

**BY-LAWS
OF
THE HUNTLEY CHAMBER OF COMMERCE AND INDUSTRY INC.**
01/02/2007 Revised 01/17/2007 **Board Approved** 02/20/2007
ARTICLE I - GENERAL

Section 1. **NAME:**

This organization is incorporated under the laws of the State of Illinois and will be known as the Huntley Area Chamber of Commerce & Industry Incorporated (Huntley Chamber or Chamber.)

Section 2. **MISSION:**

The Mission of the Huntley Chamber is to promote a prosperous business environment that enhances the quality of life in our business community.

Section 3. **PURPOSE:**

We will serve as the voice of Chamber members to the village, county, state, and national governing bodies. We will encourage the expansion and retention of area businesses, while working with the Huntley Village and other community organizations to attract reputable businesses and organizations in an effort to generate employment opportunities and stimulate economic growth and development. We will create and implement business events and social activities, which promote and enhance our business community members.

Section 4. **LIMITATION OF METHODS:**

The Huntley Chamber Board of Directors (Board) will observe all local, state, and federal laws which apply to a non-profit corporation as defined in Sections 501(c) (6) of the Internal Revenue Code, as amended from time to time. This Chamber organization in its activities will be nonpartisan, non-sectional and non-sectarian, and will take no part in or lend its influence in the election or appointment of any candidate for public office. No Officer, Board member, committee/task force member, employee, or chamber member will make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of public policy without first receiving formal approval by a majority vote of the Board. The Huntley Chamber President and/or his/her designee will be the focal point for all media releases and act as spokesperson for the Chamber.

Section 5. **CHAMBER OFFICES:**

The Chamber will have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and it may have other offices within or without the State of Illinois as the Board may from time to time determine.

ARTICLE II – MEMBERSHIP

Section 1. ELIGIBILITY:

Any business firm, organization, individual, association, corporation, partnership, or municipal entity, that in the sole discretion of the Board is of good reputation and having an interest in the above stated mission and purpose, will be eligible to apply for membership. Communication will be directed to the contact person identified on a Chamber approved application.

Section 2. APPLICATION for MEMBERSHIP:

Application for membership will be written or printed on forms provided by the Chamber for that purpose and signed by the applicant and/or his/her representative. An Application will be submitted to the Executive Director for review and recommendation to the Board for ratification. An Application must be accompanied by payment in full and these dues will be applied at date of application into the Chamber and this application date will act as the anniversary date for all future dues owed.

Section 3. DUES:

Membership dues will be at such rate or rates, schedules or formulas as may be from time to time be prescribed by the Board, payable annually, and calculated from the anniversary date.

Section 4. TERMINATION MEMBER/DIRECTOR/OFFICER:

- a) Any member/Director/Officer may resign from the Chamber upon 30 day written notification to the Board.
- b) Any member/Director/Officer may be expelled by majority vote of the Board for:
 - 1) Non-payment of dues after thirty (30) business days from his/her anniversary date unless otherwise extended by the Executive Director, acting on behalf of the Board (all exceptions will be reported to the Executive Committee),
 - 2) Conduct unbecoming a member/Director/Officer, or prejudicial to the aims, or repute of the Chamber.
 - 3) A 30-day written notice and an opportunity for a hearing will be afforded the member/Director/Officer complained against.

No resignation or expulsion will relieve the member/Director/Officer of the obligation to pay dues or other accrued unpaid charges.

Section 5. EXERCISE OF PRIVILEGES:

Any business firm, organization, individual, association, corporation, partnership, or municipal entity holding membership may select individuals

whom the holder desires to exercise the privileges of its membership, subject to review and acceptance by the Executive Director, acting on behalf of the Board. Members are selected for Chamber membership as an individual and are required to be an individual Chamber member or represent a current Chamber business firm, organization, individual, association, corporation, partnership, or municipal entity member.

Should a member change professions or employment during an elected term while serving as an Officer/Director, the member has the option to continue the Officer/Director position as long as all of the necessary By-Laws' requirements are met, and subject to majority Board approval.

