

WILLOWBROOK/BURR RIDGE  
CHAMBER OF COMMERCE AND INDUSTRY  
BY-LAWS

August 2, 2023

WILLOWBROOK/BURR RIDGE  
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**Table of Contents**

ARTICLE 1 – GENERAL PROVISIONS.....	4
1.1 Name .....	4
1.2 Purpose.....	4
1.3 Restricted Activities .....	4
ARTICLE 2 – MEMBERSHIP .....	4
2.1 Eligibility for Membership .....	4
2.2 Application .....	4
2.3 Termination of Membership .....	5
ARTICLE 3 – DUES .....	5
3.1 Membership Fee .....	5
3.2 Due Date .....	5
ARTICLE 4 – MEMBERSHIP MEETINGS.....	5
4.1 General Membership Meetings .....	5
4.2 Meeting Presenters .....	5
4.3 Special Membership Meetings .....	5
4.4 Quorums.....	6
4.5 Handouts .....	6
ARTICLE 5 – DIRECTORS & OFFICERS .....	6
5.1 Duties & Authority.....	6
5.2 Eligibility .....	6
5.3 Composition & Election .....	6
5.4 Term of Office.....	6
5.5 Nominating Committee.....	6
5.6 Election of the Board. ....	7
5.7 Director Limitations .....	7
5.8 Removal of Director.....	7
5.9 Director Resignation .....	7
ARTICLE 6 - POLICY .....	8
ARTICLE 7 – BOARD OF DIRECTORS RESPONSIBILITIES.....	8
7.1 Monthly Board Meetings .....	8
7.2 Closed Sessions .....	8
7.3 Confidentiality .....	8
7.4 Voting.....	9

7.5 Monthly Events ..... 9

7.6 Other Events ..... 9

7.7 Long Range Planning Meeting..... 9

7.8 Chair a Committee ..... 9

ARTICLE 8 – EXECUTIVE DIRECTOR ..... 9

ARTICLE 9 – ADVISORS ..... 9

ARTICLE 10 – ETHICS ..... 10

ARTICLE 11 – OFFICERS ..... 10

    11.1 Eligibility ..... 10

    11.2 Executive Committee..... 10

    11.3 President..... 10

    11.4 Vice-President ..... 10

    11.5 Treasurer ..... 10

    11.6 Secretary ..... 10

    11.7 Removal of Officers..... 11

ARTICLE 12 – COMMITTEES ..... 11

    12.1 Duties & Responsibilities ..... 11

    12.2 Committee Chair ..... 11

    12.3 Limitations of Authority ..... 11

    12.4 Committees Closed to General Members ..... 11

    12.5 Quorum ..... 11

ARTICLE 13 – FINANCES ..... 11

    13.1 Fiscal Year ..... 12

    13.2 Use of Funds..... 12

    13.3 Disbursement..... 12

    13.4 Loans ..... 12

    13.5 Annual Audit ..... 12

    13.6 Access to Financial Information ..... 12

ARTICLE 14 – INSURANCE..... 13

    14.1 General Liability Insurance ..... 13

    14.2 Liquor Liability Insurance ..... 13

ARTICLE 15 – INDEMNIFICATION..... 13

    15.1 General Provision ..... 13

    15.2 Non-Exclusive Right ..... 13

    15.3 Indemnification Insurance..... 13

ARTICLE 16 – RULES OF ORDER ..... 14

ARTICLE 17 – AMENDMENTS..... 14

## **ARTICLE 1 – GENERAL PROVISIONS**

### **1.1 Name**

This organization is incorporated under the laws of the State of Illinois as a non-profit corporation and is known as the Willowbrook/Burr Ridge Chamber of Commerce and Industry. Its office shall be located within the corporate limits of either Willowbrook, Burr Ridge, Illinois, or the surrounding unincorporated area.

### **1.2 Purpose**

This Association is organized for the purpose of advancing the commercial, economic, industrial, professional, civic, cultural interest and welfare of the Willowbrook/Burr Ridge area and encouraging the growth of existing businesses and industries while giving all proper assistance to any firms or individuals seeking to locate in the Willowbrook/Burr Ridge area. As well as to support all those activities believed to be in the best interest of the community and oppose those, which might be detrimental, promote the welfare of all area citizens and cooperate with other organizations engaged in worthwhile endeavors for the civic welfare of the community.

The Willowbrook/Burr Ridge Area shall be generally known as the Villages of Willowbrook and Burr Ridge, including the neighboring and adjacent villages or municipalities, and other unincorporated areas located nearby the Villages of Willowbrook and Burr Ridge.

