

**BYLAWS**  
**CARBONDALE CHAMBER OF COMMERCE**  
**131 South Illinois Ave.**  
**Carbondale, IL 62901**

**ARTICLE I - NAME**

Section 1. The name of this organization is the Carbondale Chamber of Commerce, hereafter referred to as the Chamber. It is incorporated under the laws of the State of Illinois as a Not-For-Profit Corporation. Its principal office shall be located within the city limits of the City of Carbondale.

Section 2. The territory to be served by the Chamber is:

- A. Corporate limits of the City of Carbondale, Illinois.
- B. The unincorporated area of Jackson County, Illinois.
- C. The general trade area and areas having a common relationship with the above-mentioned areas.

Section 3. In compliance with the general Not-For-Profit Corporation Act of the State of Illinois, the Executive Director will act as "registered agent" and the office of such agent shall be the "registered office" of the Chamber.

Section 4. Limitation of Methods. The Chamber shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501(C) (6) of the Internal Revenue Code.

**ARTICLE II - AFFILIATION**

Section 1. The Chamber shall be and hereby is affiliated with the State of Illinois Chamber of Commerce and the Chamber of Commerce of the United States.

Section 2. Affiliates of the Chamber will be developed with lines of authority and responsibility being established.

**ARTICLE III - PURPOSE**

Section 1. The purpose of the Chamber is to advance the business interest and to encourage the improvement of business methods; to abate trade abuses and illegitimate practices; to promote the civic interests and the general welfare of the area; to extend and promote trade and commerce; to foster the development of transportation facilities; to promote beneficial legislation and to cultivate a comradery among its members.



## ARTICLE IV - MISSION

Section 1. The mission of the Chamber is to advance the interests of business and make Carbondale a great place to live, work, visit, play, and invest.

## ARTICLE V – MEMBERSHIP

Section 1. Classification of membership in the Chamber shall include:

- A. Regular
- B. Booster
- C. Not-for-Profit

Section 2. Regular membership is available to any business firm, individual, association, corporation, partnership, organization, professional, sole proprietorship, or estate having an interest in the objectives of the Chamber and paying the prescribed dues as determined by the Board of Directors with acceptance by a majority of the Board. Regular memberships of the Chamber shall be entitled to one (1) vote per membership. Regular membership may be offered at a discounted rate to subsidiaries of members and to additional entities under same ownership. The dues structure for these secondary memberships shall be set by the Board of Directors.

Section 3. Booster membership is available to any individual interested in the objectives of the Chamber even if that individual is not engaged in private business enterprise in the Chamber area. Booster membership is for individuals, not businesses or organizations and may not be used for the promotion of such. Boosters pay the prescribed dues as determined by the Board of Directors.

Section 4. Not-for-Profit membership is available to any charitable organization, association, club, spiritual organization or other group provided that the organization is organized as a not-for-profit corporation under the laws of the State of Illinois and granted status as a non-profit entity for tax purposes with the Internal Revenue Service. Boosters pay the prescribed dues as determined by the Board of Directors.

Section 5. Application for membership shall be submitted along with the appropriate dues payment, and shall be regarded as a guarantee on the part of the applicant's interest, and adherence to the Chamber's Bylaws, rules and regulations.

Section 6. Termination of Membership.

- A. Membership may be revoked by the Board of Directors for cause, or non-payment of dues within a reasonable time as fixed by the Board of Directors. Such member may have a hearing before the Board of Directors at a specified time and place and after a reasonable notice. A two thirds (2/3) vote of Directors is necessary to revoke a membership.

## **ARTICLE VI - REVENUE**

Section 1. The revenues of the Chamber shall be derived from membership dues, incidental operations, and other sources.

Section 2. Changes to membership rates, payment methods, and billing schedules shall be recommended by the Finance Committee and adopted by approval of the Board of Directors.

Section 3. Membership dues may be paid monthly, quarterly, semi-annually, or annually in advance or on the first day of the member's anniversary month.

Section 4. The fiscal year runs from January 1 through December 31.

## **ARTICLE VII - PRIVILEGES**

Section 1. Any member of the Chamber may designate a representative to any committee subject to the approval of the Board of Directors.

