



**CONSTITUTION
&
BYLAWS**

of the
MURPHYSBORO CHAMBER OF COMMERCE

Amendment VIII

**MURPHYSBORO CHAMBER OF COMMERCE
CONSTITUTION AND BYLAWS**

ARTICLE I

NAME

The name of the organization shall be the Murphysboro Chamber of Commerce, a corporation organized under the laws of the State of Illinois on the 17th day of December A.D. 1923 - with its location and home office in the City of Murphysboro.

ARTICLE II

OBJECTIVE AND PURPOSE

The objective and purpose of the Murphysboro Chamber of Commerce is to foster and promote the general welfare of the community of Murphysboro, Illinois, and surrounding territory with special emphasis on the following objectives:

1. Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business and its problems; creating a more intelligent business and public opinion regarding City, County, State and National legislative and political affairs; preventing controversies which are detrimental to the expansion and growth of business in the community or resolve them if they arise; and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interest of competitive business:
2. Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within Murphysboro and the surrounding area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

ARTICLE III

LIMITATIONS

The Murphysboro Chamber of Commerce is nonpartisan, non-sectarian and not for pecuniary profit of its members, all monies collected from them shall be used for the sole purpose of paying the necessary expenses of the activities of the Chamber, and promoting and furthering the general welfare and commercial prosperity of Murphysboro and the surrounding area, as set forth in Article II herein: no member shall derive any direct pecuniary profit or salary from the Chamber, nor be paid for the member service therein, except such salary as may be provided by the Board of Directors for services of an Executive Director and assistants.

ARTICLE IV

MEMBERSHIP

Section 1 - Eligibility – Regular membership is available to any business, firm, individual, association, corporation, partnership, institution, organization, professional, estate, or trust having an interest in the objectives of the Chamber of Commerce.

Associate memberships shall be available to any individual or civic not-for-profit club or organization interested in the objectives of the Chamber of Commerce who are not engaged in private enterprise.

The decision of the membership committee shall be final as to what category to assign an applicant.

Section 2 - Dues - Dues shall be in such sums as are from time to time established by the Board of Directors. Notice of any action taken by the Board of Directors with respect to dues shall be sent to members promptly by mail and shall not become effective until thirty days after such mailing. No member who resigns from the Chamber prior to the effective date of such action shall be bound thereby.

Section 3 - Voting Power - Each regular member shall have one vote and one vote only. Each associate member shall have no vote.

Section 4 - Associate members shall have all other rights and privileges of a regular member, except they shall not be eligible to serve on the Board of Directors.

Section 5 - Duration - Membership shall continue until resignation in writing, forfeiture for non-payment of dues, or expulsion for conduct detrimental to the interest of the Chamber.

Section 6 - Resignation - Thirty days advance notice of resignation shall be presented in writing to the Executive Director. All dues to the end of the term specified in such member's application or contract shall be paid on or before the giving of such notice.

Section 7 - Delinquency - Members three (3) months in arrears shall automatically forfeit their membership. The Board of Directors, however, may at any time extend the payment period or accept any dues in full or in part for good cause shown.

Section 8 - Expulsion - Any member may be expelled for cause by resolution passed by two-thirds (2/3) of the entire Board of Directors at any meeting. Such member shall be notified at least 10 days in advance of the intention of the Board of Directors to consider the member's expulsion, and shall be given opportunity of a hearing before the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1 - Number, Powers - The government of the Chamber, the policy making responsibilities of the Chamber, the direction of the Chamber's work and the control of the

Chamber's property shall be vested in the Board of Directors. The Board of Directors shall be composed of eighteen (12) members, whose duties shall begin on the first day of the fiscal year, April 1st. Nine (9) Directors shall be elected from the general membership and one (1) additional directorship shall be reserved for a representative of Apple Festival. Two (2) limited directorships shall also be extended to a representative (1 each) of the Murphysboro Tourism Commission and the Jackson County Growth Alliance. Other entities may be invited to participate with a limited directorship representative at the digression of the board. The term of the Department and external program directorship shall be determined annually by their respective Department or program and ratified by the Chamber of Commerce Board of Directors. A limited directorship shall have all the rights and privileges of a Directorship except for the holding of a Board of Director office or the ability to vote on board matters.