### **1.3 Restricted Activities**

The Chamber shall be non-political in policy and shall take no active part nor lend its influence to the election or appointment of any political candidate. This does not prohibit political talks before the Chamber to convey information to members on issues at hand. The Chamber shall be non-sectarian and not participate in religious discussions at meetings.

The Chamber shall not engage in any undertaking of a commercial nature except by approval of a two-thirds vote of the Board of Directors. This provision shall not be construed so as to eliminate or restrict the Chamber from conducting an annual festival event nor any event designed to raise funds for charitable purposes or to defray administrative expenses of the Chamber.

## **ARTICLE 2 – MEMBERSHIP**

### **2.1 Eligibility for Membership**

Any business, service organizations, government entities and/or residents subscribing to the purpose/mission of the Willowbrook/Burr Ridge Chamber of Commerce & Industry shall be eligible for membership. Each person or entity is limited to one vote. There shall be no absentee voting in any election conducted by the Chamber. Those accepted memberships shall be known as regular members and their designated representative shall be entitled to all the privileges and rights of a full member.

Any person, firm, association, or corporation holding membership shall have the right at any time to change its designated representative upon written notice to the Chamber of Commerce.

### **2.2 Application**

Applications for membership shall be made in writing (or via electronic means), and the application shall

be regarded as a guarantee on the part of the applicant of his interest in and cooperation with the purposes of the Chamber, and of his or her adherence to its by-laws, rules, and regulations. Election to membership shall require the approval of the Board of Directors.

### **2.3 Termination of Membership**

**Member Resignation.** Any member may resign from the Chamber upon written request to the Board of Directors.

**Non-Payment.** Membership shall be terminated for non-payment of dues after 30 days from the due date, except as otherwise extended for good cause. Members terminated by non-payment of dues may be reinstated upon re-application and acceptance for membership.

**Expelling a Member.** Members may be expelled by a vote of the Board of Directors for cause or for nonpayment of dues within a reasonable time as fixed by the Board of Directors. A two-thirds vote of all Directors (via email too) present shall be necessary to expel a member. A member may be expelled for cause including, but not limited to: bankruptcy, moral turpitude, harassment, unbecoming conduct, conviction of a crime. No refund shall be given in the event that a Member is expelled for cause. The appointment of a new designated representative for the holder of a membership shall in no case terminate that particular membership.

## **ARTICLE 3 – DUES**

### **3.1 Membership Fee**

The membership fee shall be determined by the Board of Directors annually.

### **3.2 Due Date**

Dues shall be paid 30 days in advance of a member's anniversary date on a rolling basis.

## **ARTICLE 4 – MEMBERSHIP MEETINGS**

### **4.1 General Membership Meetings**

The Chamber shall hold a regular general monthly membership meeting as determined by the Board of Directors. Such meetings will be open to the general membership and/or any other organization to which notice is directed. The regularity or format of such meetings shall be determined inkeeping with the stated objectives of this organization.

### **4.2 Meeting Presenters**

Politicians who are speakers may give a presentation/ program to the Chamber as long as no campaigning is done. Members are allowed to be speakers at meetings as long as their presentation is educational in nature without promoting their own business. A member may be introduced as the speaker by the individual presiding over the meeting including what business they own and their background and qualifications.

The Program Committee Chair may send out an email when a speaker is needed for a presentation.

### **4.3 Special Membership Meetings**

Special meetings of the membership shall be called by the Board of Directors upon a majority vote of the Board of Directors. A written noticeto each member stating the subject matter for the special meeting must

be emailed least ten days prior to the meeting. A majority of the votes of the membership present determines the official vote on the subject.

#### **4.4 Quorums**

At any duly called General Meeting of the Chamber, 20% of the total active membership of the organization shall constitute a quorum of the Chamber membership.

#### **4.5 Handouts**

Only members, or at the invitation of the executive director, can place their flyers, brochures, information, etc. on the registration table at the regular general meetings. No one is allowed to place their handouts on the tables where the food is eaten.

### **ARTICLE 5 – DIRECTORS & OFFICERS**

#### **5.1 Duties & Authority**

The Board of Directors shall adopt such rules and regulations as may be required to conduct the affairs of the organization. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Each Board Member shall serve as the Chair, or co-Chair, of at least One Committee. No Director shall be compensated for being on the Board other than reimbursement for actual expenses approved by the Board.

#### **5.2 Eligibility**

To be eligible for nomination as a director, a member must have been an active member of the Chamber for at least one full consecutive year. Any regular member can nominate a fellow member to be a director.