Section 6. VOTING RESTRICTIONS OF MEMBERS:

Members of the Chamber in good standing (defined as dues current and in good repute) are entitled to one vote per paid membership in any election, referendum, or membership meeting.

ARTICLE III – MEETINGS

Section 1. ANNUAL MEETING:

The annual meeting of the Chamber will be held at such time and place as determined by the Annual Dinner Meeting Committee acting on behalf of the Board (not later than the first (1st) month of the Program Year) and notice thereof e-mailed or mailed to each member at least twenty (20) business days before said meeting.

Section 2. BOARD of DIRECTOR'S MEETINGS:

The Board of Director's meeting shall be held each month. The time and place of such meetings are determined by the Board. Notice of Board meeting (stating date, time, and place) will be mailed, e-mailed, or faxed to each Officer/Director at least three (3) business days prior to said meeting.

ADDITIONAL BOARD OF DIRECTOR'S MEETINGS: Special Board meetings may be called by the President or by written application of a majority of the Board. Notice of special Board meetings (stating purpose, date, time, and place) will be mailed, e-mailed, or faxed to each Officer/Director at least three (3) business days prior to said meeting.

Section 3. EXECUTIVE COMMITTEE MEETINGS:

Under the authority of the Board the Executive Committee meets as necessary to conduct Board business when the Board is not in session. Meetings are called by the Chamber President and/or his/her designee.

Section 4. GENERAL MEMBERSHIP MEETINGS:

Under authority of the Board there will normally be regular meetings of the general membership each month of the year. Notice of general membership meeting (stating date, time, and place) will be mailed, e-

mailed, or faxed to each member at least five (5) business days, but no more than thirty (30) business days prior to such meeting.

ADDITIONAL GENERAL MEMBERSHIP MEETINGS: Special General Membership meetings may be called upon petition in writing of 51% of the members in good standing, written application by majority of the Board, or at the President's request. Notice of special general membership meeting (stating purpose, date, time, and place) will be mailed, e-mailed, or faxed to each member at least five (5) business days, but no more than thirty (30) business days prior to such meeting.

Section 5. COMMITTEE/TASK FORCE MEETINGS:

Committee/task force meetings may be called at any time by the committee/task force chairperson or by the respective Division Chair - Secretary - Treasurer, or by the President, with notice by mail, e-mail, or fax.

Section 6. QUOROMS:

At any duly called general meeting of the Chamber, 15% of the members in good standing will constitute a quorum. A majority (51 percent or greater of the total Board) of the Chamber Board need to be present to constitute a quorum at any Board meeting. A majority (51 percent or greater of the voting members) of the Executive Committee need to be present to constitute a quorum at an Executive Committee meeting. A 51 percent voting majority of committee/task force members need to be present to constitute a quorum at any committee/task force meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD:

The Board will be composed of elected Officers, Immediate Past President, and elected Directors; of which the respective number will be elected annually for a term of two (2) years - as required. No Director is eligible for more than three (3) successive Board of Director terms of two (2) years, unless the Director is going through the Officer chairs. The outgoing President, by virtue of office held, will continue to serve as a member of the Board, with full voting privileges following his/her term as President, this position will not require general membership vote (limited to two (2) Program Terms.) The total composition of the Board will be determined by Board Resolution, initially starting with fifteen (15) Board of Director members, with each member having one vote.

Representative(s) of the local municipal entities and/or other Chamber Members, in good standing, may participate as Board members with one vote for each paid membership (with a maximum of two (2) Board positions for the local municipalities and/or a Chamber member including any affiliates.) The Board reserves the right to expand or contract all Officer and/or Director positions.

Section 2. **SELECTION & ELECTION OF DIRECTORS:**

The Executive Committee will appoint a Nominating Committee at the beginning of the President's Program Term, consisting of the Immediate Past President as Chairperson, two Directors from the Board, and two active and in good standing members from the membership at large, subject to Board approval.

At the September Board meeting, the Nominating Committee will present to the Board, a slate of nominees to serve any Directors' expired two-year term. Each nominee must be an active member in good standing, served or serving as a committee/task force member, with a minimum of six months of service.

