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BOARD POLICY & PROCEDURE

HUNTLEY AREA CHAMBER OF COMMERCE & INDUSTRY, INC.

HUNTLEY CHAMBER BOARD

What is the Huntley Chamber Board of Director's primary policy function?

Huntley's Chamber Board of Directors 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. The Board functions primarily as the legislative body for the Chamber.

Illinois Legal Reasons for the Board:

The state of Illinois requires that each Chamber of Commerce register as a not-for-profit (NFP) corporation and have a Board of Directors. This legal policy charges a specific group of individuals (Board of Directors) with the responsibility of governing the organization. The Chamber is an independent entity subject to its own Articles of Incorporation and Bylaws, and is not chartered by either the state or national chambers of commerce, although it may belong to either or both.

The make-up of the Board is set within the by-laws. Regardless of the type of business from which you are selected, your responsibilities to the Board of Directors and the Chamber are the same. **All of the members of the board are equal and should work to ensure the success of the chamber and its programs.**

BOARD LEADERSHIP

As a Board member, you are responsible for the chamber's operations and revenue generation. This **does not mean** that you are to be in the chamber's office every day, **nor** does it mean that you are to be involved in making every decision. Running the Chamber on a day-to-day basis is the task of the Executive Director and their direct reports. **Your task on the Board is to oversee and lead.**

Your job is to work with other Board members or Board committee/task forces to develop policies and procedures in such areas as government affairs, membership development, membership events, finance/operations, and the legal areas of the organization. The Chamber's Executive Director has the duty to implement the policies and procedures. The 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.

ELEMENTS OF BOARD LEADERSHIP

Setting the Organizational Climate

Nothing is more important to the efficient and effective operation of a chamber than a positive managerial climate in which decisions are made with staff and member's interaction. The Board, in its leadership capacity, needs to develop policy and procedure that create a climate of cooperation within the chamber.

(For example, does the Board of Directors support the Executive Director in managing the chamber's regular operations and in making decisions or does the Board wish to have each operational decision cleared with the Board or its President first? If the answer is yes to the latter portion of this question, the Board and/or the President is exercising too much control over the

chamber's operations and/or fostering a concentration of organizational power and authority in too few hands. This creates a climate of control and will stifle the creativity of the Executive Director, their staff, and Chamber members.)

MISSION & VISION

Leadership also means that you work with other Board members to provide the Chamber with a good and widely understood vision of the Chamber's goals and mission. **The Mission of the Huntley Chamber is to promote a prosperous business environment that enhances the quality of life in our business community.** Your role as a Board member is to help the other Board members and the Executive Director envision how to enhance the business climate of your community. This can be performed through your review of various program designs and the means through which the various program goals are met.

The Board must have a vision of the Chamber that is directly linked to its mission and goals. **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.** This vision must be communicated to those outside of the chamber (e.g., government officials, and the area's general population) for purposes such as maintaining good public relations or keeping the credibility of the chamber high in the minds of the public as a business community leadership organization.

MONITORING THE OPERATIONS AND GOALS

To achieve effective Board leadership, the Board members must monitor and evaluate program operations and any achievements accomplished by the Chamber management and staff. As Board Division Chairs, committee/task force chairpersons, Executive Director, or designated members/staff make reports to the Board, your **questions/opinions/ideas** as a Board member should be expressed.

FACILITATING CHANGE

An effective Board member must remember that some things will always need to be changed. The change needed may be in policy, program, procedure, staff or Executive Director's behavior, behavior of other Board members, or your own behavioral outlook. Keep in mind that not all change is for the better, and not all changes proposed are really necessary. **Any change proposed should either enhance the organization's operations or improve its accomplishments for its members.**

The need for organizational change may be driven by forces from outside the chamber (e.g., change in federal or state laws or regulations, newly identified needs for the business community) or from inside the chamber (e.g., needed improvement in employee personnel policies or needed realignment of organizational units to use resources more economically or effectively). Whatever the reason, when the pressures of change are present, change of some sort will likely occur. Under these circumstances, if you do not take a leadership role in guiding change, its final outcome may not be to your liking.

In your capacity as a Board member, you need to always be open to new ideas and maintain a willingness to review any aspect of the organization's finances, legislative opportunities, personnel, legal requirements, marketing strategy, or operations. In facilitating and leading the change, however, you should be mindful of the position that others within the Board or membership might hold on the matter. You should have a good sense of the direction and what is to be accomplished through the change before you propose or advocate it. You should also be willing to listen to options other than your own as you plan and develop new alternatives and means of solving the problem(s) that have prompted the need for change in the first place. **Remember, to be successful the change must be planned and facilitated from within the climate of cooperation discussed above.**

SUMMARY of BOARD ROLE

As you become familiar with the difference between your role in overseeing the chamber and the role of the Executive Director and staff in operating the chamber, you will be able to make many valuable contributions. Studies, that review what Board members of not-for-profit organizations prefer doing while serving on a Board, note that the most popular areas of work focus on those activities which increase the **organization's visibility and credibility.**

As the Chamber's credibility is raised or maintained at a high level within a community, your sense of accomplishments as a member of the Board will be high. Maintaining or enhancing the Chamber's credibility and visibility requires constant vigil on your part as a member of the Board. You will see significant Chamber accomplishments if you participate effectively and keep a good sense of what is expected of you and volunteer in what areas you can make your best contributions.

