

THE CHAMBER OF COMMERCE OF ST. JOSEPH COUNTY, INC.

BY-LAWS

ARTICLE I

GENERAL PROVISIONS

1.01 Name. This organization is incorporated under the not-for-profit corporation laws of the State of Indiana. It shall be known as the Chamber of Commerce of St. Joseph County, Inc. (hereinafter referred to as the “Chamber”).

1.02 Purposes. The Chamber is organized to contribute community leadership and promote the economic development of St. Joseph County.

The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501 (C) (6) of the Internal Revenue Code and the Indiana Not-For-Profit Corporation Act.

ARTICLE II

MEMBERSHIP

2.01 Eligibility. Any person, association, corporation, partnership or trust interested in the Chamber’s purpose shall be eligible to apply for membership.

2.02 Application and Election. Each candidate for membership shall make application on a form provided for that purpose. Applicants shall become a member (hereinafter referred to as a “Member”) upon the approval of their respective applications by the Board of Directors (hereinafter referred to as the “Board”; members of the Board are hereinafter referred to as “Directors”). If the Board has empowered staff to review membership applications, it shall not be bound by the recommendations of staff.

2.03 Membership Termination.

- a. Resignation. Any Member may resign from the Chamber upon written request to the Board.

- b. Non-Payment of Dues. Any Member shall be expelled for non-payment of dues after ninety days from the date due, unless otherwise extended for good cause. The Board shall be regularly informed of membership terminations and cancellations. Only Members whose dues are current may exercise the privileges of Members.
- c. Improper Conduct. Any Member may be expelled by vote of the Board for conduct unbecoming or prejudicial to the aims or reputation of the Chamber; however, notice and opportunity for a hearing shall first be afforded such Member.

2.04 Voting. Each Member shall be entitled to cast one vote at any meeting of the Members. This vote may be exercised in person, by proxy or by consent. Any Member may nominate an individual to cast the Member's vote at any meeting of the Members.

2.05 Honorary Membership. Distinction by any individual in public affairs shall be cause for honorary membership in the Chamber. Honorary members shall have all the privileges of Members, except the right to vote, and shall be exempt from payment of dues. The Board may confer or revoke honorary membership at any Board meeting. All previous chairpersons of the Board who attain seventy years of age and continue to reside in St. Joseph County shall automatically become honorary members.

ARTICLE III

MEETINGS

3.01 Annual Meetings. The annual meeting of Members (hereinafter referred to as the "Annual Meeting") shall be held either upon written call of the Chairperson of the Board (hereinafter referred to as the "Chairperson"), the Chamber President /CEO, or at least ten percent of the membership. While the Annual Meeting shall usually be held in December each year, it shall be held no later than the last business day of March following the close of the fiscal year of the Chamber. The Annual Meeting shall be mailed to each Member at least ten days before the meeting date. The Annual Meeting shall be held at any place within St. Joseph County, Indiana.

3.02 Additional Meetings.

- a. Members Meetings. Meeting of the Members may be called at any time by the Chairperson, the President/CEO, or upon petition in writing of ten percent (10%) of the Members in good standing. Notice of meetings of members (including the purpose of the meeting) shall be mailed to each Member at least ten days prior to such meetings.
- b. Directors Meetings. Board meetings may be called by the Chairperson, the President/CEO, or upon written application of at least three Directors. Notice of meetings (including the purpose of the meeting) shall be given to each Director at least five business days prior to the meeting. Emergency meetings can be called on lesser notice upon written application of a majority of the Executive Committee or the President/CEO.
- c. Committee Meetings. Committee meetings may be called at any time by the Chairperson, President/CEO, or by the committee's chairperson.

3.03 Quorum and Vote.

- a. Members. The Members present at a meeting for which proper notice has been given shall constitute a quorum. The affirmative vote of the majority of Members present at the meeting shall be the act of the total membership.
- b. Board/Executive Committee. At any Board or Executive Committee meeting one-half or greater attendance shall constitute a quorum necessary for the transaction of business. The act of the majority of the Directors present at any meeting shall be the act of the Board. The act of the majority of the Executive Committee members present at any meeting shall be the act of the Executive Committee.

