

**LIMESTONE CHAMBER OF COMMERCE
BY-LAWS
EFFECTIVE FISCAL YEAR 2022**

ARTICLE I – GENERAL

SECTION 1. NAME

This organization is incorporated under the laws of the State of Illinois and shall be known as the Limestone Chamber of Commerce.

SECTION 2. PURPOSE

The Chamber is organized for the purpose of advocating, educating, and supporting the businesses in the Limestone area.

SECTION 3. OBJECTIVES

The Chamber is formed to promote business growth within the community through economic development, community involvement, and devotion to our community.

The Chamber promotes the advancement of all individuals and groups in their business endeavors. The Chamber will not discriminate against any individual or group because of race, sex, age, political or religious affiliation, handicaps or membership in any lawful organization.

SECTION 4. LIMESTONE AREA DEFINED

The Limestone economic region is defined as the following:

- (a) Village of Bartonville
- (b) Limestone Township
- (c) Village of Norwood
- (d) Village of Bellevue
- (e) Hollis Township
- (f) Village of Mapleton
- (g) Village of Kingston Mines
- (h) Rural Peoria

SECTION 5. ORANIZATION

The Limestone Chamber of Commerce 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- MEMBERSHIP

SECTION 1. ELIGIBILITY

Any reputable person, association, organization, corporation, or partnership having an interest in the above objectives shall be eligible to apply for membership. **One business or organization can house multiple members under their membership, however each membership constitutes as one vote regardless of number of members under the membership name.**

SECTION 2. DUES

Membership dues shall be set by the Board of Directors and presented at the scheduled annual meeting. Dues are payable upon receipt of annual dues invoice. Current year dues are non-refundable unless the board votes otherwise. Memberships will be renewed each year by July 1st. Dues for members joining after July 1 will be prorated based on the month joined.

SECTION 3. TERMINATION/ REMOVAL

- a) Any member may resign from the Chamber upon written request to the Board of Directors;
- b) Any membership shall be automatically terminated after six (6) months for non-payment of dues unless time is extended for good cause by two-thirds vote of the Board of Directors;
- c) Any member may be expelled by a two-thirds vote of the Board of Directors at regularly scheduled meeting thereof for the conduct unbecoming of a member or failure to uphold the responsibilities of the position set forth by the Board;

SECTION 4. VACANCIES

In the event of a vacancy, the Board of Directors shall elect new officers to fill other vacancies. The election of new officers shall be held at the next regular meeting of the Board of Directors or at a special meeting called by procedure, specified in Article IV.

An Officer elected to fill a vacancy shall serve for the unexpired term of the predecessor in office.

A current Officer may hold more than one position on the Board of Directors if a situation may occur until the next voting period.

ARTICLE III – POWERS

The Board of Directors shall include the following: President, Vice President, Secretary, Treasurer, **and three (3) elected trustees. No more than two (2) members from the same membership or may serve on the board at the same time.**

The following positions shall be described as follows:

President:

The President is considered the primary leadership position to represent the values and ideals of the Chamber for benefit of the Limestone Community. The President shall preside at all meetings of the Board of Directors and shall perform all duties of the office and provide leadership to increase the usefulness of the Chamber. The President shall be an Ex-Officio Member of all committees, divisions, and other Chamber organizations.

Vice President:

In the absence or inability of the President to act the Vice President shall perform duties of the President.

Treasurer:

The Treasurer shall be responsible for safe-guarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors **with the President, Vice President and the Treasurer a signatory of any Limestone Chamber of Commerce account. Each account will also require two signatures for any withdrawal.**

The Treasurer shall make a full report of the financial condition of the Chamber on a monthly basis, or as required by the President or Board of Directors.

The Treasurer is responsible for assisting the President and Vice President in planning the fiscal year budget.

Secretary:

The Secretary shall be the recorder of meeting minutes at Executive committee meetings, help develop fundraising plans, and assist in the arrangements of all executive committee and board meetings.

Trustees:

Assisting the officers in the governing of the Chamber shall be three (3) trustees. Trustees may serve as chairs of committees.

ARTICLE IV- MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the Chamber shall be held during the first quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof distributed to each member and posted in a frequented public venue such as social media or in the local newspaper at least twenty (20) days before said meeting.

SECTION 2. BOARD MEETINGS

The Board of Directors shall hold monthly meetings a regularly scheduled time set by the President. The Treasurer report will be approved, and minutes taken at each meeting. Committee Chairs shall report to the board meetings as necessary or as asked.

SECTION 3. ADDITIONAL MEETINGS

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any twenty (20) members in good standing. Notice of special meetings shall be distributed to each member and posted in a frequented public venue such as social media or in the local newspaper at least five (5) days prior to such meetings.

SECTION 4. VIRTUAL MEETINGS

Chamber meetings may be held virtually and/or member could attend virtually. Virtual meetings and/or members attending virtually are subject to quorum rules outline in Section 5. Quorum.

SECTION 5. QUORUMS

At any duly called general meeting of the Limestone Chamber of Commerce, thirty **(30) members or at least 20% of members shall constitute a quorum.**

At any duly called Board Meeting of the Limestone Chamber of Commerce, a quorum is defined as two thirds ($\frac{2}{3}$) of the Chamber Board.