You are elected to serve as an individual and are required to be a Chamber member or represent a current Chamber member. Should you change professions or employment during your elected term, you have the option to continue on the Board as long as all of the necessary By-Law requirements are met.

HOW SHOULD A BOARD MEETING BE RUN AND WHAT CAN I EXPECT THE OUTCOME TO BE?

The most important means of communicating plans, accomplishments, achievements, problems, and the current state of affairs within the Chamber, is through Board meetings. If a meeting is well run and the expected outcome of each meeting is clearly stated, your work as a Board member can be more effective and more enjoyable.

If you leave the meetings without participating and wondering what took place or how or why a particular issue came up, chances are you will become frustrated. If this frustration continues from meeting to meeting, you may lose your motivation to be a Board member and may become suspicious of your fellow Board members' motives in serving on the Board. To assure that this frustration does not build and that you remain highly motivated, you must be active in working to make each Board meeting informative, productive, and effectively run.

Expect the following:

- 1. Each meeting should be outlined in an agenda.** The agenda should include the date, starting time, place of the meeting, and a listing of the items to be covered during the meeting. To improve meeting effectiveness, the printed agenda should be mailed/e-mailed to each Board member a few days prior to the meeting; detailing the names of those who are attending (if available), the items to be covered, and the action to be taken (as appropriate.) In addition, any written material that relates to the matters to be addressed during the meeting should also be included in this notification. Illinois law requires minutes be taken, given to the Board, and maintained on file.
- 2. The meetings should be conducted by the President of the Board of Directors.** In his/her absence, the highest ranking Vice President should preside. To make the meeting orderly, the Board should follow the most current Robert's Rules of Order.
- 3. Discussions on the business of the Board, which occur during the meeting, should be to the point and individual comments should be kept as brief as possible.** You should come to each meeting well prepared, having read all relevant materials. You should take an active and productive role in discussions and make motions when you feel they are appropriate. **Do not feel any reluctance to voice disagreement on a matter that is before the Board. Your opinion might be the one that moves the Board to make the best decision on the issue.**

4. **Make a Board motion:**

State your motion

Receive a second (if no second, Chair will call for a second)

Chair will open motion for discussion

If you wish to speak raise your hand, please wait for Chair to call you

Modify motion (initial person making motion may modify motion - if necessary)

Further Discussion

Close Discussion

Chair reads the motion

Calls for vote yes or no (raise hands) Secretary records total yes and/or no votes and includes total in minutes

Motion either passes or not

BE COURTEOUS

Overall, Board meetings that are well planned and well run make your work as a Board member more worthwhile. **Each Board member has a responsibility to assure that the meetings are well planned and well run.**

WHAT IS THE BOARD'S FINANCIAL MANAGEMENT RESPONSIBILITY?

Responsibility of the Board:

The Board is responsible for overseeing the Chamber's budget and financial matters in a manner that will accomplish the mission and goals of the Chamber.

Under the provisions of the Illinois General Not-For-Profit Corporation Act, 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. The Board will:

1. Elect or appoint a treasurer to oversee the Chamber's finances and report on its financial condition to the Board on a monthly basis.
2. Plan, approve, implement, and adjust the annual budget of the organization.
3. Provide for appropriate accounting records, develop sound procedures for proper internal control of financial transactions, and periodically inspect the accounts and records of the organization by conducting audits either by a qualified internal auditor, and/or external auditor with prior board approval.
4. Assure that the necessary state and federal reports and any required tax forms are filed in a timely manner.

Responsibility of the Treasurer:

The treasurer serves as the chief financial officer of the Board and acts as the Board's liaison with the Chamber's Executive Director on financial matters. The treasurer will:

1. Guarantee:
 - a. Accurate financial records
 - b. Timely variance reporting
 - c. Preparation and effective use of the budget, operating and capital
 - d. Effective cash management practices
 - e. Compliance with any and all financial reporting requirements

- (e.g., federal, state, and local)
- f. Comply with all Board approved contract requirements and any special features of approved funding agreements
 2. Communicate the organization's financial affairs to the other members of the Board.
 3. Communicate effectively on financial matters with other divisions/committees/task forces of the Board.

ANNUAL BUDGETING

Key to the Board's ability to assure the financial solvency of the Chamber is the level of attention given by the Board members to the development and implementation of the annual budget. The Budget & Finance Committee will develop and present the budget to the Board for its approval.

Your role as an individual Board member should be to review the proposed budget. In your review make sure that:

- The budget reflects the Chamber's mission, goals, and long- and short-term plans
- All programs operated by the Chamber are included in the budget
- Projected revenues from all sources are adequate to cover the estimated costs of operation plus any identified capital requirements
- Restrictions or limitations on the use of any projected revenue sources are identified in the printed budget and listed as reserve requirements
- Any major changes in programs, the mix of programs, the costs of operations, or the sources of funding are explained and justified

In addition to your Board responsibilities for reviewing and approving the annual budget of the Chamber, the Board member should take an active role in reviewing its on-going financial status. Periodically (monthly if possible), the Board should examine the budget for the current year to assure that the expenditure patterns are in line with the projected budget requirements. Analyze and compare current expenditures in the major program categories to the amounts budgeted for the entire year for each program.