3.04 Meeting Participation. A participant may attend a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

3.05 Waiver of Notice. Before any meeting of the Board, any Director may, in writing, waive notice of such meeting, and waiver shall be deemed equivalent to the giving of such notice. The presence of any Director at a meeting or his/her subsequent consent to the actions taken thereat shall, as to such Director, constitute a waiver of notice of the time, place and purpose thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

3.06 Action in Lieu of Meeting. Any action required or permitted to be taken by the Board or any committee thereof, under any provision of law, the articles of incorporation or these bylaws, may be taken without a meeting if all Directors or members of the committee shall, individually or collectively, consent in writing to such action. Such written consent or consents shall be files with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate or other document filed under law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board or committee without a meeting, and that these bylaws authorize the Directors or committee members to so act.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Composition of the Board. The governance and policy-making responsibilities of the Chamber shall be vested in the Board, which shall control the Chamber's assets, be responsible for its finance, and direct its affairs. The membership of the Board (each Director shall be entitled to vote) shall be composed of thirty-seven (37) Directors, one of whom shall be the President/CEO.

4.02 Nomination of Directors. No later than September 30 of each year, the Chairperson shall appoint a Nominating Committee consisting of at least seven Chamber Members. The Nominating Committee shall include the Chamber's Chairperson-Elect who will serve as Nominating Committee chairperson.

The Nominating Committee may invite the Members to suggest the names of candidates for Directors. It shall meet to select those who merit election. By December 1 of each year, the Nominating Committee shall present to the President/CEO a slate of candidates. The Nominating Committee shall also propose replacement Directors for any Board vacancies.

Each candidate must be associated with an entity which is a Member and must agree to accept the responsibility of a directorship. Directors shall not serve more than nine (9) consecutive years with the exception of Chairperson and Immediate Past Chairperson who may serve twelve (12) consecutive years on the Board. After the expiration of one year, a former Director shall again be eligible for election to the Board in the same manner as a person who has not previously served.

The Directors shall be divided into three groups of eleven (11) Directors whose terms of office shall expire at different times; the Directors in each group shall serve three-year terms or until their successors are elected and qualified. In addition, three (3) Directors will be elected for a one (1) year term.

Upon receipt of the report of the Nominating Committee, the President/CEO shall notify the Members by mail of the names of persons nominated as candidates for Directors, the term applicable to each nominee and the right of petition, as hereinafter described.

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures for at least forty (40) Members. Such petition shall be filed with the President/CEO within fifteen (15) days after notice had been given of the names of those nominated. The determination of the Executive Committee as to the legality of the petition(s) shall be final.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of fourteen (14) candidates shall be declared elected by the Board at its Annual Meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on the ballot in alphabetical order by term. Instructions will be to vote for eleven (11) three-year term candidates and three (3) one-year term candidates only. The President/CEO shall mail this ballot to all Members at least 15 days before the Annual Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Chairperson shall declare the eleven (11) three-year term candidates and the three (3) one-year term candidates with the greatest number of votes, elected.

4.03 Replacement Directors. The Board shall elect Directors to fill the remaining term of any vacancy created by the departure of a Director from the Board. Such election shall be for a term expiring at the next Annual Meeting. All Directors elected at the Annual Meeting shall take office immediately. They shall serve until their successors are properly elected and qualified.

4.04 Removal and Vacancies. Removal of a Director may occur by action of the Board for undue absence from meetings, failure to discharge assigned duties, or conduct meriting such action. If a Director moves away from the St. Joseph County area or ceases to be associated with an entity which is a Member, his/her directorship shall automatically terminate on the date of such move or disassociation. The Executive Committee will review the need for any such removals at least semiannually.

4.05 Executive Committee. The Executive Committee shall act for and on behalf of the Board when it is not in session, but shall be accountable to the Board for its actions. It shall be composed of eleven (11) members: Chairperson, Chair-Elect, President/CEO, Immediate Past Chair, Treasurer/Finance Chair, and six additional Directors who will be given individual responsibility as necessary. The six additional Directors on the Executive Committee shall be elected by the Officers, as hereinafter defined.

4.06 Indemnification. Each person who is or was a Director, Officer, employee or agent of the Chamber shall be indemnified and defended by the Chamber against expenses reasonably incurred in connection with the defense of any action in which that person is made or threatened to be made a party arising out of Chamber activities (except in relation to matters as to which that person is adjudged to be liable for negligence or misconduct in the performance of duty to the Chamber). Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provisions of the

Articles of Incorporation, Board resolution or other authorization. The expenses incurred in defending any action, suit or proceeding, civil or criminal, may be paid by the Chamber in advance of the final disposition of such suit, action or proceeding upon receipt of an undertaking on behalf of that person to repay the amount paid by the Chamber if it shall ultimately be determined that such person is not entitled to indemnification. The Chamber is authorized to secure proper insurance coverage if the Board determines it appropriate to do so.