Upon receipt of the report of the Nominating Committee, and subject to Board ratification, the Board of Director's President will notify the membership of the names of persons nominated for Director positions at the October General Membership meeting. Additional names of nominees for Director position/s may be submitted from the floor at the October general membership meeting. The nominee is required to be present at the meeting and accept their name has been submitted for possible nomination. The Nominating Committee will determine, whether by direct select of the Nominating Committee or submitted for nomination from the floor as to any nominee meeting eligibility requirement, the Nominating Committee's decision will be final.

ELECTION: The names of all Director Nominees ratified by the Board will be arranged on a ballot in alphabetical order. Instructions will be to vote for the respective nominees only - as required. The Chamber office will post the ballot on the Chamber's web site as a PDF/word file or mail this ballot to all active members (without internet access) at least fifteen (15) business days before the regularly scheduled November general membership meeting. The ballots must be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) business days. The President will appoint, subject to Executive Committee approval, three (3) judges who are not members of the Board or nominees for the Board. Such judges will have complete supervision of the election, including the opening and auditing of completed ballots. The judges will report the results of the election to the President. At the regular December general membership meeting, the President will declare the elected nominees - as required with the greatest number of votes.

* Director Term two (2) years

SEATING OF NEW DIRECTORS:

All newly elected Board of Directors will attend the regular December Board meeting for orientation, but do not have Board voting privileges until January with the following exception; the incoming Board (new and continuing) will be authorized to vote for the next Program Term Officers at the December Board meeting. Out going Directors (may not vote for the next Program Term Officer slate, however they may be asked to serve as advisors) will serve until the end of the program year.

Section 3: **SELECTION & ELECTION OF OFFICERS:**

After all normal Board business has been conducted at the regularly scheduled December Board meeting, the newly elected and continuing Board will elect the Officers for the next Program Term. In order to be considered for a Board Officer position the nominee must have served at least one complete Director term (if selected to the Board to fill a vacated Director term, then one full year must be served to qualify.)

Elected Term

- * President Two (2) Years
- * Membership Development Chair Two (2) Years
- * Membership Events Chair Two (2) Years
- * Government Affairs Chair Two (2) Years
- * Legal/Secretary Two (2) Years
- * Finance/Treasurer Two (2) Years

Non-Elected Term

- * Immediate Past President Two (2) Years

Directors selected by the Board to serve as a Program Term Officer will serve until the end of their Program term and do not have to stand for re-election during this Program Term. At the end of their elected Program term the Director will need to be re-elected by the General Membership per by-law requirements.

No individual may serve more than sixteen (16) years as an Executive Officer/Director which also includes and restricts an Officer to no more than two (2) consecutive terms in the same office, including the Immediate Past President. Those individuals selected to complete a vacated term may serve one additional two year term for the same office they were selected. The vacated term for which they were selected will count for a full two year term in the 16 year Officer/Director term limit.

The current term President will call for a vote on the nomination for each Officer position, starting with President, and conduct a vote by ballot, if more than one individual has been nominated for the Officer position, otherwise a majority hand or voice affirmation is required. The current

term President, Immediate Past President, and the Executive Director will be responsible for the counting of the ballots and/or votes. This procedure will be followed for each Officer position to be elected, following the order stipulated above.

At the annual meeting for the Program year the Immediate Past President will announce, the Directors selected from the Chamber membership vote, and/or announce the Officers the Board has selected to lead the Chamber during the next Program term.

Section 4. **VACANCIES:**

A member of the Board, who is absent from three (3) regular meetings of the Board, shall automatically be dropped from the Board, unless confined by illness or other absence approved by a majority vote of the Board. The Board member will be given the opportunity to explain their absence at the next regularly scheduled Board meeting following the member's third absence. Should any Officer or Director cease to be a member of the Chamber by Board majority vote, his/her office will become vacant automatically and such vacancy or any other vacancy on the Board will be filled pursuant to these By-Laws.