#### **5.3 Composition & Election**

The Board of Directors shall be composed of a minimum of (13) and a maximum of (18) members who shall be nominated and elected from the roster of members in good standing. Only one Director from each business/entity shall serve at a time. A minimum of 80% of the Board of Directors shall be representatives of businesses or residents of Willowbrook or Burr Ridge and the surrounding unincorporated area. Each person or entity is limited to one vote.

#### **5.4 Term of Office**

Each Director shall serve for a two-year term and those terms shall be staggered so that no more than 40% of the current Board seats are elected in any one-year. Likewise, the President shall serve for a two-year term.

A Director can serve an original two-year term plus two (2) additional two-year terms if re-elected, with a maximum of three (3) consecutive 2-year terms, not to exceed a total of eight (8) years. Appointments are not included as part of the original term. There shall be no limit to the number of terms that are not consecutive.

#### **5.5 Nominating Committee**

The President shall select a Nominating Committee. The Board of Directors shall approve selection of the Nominating Committee each year at the Long-Range Planning Meeting by a majority vote of those Directors present. There shall be 5 members whose duties include interviewing the candidates and reviewing candidate qualifications to serve on the Board of Directors. Prior to the September Monthly Board Meeting the Committee shall submit a slate of nominees.

### **5.6 Election of the Board.**

Process for Electing New Board Members:

- a) The Nominating Committee shall be formed by the President at the August Board of Directors Meeting.
- b) There shall be an announcement at the September and October General Membership Meetings asking if any Member would like to be considered for an open Board Seat.
- c) The Nominating Committee shall research and vet any potential new Board Member and present its recommendations at the October Board Meeting.
- d) The Board of Directors shall vote on the slate of new, and re-elected, Board Members at the October Board Meeting.
- e) Notice of the slate of new Board Members, and those seeking re-election, shall be sent (via electronic or other communication) to the general membership no less than 7 days prior to the November General Meeting.
- f) A Vote on the approval for the new Board Members, and those seeking re-election, shall be taken at the November General Membership Meeting. A simple majority of those present at the meeting shall be sufficient to approve the slate.
- g) New Board Members may attend (but shall have no voting rights) the Long-Range Planning Meeting, and the November and December Board of Directors Meetings, so that the incoming Board Members may familiarize themselves with how the Board works and the issues standing before the Chamber.

### **5.7 Director Limitations**

Directors may not serve on other chamber boards at the same time as serving as a Director on the Willowbrook/Burr Ridge Chamber of Commerce and Industry.

### **5.8 Removal of Director**

If any Director misses five board meetings in any calendar year, then the Director may be removed by the affirmative vote of a majority of the Directors then in office present and voting at a meeting of the board of directors at which a quorum is present. Any Director may be removed in this manner, with or without cause.

A Director shall be notified and warned after missing 4 meetings in a calendar year. The issue will be brought to a vote before the Board of Directors after missing 5 meetings (the Director in question may not vote on his/her own removal). If the Director is not removed by a majority vote at that time, then the issue will be brought to a vote again if the Director misses an additional 2 Board Meetings in a calendar year.

Vacancies on the Board of Directors shall be filled by the majority of the Board of Directors at a regular monthly board meeting. Directors may be removed for cause at any time at any regular membership meeting upon a majority vote of the members.

### **5.9 Director Resignation**

A director may resign at any time by written notice delivered to the board of directors, its chairman, or to the president or secretary of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the

successor shall not take office until the effective date.

## **ARTICLE 6 - POLICY**

The Board of Directors is responsible for formulating the policies of the Chamber. Such policies shall be maintained in a Policy Manual, to be reviewed annually and revised, as necessary. The Board of Directors shall adopt such rules and regulations as may be required to conduct the affairs of the organization. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Policy additions, deletions, or revisions may also be proposed by one or more members of the Chamber. Such proposals shall be submitted in writing to the Executive Director and shall be presented to the Board of Directors.

## **ARTICLE 7 - BOARD OF DIRECTORS RESPONSIBILITIES**

### **7.1 Monthly Board Meetings**

Directors shall attend monthly board of directors' meetings. Meetings are held on the 3<sup>rd</sup> Wednesday of the month. Late arrivals (after 8:15 a.m.) and early exits (before 9:00 a.m.) constitute an absence. There are exceptions for emergencies or extenuating circumstances on a case-by-case basis per a majority vote of the remaining Board of Directors.

### **7.2 Closed Sessions**

The board meetings shall be closed sessions. A general member may make a written request to the Chamber office to address the Board stating the reason for the request and the topic he/she wishes to discuss. The member's request shall be emailed to the Board and the board shall vote (via email) on whether to allow the member to address the board. If the request is approved, the Member shall be added to the Agenda for the next Board meeting, but shall be no less than 10 days' prior notice. The Member shall be given a maximum of 5 minutes to address the Board at the beginning of the meeting.