Section 2. Any member in good standing is entitled to one vote in any Board of Directors election, referendum, or general membership meeting.

Section 3. Members are entitled to all publications of the Chamber, and the right of participation in all promotions and activities.

## **ARTICLE VIII - MEMBERSHIP MEETINGS**

Section 1. The Annual Meeting of the membership shall be held during the month of January or February. The Board of Directors shall determine the date and location.

Section 2. Other general membership meetings may be set by the Board of Directors to advance the interests of the Chamber.

Section 3. Special membership meetings must be called by the Board of Directors upon petition signed by not less than ten percent (10%) of the members.

Section 4. Notice of all membership meetings is to be sent to each member at least five (5) days in advance of the meeting.

Section 5. Five percent (5%) of the total voting membership shall constitute a legal quorum.

## **ARTICLE IX - BOARD OF DIRECTORS**

Section 1. The government of the Chamber, the direction of its works, and the control of its property shall be vested in a Board of Directors, which may adopt rules for conducting the business of the Chamber.

Section 2. Membership on the Board of Directors shall be determined in the following manner:

A. The Board will be composed of twelve (12) elected members, who shall be elected by the general membership for a term of three (3) years. There will also be four appointed board members: one will be a representative employed by Southern Illinois University Carbondale, appointed by the Chancellor; one will be a representative employed by the City of Carbondale, appointed by the Mayor, one will be a representative of Carbondale Community High School, appointed by the Superintendent, and one will be an appointed representative of Southern Illinois Healthcare. All elected and appointed members will have voting privileges. An individual may, if nominated and elected, serve a second three-year term. Directors, other than the President Elect, President and Past-President, may serve no more than two full consecutive terms. Directors other than the President, President Elect and Past-President who have completed their second full term cannot stand for reelection and may qualify for reelection after a hiatus of one year. The Past-President's term shall extend until his or her term on the Executive Committee is completed or until the end of the Past-President's normal term, whichever is longer, to allow the Past-President to serve on the Executive Committee. No member may hold more than one (1) seat on the Board of Directors.

B. The immediate Past-President, by virtue of his/her office, shall automatically be a member of the Board of Directors, for a term of one year after his/ her President's term expires or until the end of the Past-President's normal term, whichever is longer.

C. In the event that a Board member is elected as an officer of the Chamber Board during his/her first term, he or she shall serve a second three-year term on the Board in order to fulfill their obligations as an officer, and will not be required to run for reelection. This second term shall run subsequent to the first.

D. The President, with the approval of the Board of Directors, may appoint non-voting, ex-officio members to the Board as deemed appropriate.

E. In such event that there is a tied vote on any matter before the Board, the tie shall be resolved through debate and discussion until a majority vote is achieved.

Section 3. An elected Board member shall be elected by the general membership based on the number of votes cast in accordance with Article X

Section 4. January 1 of each year following the election for membership on the Board of Directors shall be designated as the commencement of a term of office.

Section 5. The terms of membership on the Board of Directors shall be staggered so that not more than five (5) seats on the Board expire in any given year. In cases when the terms of more than five (5) seats are due to expire simultaneously, the terms of one or more individual members of the Board of Directors may be lengthened one or two years. The selection of whose term or terms are to be extended shall be determined by lot from a pool of willing members of the Board. No individual member of the Board of Directors shall have his or her term extended more than once. Extension of a single term shall not impact any Director's ability to run for reelection as outlined in Section 2.

Section 6. The Board of Directors shall meet not less than once every other month, at such regular time and place as they determined.

Section 7. The Board of Directors shall, at the Annual Meeting, submit a report of the work and finances of the Chamber.

Section 8. A member may not have more than one individual on the Board of Directors at the same time. No more than three (3) Booster members may serve on the Board of Directors at the same time. Not-for-profit members shall make up no more than one-third of the Board of Directors at any given time. Secondary (affiliate or subsidiary) members as outlined in Article V, Section 2 may serve on the board simultaneously with the parent or affiliated member, with a limit of two seats on the board from the same parent organization.