(For those programs the Chamber has operated in previous years, be sure to compare the percent budget expended year-to-date in the current year to the percent at the same time in the previous year. If possible, look at more than one year's previous experience.)

WHAT ARE THE BOARD'S LEGAL RESPONSIBILITIES?

Each member of the Board of Directors, as he/she performs the assigned duties and carries out their responsibilities, is expected to act responsibly and in the best interests of the Chamber. By accepting membership to the Board, members become professionally obligated to oversee the operations and management of the Chamber using the principles of sound judgment and reason.

In January 1987, the Illinois General Not for Profit Corporation Act was amended to afford limited liability to not-for-profit Board members:

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.

While this limits your personal liability while executing your duties and responsibilities as a member of the Board, you should work hard to assure that your decisions and those of the Board are based on fairness, thorough analysis and good judgment.

As noted earlier, your time on the Board of Directors can and should be enjoyable and rewarding. If you act reasonably and responsibly, it can bring you great personal satisfaction and possibly a high level of public recognition.

Functions of the Board

The Board of Directors shall:

1. Set the overall policies & procedures, and By-Laws of the organization.
2. Provide adequate funds to do the job through the annual budget
(The Budget & Finance Committee will start the budgeting process three (3) months prior to the end of the budget year and develop and present the budget to the Board for its approval for the coming budget year.)
3. Establish the dues structure.
4. Elect officers in accordance with the bylaws.
5. Recommend changes in the bylaws.
6. Approve, in advance, any expenditure not included in the budget.
7. Fill any vacancies occurring on the Board Officer positions in accordance with the bylaws.
8. Meet as required in the bylaws, or more frequently on the call of the president, or on the Board's own motion, and set the dates and agenda for the meetings.
9. Provide adequate facilities and equipment for office and staff to efficiently and effectively operate.
10. Employ and annually evaluate the performance of the Executive Director. Utilize the Executive Committee to conduct and report on the Executive Director's evaluation, review, and make any recommendations.
11. Question and/or ratify Executive Committee decisions, including but not limited to: income and expenditures, and personnel decisions.

You must ask yourself, however, when you become a Board member, **what are you expected to do?**

What specific things are you responsible for? How can you work to best help the Board and Chamber fulfill its purpose?

Your personal role on the Board will, of course, depend on your own expertise, interests, and time commitments.

Functions of a Board Member

Listed below are suggestions of what you should do in meeting your obligation to the Board of Directors and the Huntley Chamber.

- Attend every meeting of the Board of Directors, with prior advance notice (preferably 3 business days) given to the Executive Director when you are unable to attend.
- Volunteer to work on the Board's committee/task forces in areas where your own work and life experiences will best be utilized.
- Take an active role in discussing and developing all new policies and procedures for all chamber matters, including the chamber's annual operating budget and capital expenditures.
- Take an active role in reviewing and evaluating the major programs/committees/task forces designed to serve the membership.
- Prepare for each meeting by doing any homework necessary to be informed and take an active role in meetings.
- Make sure that your opinions and thoughts on all matters that come before the Board are presented in a way that represents the interests of the membership.
- Avoid any conflict between personal interests as a citizen and interests as a member of the Chamber and/or the Board of Directors.

By creating committees and/or task forces that focus on specialized aspects of the organization's financial/operational needs, Chamber and/or Board members are allowed to make valuable contributions to the success of the chamber without being deeply involved in every day to day aspect of Chamber and/or Board business.

The Board of Directors has a designated Executive Committee, which is responsible to lead the Board. The Chamber may also have committee/task forces that focus on areas of special need or function, such as economic development, community development, ambassadors, finance/operations, planning and evaluation. The particular mix of committee/task forces is determined by the Chamber's Board and is based on the program areas addressed by the Huntley Chamber's mission and goals,

The membership of the various committees differs according to goal or purpose. The Executive Committee is normally small with only seven members, generally the Board Officers and immediate Past President. Committees and/or task forces that address program related areas may be larger, with eight or more members. Creating the committees and/or task forces allows a relatively small number of Board and general members to become very familiar with one or two aspects of the organization's operations. These "few" then become the resources and/or create information on their committee/task force's area of focus for the entire Board of Directors. It is this committee/task force information and its flow to the larger Board that helps the Board become more effective in carrying out its management and leadership responsibilities.

Overall, serving as a Chamber Board of Director does not come without obligation. It carries a strong need for commitment on your part. Serving on Huntley's Chamber Board of Directors, however, should also be enjoyable, rewarding, and require a reasonable amount of your time.

MEETING SCHEDULE

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. The President shall present a written report on the past year's activities and present awards. The Immediate Past President will install new officers and/or Board members,

General Membership Meeting:

The General Membership meeting is normally held the first (1st) Wednesday of each month. The location and time is determined by the Ambassadors with Board of Directors (Board) approval. General Membership meetings may include a continental breakfast (7:30 am), or lunch (11:30 am), or dinner (6:00 pm), networking time, and a presentation by a guest speaker.

