

**ALBION AREA CHAMBER OF COMMERCE
BYLAWS
Amended March 14, 2024**

ARTICLE I – NAME

The name of this organization shall be the Albion Area Chamber of Commerce (hereafter the Chamber).

ARTICLE II – MISSION

The Albion Area Chamber of Commerce is organized to advance the general welfare and prosperity of Albion and surrounding area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

ARTICLE III – MEMBERSHIP

SECTION 1: ELIGIBILITY

The Albion area or economic region shall include the cities (or communities) of Albion, Bone Gap, Browns, Grayville, Ellery and West Salem in the County of Edwards.

Membership in the Albion Area Chamber of Commerce shall be open to any individual, family, association, society, partnership, firm, company, or corporation that supports the Chamber, through dues paid annually and completes a membership application. (Application process allows the Albion Area Chamber of Commerce to have the correct information to send out Notice of Membership Meetings, Board information, Fundraising events, etc.) An approved application allows the applicant the right to vote on topics presented to the MEMBERSHIP. The BOARD OF DIRECTORS (hereafter BOARD) of the Chamber will not discriminate against anyone for any reason from joining as long as that entity or person who supports and does not oppose the mission, goals and objectives of the Chamber.

SECTION 2: MEMBERSHIP

The Albion Area Chamber of Commerce recognizes any individual, family, association, society, partnership, firm, company, or corporation that supports the Chamber, through dues paid annually and completes a membership application. This membership gives everyone the right to seek a BOARD position or vote for BOARD members.

SECTION 3: VOTING

- A. All memberships shall be limited to one (1) representative and one (1) vote. The application process will allow those on the Membership Roster the ability to cast one vote each for each topic presented at the Membership meetings.
- B. Voting membership carries with it the right of casting a ballot to elect members of the BOARD in the manner prescribed by these bylaws. Voting Members can also vote on expenditures of \$1,000 or more. Voting Members shall be entitled to receive a copy of the

annual financial report of the organization and its newsletters.

C. Quorum – 8 or more must be present at Membership meetings to conduct Albion Area Chamber of Commerce business.

SECTION 4: MEETINGS

Board meetings will happen within no more than 30 days before Membership meetings as needed. All Membership meetings shall be considered general membership meetings with no less than three meetings held per annum. All meetings will be conducted as to the guidelines in the current edition of Robert's Rules of Order.

SECTION 5: CODE OF CONDUCT

A: Members

Acceptance of, and adherence to this code is a condition of participation in the Albion Area Chamber of Commerce. The chamber reserves the right to deny participation to any company if, in its sole opinion, a participant's business, conduct or ethical behavior may cast a negative light on the chamber's programs, projects or services.

Participants shall:

- o Respect the human rights and dignity of all others;
- o Comply with all applicable local, state and federal laws and regulations;
- o Avoid unfair or deceptive practices;
- o Do not make false, fictitious or misleading claims;
- o Do not share information contained in confidential and private correspondence and documentation;
- o Any form of harassment which includes bullying, offensive comments/conduct, or discrimination based on race, color, religion, sex (including sexual harassment and pregnancy discrimination,) sexual orientation, national origin, age, genetic information or physical or mental disability directed at staff or fellow members will not be tolerated and could result in a dropped membership and/or the inability to renew membership within the Chamber of Commerce

B: Board Members

Standards of conduct are intended to allow all members of the Albion Area Chamber of Commerce Board of Directors to work together with respect to one another's personal and legal rights, so that the Chamber's business can be conducted efficiently and professionally. The following organizational standards, while not all inclusive, are the principal standards in effect at the Albion Area Chamber of Commerce. These standards apply equally to all and are for the protection of all members, employees and Board of Directors.

Fundamental to all Albion Area Chamber of Commerce interactions are certain values:

- o Respect for the Albion Area community that we work with and serve.
- o Integrity in our actions.
- o Responsibility for our decisions and their consequences.

