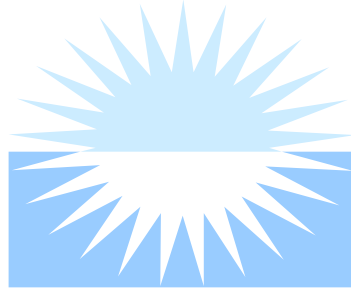


Chamber of Commerce



Harwood Heights

BYLAWS
As of March 2006

BY-LAWS

HARWOOD HEIGHTS CHAMBER OF COMMERCE

**FIRST REVISION
July, 2004
Elsa Volpe, President.
Founding Member.**

**SECOND REVISION
March, 2006
By-Laws Committee**

IMPORTANT NOTICE

Every attempt has been made to verify the accuracy of the information contained within this publication. In case of any error of omission, the Harwood Heights Chamber of Commerce must disclaim all responsibility for any loss caused by reliance on the information contained herein.

**Harwood Heights Chamber of Commerce
BY-LAWS**

March, 2006

Mission Statement

The purpose of this organization is for the advancement of economic, industrial, professional, cultural and civic welfare of Harwood Heights and the surrounding area, by giving proper assistance to any new firm, while encouraging the growth of existing industries and businesses. It shall than be the purpose of the Harwood Heights Chamber of Commerce to promote the welfare of all its member businesses and of the surrounding businesses, and to support activities believed to be beneficial to the community.

As the chamber is a business organization with its main mission being the promotion of business through proper and lawful means within the municipality of Harwood Heights and of surrounding communities, its main focus shall be on commerce in all its forms; retail, service, manufacturing, et. al.

ARTICLE I NAME

Section 1.1 The title of this organization shall be “THE HARWOOD HEIGHTS CHAMBER OF COMMERCE” and it shall be incorporated under the laws of the State of Illinois. Hereafter it can be referred to as the Chamber. The Chamber shall be nonprofit, nonpartisan, nonsectarian and nonpolitical.

ARTICLE II MEMBERSHIP

Section 2.1 Qualifications for membership. Full and complete membership to and of the Harwood Heights Chamber of Commerce shall be open to any business owner or employee thereof. Such qualifying business shall be licensed and registered with the state and/or local government. Documentation shall be presented at the request of the board which can include the license, federal tax ID number, federal tax return, utility bills, commercial invoices and/or correspondence in the name of the business. Full and complete membership shall be granted to an active and licensed business entity and will include rights to vote and hold office.

A Residential Membership is available to persons interested in participating in the Chamber and learning about business practices. A Residential Member shall not be eligible to hold office. After being a member of the Chamber for one year, they will be eligible to vote.

A Non-Profit Membership is available to non-profit organizations as determined by the Executive Committee. They will not be eligible to hold office, but they will be eligible to vote.

A Municipal Liaison Membership is available to an individual selected by the Village as their representative to the Chamber. They will not be eligible to vote or hold office.

Section 2.2 Membership in this organization shall consist of the following types: Silver, Gold, Platinum, Residential, Non-Profit and Municipal Liaison. Any reputable business firm, individual, association, corporation, partnership or estate, having interest in the above objective shall be eligible to apply for membership. This membership shall become effective upon the payment of annual dues, in such amount as may be determined by the Board of Directors. Each active business member shall have one vote.

Section 2.3 SILVER MEMBERSHIP. Having less than (25) persons employed.

Section 2.4 GOLD MEMBERSHIP. Having twenty five (25) to fifty (50) persons employed.

Section 2.5 PLATINUM MEMBERSHIPS. Having over fifty (50) persons employed.

Section 2.6 RESIDENTIAL MEMBERS. An individual who wishes to support the chamber and become a member.

Section 2.7 NON-PROFIT MEMBERS. Any non-profit organization.

Section 2.8 MUNICIPAL LIAISON. Membership for the Municipal Liaison shall be free of charge. The Chamber shall recognize the individual selected by the Village as their representative to the Chamber.

ARTICLE III TERMINATION

Section 3.1 Any member may resign from the Chamber upon written notice to the Board of Directors, or be terminated by a vote of the Board Directors for cause. Eligibility for termination will consist of non-payment of yearly dues, conduct unbecoming a member or prejudicial to the Chamber or failure to adhere to Chamber By-Laws. At the Boards discretion, any board member missing three (3) consecutive meetings can be asked to resign.

ARTICLE IV VOTING

Section 4.1 At any duly called General Meeting of the Chamber, two-thirds shall constitute a Quorum. Five (5) director's present shall constitute a quorum of the Board of Directors. At Committee Meetings, one half shall constitute a quorum

except when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.

ARTICLE V MEETINGS

Section 5.1 The annual meeting of the Chamber shall be held annually or at such other time and place as determined by the Board of Directors. Notice of the annual meeting will be mailed to each member ten (10) days before said meeting.

Section 5.2 General Meetings of the Chamber may be called, by the President with notification of the entire board at any time, or upon petition in writing by ten (10) members in good standing.

Section 5.3 Board Meetings of the Chamber may be called, by the President or by written application of three (3) members of the Board. Notice and the purpose of the meeting shall be given to each Director at least one week prior to the meeting.

Section 5.4 Committee Meetings may be called at any time by the President or by the Chairman of the committee. Sufficient notice is required to ensure attendance of the committee members by choosing an agreed upon date, time and place by the majority of members.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 The Board of Directors shall be composed of no more than fifteen (15) members, including the president and Past Presidents. Their terms of Office shall be for one year. President, two (2) Vice Presidents, Secretary, and Treasurer.

Section 6.2 By the February meeting, the President, two Vice Presidents, Secretary, and Treasurer will be elected.