Chamber Mixers:

Chamber Mixers are normally held the second (2nd) Tuesday of each month from 5:00 pm to 7:00 pm. Chamber members have the opportunity to showcase their business location, its operation, and their company personnel.

Board of Directors Meeting:

The Chamber Board meeting is normally held the third (3rd) Tuesday of each month from 5:30 to 7:30 p.m. The meetings are normally conducted at the Huntley Chamber Office.

Executive Committee:

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

Ambassadors:

The Ambassadors normally meet the second (2nd) Wednesday of each month at 12:00 pm at the Huntley Chamber Office.

CHAMBER RELATED COMMITTEES/GROUPS

Ambassador's Committee:

The Ambassadors are Chamber members interested in working together to promote the Huntley Chamber. They are responsible for sponsoring Chamber goodwill to the Chamber membership and its prospects, and visiting fellow Chamber members. Contact the Chamber Office for more information 847-669-0166.

- Shall meet monthly
- Shall be the Chamber's goodwill ambassadors
- Shall contact each Chamber member, normally on an annual basis, thereby providing communication from the membership to the Board
- Shall arrange and coordinate with the Chamber's Executive Director the Chamber's "Business After-Hours" mixers
- Shall identify and welcome new businesses to our area
- Shall coordinate General Membership Meetings and recruit guest speakers
- Shall be the catalyst for new fund raising or fun raising Chamber events

Huntley Network Groups:

Networking Groups are made up of Chamber members, endorsed by the Chamber, however operated separately from the Chamber's policies and procedures. Contact the Chamber Office for more information 847-669-0166.

CHAMBER ACTIVITIES & EVENTS

Dates are subject to Board Approval.

Annual Meeting – January

Home & Business Expo – February or March

Spring Event - April

Miss Huntley – May

Golf Outing – June

Chamber Week Activities/Food Drive – September

Fall event – October

Community Guide – Annual

Other: Chamber Mixers, Ribbon Cuttings, Grand Openings, Web-Site review, Welcome Packets, and numerous other events and activities throughout the year.

JOB DESCRIPTIONS OF OFFICERS, DIRECTORS, AND DIVISION CHAIRPERSONS

Clear job descriptions of elected Chamber officers and Board members are necessary for an organization to operate efficiently and effectively. Good job descriptions define the responsibilities of each position and provide guidelines and limitations to duties and authority.

Job descriptions should be reviewed annually and updated on an as-needed basis depending on the current needs of the organization and reflect any changes in the organization's structure.

PRESIDENT

The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all membership, Board of Directors, and Executive Committee meetings.

He/she shall preside at all meetings of the full Board and will be responsible for presenting an agenda for each meeting based on the premise that each member of the Board be as fully informed on Chamber activities as possible; at all times working closely with the Executive Director to assure this result.

He/she shall, at the second meeting of the full Board following his/her election, present a Program-of-Work for the ensuing program term and will coordinate the planning for a fiscal year budget to sustain the Chamber's operations.

A Budget and Finance (B&F) Committee will be appointed annually by the President with Board approval, and the Treasurer will serve as Chair.

Upon receipt of the September 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 the Director positions at the October General Membership meeting.

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.

The Executive Director shall report directly to the President.

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.

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

He/she is authorized to sign Chamber documents and checks as stipulated in the By-laws.

Meetings are called by the Chamber President and/or his/her designee.

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.

The President shall serve as a voting member of the Board and Executive Committee as provided in the bylaws.

The President shall serve as an ex-officio member of all divisional/committee/task forces and attend such meetings as may be necessary or convenient, but shall not be expected to attend all of them. He/she may call meetings for divisional/committee/task forces in cases where the divisional/committee/task force chairperson, for any reason, fails to do so and issue directives, recommend action, but he/she shall be cautious in exercising such power.

VICE PRESIDENT

The Vice-President shall assume the duties of the President in his/her absence or incapacity in the order of seniority.

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

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.

He/she shall supervise those divisions/committees/taskforces of Chamber activity designated by the President, and report to him/her on its progress.

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.

The Vice President shall serve as an ex-officio member of all divisional/committee/task forces and attend such meetings as may be necessary or convenient, but shall not be expected to attend all of them.

He/she may call meetings (when acting in the President's capacity) for divisional/committee/task forces in cases where the divisional/committee/task force chairperson, for any reason, fails to do so and issue directives, recommend action, but he/she shall be cautious in exercising such power.

The Vice President shall serve as a voting member of the Board and Executive Committee as provided in the bylaws.

The Vice-President shall perform such other tasks as may be assigned by the President.

SECRETARY

The Secretary is elected as provided in the bylaws and shall serve the Board of Directors in preparing all minutes of meetings, including general membership meetings (when applicable), Executive Committee meetings, and Board meetings.

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.

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.

The Secretary shall provide a copy of all minutes to the Executive Director in a timely manner. All of the Board, Executive Committee, and general membership meeting (when applicable) minutes shall be kept in a notebook at the Chamber office and maintained by the Executive Director. These minutes may be viewed at any time by the general membership provided adequate written notification has been given to the Executive Director.

The Secretary is responsible for review, recommendation, and cataloging/filing all legal documents of the Chamber.

