

The Rock Falls Chamber Board of Directors is reviewing and recommending changes to the organization's By-Laws. The changes reflect updates necessary to facilitate meetings in a modern fashion. All changes are notes below in red and a summary is presented of major changes.

- Removal of student board member. The board attempted to include a student a board member, however found that student's schedules made it hard for them to attend. High school students found the most engaging part of board participation was volunteering. The board felt that inviting students who were interested to join the Ambassador's Club was a better fit, because their life experience, schedule, and skills better fit the club's mission. The Ambassador Club also has helped young people take a leadership role in the community and has a natural fit for mentorship.

- Ability to meet virtually. After COVID-19 changed communication within our community, the board realized that meeting virtually is likely to be one of the most effective ways for members to gather. It is an essential way of doing business moving forward. The board prioritizes in person meetings whenever safe and possible.

- Reduction of board members from 10 to 8. This change has reflected the overall trend nationwide to have smaller boards with more impactful leaders.

- Due to the use of email, 24-7 access to the Rock Falls Chamber Website, the ability to meet virtually, and the speed that information can travel, reduction in time for nominations and notifications will facilitate Chamber work.

- The board has condensed the number of required board meetings, because it has been found more productive to meet every other month and additionally as needed.

Rock Falls Chamber of Commerce

Bylaws

Rock Falls, Illinois 61071

**Mission Statement: To provide vision and leadership
for business success and civic well-being.**

Article I: Name

Section I: The name of this organization shall be the Rock Falls Chamber of Commerce.

Article II: Object

Section I: The object for which the Rock Falls Chamber is formed is to promote and perpetuate the business, commercial, and manufacturing interests of the area; to advance the agricultural interests of the surrounding area; to develop a unified public spirit in all, whereby we may put forth a unified effort to aid our community to make it more prosperous, more beautiful and a better place in which to live.

Article III: Limitation of Methods

Section I: The Rock Falls Chamber of Commerce shall be a 501c-6 Not-For-Profit organization in accordance with State and Federal laws. It is non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in City, County, State or Nation.

Article IV: Membership

Section I: Any reputable person, association, corporation, partnership, or estate may subscribe to a membership in the Rock Falls Chamber of Commerce. Members shall pay a membership fee based on their designation. The Board of Directors reserves the right to refuse any membership.

Section II: Any entity eligible for membership may subscribe to more than the minimum investment.

Section III: Any entity holding more than one membership shall be entitled to cast only one vote at Annual Meeting and any special meetings that are called. Associate members, as defined by the Board of Directors, shall not be entitled to cast a vote.

Section IV: Any entity holding membership shall have the right at any time to change any or all of its representatives upon written notice to the Rock Falls Chamber of Commerce.

Section V: Applications for membership shall be made in writing to the Rock Falls Chamber and the application shall be regarded as a guarantee on the part of the applicant of the applicant's interest in and support of the purpose of the Rock Falls Chamber, to its bylaws, rules, and regulations. Memberships will be reviewed at regular meetings and can be refused at that time.

Section VI: Members may be expelled by the Board of Directors for cause of non-payment of dues or invoiced items. Members can arrange to make payments on an invoice with the Rock Falls Chamber office staff to avoid delinquency. If any member shall fail to pay their invoice within three months, they shall be considered delinquent and written notice of their status shall be given to them by the Secretary. If at the end of six months, they still remain delinquent; their membership may be forfeited.

Section VII: The resignation, refusal of membership, or expulsion of a member shall terminate their membership. Resignation shall be made in writing to the Board of Directors and delivered to the Secretary, accompanied by a remittance for all dues and other charges levied. A two-thirds vote of all directors shall be necessary to expel members. No member may be expelled without the opportunity of a hearing before the Board of Directors. An expelled member shall have the right to appeal to the entire annual meeting or special meeting within thirty (30) days of such a request. The Board of Directors reserves the right to refuse membership to any entity.

Article V: Meetings

Section I: The Board of Directors shall provide for holding membership meetings whenever it may be considered necessary or desirable.

Section II: The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent of the members in good standing. Notice of both regular and special meetings shall be given to each member in person, or other method of communication to the last known contact at least ~~ten-five~~ (105) days in advance of the day of the meeting.

Section III: The Annual Meeting of the Rock Falls Chamber shall be held at the date and time to be set by the Board of Directors.

Section IV: At all membership meetings, those members who are present shall constitute a quorum. A vote of more than fifty (50) percent shall represent approval of the item presented.

