

# West Town Chicago Chamber of Commerce BYLAWS

*Approved by the Board of Directors in October 2010*

## ARTICLE I

### GENERAL CORPORATE MATTERS

Section: 1. Title: The name of this organization shall be the West Town Chicago Chamber of Commerce (the "Corporation"). The Corporation was incorporated in Illinois as a not-for-profit corporation on July 3, 2007.

Section: 2. Office: The Corporation shall maintain in the State of Illinois a registered office and registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

Section: 3. Location: The service area location shall be the community bordered by Division Street to the north, the Chicago River to the east, Grand Avenue to the south, and Kedzie to the west (the West Town Community Area).

Section: 4. Purpose: The Corporation has been organized to provide its members with services, information, marketing and resources to sustain and support their businesses, as well as to create opportunities for a healthy economic and tax base in support of the West Town Community. The Corporation will provide technical assistance to businesses and assist the area's new and established businesses with growth, development, crisis management and planning. The Corporation will ensure variety, diversity and vitality within the West Town Community. Furthermore, the Corporation will respond to the existing and emerging cultural aspects of the community, and provide a voice on how monies are spent and allocated in the West Town Community. Moreover, the Corporation shall carry out community development activities including neighborhood revitalization and community economic development within the service area location for the purpose of the improvement of the physical, economic, and social environment of the entire service location.

## ARTICLE II

### MEMBERS

Section: 1. Regular Members: Persons, partnerships and corporations engaged in retail and/or wholesale merchandising, manufacturing, practice of a profession, or having a majority interest in the ownership of commercial real property within the West Town Community shall be eligible to be Regular Members ("Regular Members" or "Regular Membership"). Any Regular Member moving its commercial interest out of the territorial limits of the West Town Community may remain a Regular Member at such Regular Member's option through the expiration of such membership year, and thereafter shall have the option of becoming an Associate Member. Residents in the West Town community can become Regular Members as long as the total percentage of Resident

members remains under 10% of the overall membership. 90% of the overall Regular Members shall be persons involved with businesses in the community.

Section: 2. Associate Members: Any individual, association, organization, business concern, professional practice or trade actively interested in the progress and welfare of the business community, and not qualifying to be a Regular Member, shall be eligible for Associate Membership ("Associate Members" or Associate Membership"). Associate Members shall be entitled to all and full rights of the organization with exception that Associate Members may not vote.

Section: 3. Representatives: Business units entitled to Regular Membership and present at any regular, special or annual meeting shall have one (1) vote regardless of such business unit's representation at regular, special or annual meetings. If more than one (1) person from any business unit is present at any regular, special, or annual meeting of this organization, it shall be specified at the beginning of such meeting which person so present shall be recognized as the voting representative of such business.

Section: 4. Dues: Annual Dues for members shall be in the amount designated by the Board of Directors and shall be payable at any point during the calendar year. Annual membership begins on the date of payment of membership dues and extends for one year from the date of payment.

Section: 5. Suspension or Expulsion: Any Regular or Associate Member (together, "Member or Members," collectively, "Membership") sixty (60) days in arrears in payment of dues shall not be entitled to vote until such arrearage has been paid. Any member ninety (90) days in arrears automatically ceases to be a Member of the Corporation.

Section: 6. An annual meeting of the Members shall be held during the last two (2) weeks of October. A report of the past and future activities shall be given to the Members. Written notice of such annual meeting shall be provided to all Members at least ten (10) days before said meeting. Election of President of the Board and Treasurer shall take place at Annual Meetings of the even numbered years, and election of the Vice President and Secretary in the odd numbered years. Election of Board Officers shall take place in the even years. A quorum for the annual meeting shall be two-thirds (2/3) of the Regular Membership.

General membership meetings (also referred to as "regular meetings") shall be held from time to time as determined by the Board of Directors and Executive Director.

Special meetings of the Members may be called by the President of the Board of Directors. Special meetings of the Members may also be called, upon written request, by one third (1/3) of the Members in good standing or by the Executive Director. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days prior to such meeting.

## ARTICLE III

### BOARD OF DIRECTORS

Section: 1. Duties: The Board of Directors shall be the governing body of the Corporation, and the Board may exercise all such powers of the Corporation as are authorized by the Illinois General Not For Profit Corporation Act of 1986 (the "Act") the Articles of Incorporation, or these By-Laws.