The Secretary shall serve as a voting member of the Board and Executive Committee as provided in the bylaws.

The Secretary shall perform such other tasks as may be assigned by the President.

TREASURER

The Treasurer is elected as provided in the bylaws and 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. Checks are to be signed by the Treasurer or Executive Director, in their absence, the President and one additional Officer may sign.

The Treasurer shall make a monthly financial report to the Board.

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

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.

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.

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 March the B&F Chair will request Revenue and Expense forms be distributed by Division Chairs to their respective Committee Chair/s for completion and submission to the B&F Chair before the April B&F planning meeting. 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/s will be responsible for determining the ways and means by which budget requirements are defined and achieved, and must re-submit their recommendations for the June Board meeting. 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.

The Treasurer will act as the chief financial officer of the Board and as the Board's liaison with the Chamber's Executive Director on financial and operational matters.

The Treasurer shall serve as a voting member of the Board and Executive Committee as provided in the bylaws.

The Treasurer shall:

- Inventory the organization's staff capability in managing finances and provide training, if necessary, for the staff.
- Develop job descriptions for all financial personnel.
- Ensure that a sound system of internal controls is operating.
- Guarantee accurate financial records, timely variance reports, preparation and effective use of budget, effective cash management practices, compliance with financial reporting requirements, and compliance with contract requirements and special features of funding agreements.
- Perform periodic and timely financial analysis and identify any financial problems or difficulties.
- Assist the Executive Director by ensuring that accounting reports are timely, accurate, and relate to the Chamber's general operations.
- Effectively communicate the organization's financial affairs to the other members of the Board.
- Communicate effectively on financial matters with other division/committee/task forces of the Board.
- Maintain adequate knowledge of not-for-profit financial procedures and tax laws to assure proper leadership in financial matters.

The Treasurer shall perform such other tasks as may be assigned by the President.

DIRECTORS

Director positions will be filled after a general membership majority vote and acceptance has been submitted and ratified by the Board, as provided in the bylaws and Directors shall perform duties as prescribed in the bylaws in two capacities—as a voting member of the Board, and as an individual Chamber member.

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.

As a Board member, directors perform essentially a legislative function. Directors make all policy and procedure decisions of the Chamber, and shall from time to time direct a poll of the membership when considered desirable as a guiding influence.

Specifically, they shall:

- Set the overall policy and procedure of the organization.
- Provide adequate funds to do the job through the annual budget.
- Establish and approve the dues structure.
- Approve the structural organization to include an organizational chart.
- Elect and affirm officers in accordance with the bylaws.
- Recommend and approve changes in the bylaws.
- Approve/disapprove any expenditure not included in the budget.
- Approve any Officer's vacancy replacement that may occur on the Board of Directors in accordance with the bylaws.

- Meet as required in the bylaws, or more frequently on the call of the President, or on the Board's own motion, and set the dates for such meetings.
- Provide adequate facilities and equipment for Chamber operations.
- Attend all meetings of the Board of Directors.
- Consult frequently with the general membership of the Chamber in order to be truly representative in his/her legislative function and explain Board actions.
- Consult as requested with officers of the Board, make suggestions, and serve on committees and task forces.
- Perform such duties, within his/her capabilities as may be requested by the President, to include solicitation of new members and additional funds.

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.

DIVISION CHAIRPERSONS

Division Chairpersons are selected as Directors by the Nominating Committee, elected by the Board, and shall be at least five in number (legal/secretary, finance/treasurer, membership development, membership events, and government affairs,) one of which will be named Vice President.

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.

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.

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.

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.

After the May presentation the B&F Committee working with the Division Chair, Secretary, or Treasurer and their respective Committee Chair/s will be responsible for determining the ways and means by which budget requirements are defined and achieved, and must re-submit their recommendations for the June Board meeting for approval.

Division Chairpersons shall:

- Serve as ex-officio members of all committees/task forces in their division.
- Assist the Vice President, subject to Board approval, in the selection of Committee Chairpersons.
- Select chamber members with Committee Chairperson and Executive Director input to staff the various committee/task forces under their jurisdiction.
- Serve as liaison person between the committee/task forces and the President and Vice President.

- Work closely with the Executive Director to see that committee/task force chairpersons understand and actively carry out their responsibilities.
- Attend the meetings of the committees/task forces in their division as may be necessary. They may call meetings for a committee/task force in cases where the committee/task force chairperson, for any reason, fails to do so, and issue directives and recommend action, but he/she shall be cautious in exercising such power.

The Division Chair shall perform such other tasks as may be assigned by the President.

CHAIRPERSON and HOW TO GET THE JOB DONE

A Chamber of Commerce often stagnates and sometimes even loses their leadership role within a community due to the ineffective use of volunteers. This normally is traced back to a combination of two major factors: one is the absence of direction of volunteers; the other is the absence of a current program of work which reflects the significant concerns of both the membership and the community.

Leadership is available within all communities as well as countless hours of additional volunteer time. The key element in tapping these available resources is direction. Job descriptions are the first step in the development of volunteer leadership resources. Job descriptions should be reviewed annually and updated on an as-needed basis depending on the current needs of the organization and reflect any changes in the organization structure.

RESPONSIBILITIES OF A COMMITTEE OR TASK FORCE CHAIRPERSON

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 the 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.

