

BY-LAWS

**CHICAGO SOUTHLAND
CHAMBER OF COMMERCE**

ARTICLE I: GENERAL

Section 1: Name

This organization is incorporated as a not-for-profit corporation under the laws of the State of Illinois and shall be known as the Chicago Southland Chamber of Commerce.

Section 2: Purpose

The Chicago Southland Chamber of Commerce is organized to advance the general welfare and prosperity of the Chicago Southland region so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be advocated and/or provided and particular attention and emphasis shall be given to the economic, civic, commercial, industrial, professional, cultural, and educational interest of the region.

Section 3: Area

The Chamber shall serve the Region of Cook, Will, and Kankakee Counties, Illinois, as well as the Counties of Lake and Porter, Indiana, which share a common community of interest.

Section 4: Limitation of Methods

The Chamber shall politically be non-partisan and 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 firm, association, corporation, partnership, trust, estate, elected or appointed public official, sole proprietorship, or any

corporation or company which would otherwise be eligible for membership having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Application

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant.

Section 3: Exercise of Privileges

Any member may nominate one representative to exercise the privileges of membership. For an additional annual fee, the member may designate additional representatives, known as Participating Executives. Participating Executives will receive all Chamber mailings and may participate in committee activities. Participating Executives shall not vote or hold office.

Any member shall have the right to change any or all of its representatives upon written or electronic notice to the Chamber.

Section 4: Fees

The membership fee schedule shall be determined by the Board of Directors. Membership fees are payable in advance annually. Any applicant shall become a member upon payment of the membership fee.

Section 5: Resignation, Termination

Any member may resign from the organization upon written request to the Board of Directors.

Any member may be expelled by the Board of Directors for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by a majority vote of the Board of Directors, at any meeting thereof, for non-payment of dues or conduct

unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the said member.

Section 6: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

Section 7: Orientation

At regular intervals, orientation sessions on the purposes and activities of the Chamber shall be conducted for the following groups: new directors; officers; committee leaders; committee members; and new members. A detailed outline for orientation of each of these groups shall be a part of the Chamber's procedures manual.

Section 8: Honorary Membership

Honorary membership may be conferred on individuals who have reached distinction in their field and brought special recognition to the Chicago Southland Region. Honorary members shall have all the privileges of the members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III: MEETINGS

Section 1: Annual Meeting

The annual meeting of the organization shall be held within the Chicago Southland Region within 120 days after the close of the fiscal year. The date and time shall be fixed by the Board of Directors and notice thereof delivered to each member at least ten days before said meeting.

Section 2: Regular Meetings

The Chair of the Board shall set up six (6) meetings per year for the Board of Directors, which can be amended by a majority vote of

the Board of Directors. The Executive Committee shall have regular monthly meetings set by the Chair of the Board and such meeting times can be amended by a majority vote of the Executive Committee.

Section 3: Special Meetings

Special meetings of the Chamber membership may be called by the Chair of the Board at any time, or upon petition in writing signed by thirty members in good standing. Such petitions shall state the purpose for the meeting and shall propose the meeting date and location. Notice of special meetings shall be delivered to each member at least five days prior to such meetings and shall state the purpose of the meeting.

Special Board meetings may be called by the Chair of the Board or by written petition of three members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one day prior to said meeting. Committee meetings may be called at any time by the Chair of the Board or by the committee chairperson.

Section 4: Quorums

At any duly called membership meeting of the Chamber, thirty percent of the members shall constitute a quorum.

Forty percent of the directors shall constitute a quorum of the Board of Directors.

At committee meetings, a majority shall constitute a quorum, except that five shall constitute a quorum when a committee consists of more than nine members.

Section 5: Notices, Agendas, Minutes

Written notice of all chamber meetings must be given at least five days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Responsibilities

The governmental 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 2: Composition of the Board

The Board shall have a basic membership of up to twenty-four (24) elected members and represent a cross-section of the interests and communities served by the Chamber. Directors shall be elected by three-year terms with one-third of such terms expiring each year. If there are more than twenty-four (24) members of the Board of Directors at the time a member of the Board completes his or her three-year term, that member leaves no vacancy for a newly elected member to fill until the Board of Directors contains twenty-four (24) elected members. The nominating committee may nominate members in good standing to serve additional years not to exceed more than ten members term ending at the same time.

Section 3: Seating of New Directors

All newly elected Board members shall be certified at the regular November or December Board meeting and shall begin service as Director of the Chamber the following January 1st. Retiring directors shall serve through December.