Section 2 - Election - The annual election of the Board of Directors process shall begin three (3) months prior to the end of the fiscal year. During the January Board of Directors meeting a committee consisting of three board members selected by the President to act as a nominating committee. At the February Board of Directors meeting the nominating committee shall present to the President a slate of candidates equal to or exceeding the number of vacant directorships to serve three-year terms, to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. The election process will be finalized on or before the March Board of Directors meeting and the final results will be announced to the general membership at the Annual Dinner.

Section 3 - Publicity of Nominations - Upon receipt of the report of the nominating committee, the President shall notify the membership by mail, of the names of the persons nominated as candidates for directors, and the right of petition.

Section 4 - Nomination by Petition - Additional names of candidates for directors can be nominated by Petition bearing the genuine signature of a least fifteen (15) members of the Chamber. Such Petition shall be filed with the nominating committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the Petition(s) shall be final.

After the expiration of the designated period, ballots shall be prepared, noting the candidates nominated with five additional blanks for write-in and mailed to the members in good standing, with instructions to vote for five candidates of their preference and to return the ballots to the office of the Executive Director within seven days. The votes received shall be canvassed immediately by the nominating committee and the result of the election announced. The five (5) candidates receiving the highest number of votes on said ballot shall be declared elected to serve a term of three years on the Board of Directors. In the event of a tie, the decision shall be made by a casting of lots as determined by the President.

In the event any officer is unable to fulfill the duties of their office, or a vacancy is created on the Board of Directors, such office or vacancy may be filled by the vote of two-thirds (2/3) majority of the Board of Directors then seated. Any election to fill an office or a vacancy on the Board of Directors shall be conducted at a regular meeting. Written notice of the intent to conduct such an election shall be given to the membership no less than ten (10) days preceding the regular meeting at which the election is to be conducted. The written notice required by this provision shall inform the membership that any member may attend the regular meeting and nominate a candidate to fill an existing vacancy. Any person

elected to fill an existing vacancy on the Board of Directors shall assume the unexpired term of the former Board Member. Such term shall not count towards the term limits as specified in Article V Section 2.

No Board member may be elected to more than three (3) consecutive three year terms. Board members serving three consecutive three (3) year terms may be re-elected after a one (1) year separation.

ARTICLE VI

OFFICERS

Section 1 - Election of Officers – At the March Board of Directors meeting, the newly constituted Board of Directors shall elect from their number a President, Vice President, Treasurer, and Secretary. Newly elected officers shall assume their office on the first day of the fiscal year. All officers shall serve a term of one (1) year until their successor assumes the duties of office, and they shall all be voting members of the Board of Directors. These officers, with the addition of the immediate past President shall make up the Executive Committee as specified in Article VI Section 7.

Section 2 - President - The President shall preside at all meetings of the Chamber and the Board of Directors. The President shall be the official representative of the Chamber, shall appoint committees, recommend policy, perform all other duties that may be deemed proper; and perform such other duties as usually pertain to the office of President. Upon successful completion of their term, the President shall be appointed to serve as the immediate past President on the Executive Committee. In the event that the President is not a member of the board in the year following their term of office, the President shall be automatically appointed to the board for one additional year, making the total number of Directors in those years thirteen (13).

Section 3 - Vice President - In the absence or disability of the President, the Vice President shall act. In the absence or disability of both the President and the Vice President the Board of Directors shall choose, by a simple majority, one of its board members to act temporarily.

Section 4 - Treasurer - The Treasurer shall perform such duties as usually pertains to the office of Treasurer. The Treasurer shall serve as the Finance Committee Chair.

Section 5 - Secretary – The Secretary shall be the official keeper of the Chamber’s records, have the authority to sign documents such as deeds and trusts, and shall see that official minutes of all meetings are recorded.

Section 6 - Executive Director - The Executive Director shall be the chief administrative and executive officer of the Chamber. The Executive Director shall have no voting rights as to Board of Director meetings. The duties and compensation of the Executive Director shall be set forth from time to time by the Board of Directors by virtue of a position description. The direct supervisor of the Executive Director shall be the President of the Chamber of Commerce with policy being supervised by the Board of Directors.

Section 7 - Executive Committee - The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the

Board for its actions. The Executive Committee shall be composed of the current President, immediate past President, Vice President, Treasurer, and Secretary. The President shall serve as Chairman.

ARTICLE VII

DIVISIONS

Section 1 - Number - There shall be three divisions. They are to be known as Economic Development, Administration and Civic & Social.

The Board may create such additional divisions, bureaus, departments or councils as deemed advisable to direct the work of the Chamber.

Section 2 - Duties - The Board shall authorize and define the powers and duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils.