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.

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.

The basic function of a committee or task force chairperson shall be to:

Achieve action from his/her committee or task force personnel and get work done through his/her committee or task force.

The committee or task force chairperson shall see to it that the committee or task force performs the functions prescribed or authorized by the Board. His/her authority and that of the committee or task force has been vested in him/her by the Board of Directors. He/she shall be directly responsible to the division chairperson.

Committee/Task Force chairpersons need to keep Divisional Chairperson/s informed of activities, issues, problems, and successes.

The Chairperson shall be responsible for:

- Calling meetings of the committee or task force.
- Provide ample opportunity for all committee or task force members to express themselves.
- Bring about formal action from the committee or task force, per the Committee's Charter.
- When their formal action requires work to be performed, he/she shall divide the responsibilities among the members of the committee or task force and assign specific responsibilities to each member.
- It shall be the responsibility of the committee or task force chairperson to set deadlines for work to be completed and to check from time to time with members of his/her committee or task force who have been assigned the work to see if the work is being carried out.
- The chairperson may assign certain portions of the work to himself/herself, but he/she should exercise caution in this direction since it is easy for too much of the workload to fall on the chairperson's shoulders.
- He/she may, at the discretion of the division chairperson, be called upon to report directly to the Board of Directors on the performance of his/her committee/task force. He/she may also request an opportunity to report on such.
- Specified functions of the committee or task force shall be outlined in written form and this outline (project plan) shall serve as the basis for all committee or task force activity.
- **The chairperson is responsible for achieving revenue and expense targets assigned by the Board of Directors for the committee or task force assignment.**

HOW TO GET THE JOB DONE

Getting Organized:

- Acquaint yourself thoroughly with the specific purpose of the committee or task force and the problem to be solved.
- Work with the Vice President/Division Chairperson and Executive Director to carefully select the people who will work with you.
- In some cases, phone calls to each member explaining the purpose of the committee or task force and announcing the date and place of the first meeting is in order.
- Send information (e-mail, fax, letter, etc.) announcing your meeting and details about the agenda.

Conducting Meetings:

- At the first meeting summarize the purpose of the committee or task force. Explain what has been done previously (if applicable), and the item/s to be achieved.
- Explain any budget revenue and/or expense limitations/expectations.
- Encourage every member to contribute to the discussion.
- Do not dominate discussion, but rather, steer it and keep it on the subject at hand.

- Call for definite decisions as to a course of action.
- Delegate the workload to each member of the committee/task force. Leave only the general coordinator/facilitator workload to yourself.
- Set a definite time limit for each job to be done or follow up meeting. (That may be the time of your next committee/task force meeting.)
- Develop a comprehensive work plan (project plan) for all individual assignments and submit to the division Chairperson and Executive Director.

Follow-Through:

- Call each member and remind him/her of his/her job by asking if it is started a few days after the meeting. Prior to the agreed upon dates of completion, check to ensure project tasks are on schedule. Assist people with their assignments only as absolutely necessary. Communicate with members before the next meeting as necessary.
- Committee/Task Force Chairperson is not difficult if you follow the above plan. If you discard the procedure, you will become a one-man/woman committee/task force, doing much of the work yourself. Follow it to the letter, and you'll have a smooth-functioning program and your committee or task force will be enthusiastic as well.

EXECUTIVE DIRECTOR JOB DESCRIPTION

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.

This is the chief paid staff person of the Chamber. A clear job description of the Executive Director is a necessity for the Chamber to function in an efficient and effective manner. A job description defines in general and specific terms the responsibilities, expectations, guidelines, and limitations to the duties and authority. The job description is the key tool in eliminating confusion between Officers, the Board, and the Executive Director in dealing with questions of "who's responsible for what?" In addition, by its very nature, the job description is a protective device for both the Board of Directors and the Executive Director. Job descriptions should be reviewed annually and updated on an as-needed basis depending on the organization's needs and changes if any to the organization's structure.

POSITION SUMMARY

The Executive Director, under authority granted by the Board of Directors, is the Chief Executive Officer of the Chamber. As such, he/she will plan, organize, and direct all operations of the organization including program objectives, finances, and staff.

ACCOUNTABILITY

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.

AREA OF RESPONSIBILITY

Staff

- Establish basic work functions and standards of performance for each member of the staff.
- Evaluate staff performance on a semi-annual basis to assure satisfactory staff performance and accomplishment of Chamber objectives.

Committee/Task Forces

- Provide staff services for pertinent committee/task forces.
- Assist division/committee/task force chairperson and the President in the orderly arrangement of meetings, including preparation of agendas, the dissemination of materials and the maintenance of minutes.
- Maintain contact with all chamber division chairpersons regarding committee/task forces and be aware of the current status of all chamber projects in relation to the original objective, the revenue/expense targets, the current position, and the work yet to be done.

Member and Public Relations

- Direct, prepare and disseminate all communications to the membership and the general public.
- Represent the Chamber at various meetings, functions, and events.
- Maintain close liaisons with significant economic and community development organizations at the local, regional, and state levels.