Section 4: Absences

If a member of the Board of Directors misses two (2) consecutive regular meetings of the Board of Directors, that director shall be contacted by the Chair of the Board to determine the reason for the absence, and to be notified of a review of the Board at the next regular meeting, should the Director again be absent. The Board, at the time of the

review, may remove the absent member from the Board of Directors.

Section 5: Vacancies

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote. The appointee shall serve for the duration of the vacated term.

Section 6: Removal

One or more of the members of the Board of Directors may be removed, with or without cause, by the affirmative vote of two-thirds of the Chamber members present and voting at a meeting of the Chamber members called pursuant to Article III, Section 3 of these by-laws.

In accordance with Article III, Section 3 of these by-laws, notice of the meeting to remove one or more members of the Board of Directors shall be delivered to each member at least five days prior to such meeting and shall state the purpose of the meeting (i.e. Removal of Directors) and list the Director(s) sought to be removed.

Section 7: Management

The Board of Directors shall employ a President and shall fix the salary and other terms and conditions of employment.

Section 8: 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 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 director shall be adjudged in such action, suit,

or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 9: Parliamentary Rules

The proceedings of all meetings shall be governed and conducted according to the latest edition of Robert's Rules of Order.

Section 10: Contracts

Only the Board shall be empowered to lease, purchase, or sell real estate, or borrow money on behalf of the Chamber.

Section 11: Participation in Meetings

Directors and non-Director committee members may participate in, act at, and orally cast votes on issues presented at any meeting of the Board or committee through the use of a conference telephone or other communications equipment which enables all persons participating in the meeting to communicate with each other. Such participation in the meeting shall constitute attendance at the meeting of the Director or non-Director committee member so participating. Directors and non-Director committee members may not participate by proxy, mail, electronic means, or any other means not expressly provided for in these By-Laws. Each board member must physically attend sixty percent (60%) of all Board of Director meetings held each year.

ARTICLE V: OFFICERS

Section 1: Officers of the Chamber and Their Determination

The Officers of the Chamber shall be a Chair of the Board, as many Vice-Chair(s) as deemed necessary to conduct the activities of the organization, the Immediate Past Chair, the Chair-Elect, President, General Counsel, Secretary, and Treasurer.

Section 2: Duties of Officers

In addition to their other responsibilities, all officers shall perform such functions as may be assigned by the Board of Directors.

A. Chair of the Board

The Chair of the Board shall serve as chief officer and shall preside at all meetings of the Board of Directors and of the Chamber.

The Chair of the Board shall, with the advice and counsel of the Executive Committee, establish committees, and appoint leaders and committee members, subject to approval of the Board of Directors. The Chair of the Board shall serve as an ex-officio, member of all committees.

The Chair of the Board shall, with the Executive Committee, be responsible for general supervision of the business and affairs of the Chamber.

B. Chair-Elect

The Chair-Elect shall act in the absence of the Chair of the Board.

C. Vice-Chair(s)

The Vice-Chair(s) shall perform any duties assigned by the Chair of the Board or the Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. Treasurer

The Treasurer along with the President shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause the maintenance of the Chamber's financial records, and submit a monthly financial statement to the Board of Directors.

E. Immediate Past Chair

The Immediate Past Chair shall be a member of the Executive Committee and the Board of Directors for the year immediately following his or her term as Chair of the Board.

F. General Counsel

General Counsel shall be responsible for advising the Chair, President, and Board of Directors on legal questions that arise during the course of the year, including major contracts, leases, and other legal aspects of Chamber operations.

G. President

The President shall be the chief executive officer.

The President shall serve as advisor to the Chair of the Board on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The President shall be an ex-officio non-voting member of the Board of Directors, the Executive Committee, and all committees.

With assistance of the Vice Chair(s), the President shall be responsible for administration of the program of work in accordance with policies and regulations of the Board of Directors.

The President shall make recommendations to the Executive Committee regarding hiring, discharging, and supervision of all employees and the overall management of the Chamber and its sub groups.

Section 3: 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. It shall be composed of the Chair of the Board, , the Chair-Elect, the Immediate Past Chair, the previous Past Chair, the Secretary, the Treasurer, and the General Counsel. The President shall also serve on the Executive Committee as an ex-officio, non-voting member.

The Executive Committee may appoint representatives of the Chamber to serve on such external commissions, committees, or advisory organizations, as it may deem to be in the best interest of the Chamber.

The Executive Committee shall appoint the Chamber President, subject to confirmation by the Board of Directors. The Executive Committee shall prepare the performance evaluation of the President and cause the contract and conditions of employment to be set forth between the Chamber and the President.

After recommendation by the President, the Executive Committee shall be responsible for hiring, discharging, and supervision of all employees and the overall management of the Chamber and its sub groups.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification of the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 8 of these by-laws.

