

**BY LAWS  
OF  
THE GARFIELD RIDGE CHAMBER OF COMMERCE, INC.**

**(Amended October 4, 2016)**

**ARTICLE I  
CORPORATE TITLE**

The name of this Chamber of Commerce, duly incorporated as a Not for Profit Corporation chartered under the laws of the State of Illinois is: The Garfield Ridge Chamber of Commerce, Inc. (also referred to as GRCC in these By Laws)

**ARTICLE II  
OBJECTS AND BOUNDARIES**

**SECTION 1. OBJECTIVES**

Its primary objectives shall be:

- a. To encourage principles of ethical business and professional practices.
- b. To improve and assist in development of the business community in Garfield Ridge
- c. To consider, discuss and cooperate on matters of common interest to the business persons in said community, as well as to cooperate for a more enlightened, united and friendly interest among the residents of Garfield Ridge.

Its Secondary objectives shall be:

To do all things that may be advisable by the Members to assist and promote the best interests of said Garfield Ridge community. The GRCC shall not endorse nor donate to a person in or running for public office..

**SECTION 2. BOUNDARIES**

The boundaries of the GRCC shall be from the Stevenson Expressway south on Harlem Avenue to the railroad tracks, just south of 59<sup>th</sup> Street, east to 59<sup>th</sup> Street continuing east to Central Avenue, south to 63<sup>rd</sup> Street, east to Cicero Avenue, north to Archer Avenue, east on Archer Avenue just past Knox Street to railway tracks, back west to Cicero Avenue, north to the Stevenson Expressway and southwest to Harlem Avenue.

**ARTICLE III  
MEMBERS**

**SECTION 1.** Members of the GRCC shall consists of owners, duly authorized agents, employees, and associates of licensed business firms or corporations owning, leasing, conducting or controlling wholesale, retail, jobbing manufacturing establishment, services professions, public utilities, companies, insurance companies, licensed practitioners in recognized professions who maintain full time necessary licensed locations of business or offices in Garfield Ridge Community.

**SECTION 2.** Association Members shall consist of recognized civic, fraternal, educational, charitable, governmental organizations or service groups within our boundaries. Owners, duly authorized Agents of licensed business firms or Corporations owning, leasing, conducting or controlling wholesale, retail, jobbing manufacturing establishments, service professions, public utility companies, insurance companies, licensed practitioners in recognized professions who service residents or businesses located in Garfield Ridge.

**SECTION 3.** Dues shall be paid on a yearly basis and be due on or before the date of the January general membership meeting. The Board of Directors may discount the amount of dues if paid prior to February 28<sup>th</sup>. Notice of the amount of the dues shall be set by the Board of Directors and shall be published in a yearly membership application. Any discount shall also be published in said application.

**SECTION 4.** Each paid Member shall have one vote as to any matter coming before the general membership. Associate Members shall not have voting privileges. Each business shall have only one vote despite the number of Members in the GRCC that the business has.

**ARTICLE IV  
OFFICERS AND DIRECTORS THEIR POWERS AND DUTIES**

**SECTION 1.** The Officers of the GRCC shall consist of the President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer; each of whom shall be duly elected at the October or November General Membership Meeting; shall take office at the January meeting following their installation; shall hold their respective office until December 31<sup>st</sup> of the year following their installation or until a respective successor are duly installed. The immediate past President shall be an Ex-Officio member of the Board of Directors.

**BOARD OF DIRECTORS**

**SECTION 2.** The Governing Body of the GRCC shall be called the Board of Directors and shall consist of the five Officers and of six Directors. The Directors shall be elected by ballot at the October or November meeting with two Directors being elected each year for a 3-year term..

**DUTIES OF THE OFFICERS  
PRESIDENT**

**SECTION 3.** The President shall preside at all meetings of the GRCC and shall serve as the Chairman of the Board of Directors and shall monitor and assure that the by-laws and rules of the GRCC are enforced and shall perform such other duties as may be prescribed. Be an ex-officio member of all Committees except the Nominating Committee. Subject to the approval of the Board of Directors, appoint the regular standing committees of the GRCC. Appoint such special committees as the Board of Directors may authorize, such appointments to be subject to the approval of said Board Directors. Sign or approve all contracts and obligations of the Chamber which have been authorized or approved by the Board of Directors. Appoint an annual Audit Committee in January to audit all financial records for the preceding fiscal year to be completed and presented at the March general meeting. Perform such duties as are associated with the Office of President.

