

**SCHERERVILLE CHAMBER OF COMMERCE, INC.  
BYLAWS  
Schererville, Indiana**

**ARTICLE I – NAME**

This organization is incorporated under the laws of the State of Indiana and shall be known as the SCHERERVILLE CHAMBER OF COMMERCE, INC. (hereinafter “the Chamber”). The location of the Chamber shall be in Schererville, Lake County, Indiana.

**ARTICLE II – PURPOSE**

**Section 1 – Objectives:** The Schererville Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing views of the business community in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community as they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

**Section 2 – Limitation of Methods:** The Chamber shall be non-profit, non-sexist, non-partisan, and non-sectarian, and shall take no part in or lend its influence, either directly or indirectly, to the nomination, election or appointment of any candidate for political office in the town, county, state or nation. 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.

**ARTICLE III – MEMBERSHIP**

**Section 1 – Eligibility:** Any business or professional firm, association, corporation, limited liability company, partnership, sole proprietorship or

government entity having an interest in the above recited objectives shall be eligible to apply for membership.

**Section 2 – Election:** Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of new members shall be by a majority vote of a quorum of the Board of Directors present at any meeting. Any applicant so elected shall become a member upon payment of the regularly scheduled dues.

**Section 3 – Dues:** The amount of dues for membership shall be determined annually by the Board of Directors to adequately meet the needs of the Chamber. Membership dues shall be payable in advance (of the member's membership year). Dues are not refundable.

**Section 4 – Non-Eligibility/Censure/Expulsion:** (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) Any member failing to pay dues within 90 days after they become due may be dropped from membership (by majority vote of a quorum of the Board of Directors present at any meeting); (c) Any person who changes employment or business affiliation in mid-year may continue their Chamber membership as an individual member by paying annual dues at the minimum rate; (d) Any member representative may be censured by a majority vote of the Board of Directors for inappropriate actions that are considered adverse to the objectives and programs of the Chamber, or in violation of the Chamber Bylaws. Formal censure by the Board shall include notice to both the offending member representative as well as notice to the member business. (e) Any member may be expelled by a two-thirds vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber after notice and opportunity for a hearing (before the Board of Directors) is afforded to said member. Reasonable notice of the time and place of such hearing shall be given to the member. Absence of the member at the Board of Directors hearing shall not preclude expulsion of the member by the Board of Directors as provided for herein.

**Section 5 – Regular Membership:** Any member actively engaged in a business and having met the eligibility requirements as set forth in Article III, Section 1, shall have all membership privileges including the right to vote and hold office.

**Section 6 – Voting:** Each business entity member in good standing shall be entitled to one (1) vote. Each business entity member shall designate a single representative for their business, and this representative shall be entitled to exercise all rights of membership on behalf of the business. Memberships are not transferable, except a firm or corporation may change its representative at any time by written notice to the Chamber Secretary.

**Section 7 – Honorary Memberships:** Honorary members shall have all the privileges of regular members, shall have the right to vote or hold office, but shall

be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote. Honorary membership may be given to Schererville government officials, and retired members who have demonstrated exemplary service and commitment to the Chamber.

**Section 8 – Reinstatement:** Reinstatement of members dropped because of non-payment of dues may be considered by the Board of Directors when all current dues are paid in full. A majority vote by the Board of Directors will be required for reinstatement.

#### **ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS**

**Section 1:** The Officers shall consist of a President, President-Elect, Vice-President, Secretary and Treasurer. Officers shall be elected for a term of one (1) year, eligible for re-election; however, the President shall be limited to serving two (2) successive terms<sup>1</sup>. All officers must be Board members at the time of their election, as well as throughout their officer term. All officers shall take office on the first day of the Chamber’s new fiscal year.

**A. President:** The President shall be the chief officer of the Chamber, shall preside at meetings of the Board of Directors, shall assist in the formulation and promotion of the general programs of the Chamber, and advise the Board of such actions as might be deemed likely to increase the usefulness of the Chamber, all subject to the approval of the Board. The President shall appoint all committees, subject to the Board’s approval, and may with the President-Elect, Vice-President and other designated officers, sign all contracts and obligations of the Chamber; shall preside at all meetings of the Chamber; shall be a member ex-officio of all Chamber committees; and shall submit an annual report of the activities of the Chamber to the general membership. The President has the power to extend a Board member’s term for an extra year (i.e., a maximum of four years, versus the regular term of three years). The President (or other Chamber officer), as provided for in Article IV, Section 2A below, shall perform the duties of the Executive Director in the absence of a hired Executive Director.