Section: 2. Number, Qualifications and Term of Office: The Board of Directors shall consist of the Officers (defined in Article IV, Section 1) and not less than five (5) nor more than ten (10) elected Directors, each of whom must be Members; provided, however, that Associate Members elected to the Board of Directors shall not be entitled to vote; and further provided that a majority of the Board of Directors shall be Regular Members. The immediate past president shall sit on the Board of Directors. Each Director shall hold office for two years until the odd or even numbered year annual meeting of members for that positions election and until his or her successor shall have been elected and qualified and shall not be eligible to hold such office in the year immediately following the year in which his or her prior term has expired. The number of directors shall be set by resolution of the Board of Directors from time to time.

Section: 3. The annual meeting of the Board of Directors and membership shall be held during the last two (2) weeks of October and at such time and place as designated by the President or Vice President. Regular meetings of the Board of Directors shall be held monthly on such date and such time and place as designated by the President by giving forty-eight (48) hours notice to each Director, in person, by telephone or by e-mail.

The Regular Members may request a special meeting of the Board of Directors by delivering such request in writing to the President or Executive Director. Such request must be signed by at least one-third (1/3) of the Regular Members in good standing and state the purpose of the meeting. The President or Executive Director must call such special meeting within 14 business days of receipt of the request. Minutes of every Board of Directors meeting shall be available to the Membership. Meetings of the Board shall be open to all Members entitled to vote, except that Membership shall have no vote on matters before the Board, except where requested by law.

Section: 4. Vacancies: Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, the Act, or these By-Laws provide that vacancy or a directorship so created shall be filled in some other manner, in which case the applicable provision of the Articles of Incorporation, the Act or these By-Laws, as applicable, shall control. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

Section: 5. Quorum and Manner of Acting: A majority of the Directors then in office shall constitute a quorum, and the act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors.

Section: 6. Removal of Directors: Any Director may be removed from the board by vote at any regular meeting or special meeting called for such purpose. A quorum for this special meeting is fifty-five percent (55%) of the Regular Members. A two-thirds (2/3) vote of such quorum is requested to remove any Director.

Section: 7. Resignations: Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is so specified, immediately upon receipt by the Corporation.

## ARTICLE IV

### OFFICERS AND THEIR DUTIES

Section: 1. Officers: The officers shall be President, Vice President, Secretary and Treasurer (individually, "Officer," and collectively, "Officers"). They shall be elected from among the Membership for a period of two (2) years, and shall hold office until their respective successors are elected and duly qualified and shall not be eligible to hold such office in the year immediately following the year in which their prior term has expired. An Officer elected from the Associate Membership shall not be permitted to vote. Each of said Officers shall be ex-officio members of the Board of Directors.

Section: 2. Election: The Board of Directors shall be empowered to employ an Executive Director by a quorum vote of the Board. The President and Treasurer of the Corporation shall be elected in even numbered years by the Board of Directors and Regular Membership at the annual meeting. The Vice President and Secretary of the Corporation shall be elected in the odd years by the Board of Directors and Regular Membership at the annual meeting. Eligible candidates for holding Officer of the Board positions must be nominated by at least two (2) Board Officers or Regular Members in good standing.

To be nominated as an Officer, the nominee must be a Member in good standing for at least one full year prior to nomination. Good standing requires that a Member pay dues and attend at least two-thirds (2/3) of the meetings. The nominee must have served on a special or standing committee for at least one year. Special consideration to waive membership period or committee service requirements requires a two-thirds (2/3) vote by the Board of Directors.

If the election of the Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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 successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an Officer shall not of itself create contract rights.

The Executive Director or Board of Directors may create committees to address and take action regarding any on-going issue or needs. Removal of such committee is at the discretion of the Executive Director and Board of Directors.

Section: 3. Duties: It shall be the duty of the President to preside at all meetings of the Corporation and at meetings of the Board of Directors. The President shall appoint all committees and shall be ex-officio a member of all committees. The President shall have general supervision over business of the Corporation and shall have powers as be conferred by the Board of Directors.

The Vice President shall assist the President in all matters pertaining to the office of the President, as required by that Officer. The Board of Directors has power to define the Vice President's duties. In the absence of the President, the Vice President shall discharge all the duties of that office. The Vice President shall also be in charge of administration matters.

The Secretary shall review records of the minutes of the meetings of the Corporation and perform the duties usual to that office. Minute reports should include, among other things, name of attendees, a synopsis of discussion, actions taken, motions made, and a report on standing committees.

The Treasurer shall be responsible for the duties usual to that office, and shall supervise the receipt and disbursement of all funds belonging to the Corporation as provided by these By-Laws. The Treasurer shall submit monthly statements to the Board of Directors at its regular meeting showing cash balances on hand, accounts payable, accounts receivable, and receipts during the period and disbursements during the period.