As Board of Directors, we are committed to:

- o Acting honestly, truthfully and with integrity in all our transactions and dealings;
- o Avoiding conflicts of interest;
- o Appropriately handling actual or apparent conflicts of interest in our relationships;
- o Treating our members fairly;
- o Treating every individual with dignity and respect;
- o Being a good corporate citizen and complying with both the spirit and the letter of the law;
- o Acting responsibly toward the communities in which we work and for the benefit of the communities that we serve;
- o Being responsible, transparent and accountable for all our actions; and
- o Improving the accountability, transparency, ethical conduct and effectiveness of the business community.

ARTICLE IV – OFFICERS

SECTION 1: ELIGIBILITY

The Albion Area Chamber of Commerce Board shall consist of up to ten (10) voting members (4 officers, program director and 5 others). Term shall be for (2) two years beginning on the First of March and ending on the last day of March. Minimum one (1) year membership in the Albion Area Chamber of Commerce required for Treasurer Position. (2) two-year for President. (2) Two-year for President Elect Vice President.

There shall be one (1) non-voting representative from the Albion Area Chamber of Commerce being the Program Manager or his/her designee who is allowed to cast a vote only in the event of breaking a tie.

SECTION 2: SELECTION

- A. The Albion Area Chamber of Commerce Members shall nominate candidates for the Albion Area Chamber of Commerce Board at the first meeting of the new year and elect the Albion Area Chamber of Commerce Board at the February Membership meeting. Newly elected Board members shall be seated at the next scheduled Membership meeting.

B. The Albion Area Chamber of Commerce Members shall elect a president, vice president (optional), treasurer, secretary, and FIVE(5) at large board members.

SECTION 3: BOARD OF DIRECTORS POSITIONS AND DUTIES

President: The President shall hold the principal executive position of the organization and shall, in general, supervise the business and affairs of the organization. He/She shall preside at all general Membership meetings and meetings of the Board and shall be responsible for all the general Membership meeting and board meeting agendas. The President shall perform all duties incidental to the office of the President, serve as ex-officio member of all committees, except the nominating committee and other such duties as may be prescribed by the Board from time to time. The President has authority to sign legal contracts and other agreements after approval by majority of Albion Area Chamber of Commerce Board Members at meetings (per section 6.5 expenditures.)

Vice President: The Vice President shall assume the duties of the President in his//her absence or inability to serve until a replacement is elected. The Vice President shall have other such powers and duties as assigned by the President.

Treasurer: The Treasurer shall have the custody of all funds raised by the Albion Area Chamber of Commerce. Maintenance of account books and records are the responsibility of the Treasurer. These records, including bank statements, receipts, budgets, invoices, paid receipts, and canceled checks, shall be held for seven (7) years.

Disbursements shall be made in accordance with the budget adopted by the Board and handled per Section 6.5 Expenditures. The president, treasurer and vice president are authorized to sign checks.

A financial statement shall be presented at Membership meetings, board meetings and at other times when requested by the Albion Area Chamber of Commerce membership or the Board. Internal audits shall be performed annually.

All required tax forms, government forms and other required financial paperwork will be performed by the treasurer.

Secretary: The Secretary shall keep, post, and be custodian of the record of the Board and Albion Area Chamber of Commerce Membership meetings. The secretary shall perform such duties as shall be assigned to him/her by the President or by the Board.

Program Manager: shall be an independent contractor position. Selection is based on recommendations by the Board and approved by the membership. Wages to be evaluated with the audit or every (6) six months. Responsibilities include but are not limited to keeping an accurate list of membership, assisting with maintenance of membership email listings, website and social media. Monthly salary shall be paid the 1st Friday of every month.

Board members: Three (3) Votes on all matters presented to the Albion Area Chamber of Commerce including but not limited to expenditures, budgets, programs, policies, bylaws, etc.

These will be elected by Members at Membership meetings.

SECTION 4: REMOVAL

Any elected board member of the Albion Area Chamber of Commerce may be removed upon recommendation of the remaining Board members whenever, in its judgment, the best interests of the organization would be served. Notification of removal shall be in writing and must be approved by the general membership present at the next board meeting and shall be enforced within 24 hours.

SECTION 5: VACANCIES

Should a Board position become vacant, the remaining Board members shall fill the position by appointment from the eligible Albion Area Chamber of Commerce membership.