## **VICE PRESIDENT**

**SECTION 4.** The First Vice-President shall be the chairman of the Membership Committee and maintain a regular register of the membership and will mail a Chamber logo window display to paid members. The Second Vice-President shall be the Chairman of the Activity Committee. The Vice-Presidents shall also perform such other duties as prescribed by the Board of Directors. In the absence of the President, the First Vice-President shall exercise all the powers and perform the duties of the President. In the absence of the President and First President, the Second President shall exercise and perform the duties of the President. Should none of the said Officers be present at such meeting a Chairman shall be chosen by the Members attending such meeting to preside over the meeting of the Membership or Board of Directors.

## **SECRETARY AND TREASURER**

**SECTION 5.** The Secretary will keep all formal and written minutes of regular meetings of the Members and the Board of Directors. Minutes shall be given to the President and Officers at each meeting and at all reasonable times be open for the inspection of the Membership of the GRCC. The Secretary shall issue notices of all meetings also shall keep a roll of the Members in attendance send out notices of all dues; carry on the correspondences or the GRCC mail all necessary notices and circulars. All of the corporate records and the corporate seal will be maintained at the GRCC of Commerce office.

**SECTION 6.** The Treasurer shall keep all the accounts of the GRCC and receive all monies and/or tangible securities belonging to or receivable by the GRCC pay invoices approved and shall execute all checks when countersigned by one of the other Officers. Shall at the regular monthly meeting make a statement of the Financial Condition of the GRCC. Shall perform such other duties as may be assigned to that person by the Board of Directors. All funds shall be deposited in a depository, in the name of the GRCC, as the Board of Directors shall direct.

## **BOARD OF DIRECTORS**

**SECTION 7.** Each Director of the Board of Directors shall head a committee, as appointed by the President,. The Board of Directors shall have the voting power to control and manage all the affairs and property of the GRCC oversee and approve contracts and purchase provide all expenditures administration of the affairs of the GRCC and carry out the objectives and purpose of the GRCC.

**SECTION 8.** The Board of Directors may fill any vacancy among the Officers and Directors arising from resignation or otherwise by vote of the majority of those present at a regular or special meeting. There must be over 50% of the Board of Directors present. The person so elected shall hold office for the remainder of the term for which the person for whom he has substituted would have served or until his successor is duly elected and qualified.

**SECTION 9.** The Board of Directors shall in addition to the above general powers have the following special powers:

- a. Affix, enforce or assess penalties for violation of the by-laws.
- b. Call special meetings of the GRCC to consider specific subjects said meetings to be called in accordance with the provisions of the by-laws.

- c. Prescribe duties for any of the Officers in addition to these herein set forth.
- d. Have power by resolution passed by majority vote of the Board to remove any Committee either standing or special or any member thereof for failure to attend to the duties of such Committee. In addition they may declare a vacancy of any Officer or Director position for missing three consecutive meetings which of the Board of Directors may determine to be excessive
- e. The Board may select an Assistant Secretary and Assistant Treasurer. Such Assistant Secretary and Assistant Treasurer may be required by the Board of Directors to fix a fiduciary bond for the faithful discharge of his or her duty.
- f. Notwithstanding anything to the contrary in these by-laws contained the actions and activates of all Committees in this GRCC standing or special shall be subjected to the approval of the Board of Directors and the Board of Directors shall have the power to revoke, amend, modify, or change the action of any Committee.
- g. Ensure that the GRCC Logo Window Decal may only be displayed in business that are paid Garfield Ridge Chamber members in good standing and compliance of GRCC by-laws and ethics.

**ARTICLE V  
STANDING COMMITTEES**

The President with the approval of the Board of Directors shall appoint all committee which shall consist of a Chairperson to head the committee and not less than two members and as many more as the Board of Directors may deem necessary.

**CHAIRPERSON COMMITTEES**

- |                    |                                |
|--------------------|--------------------------------|
| A) ACTIVITY        | F) MEMBERSHIP                  |
| B) BUSINESS PERSON | G) NEWSPAPER CONTACT PUBLICITY |
| C) GUEST SPEAKERS  | H) NOMINATING &                |
| D) ANNUAL MEETING  | I) SOCIETY REPORTER            |
| E) PARADES         | J) SNACK WITH SANTA            |

And such other Committees as may from time to time be named by the President with the consent of the Board of Directors.

**ARTICLE VI  
NOMINATION AND ELECTION**

**SECTION 1.** The President shall select a Nominating Committee to be composed of three GRCC Members which shall be comprised of not more than two Officers or Directors. It shall be the duty of the Nominating Committee to nominate a slate of officers and open directorships said Nominating Committee shall report the Slate to the Secretary at least three weeks prior to the general membership meeting the election is to take place; the Secretary shall notify the membership of the Slate at least two weeks prior to the general membership meeting at which the election will take place. The election shall take place no later than the November general membership meeting.