Section 9. Any elected board seat that becomes vacant before the end of the director's term shall be filled by the President with the consent of the Board of Directors. The appointed replacement Director will serve out the remaining term of the Board seat. Once the term has ended, the Director may run for election and, if elected, may serve two full terms pursuant to Section 2A above.

Section 10. Absence from three (3) consecutive regular Board of Directors meetings by an elected member without a valid excuse, so recorded by the Board of Directors, shall be construed as a resignation.

Section 11. A simple majority of the members of the Board of Directors shall constitute a quorum.

Section 12. Special Board of Directors meetings may be called by the President, or by written request of four (4) or more members of the Board of Directors. Written notice of such meetings shall be given at least twenty-four (24) hours in advance and shall include a brief statement as to its purpose.

Section 13. Indemnification. The Chamber shall, 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 a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Directors shall be adjudged in such action, suit or proceeding to be liable for willful disregard or malicious misconduct in the performance of duty.

## **ARTICLE X - NOMINATIONS AND ELECTIONS**

Section 1. A Nominating Committee of five (5) members shall be appointed by the President, with the approval of the Board of Directors, at the Board of Directors meeting no later than October.

Section 2. It shall be the duty of the Nominating Committee to nominate from the voting membership candidates to be voted on to fill open positions on the Board of Directors.

Section 3. The Nominating Committee shall file, no later than November 15, with the Executive Director, the list of nominees, confirming the fact that personal contact with the nominees has been made and that they are willing to accept directorship responsibility. Two candidates shall be nominated for each open position on the Board.

Section 4. After receipt of the nominees from the Nominating Committee, the ballots shall be distributed to the general membership. Ballots shall list the nominees alphabetically. Write-in votes will be accepted.

Section 5. The election of directors shall be completed by December 15 of each year.

## **ARTICLE XI - OFFICERS**

Section 1. At the December Board meeting of each year, the Board of Directors shall meet and elect a President, a President Elect, and a Treasurer in those years in which such positions are open. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and shall have been qualified or until his/ her death or until he/ she shall resign, or has been removed in the manner hereinafter provided. All officers shall serve for a one (1) year term.

Section 2. Any officer elected or appointed by the Board of Directors may be removed by a three fourth (3/4) vote of the Board of Directors whenever in its judgment the best interests of the Chamber would be served.

Section 3. The President shall be the presiding officer at all membership and Board of Directors meetings of the Chamber. Subject to the direction of the Board, the President shall see that the resolutions and directives of the Board are carried into effect by the Executive Director except in those instances in which that responsibility is assigned directly to the Executive Director; and, in general, the President shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Chamber or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, he/she may execute for the Chamber any contracts, deeds, bonds, or other instruments which the Board of Directors has authorized to be executed, and he/ she may accomplish such execution either under or without the seal of the Chamber, either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirement of the form of the instrument.

Section 4. The President Elect shall assist the President in the discharge of his or her duties as from time to time may be assigned to him or her by the President or Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the President Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 5. (Treasurer) The Treasurer shall be the principal accounting and fiscal officer of the Chamber. The Treasurer shall (a) lead the Finance Committee; (b) prepare the annual budget; (c) be co-signer of authorized checks; (d) shall make, or cause to be made, monthly financial reports to the Board of Directors; (e) ensure the accurate accounting of funds; (f) review and acknowledge acceptance of all payments and deposits; and (g) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him /her by the Chairman or by the Board of Directors. The Treasurer may, at the discretion of the Board, be bonded. The cost of such bond is to be reimbursed by the Chamber.

Section 6. (Secretary) The duties of Secretary of the Board of Directors shall be conducted by the Executive Director or designated member of the Chamber staff as appointed by the Board. The Secretary shall not have a vote on the Board of Directors. The Secretary shall (a) record the minutes of the meetings of the Board of Directors (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as

required by the law; (c) keep a register of the contact information of each member which shall be furnished to the Secretary by such member; and (d) perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/ her by the President or by the Board of Directors. The Secretary is a non-voting, non-elected officer.