The vacancy of a Director will be filled by approval/vote of the Chamber general membership, subject to By-Law requirements. At the first general membership meeting after a vacancy, the Nominating Committee will present a nominee to the Membership, as well as calling for nominations from the floor. The nominee(s) must be present at the general meeting and willing to accept the position and able to qualify under these by-law requirements. A ballot vote will be taken and counted (by Presidential Designees) at the general membership meeting, if more than one individual has been nominated for the vacated Director position, otherwise a majority hand or voice affirmation is required. The nominee with the most votes will be declared the new Director and will serve the remaining term created by the vacancy, subject to these By-laws.

The vacancy of an Officer will be filled by majority approval/vote of the Chamber Board subject to By-Law requirements. At the first Board meeting after a vacancy, the Nominating Committee will present a nominee to the Board, as well as calling for nominations from the floor. The nominee(s) must be present at the Board meeting and willing to accept the position. A ballot vote will be taken and counted (by Presidential Designees); if more than one individual has been nominated for the Officer position, otherwise a majority hand or voice affirmation is required. The nominee with the most votes will be declared the new Board Officer and will serve the remaining term and position created by the vacancy, subject to these By-laws.

Section 5. BOARD RESPONSIBILITY:

The Board will serve as the legislative body of the Chamber; and, in this capacity, the Board may cause to be prepared for their understanding and approval, STATEMENTS OF POLICY which will serve to provide the framework for its decision-making responsibility on all matters affecting the economic well-being of its service area. In this capacity, the Board will have the power to create such ADMINISTRATIVE COMMITTEE/TASK FORCE as it may, from time to time deem advisable for the efficient operation of the corporation. If and when such committee/task force is created, the Board will define the scope of their work at the time of their creation. It may also approve the creation of such specialized committees as may be required to achieve the objectives and program of work of the Chamber.

In this capacity, the Board may cause to be prepared RULES OF PROCEDURE, other than By-laws, which will serve to guide the organization in the pursuance of its proper duties. These procedures will not only include the duties and responsibilities of all individuals working within the organization structure of the Chamber, but will serve as a basis for the proper orientation of these individuals. Such procedures will also set forth the working relationship which will exist between individuals and groups associated with the Chamber.

Section 6. POLICY:

The Board will adopt such rules and regulations as may be required to conduct the affairs of the Chamber. The government and policy making responsibilities of the Chamber will be vested in the Board, which will control its policies, procedures, property, finances, and direct its affairs.

Section 7. COMPENSATION:

No elected member of the Board of Directors (either Officer or Director) shall be entitled to any compensation for said position.

Section 8. MANAGEMENT:

The Board will hire an Executive Director and approve the Executive Director's initial and subsequent compensation. The Executive Director working in conjunction with the Board will prepare appropriate reports necessary to keep the members informed of the Chamber's goals, program, and effort.

ARTICLE V – OFFICERS & DIRECTORS:

Section 1. OFFICERS:

The Officers of the Board of Directors of the Chamber will be a President, Vice President, one or more Division Chairs (the number thereof to be determined by the Board), Secretary, Treasurer, and Immediate Past President.

Section 2. **REMOVAL FROM OFFICE:**

Any Officer or agent elected, appointed or employed by the Board may be removed by the Board whenever in its judgment the interests of the Chamber would be served, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

Section 3. **EXECUTIVE DIRECTOR:**

Subject to the direction and control of the Board of Directors, the Executive Director shall be responsible for the regular day to day operations of the Chamber office, shall be responsible for the following: receipt and disbursement of funds in accordance with the budget approved by the Board of Directors, for hiring, discharging and supervising all employees, for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors, for membership recruitment and retention of members, shall be the executive administrator of all Chamber business, shall report directly to the President, shall prepare monthly reports for Board of Director approval, shall submit an annual review stating the accomplishments and activities to the Board of Directors and general membership and shall take all other actions directed and/or required by the Board of Directors. The Executive Director shall attend all Board of Directors meetings without vote.

All committee/task force chairpersons and Division Chairpersons must discuss and receive sign off from the Executive Director before submitting Committee recommendations to the President for Board of Director's presentation and/or acceptance. The Executive Director may serve as an ex-officio member of any Chamber Committee.