Section 3 - Coordinators - Each division shall have a coordinator and it is the duty of the division coordinator to ensure the responsibilities of the division are being accomplished and that the activities are communicated to the board and the Executive Director. Each division shall fix its own meeting date, either designated at a time for regular meetings or leaving the date subject to the chair. Divisional coordinators shall be elected by the division members and ratified by the Chamber Board of Directors annually. The Board of Directors shall also fill all existing vacancies in any division. In the absence of the coordinator of a division, the members thereof shall choose a coordinator to act temporarily.

Section 4 - Function - It shall be the function of each division to investigate, manage and carry out all matters coming under its jurisdiction or those referred to it by the Board of Directors, and to make recommendations on all important affairs affecting the Chamber as a whole, to the Board of Directors. No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expression of the Chamber, unless approved by the Board of Directors.

ARTICLE VIII

DEPARTMENTS AND COMMITTEES

Section 1 - Appointment and Authority - The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of committees to make investigations, to conduct studies and hearings, to make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2 - Limitations of Authority - No action by any member, committee, division, employee, director or officer shall be binding upon or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 - Committee Meetings - Meetings of committees may be called at any time by the President or Chair of the committee. The President and Vice President of the Chamber shall be ex-officio members of all committees.

Section 4 - Standing Committees - There shall be nine (9) standing committees of the Chamber. These committees are to be grouped into the appropriate division.

Committees for the Economic Development Division are: Business Development and Fund-raising. Committees for the Civic and Social Division are: Buddy Bass Tournament, Saint Patrick's Day Celebration and Annual Dinner. Committees for the Administration Division are: Finance, Nominating and Public Relations/Ambassadors.

Standing Committees and their chair shall be appointed annually at the first regular meeting following the beginning of the new fiscal year and shall serve until the end of that fiscal year, or until replaced by the President.

Section 5 - Departments are committee groups that have significant and ongoing activities throughout the Murphysboro Chamber of Commerce and the Murphysboro community. A department may be grouped within a Chamber of Commerce division, but their ongoing activities require that their leadership, structure and functionality be developed and managed internally by that department. There shall be one (1) standing department of the Murphysboro Chamber of Commerce: Apple Festival.

ARTICLE IX

MEETINGS

Section 1 - Annual - The fiscal year of the Chamber of Commerce shall begin May 1 of each year, and the first regular meeting of the fiscal year shall be the Annual Meeting. The retiring President shall call the meeting to order and preside until all retiring officers and committee chairs have made their reports, whereupon the meeting shall be turned over to the newly installed President and the newly elected officers.

Section 2 - Regular Meetings - Regular Chamber of Commerce meetings of all members shall take place on dates determined by the Board of Directors not less than once every month.

Section 3 - Special Meetings - Special Meetings of the Chamber may be called by the

Executive Director or the President upon the written request of five or more Chamber Board members.

Section 4 – Attendance - Members of the Board of Directors are expected to attend the monthly Board meetings as well as fulfill their responsibilities to their committee assignments. Any Board member absent from three (3) consecutive meetings may be replaced as a member of the Board of Directors by a new member, who shall be elected in an expedient manner utilizing the process described in Article V. Any Board member absent from two (2) consecutive Board meetings shall be notified in writing that absence from the next regularly scheduled Board meeting may result in the Board member's replacement. Extenuating circumstances may be considered at the Board's discretion.

Section 5 - Quorum - Nine members of the Board of Directors shall constitute a quorum for the conduct of business on all occasions. The President of the Chamber shall be entitled to vote on all questions.

Section 6 - Executive Session - Upon motion of any board member, the members at any board meeting may, by a simple majority, go into executive session.

ARTICLE X

AMENDMENT

These bylaws, or any part thereof, may be altered or amended, or new laws adopted, at a regular meeting by a vote of two-thirds (2/3) majority of the Board of Directors then seated. Written notice of the intent to alter the bylaws shall be given to the membership no less than twenty (20) days preceding the regular meeting at which the vote shall be conducted. The written notice required by this provision shall inform the membership of the potential changes and that any member may attend the regular meeting and voice support or concerns.

AMENDMENT I
Amended 9-85

AMENDMENT II
Amended 12-92

AMENDMENT III
Amended 9-93

AMENDMENT IV
Amended 2-94

AMENDMENT V
Amended 3-98

AMENDMENT VI
Amended 1-02

AMENDMENT VII
Amended 11-07

AMENDMENT VIII
Amended 3-08