The Executive Director shall coordinate all activities including, but not limited to, promotions, membership drives, newsletter publications and fund raising activities. The Executive Director shall assist the President in organizing monthly meetings, preparing the agenda for official meetings, conducting official correspondence, maintaining accurate records of proceedings, and preparing an annual budget. She/he shall prepare and mail all statements for monies due at the direction of the Board of Directors, process bills for payment, issue Membership decals, issue general and specific bulletins and notices of meetings, attend regional and other meetings that will tend to benefit the organization, prepare a quarterly report of activities and perform any other duties prescribed by the Board of Directors. The Executive Director is responsible for meeting deadlines for various funding applications.

Section: 4. Removal and Resignation: Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without

prejudice to the contract rights, if any, of the person so removed. Any Officer who misses more than three (3) monthly Board of Directors meetings is eligible to be removed from office by quorum vote of the Board of Directors. Any Officer may resign at any time by giving written notice to the President or the Secretary of the Corporation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section: 5. Vacancies: Vacancies in the offices of President, Vice President, Secretary, Treasurer and Directors of the Board of Directors shall be filled by appointment at the next regular meeting of the Board of Directors, or special meeting called for that purpose, after such a vacancy occurs. In the interim, if a vacancy in the office of President occurs, the Vice President shall become President. The order of succession shall be Vice President, Secretary and Treasurer. A vacancy in any office shall be filled for the unexpired portion of the term in the manner as provided for the original appointment.

## ARTICLE V

### COMMITTEES

Section: 1. Nominations: the President shall appoint a nomination committee to meet during July comprised of at least five (5) persons, at least three (3) of whom shall be present at such meeting and all of whom shall be Members in good standing. This committee head shall report to the Board of Directors during August.

Section: 2. Standing Committees: Standing Committees shall be appointed by the President or by at least three (3) Members of the Board of Directors. The Committee head shall be the Vice President elected for such for a full term.

Section: 3. Special Committees: Special Committees shall be appointed by the President or by at least two (2) Members of the Board of Directors. Each committee shall elect its chairperson and shall serve for a full term or until completion, subject to the approval of the Board of Directors.

Section: 4. Committee Members: Members of the standing and new committees shall be appointed by the President or Vice President to serve for a full term, subject to the approval of the Board of Directors.

Section: 5. Finance Committee: The Finance Committee shall be constituted of the Treasurer, the President, a member of the Board of Directors, and of the Executive Director in a non-voting capacity. The Finance Committee shall approve the annual budget of the Corporation, shall review quarterly reports of the Treasurer and review the annual report.

Section 6. Standing or Special Committee members will vote on matters pertaining to the committee's area of interest or specific project. The committee members as a voting body

thus represents the general chamber membership in matters pertaining to said committee. Any Regular Member in good standing may choose to join and vote on any special or standing committee at any time with the approval of the committee chairperson and Board President.

Section 7. Special or Standing Committees voting on issues and creating stances or recommendations must have the chairperson present a stance letter to the Board of Directors prior to the stance becoming the official opinion of the entire organization. In order for any committee recommendation to become an official chamber of commerce recommendation, two-thirds (2/3) of the Board of Directors must vote in agreement with the committee. The Board of Directors may also choose to poll the Membership in order to more accurately represent the majority of the organization. (Email polling is acceptable in this case).

## ARTICLE VI

### MISCELLANEOUS

Section: 1. Installation: The newly elected Officers and Directors of the Board of Directors shall assume their duties upon their installation during the annual Meeting.

Section: 2. Proxies: Vote by proxy at any meeting regular, special or annual is expressly forbidden.

Section: 3. E-mail polling: Regular Members shall be polled occasionally regarding various issues and permitted to vote via e-mail provided, however, that such e-mail vote is confirmed by phone within 24 hours. Email address: [info@westtownchamber.org](mailto:info@westtownchamber.org). Phone number : 312-850-9390

## ARTICLE VII

### AMENDMENTS TO THE BY-LAWS

Section: 1. Amendments: These By-Laws may be amended from time to time through a majority vote of the Board of Directors.

## ARTICLE VIII

### RULES OF ORDER

Section: 1. Rules of Order: Roberts' Rules of Order shall govern in all questions of parliamentary law or practice not covered by these By-Laws.

## ARTICLE IX

### FISCAL YEAR

Section: 1. The Fiscal year for the accounting and report purposes shall end December 31st.

## ARTICLE X

### ORDER OF BUSINESS

Section: 1. Order of Business: The regular order of business for the regular meetings shall be set forth below and shall not be altered or changed except by a majority vote of the Members present:

1. Call to order
2. Review of the minutes of the last meeting(s)
3. Report of the Treasurer
4. Old business
5. New business
6. Reports of Standing Committees
8. Adjournment