

**BY-LAWS
OF THE FRANKFORT-ELBERTA AREA CHAMBER OF COMMERCE**

ARTICLE 1. NAME

The name of this organization shall be the Frankfort-Elberta Area Chamber of Commerce.

ARTICLE II. OBJECT

The object of the Frankfort-Elberta Area Chamber of Commerce (the "Chamber") shall be to promote the civic, commercial and industrial welfare of the City of Frankfort, Village of Elberta and vicinity.

ARTICLE III. LIMITATION OF ACTIVITIES

The Chamber shall be nonpartisan, non-sectional, non-sectarian and shall take no part in, or lend its support to the nomination, election, or appointment of any candidate for state, county, city or federal office.

ARTICLE IV. MEMBERSHIP

All business, professional and civic-minded persons of the City of Frankfort, Village of Elberta and vicinity are eligible for membership. This includes any firm, corporation, partnership, individual, estate, trust, county, township, association or municipality.

ARTICLE V. DUES, VOTING PRIVILEGES & MEMBERSHIP CLASSES

Section 1: Membership classes will include business, non-profits, individuals and honorary.

Section 2: Dues shall be those established, from time to time, by the Board of Directors of the Chamber. They shall be payable in the manner and time established by the Board of Directors.

Section 3: The Chamber may have sustaining members on such basis and payments, as may be approved by the Board of Directors.

Section 4: Members shall have voting rights equal to paid units of membership.

Section 5: Any person, upon a two-thirds vote of the Directors, may be admitted to honorary Membership. Such honorary member shall have all the rights and privileges of active members except the right to vote and shall be exempt from all fees and dues.

ARTICLE VI. ACCEPTANCE FOR MEMBERSHIP

Applications for membership shall be made in writing to the Chamber. Application shall be regarded as a guarantee on the part of the applicant of their interest in, and sympathy with the purposes and objectives of the Chamber, and of their adherence when accepted for membership, to its By-Laws, rules and regulations.

ARTICLE VII. LOSS OF VOTING RIGHTS

If any member shall fail to pay their dues, plus any fees and late charges payable, by March 1st, the member shall be considered delinquent, and written notice of their status shall be given by the Treasurer. If at the end of ten days, the member remains delinquent, the member's voting rights shall be forfeited by action of the Directors until such delinquency ceases.

ARTICLE VIII. MEMBERSHIP MEETINGS

- Section 1. The annual meeting of the Chamber shall be held during the month of January of each year. The place and hour of the meeting is to be designated by the Board of Directors.
- Section 2. Meetings of the members shall be held monthly on the second Thursday of each month, or other such time as mutually agreed to, at a place and hour designated by the Board of Directors. These meetings may be run in conjunction with a board meeting.
- Section 3. Special meetings of the Chamber may be called as the President or the Board of Directors may determine, or upon the written request of five per cent of the members in good standing as certified by the Secretary. Seven days notice shall be given, in such form and manner as the President may direct. Whenever a special meeting is called other than by the President or the Board of Directors, the notice shall contain a statement of the purpose of the meeting.

ARTICLE IX. QUORUM

- Section 1. Board of Directors quorum shall consist of a majority of its Board membership, in order to transact business at the meetings.
- Section 2. Any vote will require a majority of the total Board.

ARTICLE X. BOARD OF DIRECTORS

- Section 1. The government of the Chamber, the direction of its work, and the control of its property, shall be vested in a Board of Directors consisting of twelve members in good standing, plus the immediate Past President. Total membership shall be thirteen.
- Section 2. Vacancies in the Board shall be filled by appointment by the remaining members of the Board for the unexpired term.
- Section 3. It is anticipated and expected that board members shall have an active role in the Chamber and its operations. Any board member or officer, who fails to attend 75% of the board meetings, unless otherwise excused, shall be subject to termination from their board or officer position.

ARTICLE XI. NOMINATION, ELECTIONS

- Section 1. The officers of the Chamber, namely the President, Vice President, Secretary and Treasurer shall be appointed annually by the Board of Directors. Candidates for Officers are limited to those members of the Board with a minimum of one year remaining on their term as Board members. Officers will assume the duties of such office on January 1st, following their appointment. They will hold office until their successors are appointed and have assumed the duties of office.
- Section 2. Four members of the Board of Directors shall be elected annually for a term of three years, by ballot mailed to all members in December. Newly elected Board members will assume the duties of such office on January 1st, following their election. They will hold office until their successors are elected and have assumed the duties of office. The Board, comprised of twelve members, shall have staggered terms allowing for one-third of the Board membership to stand for re-election annually. Each year four Board members will stand for election or re-election.

Section 3. A nominating committee of not less than three Directors shall be appointed by the President in November. Its duties shall be to nominate from the members, as many members as there are vacancies on the Board and other offices to be filled. This Committee shall file a list of nominees recommended with the Secretary not later than fifteen days before the election. Other nominations than the ones recommended by the Committee may be made by any member, by filing the name of the nominee with the Secretary.

ARTICLE XII. SUPERVISION OF ELECTION

The President shall appoint a committee of three judges, who are Chamber members in good standing, but who are not Board members or candidates for election as such, to have supervision of the election. The judges shall conduct and supervise the election, receive the ballots and determine the validity of each and count the ballots and announce the result no sooner than fifteen days after the mailing of ballots. The Treasurer shall prepare for the judges of election, a poll list of all members entitled to vote.