Section 4. **DUTIES OF OFFICERS:**

The duties of the Officers will be such as their titles by general usage would dictate, as the law and these By-laws may require and as may be assigned to them from time to time by the Board.

Section 5. **PARTICIPATION:**

Events – All members of the Board will make a concerted effort to participate at all member events, grand openings, business “after hours”, or member community sponsored events, or at any such event where attendance would benefit the Chamber by show of support and loyalty.

Committee/Task Forces – All Board members shall serve on at least one (1) committee/task force per Program Term (every effort will be made to match preferences.) The Board member may serve as chairperson or participant but must be an active part of the committee/task force and its function. All committee/task forces shall have a minimum of one Board member and two Chamber members at large.

Attendance – All Board members meeting attendance will be included with Board approved minutes from all scheduled Board meetings or any meeting requiring Board action and shall be available upon written request (for review at the Chamber office) from the Chamber Executive Director.

Section 6. BONDING OF OFFICIALS:

The Secretary, Treasurer, President, and such other employees as the Board may designate, will furnish surety bonds in such sureties as the Board may require; the cost, if any, in connection with such bonds, to be paid by the Chamber.

Section 7. INDEMNIFICATION OF OFFICERS & DIRECTORS:

(a) It is the policy of the Chamber to indemnify to the fullest extent provided by law any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Chamber) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Chamber or who is or was serving at the request of the Chamber as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise all as provided and in accordance with the Illinois General Not-for-Profit Corporation Act of 1986, as amended.

(b) The Chamber may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Chamber would have the power to indemnify such person against such liability under the provision of the Illinois General Not-for-Profit Corporation Act of 1986, as amended.

ARTICLE VI - COMMITTEES AND COUNCILS

Section 1. EXECUTIVE COMMITTEE:

The Executive Committee will consist of all the Officers (including the Immediate Past President) and will act for and on behalf of the Board, when the Board is not in session, and will be accountable to the Board for its actions. Any expenditure exceeding the Board approved budgetary items must have Board majority approval prior to any Chamber commitment. Decisions and actions of the Executive Committee must be reported at the next regular meeting of the Board.

The Executive Committee will conduct an annual appraisal of the Executive Director's performance in keeping with the job description and his/her official duties, and review and set his/her compensation. The

Chamber Board President, Vice President, and Finance/Treasurer Chair will conduct the annual performance review with the Executive Director.

Section 2. APPOINTMENT AND AUTHORITY:

The Vice President working in conjunction with the Division Chair, Secretary, or Treasurer and Executive Director will appoint the respective Committee Chairpersons for presentation to the Board of Directors. The Board will define and authorize the powers and duties of all committees except those committees whose functions are set forth in these By-laws.

Committee appointments (subject to Executive Director's review and acceptance) will be at the will and pleasure of the Division Chair, Secretary, or Treasurer working in conjunction with their respective Committee Chairperson and in no event will exceed the term of the Program Term Board President. It will be the function of the Committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be directed and delegated to them by the Board. Any proposed termination of a committee member from a committee must be reviewed by the Executive Director with his/her signed recommendation to the Board President.

Section 3. LIMITATION OF AUTHORITY:

No committee will take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval of the Board. Any committee may be discharged by the Division Chair and/or the Board President when their work has been completed and their reports accepted, or when, in the opinion of a majority of the Board, it is deemed wise to discontinue the committee.

Section 4. BUDGET AND FINANCE COMMITTEE:

A Budget and Finance (B&F) Committee will be appointed annually by the President with Board approval, and the Treasurer will serve as Chair. The B&F Committee will advise the Board with respect to the financial condition and financial policies of the Chamber. The Committee will suggest ways and means of conserving and increasing the membership and revenues of the Chamber. Beginning in April the B&F Committee will begin preparing the following year's budget for presentation to the Board at the May Board meeting. After the May presentation the B&F Committee working with the Division Chair, Secretary, or Treasurer and their respective Committee Chair will be responsible for determining the ways and means by which budget requirements are defined and achieved, and must re-submit their recommendations to the Board for approval. At the June Board meeting, the Board will vote on this budget as a guideline to use in conjunction with the President's program of work for the coming Fiscal year.