**B. President-Elect:** The President-Elect shall observe and assist the President in his/her duties, be actively a part of the Chamber committees, and perform the duties of the President in his/her absence. The President-Elect shall succeed the President (at the end of the President’s term) and initiate the Business Plan for the upcoming year.

**C. Vice-President:** The Vice-President shall assist the President in his/her duties, be actively a part of the Chamber committees, and perform the duties of the President-Elect in his/her absence.

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<sup>1</sup> Notwithstanding the foregoing, a member may be elected as President for more than two terms, so long as not more than two (2) terms are in succession.

**D. Secretary:** The Secretary shall be secretary of the Board and the Executive Committees; shall record, or cause to be recorded, all votes and minutes of all proceedings in books to be kept for that purpose; and shall act as the Chamber's agent for service of process.

**E. Treasurer:** The Treasurer shall be responsible for the safeguarding of all Chamber funds and for their proper investment, the disbursement of Chamber funds, the reporting of the financial status of the Chamber, and (in their role as a member of the Executive Committee) presenting the annual budget to the Board of Directors.

**F. Board of Directors:** The Board of Directors (i.e., "the Board", "the Directors", or "the Board members") shall consist of no less than three (3), but no more than fifteen (15) members each elected for three (3) year terms. The Board member terms shall be staggered to fill no less than one (1) but no more than six (6) vacancies in any given year. No Board member who has served two (2) elected consecutive three (3) year terms is eligible for election for a third consecutive term. However, a member may be elected to the Board for more than two terms, provided that the member does not serve on the Board for at least one full year after completing two successive terms on the Board. The Board of Directors shall have charge of the general management of the affairs, funds and records of the Chamber. Any Board member who misses more than five (5) Board meetings during the calendar year, whether they be excused or unexcused, may be asked by the Board to resign. At its regular November meeting, the Board of Directors (including both new and retiring Board members) shall reorganize for the coming year.

**G. Past-President:** The Past-President shall serve as an advisor and counselor to the President, and be able to attend all Executive Committee and Board meetings. If the Past-President's term as a Board member has expired, he/she will no longer have voting rights as a Board member.

**H. Executive Committee:** The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer and Past-President. At least three (3) of these officers must be present for the Executive Committee to act. The Executive Committee shall act for the Board of Directors between meetings of the Board, in the absence of a Board quorum, or when time does not permit the calling of a special Board meeting. The Executive Committee shall review the previous year's budget and then compile an estimated budget for the upcoming year, which shall be submitted to the Board of Directors for their approval at the first Board meeting in January. The Executive Committee may make a decision on any item for any reason, after it has been tabled two (2) times by the Board.

**I. Vacancies (Of Directors or Officers):** Should a Director resign from the Board or leave for any other reason, his/her replacement can be recommended

by any Board member and approved by a majority vote of the Board at its next regular meeting or at a special Board meeting. The new Director shall complete the replaced Director's term under its current parameters. If an officer resigns, the position must be filled by a current Director, by majority vote of the Board. Then the aforementioned procedure shall take place to fill the vacant Directorship. A replacement Director is to be considered an appointed Director, and not an elected Director as described in Article IV, Section F. Hence, the appointed period of Directorship does not count towards the restriction against Board members serving more than two consecutive elected terms.

**Section 2 – Executive Director:** An Executive Director may be hired by the Board to oversee day-to-day administrative duties associated with the Chamber, and shall be charged with the supervision and management of the Chamber office; shall prepare Chamber correspondence and preserve records; keep books of account and all financial data; attend Board of Directors and regular Chamber meetings, and committee and civic meetings as necessary; be reimbursed for necessary expenses, and receive wages as determined by the Board of Directors.

**Section 2A:** In the vacancy of the Executive Director's position, the presiding President of the Chamber shall assume the duties of the Executive Director. However, if the President declines to assume these duties, another Chamber officer may fulfill the Executive Director duties. This acting Executive Director shall be paid a salary that is approved by the Board for performing the Executive Director duties.