### **7.3 Confidentiality**

The Board of Directors may engage in discussions about policy decisions, financial position of the Chamber, members' accounts, members' files, future plans of the Chamber, professional standards, and other confidential and sensitive information. In order to make prudent decisions that serve the best interest of the Chamber, it is understood that the directors will be discussing and evaluating confidential, sensitive, and proprietary information. ("Confidential Information"). Therefore, no member of the Board, or Chamber Staff, shall discuss any confidential matter outside of discussions with other Board Members, Chamber Staff, or the Chamber's accountants or attorneys.

"Confidential Information" as used herein, shall mean all information, documentation, concepts, data membership lists, bank records, financial records, findings from member grievances, marketing analysis, financial projections, services, processes, software, trade secrets and devices disclosed or made available by any of the parties hereto to any of the other parties, including without limitation, the existence of discussions concerning the possibility of mergers, consolidation, sales of assets, etc. Directors acknowledge and agree that the Confidential Information is proprietary and may include information that disclosure of or unauthorized use of this information may cause irreparable harm to members or the Chamber.

Member so the Board of Directors and Chamber Staff shall continue to abide by this Confidentiality requirement even after he/she is no longer a member of the board or staff.



#### **7.4 Voting**

Any action required by the Board to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting. Notification of any board vote shall be emailed to all Board Members setting forth the matter needing a vote, all accompanying details, and a deadline for a response. Vote via electronic communication is acceptable for matters which normally would not require board discussion.

#### **7.5 Monthly Events**

Directors shall attend monthly events as much as possible, including general luncheon, after hours, ribbon cuttings, and the like.

#### **7.6 Other Events**

Attend business-after-hours and other chamber sponsored events, i.e. Business After Hours, and other events, whenever possible.

#### **7.7 Long Range Planning Meeting**

Each year the Board of Directors shall have a Long-Range Planning Meeting in the last quarter of each calendar year. Newly elected directors, that have not started their term yet, may attend but shall not have a vote. All Board Members shall attend. There are exceptions for emergencies or extenuating circumstances on a case-by-case basis per the remaining Board of Directors.

#### **7.8 Chair a Committee**

Each Directors shall serve as chairperson of at least 1 committee and shall attend meetings for that committee.

### **ARTICLE 8 – EXECUTIVE DIRECTOR**

The Board of Directors may employ an Executive Director. Salary and other considerations of employment of an Executive Director shall be recommended and approved by the Board of Directors.

If an Executive Director is retained, he or she shall be the administrator and executive officer and shall serve as secretary to the Board of Directors and cause to be prepared notices and minutes of meetings of the Board. All powers and duties of the Executive Director shall be designated by the Board of Directors.

The Executive Director shall serve as advisor to the President and shall assemble information and data and cause to be prepared special reports as directed by the Board of Directors. He or she shall be responsible for administration of the program of work in accordance with policies and regulation of the Board of Directors.

In lieu of, or absence of an Executive Director, duties of that post shall be carried out by the Board of Directors.

### **ARTICLE 9 – ADVISORS**

The President may appoint non-voting advisors from one person or entity to the Board who shall serve at the pleasure of the President. The advisor term shall coincide with that of the President.

## **ARTICLE 10 - ETHICS**

Directors/Board members are bound by provisions of the Illinois Not For Profit Act.

## **ARTICLE 11 - OFFICERS**

### **11.1 Eligibility**

To be eligible for nomination as an officer of the Chamber, a member must have served at least one year as a member of the Board of Directors and served as a member or Chairperson of a committee in a previous or current year.

### **11.2 Executive Committee**

The Executive Board shall consist of the immediate past President and the current President, President-Elect, Vice-President, Treasurer and Secretary as members. The Executive Board shall act for the Board of Directors between regular meetings of the Board of Directors. The Executive Board shall exercise general supervision of the business of the Chamber, and their actions shall be reported and approved by the Board of Directors.

### **11.3 President**

The President shall serve as executive head of the Chamber of Commerce and preside at all meetings of the membership and Board of Directors.

The President shall be the head of the Chamber of Commerce and shall preside at all meetings of the general membership and the Board of Directors. He/she shall with the counsel of the Vice-President, determine the need for committees, subject to the approval of the Board of Directors.

With the approval of the Board of Directors, he/she shall sign all deeds, contracts and other instruments affecting the operation of the Chamber or any of its properties. He/she shall, with a second officer, sign all formal documents of the Chamber.

