

By-laws of the Danville Chamber of Commerce, Inc.

Accepted by Membership December 29, 2014

Article I - Name

Section 1. The name of the organization shall be the Greater Danville Chamber of Commerce, INC., hereafter referred to as the "Chamber".

Section 2. The principal office of the organization shall be at 49 N. Wayne St. Suite 100, Danville, IN 46122

Article II - Objectives

Section 1. To unite and promote the common business and quality of life interests of the community.

Section 2. To promote new business and commercial growth, as well as the retention and expansion of existing business deemed beneficial to the community as a whole.

Section 3. To educate the membership, the public, and the greater business community as to the objectives and services provided by the Chamber.

Section 4. To be a working partner with the Town of Danville in promoting the common interest of the community as a whole and the membership specifically.

Article III - Membership

Section 1. Eligibility: All persons, firms, and corporations interested in the industrial, commercial, and/or the financial well-being of the greater Danville area, or who desires to preserve and promote the objectives of the Greater Danville Chamber of Commerce shall be eligible for membership.

Section 2. Classifications of membership shall be determined by the Board of Directors. Such classifications shall be reviewed and designated as deemed necessary.

Section 3. Each member shall appoint and designate on the membership form the individual who shall represent, vote, and act for the member in all affairs of the organization.

Section 4. Membership in this organization may be terminated by

voluntary withdrawal or non-payment of dues as provided in these by-laws. The Chamber, with written authorization of the Board of Directors, may terminate a membership, if the member is deemed to be a liability to the Chamber and its collective members. All rights and privileges cease upon termination of membership.

Section 5. All Employees of the Greater Danville Chamber of Commerce are considered members upon the day of their employment. Membership expires on the termination date of their employment unless the member chooses to continue the membership by paying required dues.

Article IV - Dues

Section 1. The dues for membership shall be determined annually, following a recommendation from the Executive Director to the Board of Directors, which shall have sole authority for establishing the annual schedule of dues for the organization.

Section 2. Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the staff or officer designated by the Board of Directors, and if payment is not made within the next thirty (30) days, shall be dropped from the rolls without further notice. The Board of Directors may prescribe procedures for extending the time of payment of dues and continuation of membership privileges on an individual basis upon request of a member for good cause.

Section 3. Membership Packet: The Board of Directors shall provide for the issuance of Certificate of Chamber Membership. The Executive Director shall welcome new chamber members by providing them with the Certificate of Membership, a Welcome Letter, and the current Membership Directory.

Article V - Officers and Directors

Section 1. The governing body of the Chamber shall be a thirteen (13) member Board of Directors elected by the membership, and shall consist of the elective officers, the immediate past-president and seven members. One person designated by the Danville Town Council will serve as an ex-officio member of the board. That person will have no voting rights nor will count in determining a quorum. Only those whose dues are current are eligible for election to office. The Board shall designate at its discretion a member or members of the staff as ex-officio member(s) of the board.

Section 2. Quorum: Seven (7) directors shall constitute a quorum for the transaction of business at any regular or specially called meeting of the board.

Section 3. One-third of the Board of Directors shall be elected annually for a term of three (3) years.

Section 4. Officers: Elective officers of the Chamber shall be

President, President-Elect, Vice-President, Treasurer, and Secretary. All officers shall be elected for a term of (2) years by a vote of the Board of Directors at annual board retreat.

Section 5. Duties of Officers:

(a) The President shall preside at all meetings of the Board of Directors and perform all duties incidental to the office. The President shall appoint all committees and be an ex-officio member of all committees. The President will preside over the membership meetings in the absence of the Executive Director.

(b) The President-Elect shall act in the absence of the President .

(c) The Vice-President shall fulfill the duties of President or President-Elect in their absence.

(d) The Executive Director shall receive and disburse all funds of the Chamber, with oversight by the Treasurer, and provide a written report of income and expenditures to the Board of Directors each month. The Chamber shall provide a surety bond for the Treasurer in the amount not less than \$50,000. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Chamber shall be signed by two (2) designated representatives of the Chamber.

The Board of Directors may authorize any officer or officers in addition to the officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber. Such authority may be general or confined to a specific instance.

(e) The Secretary or a designee shall keep the minutes of all meetings of the general membership, as well as all regular and called meetings of the Board of Directors. Copies shall be provided for members of the Board of Directors, staff members, and a corporate minute book to be maintained at the Chamber's offices. The Secretary shall be responsible for providing such notices as required by the bylaws or as required by law. The Secretary or a designee shall maintain a current mailing list of the membership and perform all duties incidental to the Office of Secretary and such other duties as may be assigned by the President or Board of Directors.