Section 6.3 By the October meeting, the president, and Vice Presidents will serve as Chairpersons for the Nominating Committee.

Section 6.4 At the November meeting, Board of Directors and the nominating committee will present a slate of candidates to replace the directors, whose terms are expiring, confirming that they are willing to accept directorship responsibility. Upon receipt of the report of the Nominating Committee, the Secretary shall notify the membership, by mail, of the names of the persons nominated as candidates for directors. A list of the candidate nominees shall be kept on file in the Chamber office. An eligible member must be present to accept their nomination and state their intention whether to accept or reject the nomination.

Section 6.5 After ten (10) days, if the slate is not contested, the nominees shall be voted on at the next regular meeting of the Chamber.

Section 6.6 Vacancies on the Board of Directors or Officers shall be filled by appointment of the President subject to approval by the Board at the next regular Chamber meeting.

Section 6.7 All policies of the Board will be formalized and recorded in a manual of procedures for easy reference by the Officers and Administrative staff. The Board shall adopt such rules and regulations as may be required to conduct the affairs of the Chamber.

DUTIES OF THE OFFICERS

ARTICLE VII

Section 7.1 The President shall be head of the Chamber and will preside at all the meetings of the membership and Board of Directors. He shall, with the counsel and advice of the Vice Presidents, determine the need for additional committees, subject to the approval of the Board of Directors. He shall, with the council and advice of the Vice Presidents, select all committee chairmen, and assist in the selection of committee personnel. The President shall serve as Chairman of the Executive Committee. With the approval of the Board of Directors, he will sign all deeds, contracts, formal documents, and other instruments affecting the operation of the Chamber or any of its properties. The President shall be the spokesperson for the Chamber.

Section 7.2 The Vice President of Membership will be responsible for recruiting new members. He shall also serve as Programming Director and arrange after hours functions and events.

Section 7.3 The Vice President of Information will inform the Chamber of any business changes and happenings of the community.

Section 7.4 The Treasurer shall sign all checks as authorized. He shall be the technical custodian of all the funds and shall present a monthly financial report to the Board of Directors and an Annual Financial Report to the members of the Chamber.

Section 7.5 The Secretary shall act as an agent for the Treasurer, and be in charge of the general supervision and management of the Chamber office and business affairs. The Secretary shall act as agent for service of process, and shall conduct the correspondence, preserve the records, documents and communications, keep the books of account, maintain an accurate record of the proceedings of the Chamber and Board of Directors' Meeting. The Secretary shall maintain a statement of all Chamber policies, as determined by the Board of Directors. He shall

recommend a plan whereby such policies may be re-examined, re-affirmed or rescinded by the Board of Directors.

Section 7.6 The Executive Committee shall consist of the President, President Ex Officio, Vice Presidents, Secretary, and Treasurer. The Executive Committee shall act for the Board of Directors between regular meetings of the board or in the absence of a quorum. A quorum of any three (3) of the Following: President, Vice Presidents, President Ex Officio, Secretary and Treasurer must be required, before the officers can go into session.

COMMITTEES

ARTICLE VIII

Section 8.1 The President shall appoint all committees, subject to confirmation by the Board of Directors. The Board shall authorize and define the powers and duties of all standing and special committees, whose functions are set forth in these by-laws.

Section 8.2 It shall be the function of the 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 8.3 No committee shall take or make public any formal action, make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval of the Board of Directors. Failure to adhere to this policy will subject each member of the committee to termination as described in Section 3.1. Special committees shall be discharged by the President when their work has been completed and reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

BUDGET AND FINANCE COMMITTEE

ARTICLE IX

Section 9.1 A Budget and Finance Committee shall be appointed annually by the President. The Committee shall from time to time advise the Board of Directors with respect to the financial condition and financial policies of the organization. They shall suggest ways and means of conserving and increasing revenues.

Section 9.2 All money paid to the Chamber shall be placed in a general operation fund, unless specifically designated for another purpose by the Board.

Section 9.3 No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Disbursements shall

be by check. The following two (2) officers shall normally sign checks: President and/or Treasurer and/or Secretary.

Section 9.4 An Audit Committee shall be chosen from the membership to review all finances of the Chamber. The committee shall consist of three volunteers from the Chamber membership. The audit of the past fiscal year (calendar year January to December) shall be reviewed and completed no later than by the March meeting of the new year. A presentation of Chamber finances shall be made at the March meeting of the current new year by the committee. The President and Treasurer or any other board members are not to serve on the Audit Committee.

FISCAL YEAR

ARTICLE X

Section 10.1 The fiscal year of the Chamber shall close on December 31st. The Treasurer shall make an annual financial report for the prior fiscal year to the Board of Directors, no later than the April meeting of the Chamber in the current fiscal year.

Section 10.2 Membership Dues. In reference to Section 2.2, dues are payable in full for membership in the Chamber in the current calendar/fiscal year. Dues over \$50.00 may be prorated at no more than a discount of one quarter of the current calendar year. Current members are required to pay membership dues for renewal by March 31st in the current fiscal/calendar year. Failure to pay membership dues will include termination from Chamber and from any office held, and cancellation of voting privileges.

AMENDMENTS

ARTICLE XI

Section 11.1 All proposed amendments to these By-Laws shall first receive the approval of the Board of Directors. These By-Laws may be amended or altered by a two-thirds vote of the entire Board of Directors or by a two-thirds vote of all eligible members at a special meeting of the Chamber for that purpose. Proper official notice is required to all eligible voting members. The official notice shall be by E-mail or by USPS mail and USPS postmarked no less than 10 days and no more than 30 days prior to the special meeting.

DISSOLUTION

ARTICLE XII

Section 12.1 The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds should 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.