Upon resignation or termination of a position on the board, all rights and authority cease.

SECTION 6: DUTIES

The duties of the Albion Area Chamber of Commerce Board shall be as follows: A. To establish, direct and maintain executive guidance over the Albion Area Chamber of Commerce programs.

B. To appoint, from the membership of the Albion Area Chamber of Commerce, Chairpersons of all standing and ad hoc committees.

C. To carry out such actions as is deemed necessary to further the purpose and objectives of the Albion Area Chamber of Commerce.

D. To review recommendations made by the committee Chairs. These shall be approved, amended, or disapproved to ensure compliance with the Bylaws of the Albion Area Chamber of Commerce, by the next Board meeting.

Section 6.5: Expenditures

OFFICERS must approve expenditures up to \$500 by a majority vote of (3). BOARD must approve expenditures up to \$1,000 by a majority vote of (5).

If an item is over \$1,000, the BOARD must first approve it. If approved, it will be presented to the MEMBERS at the next Membership meeting. MEMBERS must approve it by a majority. All Chamber accounts must have two signers.

SECTION 7: MEETINGS

The President or a majority of the voting board members whenever deemed necessary shall call board meetings or Membership meetings.

SECTION 8: QUORUM

At Board meetings, a majority of officers and a majority of At Large Board Members shall constitute a quorum and must be present to conduct business. In addition, a majority of favorable votes shall be required to pass any resolution – with a minimum of three (3) (assuming only 5 are in attendance).

At Membership meetings, a minimum of eight (8) shall constitute a quorum and must be present to conduct business. In addition, a minimum of six (6) favorable votes shall be required to pass any resolution before the membership.

ARTICLE V – COMMITTEES

SECTION 1: TYPES

Committees may be permanent or temporary and will serve functions as deemed necessary by the Board of Directors. The President shall create an Audit Committee to audit the finances annually.

SECTION 2: COMPOSITION

The Albion Area Chamber of Commerce committees shall consist of at least one member acting on guidance from the Board. When more than one member is on committee, one member will be Chairperson. This position will be assigned by the Board.

SECTION 3: MEETINGS

The Committee President or his/her representative shall call meetings of all Albion Area Chamber of Commerce committees.

SECTION 4: LIMITATION OF AUTHORITY

All committee decisions must be approved by the Board. All financial decisions must be approved by the Board. The Board reserves the right to rescind decisions made within the scope of any committee.

Seated Board Members and Officers will hold the only authority to speak in official capacities on behalf of the Chamber. General membership will refrain from speaking to potential members or media in an official capacity unless delegated to do so by a Board Member or Officer. Failure to abide by this policy constitutes removal of membership.

SECTION 5: DUTIES

The Albion Area Chamber of Commerce Board shall determine the purpose of any committee. Upon the request of the Board, the committees shall advise the Board with respect to their activities. Recommendations of the committees shall not be binding on the organization or its Board. The committees shall have no power to obligate the organization, unless specifically authorized to do so by the Albion Area Chamber of Commerce Board.

SECTION 6: TERMS OF APPOINTMENT

Committees will remain in place until deemed unnecessary by the Board.

ARTICLE VI – FINANCIAL STATUS

SECTION 1: ORGANIZATION

The organization is organized exclusively for charitable, educational, and scientific purposes under Section 501 c (6) of the Internal Revenue Code.

SECTION 2: INTENT

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office.

SECTION 3: DISSOLUTION

Notwithstanding another provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the internal revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal

tax code.

Upon dissolution of the organization, assets shall be distributed in accordance with Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code shall be adhered to.

ARTICLE VII – AMENDMENTS

The by-laws may be altered, amended or repealed at any time by recommendation of a majority of the Albion Area Chamber of Commerce Board with approval of the majority of voting Members at the next Membership meeting. All amendments to the Bylaws shall be made available to any interested party.

March 14, 2024-Article III Section 5 was added on Code of Conduct.

Article IV Section 1 was changed from seven (7) voting members (four (4) officers and three (3) others) to up to ten (10) voting members (four (4) officers, one (1) program director and five (5) others)

Article IV Section 2-B was changed from three (3) at large board members to up to five (5)