ARTICLE XIII. DUTIES OF THE PRESIDENT

President shall preside at all meetings of the Chamber and the Board of Directors. The President shall perform all duties incident to the office and advise such action as might be deemed likely to increase the usefulness of the Chamber.

ARTICLE XIV. DUTIES OF THE VICE PRESIDENT

The Vice President shall act in the absence of the President

ARTICLE XV. DUTIES OF THE TREASURER

The Treasurer shall receive and disburse funds of the Chamber. The Treasurer shall keep all monies of the Chamber deposited in its name in a bank to be designated by the Board. Each month the Treasurer shall make a report to the Board on the conditions of the finances of the organization. The funds books, vouchers and securities in the hands of the Treasurer shall, at all times, be under the supervision of the Board of Directors, and subject to their inspection, and yearly audit. In case of the absence or disability of the Treasurer, the Board may designate a Director to sign vouchers in the Treasurer's place.

ARTICLES XVI. DUTIES OF THE SECRETARY

The Secretary shall conduct the official correspondence from the Board, preserve all books, documents, and communications, and maintain an accurate record of the proceedings of the Chamber and the Board.

ARTICLE XVII. COMMITTEES

Section 1. The Board of Directors shall authorize and define the powers and duties of all Committees. The President shall appoint all committees, subject to confirmation by the Board of Directors. The following standing committees shall be appointed annually: a) Finance and Budget; b) Executive; c) Audit; d) Membership; e) Marketing; and, f) Personnel; plus such other committees that shall be appointed by recommendation of the President or as the Board of Directors may from time to time direct.

- Section 2. It shall be the function of the committees to make recommendations. No committee shall have the power to commit the Chamber on any matter or policy. It is the intent of this section to provide that committees shall have the authority to decide matters of interest to such committees only and to recommend to the Directors for decision all matters affecting the community or the Chamber as a whole. From any committee both majority and minority reports may be submitted to the Board of Directors.
- Section 3. Meetings of committees may be called at any time by the President or by the Chairpersons of such committees.

ARTICLE XVIII. STANDING COMMITTEES

- Section 1. The Finance and Budget committee shall be composed of three members of the Board of Directors. Its duty shall be to receive and consider, at the beginning of the fiscal year, estimates of expenditures and revenues for the ensuing year as prepared and file it with the Board of Directors. It will submit to the Board of Directors recommendations for a budget, apportioning the funds of the Chamber, which may be approved, amended or rejected by the Board.
- Section 2. The Audit Committee shall consist of a minimum of three members of the Board. Its duties shall be to examine and report to the Board of Directors the financial operations of the Chamber. Such report shall be made by March 31st.
- Section 3. The Executive Committee shall be composed of the President and two Board members appointed by the Board. Its duties shall be to maintain operational control over day-to-day activities, and to ensure compliance with these By Laws and any other contractual obligations.
- Section 4. The Membership Committee shall be composed of a minimum of three members of the Board of Directors and the Executive Director. Its duties shall be to evaluate membership policies regarding member classifications, dues structure and other issues that impact revenues from membership fees.
- Section 5. The Marketing Committee shall be composed of a minimum of three members of the Board of Directors and the Executive Director. Its duties shall be to evaluate alternative means for achieving growth in all facets of the activities supported and sponsored by the Chamber.
- Section 6. The Personnel Committee shall be composed of a minimum of three members of the Board of Directors, which shall include the President. Its duties shall be to implement personnel policies and procedures as directed by the Board. The Personnel Committee is also responsible for periodic employee performance appraisals.

ARTICLE XIX. DISBURSEMENTS

No disbursements of the funds of the Chamber shall be made unless same shall have been approved, authorized and ordered by the Board of Directors, pursuant to an annual budget prepared by the Finance and Budget Committee. All disbursements shall be properly documented. Checks shall be signed by the Treasurer or designated alternate.

ARTICLES XX. FISCAL YEAR

The fiscal year shall be from January 1st to December 31st.

ARTICLES XXI. PARLIAMENTARY PROCEDURE

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Procedure

ARTICLE XXII. VOTING

A simple majority vote of the total board will apply as to the ordinary and normal conduct of the affairs of the Chamber, its Board of Directors and committees. A two-thirds majority of the Board of Directors is required to amend the By-Laws of the Chamber or to make an addition thereto, as more fully described by Article XXIV.

ARTICLE XXIII. EXECUTIVE DIRECTOR

The office of Executive Director is created and the Board of Directors may appoint such person, as it deems desirable to fill such office. The person so appointed shall serve at the pleasure of the Board, and report to the President, and at such compensation as the President may recommend and the Board approve.

ARTICLE XXIV. AMENDMENTS

These By-Laws may be amended or altered by a two-thirds majority vote of the Board of Directors of the Chamber. The members of the Chamber must receive notice of the proposed amendments and changes to the By-Laws a minimum of 30 days prior to any vote by the Directors. The notice shall grant all members a 30-day period in which to submit comments in writing to the Board of Directors. All comments received from the members shall be given full consideration before voting by the Directors.

ARTICLE XXXV. INDEMNIFICATION

The Chamber fully indemnifies all members of the Board of Directors and Officers against any and all claims for actions taken by Directors and Officers in their performance of duties as Directors and Officers. This indemnification shall not apply to any actions resulting from gross negligence or willful misconduct.

Adopted as amended as of October 1, 2007