



BYLAWS OF MANHATTAN CHAMBER OF COMMERCE

Article I. General

Section 1. Name. This organization is incorporated under the laws of the State of Illinois and shall be known as the Manhattan Chamber of Commerce.

Section 2. Purpose. The Manhattan Chamber of Commerce objectives are:

A. Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the business and a concern for its problems; creating a more intelligent business and public opinion regarding city, county, state and national legislative and political affairs; preventing controversies which are detrimental to expansion and growth of business and the community or adjusting them if they arise; and creating a greater appreciation of the value of an investment of substance and self on behalf of the interests of competitive business.

B. Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all businesses within the trade area; promoting programs of a civic, social functional and aesthetic values of a community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.



C. Advancing the general welfare and prosperity of the Manhattan 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, civil, commercial, industrial and educational interests of the area.

Section 3. Area. The Manhattan area or Manhattan economic region shall include all cities, towns, villages and all unincorporated areas in Manhattan Township, Will County, Illinois.

Section 4. Limitations of Methods. The chamber shall be a nonprofit, nonpartisan and nonsectarian organization.

Article II. Membership

Section 1. Eligibility. Any person, corporation, organization or partnership having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2. Admission to Membership. Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. The Administrative Assistant shall review all applications and submit them to the board of directors. Admission of applicants to membership shall be by the board of directors at any meeting. Any applicant admitted to membership shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.



Section 3. Dues. Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the board of directors, payable annually, in advance.

Section 4. Termination.

A. Any member may resign from the chamber.

B. Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5. Voting. Each member person, corporation, organization or partnership, shall be entitled to cast one vote on each matter submitted to a vote of members. In all elections for directors, members shall have the right to cumulative voting as provided by the General Not For Profit Corporation Act of 1986. Members with two businesses have only one vote.

Section 6. Exercise of Privileges. Any person, corporation, organization or partnership holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

Section 7. Orientation. At regular intervals, orientation of the purposes and activities of this organization is recommended to be conducted for the following groups: new directors, officers and directors, committee chairperson, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

Section 8. Honorary Membership. Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.

Section 9. Associate Membership. Persons engaged, through employment by recognized not-for-profit organizations, or unemployed or retired persons, may become an Associate Member of the Chamber at a special annual dues rate of \$25.00. They shall carry no voting privilege or be eligible for election to any position but may participate on any committee as an ex officio member and in any general membership programs or activities. Employed persons typifying those eligible for membership under this special classification are clergymen, educators, and administrators of civic, philanthropic, welfare, social, recreational and governmental organizations or agencies and other.

Article III. Meetings

Section 1. Members' Annual Meeting. The members bi-annual meeting of the members shall be held within the months of April and October of each year. The time and place shall be fixed by the board of directors, and notice thereof mailed or emailed to each member at least 20 days before said meeting.

Section 2. Members' Special Meetings. Special meetings of the members may be called by the board of directors at any time, or upon petition in writing of any 15% of the members in good standing. Notice of special meetings shall be mailed or emailed to each member at least seven days prior to such meetings.

Section 3. Board Meetings. Board meetings shall be held monthly as set by the board. Special meetings may be called by the president or upon written application of three (3) members of the board to the president. Notice of special meetings (including the purpose of the meeting) shall be given to each director at least one day prior to said meeting.

Section 4. Committee Meetings. Committee meetings may be called at any time by the president, or by its chairperson.

Section 5. Quorums. At any duly called meeting of the members, fifteen percent (15%) of the members shall constitute a quorum. A simple majority of elected directors shall constitute a quorum of the board of directors. At committee meetings, a simple majority of committee members shall constitute a quorum.

Article IV. Board of Directors

Section 1. Composition of the Board. Officers of this Chamber shall be: President, Vice President, Secretary, Treasurer, and up to four Directors. They shall all be elected for a period of two years, and collectively shall operate as the organization's board of directors. The directors shall be elected by the entire voting membership; the election is to be held at the October meeting. Officers and Directors shall be installed at the January meeting and shall begin their terms of office immediately. The new board will determine the officers at the November meeting. The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances and direct its affairs.

Section 2. Selection and Election of Directors.

A. **Nominating Committee.** At the regular May board meeting, the president shall appoint a Nominating Committee of three current chamber members excluding current board members. At the August board meeting the nominating committee shall present a slate of candidates to replace the directors whose regular terms are expiring.

1. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a director.

2. Current board members whose terms are expiring, may be considered by the nominating committee.

3. In the event interest forms are not received, the Administrative Assistant and current board becomes the nominating committee and shall solicit interested candidates among active members, including current board members, in good standing. Those members submitting their interest shall be elected by the membership at the ~~annual~~ bi-annual October Meeting.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Administrative Assistant shall immediately notify the membership by mail or email, of the names of persons nominated as candidates for directors and a short bio and the right of petition after the September meeting.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least eight members of the chamber. Such petition shall be filed with the Administrative Assistant not less than ten (10) days before the bi-annual meeting of members. The determination of the nominating committee as to the legality of the petition(s) shall be final.