**SECTION 2.** No Member shall be nominated for any office or directorship without the person's consent, The nominee shall be in good standing with dues paid currently and without any indebtedness to the GRCC.

**SECTION 3.** The aforesaid Nominating Committee shall continue to hold office until the completion of the elections and shall fill any vacancy that may occur in their slate due to death, withdrawal, or other cause..

**SECTION 4.** The election of Officers and Directors shall take place at the regular meeting of the GRCC held in October or November as scheduled by the Board of Directors prior to the September general membership meeting of each year. For the year 2016, the Members shall set the election meeting at the October general membership meeting. The elections shall be by secret ballot and shall be conducted by the Nominating Committee Each voting Member shall have one vote for each open Office or Directorship. Notwithstanding any other provision in these ByLaws, each business shall have only one vote regardless of the number of Members the business has as Members. Voting shall not be cumulative. For each Office or Directorship the person with the most votes shall win.

**SECTION 5.** Only Members in good standing shall have the right to vote . Any member in good standing can nominate a candidate not listed on the Slate to any one or more of the open Offices or Directorships provided that the Member has notified the Secretary in writing at least 10 days prior to the Election Meeting.

**SECTION 6.** The installation of Officers and Directors shall take place prior to January 1<sup>st</sup>.

## **ARTICLE VII MEETINGS OF THE CHAMBER**

**SECTION 1.** There will not be a GRCC meeting during the month of July. The monthly meetings of the GRCC shall be held on the first Tuesday of each and every month. However when the first Tuesday of a month falls on a holiday or the day after a holiday, the meeting will then take place the following Tuesday.

- a) Call to Order
- b) Round Robin
- c) Reading of the Minutes or Previous Meeting
- d) Treasure's Report
- e) Reports of Committees
- f) Unfinished Business
- g) New Business
- h) Adjournment

The time and locations must be approved by the Board of Directors.

**SECTION 2.** A special meeting of the GRCC shall be called whenever a majority of the Board of Directors or the President shall deem it necessary or whenever five Members in good standing of the GRCC shall make a written request to the President for the same, specifying the objective and purpose of the meeting consistent with these By-laws.

**SECTION 3.** A notice of every regular meeting of the GRCC shall be mailed to each member at least five days prior to the date of such meetings. Written notice of a special meeting with members shall be mailed at least seven days prior and shall state the objectives for which said meeting was called and no other business not specified in the notice shall be transacted at said meeting.

**SECTION 4.** The Board of Directors shall meet for the transaction of business prior to the monthly meeting if necessary.

**SECTION 5.** A majority of Directors and Officers shall constitute a quorum at any meeting of the Board of Directors.

**SECTION 6.** All meetings shall be focused primarily on the affairs of the business community. Any matters or issues of local, civic, church or other groups shall be placed on the next meeting agenda by their first contacting the Guest Speaker Chairperson. If approved the presentation including questions and answers shall be no more than 10 minutes in length. At no time shall there be any political campaigning.

**SECTION 7.** Except where inconsistent with these By Laws, Roberts' Rule of Order shall govern all meetings of the GRCC including general membership meetings, board meetings, and committee meetings.

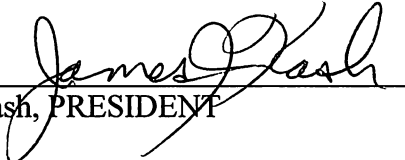
**ARTICLE VIII  
AMENDMENTS TO THE BY-LAWS**

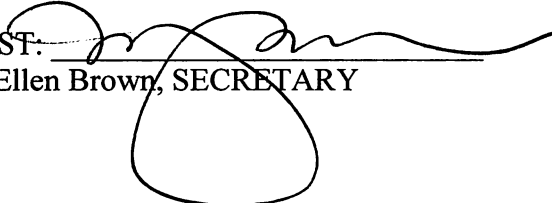
**SECTION 1.** All proposed amendments to these by-laws shall be referred to the By-Laws Committee who after consideration thereof shall return them to the Board of Directors together recommendations. The Board of Directors shall present the recommendations to the President for presentation at the next general membership meeting for approval.

**SECTION 2.** All by-laws heretofore enacted by this GRCC are hereby repealed.

This will certify that these by-laws were adopted by the general membership at their meeting held Oct 4, 2016, upon motion.

THE GARFIELD RIDGE CHAMBER OF COMMERCE, INC.

ATTEST:   
James J. Kash, PRESIDENT

ATTEST:   
Mary Ellen Brown, SECRETARY