**Section 3 – Administrative Assistant:** An Administrative Assistant may be hired by the Board to perform administrative duties associated with Chamber business. The Administrative Assistant takes directions from the Board of Directors and Executive Director (or President, if serving as the Executive Director). This position supports all Chamber functions.

**Section 4 – Marketing Representative:** A Marketing Representative may be hired by the Board. The purpose of this position is to promote the Chamber and solicit new members. The Marketing Representative shall be paid a salary or wages approved by the Board to fulfill these functions. This position supports all Chamber functions. The Membership Marketing Representative is a part-time position.

**Section 5:** All Chamber employees shall be subject to review and dismissal by the Board of Directors as deemed appropriate.

## **ARTICLE V – DIRECTOR ELECTIONS**

**Section 1:** The President shall appoint a Board member as Nominating Committee Chairperson and a minimum of two (2) election judges at least two (2)

months prior to the Chamber's annual election meeting for Directors. At least one of the election judges shall be a non-Board member and non-candidate. This Nominating Committee shall recommend candidates to fill vacancies on the Board of Directors and shall oversee the balloting process. The Nominating Committee shall make its recommendations one (1) month prior to the annual election meeting, and all recommended candidates shall be subject to approval by a majority vote of the Board of Directors. The Nominating Committee shall recommend a minimum of one (1), and maximum of three (3) candidates per vacant position.

**Section 2:** Nominations other than those recommended by the Nominating Committee may be made by any member in good standing from the floor at the general meeting one (1) month prior to the annual election meeting.

**Section 3:** Voting shall be by written ballots on forms prescribed by the Nominating Committee. The Directors election shall be at the October regular membership meeting. Elections for Executive Committee members (i.e., officers) shall follow in November at the Board of Directors' meeting.

**Section 4:** Only active members in good standing (with paid up dues) shall be eligible to vote, be elected to the Board, or serve as Directors or officers.

**Section 5:** No person shall be placed in nomination without their consent being first obtained.

## **ARTICLE VI – COMMITTEES**

**Section 1:** The President, upon assuming office, shall organize all necessary committees and appoint committee chairpersons to facilitate the business plan of the Chamber.

**Section 2:** The President shall be an ex-officio member of all committees. The action of any committee in the performance of its duties is subject to approval by the Board of Directors.

**Section 3:** At least one member of each standing and special committee shall be a member of the Board of Directors, and the number of members comprising each committee shall be determined by the President and/or Committee Chairperson.

## **ARTICLE VII – FINANCES/DISSOLUTION**

**Section 1 - 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 carried over for use in the following year.

**Section 2 - Disbursements:** Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval by the Board of Directors. All disbursements shall be made by check, co-signed by at least two (2) of the following officers: President, Treasurer and President-Elect.

**Section 3 – Fiscal Year:** The fiscal year of the Chamber shall close on December 31<sup>st</sup>.

**Section 4 – Annual Budget:** As soon as possible after election of the new Board of Directors and officers, the Treasurer and Executive Committee shall present a proposed budget for the coming year and submit it to the Board of Directors for approval.

**Section 5 – Monthly Statements:** A monthly financial statement for the Chamber shall be produced by the Treasurer, and shall be available to all members upon request.

**Section 6 – Review/Audit:** At the request of the Board, the accounts of the Chamber may be reviewed or audited by a public accountant. Any review or audit report so generated shall at all times be available to members of the Chamber within the offices of the Chamber.

**Section 7 – Bonding:** The President and such other officers, directors and staff as designated by the Board of Directors may be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

**Section 8 – Dissolution:** The chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or 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 as defined in IRS Section 501 (c)(3).

## **ARTICLE VIII – RESTRICTIONS, INDEMNIFICATION, AND CONFLICTS**

**Section 1 – Limitations of Powers:** Other than actions taken by the Executive Committee, no action by any member, committee, employee, director or officer 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 of Directors, or unless specific prior authorization shall have been granted by the Board of Directors.

**Section 2 – Indemnification:** The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or

former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Section 3 – Conflicts of Interest:** Any officer, member of the Board or member of the Executive Committee shall excuse himself/herself from deliberation or voting on any Chamber matter where a conflict of interest exists (e.g., if said member's business is bidding on work for the Chamber). Notwithstanding the foregoing, member businesses may be hired to provide products or services for the Chamber, and shall be encouraged to bid for Chamber business.