ARTICLE VI: COMMITTEES AND DIVISIONS

Section 1: Appointment and Authority

The Chair of the Board, with the advice and counsel of the Executive Committee and subject to the approval of the Board of Directors, shall establish all committees and appoint all committee leaders, and committee members.

It shall be the function of the committees to conduct such activities as may be delegated to them by the Board.

Section 2: Limitation 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 at the discretion the Board of Directors.

Section 3: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII: SELECTION OF BOARD OF DIRECTORS AND OF OFFICERS

Section 1: Selection and Election of Directors

A. Nominating Committee

By the August Board meeting, the Chair and Chair-Elect of the Board shall appoint, subject to approval of the Board of Directors, a Nominating Committee. The Nominating

Committee shall consist of the Chair, Chair-Elect, Immediate Past Chair, four elected members of the Board who do not serve on the Executive Committee, and two Chamber members who are not on the Board of Directors. The Chair-Elect shall serve as chair of the Nominating Committee.

The President shall publish a notice: (1) identifying the members of the Nominating Committee; (2) advising that any individual member may be nominated for election as a director of the Chamber for a term of three years, as a successor to a director of the class of directors whose three-year terms will expire at the next annual meeting; and (3) advising that any current or past member of the Board of Directors is eligible to be nominated as an officer to the Board.

The Committee shall nominate one candidate for each position up for election on the Board of Directors. Each candidate must be a member in good standing and must have pledged to accept the responsibility of a directorship if elected.

At the September Board meeting, the Nominating Committee shall present to the Board of Directors a slate of candidates to replace the directors whose terms are expiring.

B. Publicity of Nominations

Upon receipt of the Nominating Committee's nominations by the Board of Directors, the President shall notify the membership by September 30th of the names of the persons nominated as candidates for directors, and of the right of nomination by petition.

C. Nominating by Petition

Additional names of candidates for directors can be nominated by petition bearing the original signatures of at least 50 Chamber members in good standing as of June 30th of that year. Such petition shall be filed with the

President within fourteen (14) days after notice has been sent of the names of those nominated. The President shall immediately deliver all such petitions to the Nominating Committee. The determination of the Nominating Committee as to the validity and legality of the petition(s) shall be final. The Nominating Committee shall interview each candidate prior to placing their name on the ballot in order to secure their pledge to accept the responsibility of a directorship if elected.

D. Determination

If no petition is filed within the designated period, the nomination shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular October or November meeting. If a legal petition presents additional candidate(s), the name(s) of all candidate(s) shall be arranged on a ballot in alphabetical order. The President shall distribute this ballot to all active members prior to October 16th. Only ballots received prior to November 1st shall be valid. At the regular December meeting, the Board of Directors shall declare the candidates with the greatest number of votes elected.

Section 2: Selection and Election of Officers

A. Nominating Committee

The Nominating Committee for directors shall also nominate officers each year including the next year's succeeding Chair-Elect and the Chamber Treasurer and General Counsel, as well as any other offices established by the Board of Directors. The year's current Chair-Elect shall automatically succeed to the office of Chair upon conclusion of the Chair's term of office. All officers shall be voting members of the board of Directors.

All members of the current Board of Directors shall receive the slate of officer positions to be nominated and an invitation from the Nominating Committee to be

considered for officer candidacy. Current and past members of the Board of Directors, including those whose terms will expire at the end of the current year, may be considered for the officers each year.

B. Nominations

The Committee shall nominate one candidate for each officer position up for election by the Board of Directors. Each candidate must be a member in good standing and must have pledged to accept the responsibilities of the position as described in the position descriptions.

At the October Board meeting, the Nominating Committee shall present to the Board of Directors a slate of officer candidates. Nomination may be received from the floor for additional candidates who must be present and accept the nomination in order to be added to the ballot.

Any person nominated for more than one office must definitely accept nomination to only one office by the close of the October meeting. No person may be a candidate for or hold more than one office with the Chamber at the same time.

C. Election

If there are no nominations from the floor, the nominations shall be considered closed and the Board of Directors shall elect its officers from the ballot presented at the October meeting. If one or more additional nominations are received from the floor, then the Board of Directors shall elect its officers from the ballot at the November Board meeting. There shall be no additional nominations following the October Board meeting.

D. Participation in October And/Or November Board Meetings

Any Director may participate in, act, and orally cast his or her vote for officers from the ballot presented at the October or November

Board meeting (as the case may be) through the use of a conference telephone or other communications equipment which enables all persons participating in the meeting to communicate with each other. Such participation in the meeting shall constitute attendance at the meeting of the Director so participating. Directors may not nominate or vote for officers by proxy, mail, electronic means, or any other means not expressly provided for in these By-Laws.