Article VI: Board of Directors

Section I: The government of the Rock Falls Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors. The Board of Directors shall consist of not less than ~~ten-eight (108)~~, or more than fourteen (14) regular members serving three year terms, not to exceed two consecutive terms. The Board of Directors may vote to allow a board member to serve additional terms beyond the initial two terms served, if the board member has shown exemplary service to the organization, and a majority agree. The Chair of the Ambassador Club shall be included in the Board of Directors with voting rights. ~~The Board shall also consist of up to two (2) Advisory Youth Representatives from the Rock Falls High School student body or a high school student residing in Rock Falls that shall be appointed by the Board Chair upon Board approval. One representative from the student body shall be appointed at the October meeting of the Board of directors for a two-year term. The following October, a second representative from the student body shall be appointed by the Board Chair with Board approval to a two-year term. No representative from the student body may hold more than one term. Representatives from the student body will have full voting rights on the Board of Directors and will be given the same rights and privileges as other Board members.~~ The Board reserves the right to exclude non-voting members and attendees from closed Executive Session.

Section II: A nominating committee shall meet and recommend to the Board of Directors new board members and officers. Officers of the Board of Directors shall be Chairperson, Vice Chairperson, Secretary ~~and a~~ Treasurer, and Advisor. The Board of Directors shall have the power to fill all vacancies on the Board. They may adopt rules for conducting the business of the Chamber.

Section III: The Board of Directors shall take office at the next meeting of the Board of Directors following the Annual Meeting. They shall submit in writing at the Annual Meeting a full report of the work of the organization and make available financial information.

Section IV: The Secretary shall notify all members of the Rock Falls Chamber, ~~fifteen-five~~ (45) days prior to the election, a list of the nominees recommended by the Nominating Committee and any other nominee filed with them.

Section V: All voting shall be by ballot. The number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected.

Section VI: The Chairperson of the Board shall appoint and submit to the Board of Directors for approval a committee of three judges who attest to the results of the election.

Section VII: The Board of Directors shall meet at regular periods, the time to be fixed by the Board no less than ~~nine-six~~ times annually. Board meetings may be conducted virtually (video and email) in full or in portion if the board and staff are in agreement to meet in this manner. Absence from more than forty percent of regular meetings shall initiate further Board action which may lead to expulsion.

Section VIII: A majority of the Board of Directors shall constitute a quorum at any meeting.

Article VII: Officers

Section I: The Officers shall be seated at the Annual Meeting of the members. The Officers shall consist of Chairperson of the Board, Vice Chairperson, Treasurer, Secretary, and Advisor.

Section II: All officers shall attend all called meetings. Absence from two (2) consecutive regular meetings, without an excuse deemed valid and so recorded by the Board of Directors shall initiate further Board action which may lead to expulsion.

Section III: The Executive Committee shall meet at regular periods, the time to be fixed by the Executive Committee no less than ~~nine-four~~ times annually. Absence from more than forty percent of regular meetings shall initiate further Board action which may lead to expulsion.

Section IV: The Chairperson of the Board shall preside at all meetings of the Rock Falls Chamber and the Board of Directors and perform all duties incident to their office. They shall, subject to the approval of the Board of Directors, appoint all

committees and they shall be ex-officio member of all committees. They shall, at the Annual Meeting of the Rock Falls Chamber and at such other times as they may deem proper, recommend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Rock Falls Chamber of Commerce.

Section V: The Vice Chairperson shall act in the absence of the Chairperson.

Section VI: The Treasurer shall disburse the funds of the Rock Falls Chamber. They shall make reports to the Board of Directors at the regularly scheduled Board Meetings. They shall keep copies of the financial reports in a safe place of record for a reasonable amount of time.

Section VII: The Secretary shall record, prepare, and present minutes of the meetings to the Board of Directors for approval. They shall keep copies of the minutes and agendas in a safe place of record for a reasonable amount of time.

Section VIII: The Advisor shall attend all meetings of the Board and Executive Committee. They shall help with the transition of newer Officers and Members, explaining and clarifying past Board activities and advising on future endeavors.

Article VII: Staff

Section I: The President CEO shall be the chief administrative officer of the Rock Falls Chamber. It shall be the duty of the President CEO to conduct the official correspondence, preserve all books, documents and communication, keep books of accounts and maintain an accurate record of financial statements and written report of the year's work at the close of each fiscal year. They shall have general supervision over all employees of the Rock Falls Chamber. They shall perform such duties as may be incident to their office, subject to the direction of the Board of Directors. At the expiration of their employment, they shall deliver to the Board of Directors, all books, papers, and property of the Rock Falls Chamber. The position of the President CEO and staff shall be bonded in the amounts approved by the Board of Directors and the fee or fees shall be paid by the Rock Falls Chamber. The President CEO may assist the Treasurer in the latter's duties.