**Section 4 – Professional Advice:** The Board is authorized to seek professional advice, counsel and representation, which may include the hiring of lawyers, accountants, and investment advisors as deemed helpful or necessary in the conduct of Chamber business.

## **ARTICLE IX – MEETINGS**

**Section 1:** The Annual Business Meeting of the general membership shall be held in conjunction with the February membership meeting for the purpose of hearing annual status reports of the Chamber officers and committees.

**Section 2:** A regular monthly Board of Directors meeting shall be held at a designated time and place, followed by the regular membership meeting at a designated meeting place. Special meetings may be called as required at any time by the President or by a majority of the Board of Directors, and notice of special meetings must be given to all members of the Board of Directors.

**Section 3 – Organization Meeting:** Within thirty (30) days after the October Director elections, the Board of Directors shall hold an organization meeting to elect from its directors, a President, a President-Elect, a Vice-President, a Secretary, and a Treasurer. No votes by proxy shall be permitted for the election of officers.

## **ARTICLE X – QUORUM**

**Section 1:** Six (6) members shall constitute a quorum for the Board of Directors. Ten percent (10%) of the general membership shall constitute a quorum at a general membership meeting. Three (3) of the Executive Committee members may constitute a quorum if not enough Board members are present (i.e., less than a quorum), and the business of the day is of a nature that it must be

addressed expeditiously. The Executive Committee has the authority to call special meetings as needed for Chamber business.

**ARTICLE XI – PARLIAMENTARY RULES**

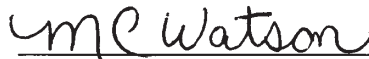
**Section 1:** The proceedings of all meetings of the Chamber and the Board of Directors shall be conducted in accordance with the latest edition of Robert's Rules of Order (to the extent that said Rules are not inconsistent with the Chamber's Bylaws and charter).

**ARTICLE XII – AMENDMENTS**

**Section 1:** These Bylaws may be amended and approved by a 2/3 majority of the Board of Directors present (after quorum) at any Directors Meeting, provided all Board members are notified thirty (30) days in advance of voting

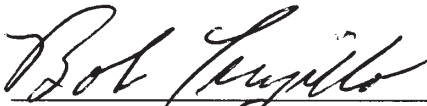
on any proposed amendment(s). Any amendment of the Bylaws shall be effective immediately upon approval by the Board.

**APPROVED AS REVISED AT THE BOARD OF DIRECTORS MEETING OF**  
October 17<sup>th</sup>, 2006.



Mary Watson, President and Director

Agreed to and Attested by:



Bob Trujillo, President-Elect  
and Director



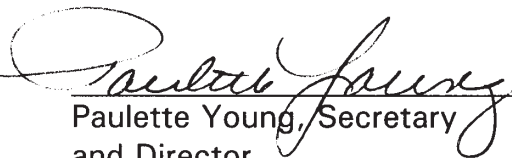
Kelly Stoming, Director



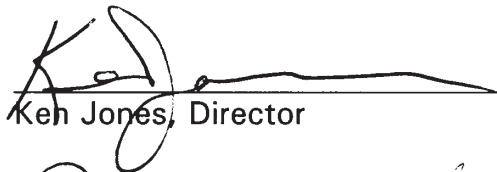
Kathleen Willman, Vice-President  
and Director



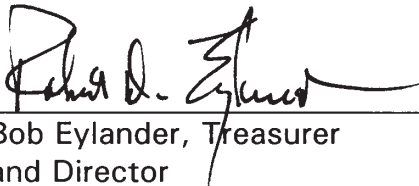
Ken Balasz, Director



Paulette Young, Secretary  
and Director




Keh Jones, Director



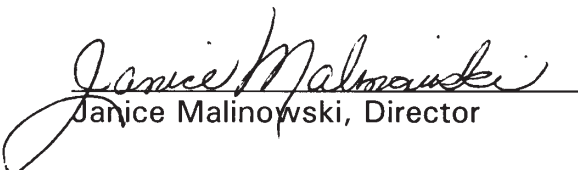
Bob Eylander, Treasurer  
and Director



Jim Betkowski, Director



Gary Bonk, Director



Janice Malinowski, Director