## **ARTICLE XII - EXECUTIVE DIRECTOR**

Section 1. The Executive Director of the Corporation (who shall not be a voting member of the Board of Directors) shall be responsible for the day-to-day operation of the affairs of the Chamber. The Executive Director shall attend Board meetings and act as the chief staff officer for the Chamber. The Executive Director shall also carry out duties as are assigned by the Board of Directors. It shall be the duty of the Executive Director to (a) conduct official correspondence; (b) preserve all documents, books, and communications; (c) keep books of accounts; (d) submit, or cause to be submitted, all reports, filings, and/or payments as required by law; (e) be co-signer of all authorized checks; and (f) maintain accurate record of proceedings of the Chamber, Board of Directors, and all committees. The Executive Director shall be bonded if designated by the Board of Directors and the Chamber shall pay said bonding fee or fees. The Executive Director shall be subject to the policies and procedures as set forth by the Board of Directors. Other duties may be assigned by the Board of Directors.

Section 2. Compensation of the Executive Director shall be determined by the Board of Directors and reviewed annually.

Section 3. By a two-thirds (2/3) majority vote of the Board of Directors, they may hire or dismiss the Executive Director. Upon resignation or termination, the Executive Director shall deliver to the President of the Board of Directors all books, papers, and property of the Chamber.

## **ARTICLE XIII - EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of the Past President, President, President Elect, Treasurer, Executive Director (non-voting) and a member at-large selected from the Board of Directors by the President with the advice and consent of the Board of Directors. The President shall serve as Chair of the Executive Committee.

Section 2. The Executive Committee shall, in the interim period between Board meetings, have charge of the routine business of the Chamber.

Section 3. The Executive Committee may refer matters to a committee or to the Board of Directors.

Section 4. A majority of the Executive Committee shall constitute a quorum.

Section 5. Annually, the Executive Committee shall make an appraisal of the Executive Director's performance in keeping with the job description in the employee manual and official duties as stated in the Bylaws, and report to the Board of Directors.

Section 6. A financial audit shall be required if (a) annual revenues of the Chamber exceed \$300,000; (b) a financial audit is required to receive grant funds; or (c) any other circumstance where the Board of Directors would require a financial audit to ensure the integrity of Chamber accounts. When required, the Executive

Committee shall cause to be made an audit or review of all books and accounts, and such audit or review shall be presented to the Board of Directors. A qualified auditor shall conduct such audit or review. The audit/review shall at all times be available to members of the organization within the offices of the Chamber.

Section 7. Bonding. The Executive Director, and such other officers and staff as the Board of Directors designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 8. Meetings of the Executive Committee shall meet prior to regular Board meeting. In addition, the President may call meetings. Meetings may also be called by any two (2) members of the committee whose request must be in writing, to the Executive Director.

Section 9. The Executive Committee may perform the duties of any non-functioning committee.

#### **ARTICLE XIV - COMMITTEES**

Section 1. The President shall monitor all committees and appoint all chairs, subject to the confirmation by the Board of Directors. Board Members shall be required to serve on one standing committee. The Board member shall then attend the regular monthly Board meeting to report on committee activities or designate a representative to do so. The Board shall authorize and define the powers and duties of all standing and adhoc committees except those set forth in these Bylaws.

Section 2. It shall be the function of these committees to establish goals and objectives, formulate budgets, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by the Board.

Section 3. Any number of members who desire to be associated together as a group for the purpose of promoting more effectively a special industry, business, profession, or activity in which they are interested, may form an ad-hoc committee by submitting a petition to the Board of Directors and gain approval. Such committee, if approved as an ad-hoc committee of the Chamber is subject to rules set forth in Article XIII, Section 1.

Section 4. Committees shall adhere to policies set forth by the Board of Directors. Committee members shall approve minutes of committee meetings. Progress reports shall be presented to the Board of Directors.

Section 5. Committees shall incur no expenses unless approved and appropriated by the Board of Directors. However, if the committee has been authorized by the Board to establish a special fund, the committee shall be in full charge of administering this fund.

Section 6. The Bylaws shall be reviewed every two years or as determined by the Board of Directors. The President of the Board of Directors may appoint a Review Committee.

Section 7. The Executive Committee may perform the duties of any non-functioning committee.