Section 5. NOMINATING COMMITTEE:

A Nominating Committee consisting of five (5) Chamber members (consisting of the Immediate Past President as Chairperson, two Directors from the Board, and two active and in good standing members from the membership at large) will be appointed by the Executive Committee in accordance with these By-laws. No Chamber member may serve more than two consecutive Program terms on this Nominating Committee. The duties of the Nominating Committee will include selection, presentation, and recommendation of candidates for Officers to be elected by the Board, and new Directors to be elected by the membership. The Nominating Committee will present the Director/s nominee recommendation to the Board at a regular meeting in October.

In the case of vacancies, the Nominating Committee will also recommend candidates for new Officer and/or Director's position, pursuant to these By-laws. Presentation of these nominations will occur at a regular Board meeting or a general membership meeting, as required. Election and appointment of new Officers by a majority vote of the Board will take place at the regular meeting of the Board after nominations have been submitted. Director positions will be filled after a general membership majority vote and acceptance has been submitted and ratified by the Board.

ARTICLE VII - FINANCES

Section 1. CONTRACTS:

The Board may authorize any Officer or Officers, agent or agents of the Chamber to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber and such authority may be general or confined to specific instances. Any such contracts where appropriate will include authority, accountability, and financing conditions.

Section 2. FUNDS:

All funds of the Chamber will be deposited to the credit of the Chamber in such accounts, banks, or other depositories as the Board may select.

Section 3. OTHER INCOME OR PROPERTY:

The Board may accept on behalf of the Chamber any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Chamber.

Section 4. DISBURSEMENTS:

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. No obligation or expense other than those approved in the budget will be incurred, without prior approval of the Board or the Executive Committee, acting on behalf of the Board. Disbursement shall be by check or other verifiable and documented

source of payment. Checks will normally be signed by the Executive Director or Finance/Treasurer Chair. In their absence, the President and one additional Officer may sign.

Section 5. FISCAL & PROGRAM YEAR:

The fiscal year will be July 1st to June 30th and the Program year of the Chamber will be the calendar year.

Section 6. ANNUAL AUDIT:

The accounts of the Chamber will be audited by a Certified Public Accountant annually. Terms of the engagement should include the delivery of audited statements within 45 business days of the Fiscal year end. The audit shall be available upon written request (for review at the Chamber office) to the Chamber Executive Director.

ARTICLE VIII – PROCEDURES

Section 1. BOOKS AND RECORDS:

The Chamber will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members (when applicable), Board of Directors and Executive Committee having any of the authority of the Board of Directors, and will keep at the registered or principal office a record of the names and addresses of all members. All books and records of the Chamber may be inspected by any member, his/her agent or attorney, for any proper purpose at any reasonable time with written request (for review at the Chamber office) to the Chamber Executive Director.

Section 2. SEAL:

The Chamber may use a seal of such design as may be adopted by the Board.

Section 3. WAIVER OF NOTICE:

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-laws of the Chamber, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, will be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting will constitute a waiver of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice of waiver or notice of such meeting, unless specifically required by law or these By-laws.

Section 4. **PARLIAMENTARY AUTHORITY:**

The proceedings of the Chamber will be governed by and conducted according to the latest rules of Robert's Rules of Order, as revised.

Section 5. **DISSOLUTION:**

The Chamber will use its funds only to accomplish the objectives and purposes specified in these By-laws and no part of said funds will inure, or be distributed, to the members of the Chamber. On dissolution of this Chamber, any funds or assets remaining will be distributed to one or more regularly organized and qualified charitable Chamber Member/s to be selected by the Board of Directors as defined in Internal Revenue Codes, Section 501 (c) (3).

ARTICLE IX – AMENDMENTS

Section 1. **REVISIONS:**

These By-laws may be altered or amended by a majority vote of the Board, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposal for amendments. Any proposed amendments or alterations will be submitted to the Board or the members in writing, at least twenty (20) business days in advance of the meeting at which they are to be acted upon.