D. Election. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be submitted for election by the members at the bi-annual meeting in October.

1. The names of all candidates shall be arranged on a ballot in alphabetical order. Identification shall be made on the ballot to identify incumbent candidates.

2. The candidates shall be voted upon by the members present in person at the bi-annual meeting.

Section 3. Installation of New Directors. All newly elected board members shall take office at the January meeting following their election; retiring directors shall continue to serve until that time. All directors shall serve without compensation.

Section 4. Vacancies. A member of the board of directors who shall be absent from three consecutive regular meetings of the board of directors may automatically be dropped from membership on the board, unless confined by illness or otherwise decreed by a majority vote of the board.

Vacancies on the board of directors, or among the officers, shall be filled by the board of directors by a majority vote. The new director or officer selected will finish the remaining term of the vacated position.

Article V. Duties of Officers.

Section 1. President. The president shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership and board of directors.

The president shall determine all committees; select all chairperson; assist in the selection of committee personnel, subject to approval of the board of directors.

Section 2. Vice President. The vice president shall exercise the powers and authority and perform the duties of the president in the absence or disability of the president.

Section 3. Treasurer. The treasurer 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 approved by the board of directors, subject to checks signed by the treasurer or the president. The treasurer shall make a monthly financial report to the board.

The treasurer shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the board of directors and shall be responsible for all expenditures with approved budget allocation.

Section 4. Secretary. The secretary shall be the secretary of the organization and prepare all minutes and reports of the board.

Section 5. Administrative Assistant. The administrative assistant shall be a paid position. Compensation shall be determined by the Board of Directors as a paid 1 year contract. Responsibilities are outlined in the contract by the Board of Directors and will be reviewed by the Board of Directors annually in October.

Article VI. Committees and Divisions

Section 1. Appointment and Authority. The president, by and with the approval of the board of directors, shall appoint such committees and committee chairperson as necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the president and in no event shall exceed the term of the appointing president.

It shall be the function of each committee to make investigations, conduct studies and hearings, and make recommendations to the board of directors and to carry on such activities as may be delegated to them by the board.

Section 2. Limitation of Authority. No action by any member, committee, division, employee, director, or officer shall be binding upon the chamber, or constitute an expression of the policy of the chamber, until it shall have been approved or ratified by the board of directors.

Committees shall be discharged by the president when their work has been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed wise to discontinue the committee.

Article VII. Finances

Section 1. Funds. All money paid to the chamber shall be placed in a general operating fund. Other special fund accounts may be established by the board.

Section 2. Disbursements. Upon approval of the budget, the treasurer is authorized to make disbursements on accounts and expenses; provided for in the budget without additional approval of the board of directors. Disbursement may be by check countersigned by the President.

Section 3. Fiscal Year. The fiscal year of the chamber shall be the twelve-month period ending on December 31st of each year.

Section 4. Budget. At or before the October meeting of the board, the treasurer shall present a budget of estimated expenses for the coming year and submit it to the board of directors for approval at the November meeting.

Article VIII. Dissolution

Section 1. Procedure. The chamber shall use its funds only to accomplish the objects and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors.

Article IX. Parliamentary Authority

Section 1. Parliamentary Authority. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter of bylaws of the chamber.

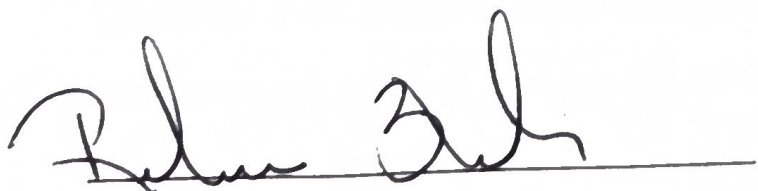
Article X. Amendments

Section 1. Revisions. These by-laws may be amended or altered by a three-quarter vote of the board or by a majority of the members present at any regular or special meeting providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing.

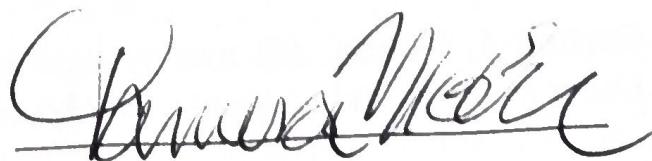
Article XI. Indemnification

All officers, directors, employees and agents of the chamber shall be indemnified as provided in the Illinois General Not For Profit Corporation Act of 1986, as from time to time amended.

Approved April 8th, 2025 by a unanimous vote of the board.



Rebecca Bouck, President



Tamera McMahon, Secretary