## **ARTICLE XV - DISBURSEMENTS**

Section 1. No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the Budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the Budget without additional approval of the Board of Directors. If disbursements are by check, two signatures are required. Checks may be signed by Executive Director, Treasurer, President, and President-Elect. No individual may sign a check that is made out to them or to any person or organization closely connected to them. Disbursements by debit card or online payment must be reviewed and approved monthly by the Treasurer or Executive Committee.

## **ARTICLE XVI - REFERENDA**

Section 1. Upon request in writing by twenty-five (25) members in good standing, or by a majority of the Board of Directors, the Board may, , submit a question to the membership for a referendum vote. When so stated in the written request, action taken thereon by the membership shall be final and shall bind the Board of Directors and the Chamber. Two-thirds (2/3) of the votes cast shall be necessary to determine the question so submitted.

## **ARTICLE XVII - PARLIAMENTARY PROCEDURES AND SEAL**

Section 1. Except as set forth in these Bylaws, 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 XVIII - 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 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.

## **ARTICLE XIX - AMENDMENTS**

Section 1. These Bylaws may be amended or altered by a two-thirds (2/3) vote of the total Board of Directors.

## **Notes of formal approval:**

The Board of Directors at the Regular Board meeting on 5/13/82 adopted the Bylaws on 5/13/82.

The Board of Directors at the Regular Board meeting on 11/13/84 revised the Bylaws on 11/13/84. The revision was mainly for the purpose of accreditation.

The Board of Directors at the Regular Board meeting on 3/10/92 revised the Bylaws on 3/10/92.

The Board of Directors at the Regular Board revised the Bylaws on 1/11/94 Meeting on 1/11/94.

The Board of Directors at the Regular Board meeting on 11/14/95 revised the Bylaws on 11/14/95. (Reduced Board members to 21).

The Bylaws were revised on 11/27/95; Dues conform to the "fiscal year"/Technical (editorial) change only.

The Board of Directors changed the Bylaws on January 14, 1997. (Deletion reference to Secretary in Section 7, Article XI, Section 7.)

The Bylaws were changed on June 12, 1997 by the Board of Directors in regards to monthly financial reporting to the Board.

The Bylaws were revised on October 12, 1997 due to board approval of Strategic Plan and revision of mission statement.

The Bylaws were revised on December 14, 1999 due to recommendations from the Internal Programming Committee and by approval from the Chamber membership in the January/February Special Edition *Communicator*.

The Bylaws were revised on August 14, 2001 due to recommendations from the Internal Programming Committee and by approval from the Chamber Board of Directors at regular Board meeting on 8/14/01.

The Bylaws were revised on October 14, 2003 due to recommendations from the Executive Committee and by approval from the Chamber Board of Directors at regular Board meeting on 10/14/03.

The Bylaws were revised on May 8, 2007, due to recommendations from the Board of Directors and by approval from the Board of Directors at the regular Board meeting on June 12, 2007.

The Bylaws were revised on October 5, 2009 due to recommendations from the Board of Directors and by approval from the Board of Directors at the regular Board meeting on November 18, 2009.

The Bylaws were revised on July 9, 2014 due to recommendations from the Executive Committee and approval by the Board of Directors at the regular Board meeting on that date.

The Bylaws were revised on August 13, 2014 due to recommendations from the Executive Committee and approval by the Board of Directors at the regular Board meeting on that date.

The Bylaws were revised on August 12, 2015 (Subsidiary memberships in Article V, Section 2 and Article IX, Section 8) by the Board of Directors at their regular board meeting.

The Bylaws were revised on October 14, 2015 (Addition of the CCHS permanent seat on the board in Article IX, Section 2, Paragraph A and the addition of Paragraph D) by the Board of Directors at their regular board meeting.

The Bylaws were revised on March 16, 2022 by Board approval. Extensive updates were made, including the renaming of the President/CEO to Executive Director, and the Chairman, Chair-Elect, and Past-Chair to President, President-Elect and Past-President respectively.

The Bylaws were revised on June 15, 2022 to clarify the role of the Treasurer, correct an inconsistency with terms served by appointed Directors filling an unexpired seat, and updating the check signing policy.