ARTICLE V

OFFICERS

5.01 Election of Officers. The Board shall reorganize for the coming year at its Annual Meeting. By December 1 of each year, the Nominating Committee with the approval of the Chairperson also may nominate the following officers (herein referred to as Officers): Chairperson, President/ CEO, Chairperson-Elect, Finance Chair and Immediate Past-Chair. Officers will be elected from among the Directors. All Officers shall serve for a term of one year or until their successors are elected.

5.02 Elected Officers.

- a. Chairperson. The Chairperson shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the Members, Board, and Executive Committee.
- b. Chairperson-Elect or Vice Chairperson. This officer shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. This officer shall serve as head of the Nominating Committee.

5.03 President/CEO.

Selection of President/CEO. The Board shall employ a President/CEO whose salary shall be fixed by the Officers other than the President/CEO.

The President/CEO shall:

- a. Be the chief administrative and executive officer.

- b. Serve as secretary of the Board, and cause notices, agendas, and minutes of Board meetings to be prepared.
- c. Serve as advisor to the Chairperson and provide any information and reports requested by the Chairperson.
- d. Be a non-voting member of the Board, the Executive Committee, and all committees.
- e. Be responsible for Chamber administration in accordance with Board policies and regulations.
- f. Be responsible for hiring, supervising and discharging all employees.
- g. Be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to Board approval.
- h. Be responsible for all expenditures within approved budget allocation.

5.04 Contracts. The Board may authorize any officer or agent of the Chamber, in addition to the officers so authorized by these bylaws, to enter into any contract or executive and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be in general or confined to specific instances.

ARTICLES VI

COMMITTEES, TASK FORCES AND RELATED ENTITIES

6.01 Appointment and Authority. With Board approval, the Chairperson shall authorize all committees that report directly to the Board and with input from the Chairperson-Elect and President/CEO, will appoint committee chairs. These committee Chairperson appointments shall be at the will and pleasure of the Chairperson and shall serve concurrent with the term of the appointing Chairperson, unless a different term is approved by the Board. Either the Chairperson or President/CEO may at any time appoint other committees or task forces to carry out the Chamber's purposes.

6.02 Limitation of Authority. No action by any Officer, Director, employee, Member, committee, task force or Related Entity, as hereinafter defined, shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board.

6.03 Related Entities. The Board may create such councils, subsidiary corporations, task forces, or affiliates, as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all councils, subsidiary corporations and affiliates. The Board shall annually review and approve all activities and proposed programs of such councils, subsidiary corporations, and affiliates, including collection and disbursement of funds. At least annually, the Executive Committee shall review the finances and activities of councils, subsidiary corporations, groups within the Chamber with dedicated funds, affiliates, groups with which the Chamber shares costs according to memorandums of understanding and groups from which the Chamber receives service payments according to management contracts (hereinafter, collectively, the “Related Entities”).

ARTICLE VII

FINANCES

7.01 Funds. All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year’s budget will be placed in a reserve account.

7.02 Disbursements. Upon approval of the budget by the Board, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. All disbursements shall be by check.

7.03 Budget and Fiscal Year. As soon as possible after election of the Board, the Executive Committee shall adopt the new budget and submit it to the Board for approval. The Chamber fiscal year shall close on December 31 each year.

7.04 Annual Audit. The accounts of the Chamber shall be audited annually as of the close business on December 31 by a public accountant. The audit shall be available to the Board at all times.

7.05 Bonding. The President/CEO and such other Officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII

MISCELLANEOUS

8.01 Dissolution. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or be distributed, to the Members. If the Chamber is ever dissolved, 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 as defined in IRS Section 501(c) (3).

8.02 Amendments. These By-laws may be amended by a two-thirds (2/3) vote of the Board at any regular or special meeting, providing the notice for the meeting includes the proposal for amendments. Any proposed amendments shall be submitted to the Board in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Amended
December 11, 1989
October 18, 1999
December 8, 2009