Section 3: Representation and Diversity

The Board of Directors and its Nominating Committee shall be committed to the principles of equal opportunity in order to achieve membership on its Board of Directors representative of the diverse membership in the Chamber and of the Chicago Southland region.

Section 4: Grievances and Complaints

The Chamber shall provide an avenue through which members may request a review and consideration of an alleged unjust or improper practice regarding the selection of the Board of Directors or Board officers. The Executive Committee shall establish procedures and guidelines for the consideration of the grievance or complaint. Members shall be encouraged to resolve any such concerns through this process.

ARTICLE VIII: FINANCES

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by

check. Officers of the Board shall also be signatories on the Chamber's checking accounts, and all checks shall be signed by one or two Officers. Checks for amounts over \$3,000.00 must be signed by two Officers.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31st.

Section 4: Budget

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors by the February Executive Meeting for approval by the next full Board Meeting.

Section 5: Audit

The accounts of the Chamber shall be audited at least every three years as of the close of business on December 31st by a public accountant. The audit shall at all times be available to the members of the Chamber at its offices.

Section 6: Bonding

The President and such other officers and staff as the Board of Directors may designate shall be bonded by sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE IX: BOOKS AND RECORDS

Section 1: Disclosure to Members

The Chamber shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office of the Chamber a record giving the names and

addresses of the members. All books and records of the Chamber may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 2: Disclosure to the Public

Pursuant to all applicable law, the Chamber shall make available for public inspection and copying its exemption application, such as Form 1023, and its annual return, such as Form 990, and a Notice of Status. The Chamber may charge a reasonable fee for providing copies.

Section 3: Annual Report

Pursuant to all applicable law, the Chamber shall file an annual report setting forth the name of this organization, the address of its registered office and the name of its registered agent at such office, the names and respective addresses of its directors and officers, a brief statement of the character of this organization's affairs, and such additional information as may be necessary or appropriate.

ARTICLE X: ADVISORY REFERENDA

Upon the written request of ten percent (10%) of the members in good standing or by a majority vote of the Board of Directors, the Board of Directors shall submit a question by mail or electronic means to the membership for a referendum vote. The ballot for that vote shall be accompanied by brief statements explaining both sides of the question.

The results of the Referendum shall be published to the membership and acted upon at the discretion of the Board of Directors.

ARTICLE XI: 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 inure, or be distributed to the

members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed by the Board of Directors to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in IRS Section 501(c)(3).

ARTICLE XII: ANTI-HARASSMENT AND DISCRIMINATION POLICY

The Chamber does not discriminate on the basis of characteristics protected by law, including but not limited to race, color, ethnicity, national origin, citizenship status, religion, sex, age, affectional/sexual orientation, gender identity or expression, veteran status, genetic information, political affiliation, familial status, marital status, or disability in any of its policies, procedures, or practices.

It is the policy of the Chamber to maintain a work environment which is free from all forms of unlawful discrimination and harassment, including sexual harassment. This commitment applies to all Chamber operations, programs, and activities. All employees, members, and all other personnel share responsibility for avoiding, discouraging, and reporting any form of unlawful discrimination or harassment. This policy applies to unlawful conduct occurring on Chamber property, or at another location if such conduct occurs during an activity sponsored by the Chamber.

The Chamber will vigorously enforce its prohibition of unlawful discrimination and harassment based on race, color, ethnicity, national origin, citizenship status, religion, sex, age, affectional/sexual orientation, gender identity or expression, veteran status, genetic information, political affiliation, familial status, marital status, disability, or any other unlawful basis. The Chamber will investigate all allegations of unlawful discrimination or harassment and in those cases where the allegations are substantiated; the Chamber will take immediate steps to end the discrimination or harassment. Individuals

who are found to have engaged in unlawful discrimination or harassment will be subject to appropriate disciplinary action.

ARTICLE XIII: NOTICE

Notice may be delivered by mail and/or electronic means, including through email address, fax number, or other appropriate contact listed in the records of the Chamber.

ARTICLE XIV: AMENDMENTS

These by-laws may be amended by:

- a. Board of Directors: a two-thirds vote by the Board of Directors at any meeting provided there is a quorum in attendance, or:
- b. Membership: a majority of the members present at any meeting.

Any proposed amendment shall be submitted to the Board of Directors or the members in writing at least ten days in advance of the meeting at which the proposed amendment is to be voted upon.

As Amended: The 13th of April, 2018.