Section 6. Removal of an Officer: Any officer elected or appointed to the Board of Directors may be removed by a vote of the Board of Directors whenever, in its judgment, the best interests of the Chamber would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer to be removed. Written notice of such action shall be given to the individual removed from office.

Section 7. Election of Directors: At least thirty (30) days prior to the annual meeting a nominating committee of three members shall be appointed by the President, with approval of the Board of Directors. The Nominating Committee shall prepare a list of candidates to be known as the "Official Ticket" from which the members may elect directors to fill the board. The committee shall make a sincere effort to provide an "Official Ticket" composed of a representative cross-section of the membership. The Nominating Committee shall submit the slate of nominees at the November board meeting.

Section 8. Voting: Electronic Ballots with such nominees and space for additional write-in candidates will be e-mailed to all chamber members by November 15 to be returned by mail or fax not later than November 30. Only those ballots received by November 30 will be counted. Candidates receiving the highest number of votes are elected to the Board of Directors for a three (3) year term.

Section 9. Vacancies among the Board of Directors shall be filled by a majority vote of the Board of Directors for the balance of the unexpired term or terms at any regular or called meeting.

Section 10. Indemnification of Directors: All members of the Board of Directors shall be indemnified by the Chamber against all expenses and liabilities, including counsel and bonding fees, reasonably incurred by or imposed upon them regarding any controversy to which they may be made a party of in their capacity as a present, past, or future member of the Board of Directors of the Chamber. The Board of Directors shall have the right to purchase liability insurance to cover such indemnification. Indemnification excludes officers or directors guilty of blatant negligence or cross misconduct in the performance of their chamber related duties.

Article VI - MEETINGS

Section 1. The Annual Meeting of the Chamber shall be held prior to December 15th with the date, place, and time to be designated by the Board of Directors.

Section 2. The Board of Directors shall designate the regular time and place of board meetings. Absence from three consecutive regular board meetings without an excuse deemed valid by the Board of Directors shall be constructed as resignation therefrom. The President may call a special meeting of the Board, providing all members are given advance notice.

Section 3. The Board of Directors will provide for regular meetings of the membership. The Chamber's Executive Director will conduct all regular meetings. In his absence the President of the Board will do so. Special meetings to be conducted by the President may be ordered by the President on written demand by ten (10) or more members in good standing.

Section 4. Each Chamber member shall be given notice of every regular or special meeting of the membership. If a special meeting is called, it shall be accompanied by a statement of purpose.

Section 5. A quorum for the transaction of business shall consist of a majority of voting members present. Electronic Voting on a transaction of business is allowed with a majority determined via email response. Votes that are received within 48 hours of distribution will be counted for the result.

Article VII - COMMITTEES

Section 1. An Executive Committee composed of the President, President-Elect, and immediate Past-President with a designated representative of the

Danville Town Council shall be responsible for providing direction for the Chamber's employed and/ or volunteer staff. The Committee will also be responsible for conducting the annual staff performance review of the Executive Director not later than November 30.

Section 2. The President shall appoint from the membership or within the Board of Directors, subject to confirmation by the Board of Directors, the following standing committees: By-Laws, Membership and Finance

.Section 3. The President shall appoint, subject to approval by the Board of Directors, such special committees as deemed necessary to further the objectives of the organization.

Section 4. All committees shall have duties, functions, and powers as may be assigned by the President or Board of Directors.

Article VIII - Business transactions between Chamber and Directors of the Board

In the absence of fraud, no directors of the Chamber shall be disqualified by their office from dealing or contracting with the Chamber, either as vendor, purchaser, or otherwise. No legal transaction of the Chamber shall be void or deemed voidable by the fact that any director has an interest in such contract.

Article IX - FISCAL AND ELECTIVE YEAR

Section 1. The fiscal and elective year of the Chamber shall be the calendar year.

Article X - RULES OF ORDER

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings of the organization and its elected and appointed bodies, wherein its provisions are not in conflict with these by-laws.

Article XI - AMENDMENTS

Section 1. These by-laws may be amended by a majority vote of the members present and the qualified vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.

Section 2. Notice of all meetings at which such amendments are to be considered shall be given to the membership at least one week prior to such

meeting.

Article XII - DISSOLUTION

Section 1. Upon dissolution or winding up of the affairs of the Chamber, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets in pro-rated shares to the membership or within its discretion, to any non-profit tax exempt charity.