Membership Maintenance

- Oversee the direction of all membership efforts of the Chamber, including solicitation of new members and the maintenance/retention of current membership.
- Direct proper membership record keeping procedures.
- Recommend necessary changes in the membership dues form, increases in membership dues, or equitable changes needed in specific categories of the membership.

General Administrative

- Conduct the official correspondence of the Chamber and maintain records of the same.
- Preserve all legal and historical documents related to the Chamber and its activities, programs, property and positions.
- Meet all necessary legal and financial reporting requirements.
- Approve and sign checks on all Board approved budget expenditures.
- Direct office maintenance including replacement of equipment and purchase of additional equipment.
- Prepare and maintain a current Chamber office policy & procedure manual (this manual must not be in conflict with Board Policy & Procedures.)
- Be generally familiar with the community and its activities and develop knowledge of all other organizations in the community, their programs, and leadership.
- Keep alert for community concerns, opportunities, and bring them to the attention of the appropriate agency, group, or individual.
- Attend relevant Chamber functions
- All other duties as assigned

PAID HOLIDAYS

New Year's Day
Memorial Day
Independence Day
Labor Day
Thanksgiving
Christmas Day

***NOTE: IF ANY OF THESE HOLIDAYS FALL ON A WEEKEND, THE FOLLOWING MONDAY WILL BE GIVEN AS THE DAY OFF.**

TRAVEL AND MEAL ALLOWANCE

- A monthly mileage expense shall be paid to reimburse the Executive Director for to or from seminars, conferences, workshops, or everyday travel for Chamber business. All reimbursement of expenditures will be within budgetary guidelines, presently \$10.00 per month.
- Meal reimbursement for meetings, luncheons, or Chamber events will be paid monthly if personal expense incurred is the result of Chamber business.

SICK DAYS & PERSONAL DAYS

As needed. Approved by the Board.

HEALTH INSURANCE AND RETIREMENT

There are no benefits at this time.

VACATION *(full time, 40 hours or more)*

Vacation Days

1 - 4 years of service --	10 days
5 - 15 years of service --	15 days
15 + years of service --	20 days

MARKETING AND MEMBERSHIP DEVELOPMENT DIRECTOR

Reports to the Executive Director

Responsibilities:

- Effectively market and promote membership to the chamber
- Goal: Recruit a minimum of ten to fifteen new members monthly, or minimum of \$4,000 net
- Develop and maintain an effective member retention plan, coordinated with Membership Development Chairperson
- Produce weekly reports to the Executive Director and monthly reports to the Board of Directors identifying new members, dropped members, and prospects
- Maintain membership materials supply inventory; control and order as needed
- Act as Membership Liaison to the various chamber committees
- Productively network in the community, attending public and civic and organizational events as a chamber representative, and routinely call on established, new, and prospective members
- Periodically submit member related articles to the Executive Director for inclusion in the monthly Newsletter and approved press releases to print media

- Assist Executive Director, Membership Events Chairperson, and Membership Development Chairperson as requested with the coordination of all chamber special events, including but not limited to the Chamber Golf Tournament, the Annual Dinner, monthly membership meetings, ribbon cutting, and ground breaking ceremonies, etc.; attend event committee meetings as assigned
- Attend all Ribbon Cuttings, Membership meetings, Mixers, and Chamber Special Events
- Coordinate, assist with and attend meetings of the Chamber Committees as assigned, and report to Executive Director
- Deliver administrative support to Executive Director as needed
- Provide back-up phone duties as necessary
- Attend continuing education classes and meetings as assigned
- All other duties as assigned

TRAVEL AND MEAL ALLOWANCE

- A monthly mileage expense shall be paid to reimburse the Marketing and Membership Development Director for to or from seminars, conferences, workshops, or everyday travel for Chamber business. All reimbursement of expenditures will be within budgetary guidelines, presently \$30.00 per month.
- Meal reimbursement for meetings, luncheons, or Chamber events will be paid monthly if personal expense incurred is the result of Chamber business.

SICK DAYS & PERSONAL DAYS

As needed. Approved by the Executive Director. Five (5) unpaid days.

HEALTH INSURANCE AND RETIREMENT

There are no benefits at this time.

VACATION (*full time, 40 hours or more*)

Vacation Days

Five (5) paid days, limited to five (5) consecutive days unless prior Board approval for first year of employment. Upon a satisfactory review vacation moves to ten (10) days in year two.

EXPELLING A BOARD/CHAMBER MEMBER

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.

Any member may bring a complaint against a board/chamber member to the Executive Committee for its consideration. The Executive Committee will have full discretion to take the complaint to the full Board.

The accused board/chamber member will have notice of at least seven (7) business days of the hearing. Notice will be by certified mail and/or any other agreed alternative that requires receipt of notice. The complaint notice must contain the allegations being made.

The hearing may be at a regular scheduled board meeting or a special meeting.

The Board President will preside at the hearing. Legal counsel may be in attendance at the discretion of the Executive Committee.

The meeting will be audio taped. At the discretion of the Executive Committee the meeting may be video taped. Confirmation of appropriate notification to the accused member will be read into the tape or video session.

If the Executive Committee determines full Board review is required:

The Board President or designee will read the allegations. The board/chamber member being charged will have equal time to respond to the allegations.

The President will ask for a motion to either remove the board/chamber member or to dismiss the charges.