SECTION 6. VOTING

Every membership of the Chamber in good standing (“good standing” defined as all dues obligations being current) is entitled to one vote in any election, referendum or membership meeting.

No voting by proxy shall be permitted.

ARTICLE V- COMMITTEES

SECTION 1. COMMITTEES

There may be committees within the board that may be created by the Board. These committees can be subject to changes as the Board and Trustees see fit.

These positions within the committee may or may not be held by those that are a member of the Board.

Committee Chairs should report regularly to the Chamber Board.

The President, by and with the approval of the Board of Directors, shall appoint all committees and Committee Chairmen and may create such other Divisions as will facilitate the work of the organization.

All committee and division organizations will be subject to and governed by these By-Laws.

Committees shall meet as often as prescribed by the Board of Directors and submit written minutes of meetings to the Board of Directors.

All Committee meetings shall be conducted according to generally accepted parliamentary procedure.

- a. **Program Committee** – This Committee shall be comprised of at least three members and shall be responsible for arranging for speakers and programs for all meetings sponsored by the Chamber and investigate and make recommendations with regards to events or opportunities that may be sponsored by, or subscribed to, for the general betterment of the Chamber. All programs shall be approved by the Board. A Board Member shall serve as Chair.
- b. **Marketing Committee** – This committee shall be comprised of at least three members and shall oversee the Web site, newsletters, brochures and any other materials designed for the purposes of promotion and marketing of the Chamber. A Board Member shall serve as Chair.
- c. **Finance Committee** – This Committee shall be comprised of at least three members and shall investigate and make recommendations with regard to the financial operations of the Chamber. The Treasurer shall serve as Chair.

- d. **Nominating Committee** – This Committee shall be comprised of three Chamber members with one (1) non-exiting board member serving as Chair. The Nominating Committee will solicit requests for candidates ninety (90) days prior to term expirations and candidates will be voted on by each membership via secret ballot one (1) month before term expirations. Members of the nominating committee are ineligible to stand for election.
- e. **Membership Committee** – This Committee shall be comprised of at least three members and shall be responsible for obtaining new members to the chamber; recommending annual dues, membership benefits, and membership guidelines; and overseeing all other matters pertaining to the general membership. A Board Member shall serve as Chair.

SECTION 2.1. AD-HOC COMMITTEES

Ad-Hoc Committees – Ad-hoc committees may be formed as needed by a majority vote of the board.

SECTION 3. LIMITATION OF POWERS

No action by any member, committee, division, employee, director, or officer shall be binding upon or constitute an expression of policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

ARTICLE VI- TERM

The term for Board Members is set as follows:

- a) The term for holding a board position is **three (3) years**
- b) Board terms will be staggered to keep the President, Treasurer, Trustee 1, and Trustee 2 on the same election timeline, and the Vice President, Secretary and Trustee 3 on same election timeline in order to keep continuity of procedures.
- c) The maximum number of terms allowed to serve consecutively is two (2).
- d) After serving two (2) terms, which is a total of **six (6) consecutive years**, it is required that the member(s) takes a year away from the Board before they can be eligible to run again for another three (3) year term

There may be situations where the consecutive term may exceed more than two (2) consecutive terms:

- a) If there is no interest from another to run for the position
- b) The current board member that holds the position is willing to serve another term due to unforeseen circumstances
- c) A current board member that held a different position is willing to serve another term in the open position due to circumstances
- d) A board member steps in to complete a vacated term

ARTICLE VII- ATTENDANCE

The following are the attendance requirements for all Board and trustee members:

Absence by any Board Member from three (3) consecutive meetings or a minimum of five (5) regular meetings within a year, without excuse deemed valid by the Board of Directors, shall be construed as resignation from the Board of Directors.

ARTICLE VIII – FINANCES

SECTION 1. FUNDS

The Treasurer shall maintain balances on all operating accounts so as to best conduct business of the Chamber and report monthly to the Chamber board.

SECTION 2. DISBURSEMENTS

All cash expenditures must be substantiated by vouchers. For any non-budgeted items, approval must be received from the Board of Directors prior to payment. **All disbursements must require two signatures by authorized signers.**

SECTION 3. FISCAL YEAR

The Fiscal Year of the Chamber shall close on December 31st.

SECTION 4. BUDGET

Prior to fiscal year end, the Treasurer shall compile and present a draft budget for the upcoming year and present the draft to the Board of Directors no later than the October board meeting. The Treasurer and the Board of Directors will approve a new budget no later than the December Board meeting.

SECTION 5. ANNUAL FINANCIAL REVIEW

The accounts of the Chamber shall be reviewed annually at the end of the fiscal year.

ARTICLE IX – AMENDMENTS

SECTION 1. AMENDMENTS

These By-Laws may be amended by a majority of the Board of Directors voting at any board meeting.

ARTICLE X – DISSOLUTION

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 incur or be distributed to the Members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

Heidi J. Rhea
President, Limestone Chamber of Commerce

Date

Crystal Hartman
Secretary, Limestone Chamber of Commerce

Date