Article IX: Committees

Section I: The Board of Directors shall authorize and define the powers and duties of all standing committees.

Section II: The Chairperson of the Board shall appoint all committees subject to confirmation by the Board of Directors.

Section III: The Executive Committee shall be composed of the Chairperson of the Board, Vice Chairperson, Treasurer, Secretary, Advisor to the Board and the President CEO. The President CEO shall be a non-voting member. A nominating committee of not less than three (3) members shall be appointed by the Chairperson of the Board not less than ~~ten~~ (130) days prior to the election, whose duty it shall be to nominate from the membership of the Rock Falls Chamber the required number of members to be voted on for membership of the Board of Directors for a term of three (3) years and Executive Committee Members (*See Article VI, Section II). Said committee shall file a list of the nominees recommended with the Secretary not later than ~~thirty-ten~~ (3010) days before the election. Other nominations than the ones recommended by the committee may be made by any member by filing the name of the nominee with the Secretary. The Executive Committee reserves the right to exclude non-voting members and attendees from closed Executive Session.

Section IV: In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Rock Falls Chamber. It shall have general charge of the finances and property of the Rock Falls Chamber and shall have authority to order disbursements for necessary expenses and may grant to any committee a reasonable amount of money for special work as previously approved by the Board. At the beginning of the fiscal year the Executive Committee shall prepare and submit to the Board of Directors a budget of the general expenses of the Rock Falls Chamber for that year.

Section V: The Executive Committee may refer matters brought before it to a proper standing committee which it may designate, or to the Board.

Section VI: The Finance Committee shall be made up two past-chairpersons, along with a CPA, of the Rock Falls Chamber shall annually review in accordance to policies and procedures the books and accounts at the close of business for the fiscal year and report its findings to the Board of Directors. Preference will be given to choosing a CPA from the membership first. All recommendations for expenditures outside the budget shall be submitted to the Executive Committee, whose recommendations shall be submitted to the Board.

Article X: Funds

Section I: No disbursements of the funds of the Rock Falls Chamber shall be made unless the same shall have been approved, authorized, and ordered by the Board of Directors. All disbursements shall not be made by cash and shall have documentation. Checks must be signed by any two of the six persons who are President CEO, Board Chairperson, Board Vice Chairperson, Secretary, Treasurer or Advisor.

Section II: Upon the approval of the budget, the President CEO and Treasurer may be authorized to make disbursements on expenses which are provided for in the budget without additional approval by the Board of Directors.

Section III: The President CEO and staff shall be covered by a surety bond in an amount to be determined by Board of Directors, the cost of which to be paid by the Rock Falls Chamber of Commerce.

Article XI: Budget

Section I: Prior to the Annual Meeting of each year the Executive Committee shall review a budget prepared by the President CEO of estimated expenses, including a stated amount for each committee and submit it to the Board of Directors. As passed by the Board, with or without modifications, their budget shall be the appropriation.

Article XII: Fiscal year

Section I: The fiscal year shall end the last day of December.

Article XIII: Parliamentary Rules

Section I: The proceedings of the Rock Falls Chamber meetings shall be governed by and conducted according to the latest edition of the Roberts' Manual of Parliamentary Rules.

Article XIV: Bylaw Amendments

Section I: The Bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Rock Falls Chamber, provided notice of the proposed changes shall have been sent to the President CEO to each member not less than one week prior to such meetings.

Article XV: Indemnification

Section I: Each member of the Board of Directors, Executive Committee, and Volunteer Committees of the organization shall be indemnified by the Organization against all expenses, penalties and liabilities, including attorney fees, reasonably incurred by or imposed upon them in connection with any claim, demand, action or proceeding, whether civil or criminal, or in connection with any settlement thereof to which they may be a party or in which they become involved by their being or having been a Board Member, Officer, or Volunteer at the time such expenses, penalties or liabilities are incurred except in such cases where they shall be adjudged in such action or proceeding to be liable for willful misconduct in the performance of their duties. The right of indemnification herein provided shall be in addition to and not exclusive of all other rights to which such Board Member, Officer, or Volunteer may be entitled and the right of indemnification herein provided shall inure to the benefit of the personal representatives of the deceased Board Member, Officer, or Volunteer. Board Member, Officer, and Volunteer insurance is carried by the Rock Falls Chamber.

Article XVI: Dissolution

Section I: On dissolution, no part of the money, funds, or property of the Rock Falls Chamber shall be distributed to its members. All such money, funds, or property shall be distributed to one or more similar non-profit organizations carrying out one or more of the objectives and purposes of the Rock Falls Chamber. The organization to receive the distribution shall be selected by the Board of Directors.

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