A majority quorum of the Board must be in attendance. An affirmative majority vote of the Board members present will be required for removal. All Board members in attendance will be allowed to vote. Vote will be by ballot. The President will determine who will count the ballots.

If the vote affirms removal of the board/chamber member, that board/chamber member will immediately be dismissed from their position on the board and/or their Chamber membership will be revoked. **The President then closes the board/special hearing meeting.**

GENERAL POLICIES

Member Dues and Billing:

Chamber membership dues are payable annually and notice is sent one (1) month prior to anniversary date for current membership dues owed. Additional letters and/or personal contact may be made for an additional 30 business days from anniversary date. Accounts delinquent 30 business days or more from anniversary date will lose membership with the Chamber, unless otherwise extended by the Executive Director, acting on behalf of the Board (all exceptions will be reported to the Executive Committee), and will need to reapply for membership.

Executive's Club*
Regular Membership*
Not-For-Profit*

New Members:

- On the Anniversary Date Full Annual Membership Due*
- Contact the Chamber Office for more information 847-669-0166 or www.huntleychambers/memberbenefits.

* Amounts may be subject to change by Chamber Board.

CHAMBER NEWSLETTER ADVERTISING RATES

Quarterly*:

Advertising must be pre-paid in full.

Camera Ready Ad*:

- Full Page
- ½ Page
- ¼ Page
- Business Card

* Contact the Chamber Office for more information 847-669-0166 or www.huntleychambers/member benefits.

Insert or Flyer provided by the advertiser*:

- Quarterly
- One Month Only

* Contact the Chamber Office for more information 847-669-0166 or www.huntleychambers/member benefits.

* Amounts may be subject to change by Chamber Board.

MEMBER BENEFITS

Executive Club Membership Investment:

Executive Club Membership Investment provides the member (**upon request**): one (1) blast fax per year; one (1) newsletter insert per year; one (1) set of member mailing labels per year; one (1) hard copy membership list per year; year round recognition at chamber events; special listing in membership directory and community guide; special newsletter listing; prominent listing on chamber web site; \$100.00 off advertising in chamber guide; first option on premium space and discount of \$50.00 on Expo Booth; two (2) FREE tickets to Chamber Annual Dinner; one (1) monthly newsletter (12 issues); Executive Club membership plaque and chamber sticker; free link on Chamber web-site; and the opportunity to include business information in Chamber Welcome Packet.

Regular Membership Investment:

Regular Membership Investment gives the member (**upon request**): one (1) blast fax per year; one (1) set of member mailing labels per year; one (1) hard copy membership list per year; one (1) monthly newsletter (12 issues); membership plaque and chamber sticker; free link on Chamber web site; and the opportunity to include business information in Chamber Welcome Packet.

Civic, Charitable, Churches, and Non-Profits:

NON _PROFIT Membership Investment gives the member (**upon request**): one (1) blast fax per year; one (1) hard copy membership list per year; one (1) monthly newsletter (12 issues); membership plaque and chamber sticker; free link on Chamber web site; and the opportunity to include business information in Chamber Welcome Packet.

EXPENDITURE OF CHAMBER FUNDS

Any Chamber program, activity, task force, or committee which anticipates the expenditure of Chamber funds, must first submit a budget proposal to the Budget and Finance Committee. No Chamber funds shall be expended until the Budget & Finance Committee and the Board of Directors approve the budget proposal. Any task force, committee, officer, employee, or agent of the Chamber may not incur any debt or obligation unless authorized in the annual budget and/or approved by the Board of Directors.

PURCHASES

The Chamber will purchase supplies, equipment, and services from its Chamber members when possible. These transactions will be divided among members as equally as possible, considering quality and price. The Executive Director will be responsible for tracking and reporting to the Treasurer all monthly expenditures and vendors utilized.

RECOMMENDATIONS, ENDORSEMENTS, MEMBERSHIPS

Since many firms that are in competition with each other support the Huntley Chamber, the **Chamber does not recommend** any specific business' products or services. The chamber staff will provide the chamber community guide, chamber web site, or a list of chamber members that provide products or services meeting a specific request. Where there is only one member listed in a specific category the Chamber will provide the member's name, however, this is not to be construed or used by member as a Chamber endorsement.

POLITICAL ENDORSEMENTS

The Chamber will not endorse, support, sponsor or oppose any candidate for public office. No member of the Chamber shall in any way comment for the Chamber on a matter of public policy without first receiving approval and direction from the Board of Directors. However, from time to time, the Chamber may endorse or take a position on a public issue, upon receiving a majority affirmative vote of the Board of Directors. The Huntley Chamber President will be the focal point for all media releases and act as spokesperson for the Chamber. ***The Chamber will not accept any political advertising in its newsletter, Community Guide, web site, or any public Chamber communication media.***

CHARITABLE DONATIONS

The Chamber, as an organization, does not purchase tickets, chances, etc. to further the cause or financial enhancement of any organization or individual.

CHAMBER LETTERHEAD

Correspondence on Chamber letterhead must be signed by the President or Executive Director and in his/her absence the President must assign, in writing, a specific designee such as a Chamber Officer or Chamber staff member to act in his/her stead.

