equal to or greater in number to replace the Directors whose three-year terms are expiring. The committee is to confirm each candidate's willingness to accept directorship responsibility.

Section 5: Upon receipt of the report of the nominating committee, the Secretary of the Chamber shall be instructed to immediately notify the membership of the persons nominated as candidates for directorship, and the right of petition as provided in Article IV, section 6 & 7, of these bylaws. A list of all candidates so nominated shall be kept in the Chamber of Commerce office.

Section 6: Additional names of candidates for Directors can be placed on the ballot by petition bearing the genuine signatures of at least twenty (20) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee fourteen (14) days in advance of the election. The committee's decision as to the legality of the petition shall be final.

Section 7: Seven (7) days prior to the date set for the election of Directors, the Chamber office will create a ballot consisting of the candidates nominated by the Nominating Committee and any candidates nominated through the petition process detailed in Article IV/Section 6. Names will be listed on the ballot in alphabetical order based on the candidates' last names.

Section 8: Chamber members in good standing may vote for Directors (1) at the Chamber annual meeting, (2) at the Chamber office not more than five (5) nor fewer than three (3) business days prior to the Chamber annual meeting or (3) by mail to the Chamber office to be received prior to the Chamber annual meeting. Members may vote for a quantity of candidates not to exceed the number of Board openings. Based on the number of open positions, those candidates receiving the greatest number of votes shall be elected to the Board of Directors, with terms based on vote totals, candidates with the highest votes getting the longest terms.

Section 9: The President of the Chamber shall appoint an Election Committee composed of one (1) Director and two (2) members in good standing. The duty of this committee shall be to see that the election of members of the Board of Directors at the forthcoming election is carried out according to the terms and conditions of these bylaws.

Section 10: If any Director shall fail to attend two-thirds (2/3) of meetings annually, the President shall in writing call such failure to his/her attention. If satisfactory excuse is not received within 30 days, that individual shall cease to be a member of the board, and the vacancy thus created shall be filled as provided in Article IV, Section 1.

Section 11: All policies of the Board will be formalized and recorded in a manual of procedures for easy reference by the officers, Directors and administrative staff, and be available in the Chamber office for the general membership. The Board shall adopt such rules and regulations as may be required to conduct the affairs of the organization. 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 12: Annually on the anniversary date of employment the Board will review the staff and fix salaries. Staff member(s) in conjunction with the Board will prepare appropriate reports necessary to keep the members informed of the organization goals, programs and efforts.

Section 13: Regular meetings of the Board of Directors shall be held each month of the year. The Board during the first regular meeting following the annual meeting shall fix the time and place of such regular meetings of the Board of Directors. The President or any three (3) members of the Board may call special meetings at any time.

ARTICLE V - OFFICERS

Section 1: On or before the 31st day of December immediately following the annual election, the Directors shall meet and elect officers for the ensuing year - a President, Vice President, Secretary and Treasurer. All of said officers must be members of the Board of Directors. The Board of Directors may employ an Executive Director whose compensation shall be determined by the Board of Directors.

Section 2: The President shall: preside at all meetings of the Corporation and Board of Directors and perform all duties incident to this office; subject to the approval of the Board of Directors, appoint all Board of Director's committees and shall be an ex-officio member of all committees; at the annual meeting of the Corporation, and at such times as may be deemed proper, commend to the membership of the Board of Directors such matters and make suggestions as may tend to promote the prosperity and increase the usefulness of the Corporation.

Section 3: The Vice-President shall act in the absence of the President, and in the absence or disability of the two officers named (President and Vice President) a member of the Board of Directors shall be chosen to act temporarily. The Vice President shall become the President in the event of vacancy in the office of President.

Section 4: The Treasurer shall receive and disburse the funds of the Corporation. The Treasurer shall keep all money of the Corporation deposited in its name, and shall make a report at each regular meeting and shall keep the records current on a monthly basis. All financial records and books shall be open to inspection by the Board of Directors at any reasonable time. Any members shall request access to the financial records of the Corporation through the Board of Directors. The Treasurer shall have a Surety Bond in such amount as the Board of Directors shall deem necessary, the cost to be paid by the Galena Area Chamber of Commerce. The Treasurer's bond shall be held in the office of the Galena Area Chamber of Commerce.

Section 5: The Secretary shall keep the minutes of the meetings, receive and file the reports of the board and committees, and keep minutes in the Corporation book current.

ARTICLE VI - COMMITTEES

Section 1: The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2: The President shall annually appoint Directors to the Board's standing committees: Personnel, Bylaws, and Finance, subject to approval by the Board of Directors. Additional committees may be appointed by the President subject to the approval of the board. Although Chamber of Commerce membership shall be encouraged, it shall not be a requirement for committee participation. All existing and newly created committees shall act in accordance with the bylaws of the Galena Area Chamber of Commerce. Each committee will have a board member to act as a liaison to the committee.

Section 3: The Executive Committee shall be composed of the President, Vice President, Treasurer, and Secretary.

Section 4: In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Corporation. It shall have general charge of the finances and property of the Corporation and shall have authority to order disbursements for necessary expenses. All action taken by the executive committee will be reported to the Board of Directors at the next regular meeting. No significant action will be taken by the executive committee without board approval.

ARTICLE VII - FINANCES

Section 1: Upon approval of the budget, the Treasurer designee(s) appointed by the Board of Directors shall be authorized to make disbursements for expenses provided in the budget, subject to the following: \$300 or under to be approved by the Executive Director, over \$300 up to \$1,000 by the Treasurer also and over \$1,000 by the majority of the Board. All disbursements shall be made by check, on-line bill payment, credit card, or electronic funds transfer. Checks of \$300 or under can be signed by the Executive Director. Checks over \$300 shall be signed by the Treasurer and co-signed by anyone designated by the Board of Directors. In the absence of the Treasurer, any two members of the Executive Committee shall sign the check, if specifically listed on the checking accounts card.

Section 2: No disbursements of funds of the corporation beyond those provided for in the budget shall be made unless the same have been approved, authorized and ordered by the Executive Committee of the Board of Directors. A complete listing of all prior month's disbursements will be presented to the Board each month as part of the Board meeting consent agenda.

Section 3: Thirty (30) days prior to the beginning of the fiscal year, the Finance Committee shall compile a budget of estimated expenses and revenues and submit it to the Board of Directors. The Board shall review income & expenses on a monthly basis.

Section 4: 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. In the event of the dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board of Directors.

ARTICLE VIII - AMENDMENTS

Section 1: All proposed amendments to these bylaws shall 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 a quorum at any annual or special meeting of the Corporation provided notice of the proposed change shall have been mailed by the Secretary to each member not less than ten (10) days prior to such meeting.

ARTICLE IX - LIABILITY

Section 1: The Directors, officers, employees and members of the corporation shall not, as such, be liable to its debts or obligations and Directors, officers, members or other volunteers shall not be personally liable for any claim based upon an act or omission of such person performed in a reasonable discharge of their lawful corporate duties. Notwithstanding the above, the corporation shall save and hold harmless any Director, member, employee or volunteer from personal liability arising out of the reasonable discharge of their lawful corporate duty. The corporation shall pay a premium to provide Directors' liability insurance coverage.

Approved by the Board of Directors at the September 18, 2008 Board Meeting.

Notification to General Membership on October 29, 2008.

Adopted at the Annual Meeting of the Galena Area Chamber of Commerce on November 19, 2008.