### **11.4 Vice-President**

He/she shall serve as first voluntary assistant to the President of the Chamber, performing the duties of the President in the absence of that officer.

### **11.5 Treasurer**

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall be responsible for the timely filing of all applicable Federal and State tax returns, as required, the attorney general filings, and cause a monthly and annual financial report to be made to the Board. Said report is to be made available upon the request of any member in good standing.

### **11.6 Secretary**

The Secretary shall approve the minutes of the regular general membership meetings, the Board of Directors meetings, and notes of committee meetings. The Executive Director, or other director, may take the minutes and be reviewed and approved by the Secretary.

All meeting minutes, general membership minutes, board meeting minutes, and committee meeting

minutes, shall be retained for as long as possible, but no less than eight years.

All minutes, and other corporate documents, shall be maintained by the Chamber office as confidential materials.

#### **11.7 Removal of Officers**

The President, Vice-President, Secretary and Treasurer shall serve at the pleasure of the Board of Directors. The remaining Board members may, by majority vote, removed an Officer, with or without cause, and a new officer shall be appointed to fill the vacancy by the Board.

### **ARTICLE 12 - COMMITTEES**

#### **12.1 Duties & Responsibilities**

The duties and responsibilities of each committee shall be set by the Board of Directors. Committees shall be created by a majority vote of the Board of Directors.

#### **12.2 Committee Chair**

Chairpersons of all committees shall be named by the Board of Directors. Each committee shall be chaired by a Board member. Each committee shall be comprised of at least one member of the Board of Directors and may have Chamber members which serve at the pleasure of the Board.

#### **12.3 Limitations of Authority**

No committee or any of its representatives shall contract any debts in its behalf, which shall in any manner render the Chamber liable for payment of any sum of money, unless such expenditures had been specifically approved by the Board.

No committee shall take or make any formal action or resolution or in anyway commit the Chamber on a question of policy without first receiving approval of the Board of Directors.

The Committee Chair shall request Board approval for any expenditures it requires. If the Committee is planning an event, then the Committee Chair shall present the Board with a budget for the event and present to the Board prior to the Board Vote.

#### **12.4 Committees Closed to General Members**

The following Committees shall consist solely of Members of the Board of Directors. No general member may be a member of the following Committees: Nominating Committee, Executive Committee, and the Bylaws Committee.

#### **12.5 Quorum**

A majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting. Approval via electronic communication is satisfactory.

### **ARTICLE 13 - FINANCES**

### **13.1 Fiscal Year**

The fiscal year of the Willowbrook/Burr Ridge Chamber of Commerce and Industry shall be based on a calendar year.

### **13.2 Use of Funds**

No obligation or expense shall be incurred, and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

### **13.3 Disbursement**

No obligation or expense shall be incurred, and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors, provided that:

- 1) Disbursements may be made by check, or electronic payment, as long as no such payment exceeds \$1,000.00;
- 2) Payment of any bill or other obligation which allows payment in installments, shall be paid in such installments unless the Board of Directors authorizes a larger payment;
- 3) All payment totaling over \$1,000, either in a one-time payment, or over installments, shall be approved by any two of the following: the President, Vice President, Treasurer, or Secretary. Said approval may be provided via email.

### **13.4 Loans**

The Chamber may borrow money, upon approval of the Board as required below, from any bank or other financial institution provided such money shall be repaid within 5 years from the time the money is borrowed. "Financial Institution" means any bank subject to the "Illinois Banking Act," any savings and loan association subject to the "Illinois Savings and Loan Act of 1985", or as amended from time to time, and any federally chartered commercial bank or savings and loan association organized and operated in this State pursuant to the laws of the United States. Any loan may be approved by a three-quarters vote of the Board of Directors.

### **13.5 Annual Audit**

Accounts of the Chamber shall be audited annually by an independent 3<sup>rd</sup> party. That third party may be a member of the Chamber but may not be a member of the Board of Directors. The audit shall be provided to the Board of Directors for review, however no vote shall be required to approve the audit.

The audit shall at all times be available to members of the Chamber in good standing within the offices of the Chamber. This audit should be completed annually by June 1<sup>st</sup> for the previous calendar year.

### **13.6 Access to Financial Information**

The Chamber's financial records shall be maintained by the Chamber office as confidential materials. A general member may request that the Board provide them access to the annual tax filings and/or the annual audit. The Board shall take a vote regarding access to the financial records. The Board must approve the access by a 2/3 majority. The member shall then have access to the financial records at the Chamber office. No copies or photos of the documents may be taken. The documents may not leave the Chamber office at any time.

## **ARTICLE 14 - INSURANCE**

### **14.1 General Liability Insurance**

An adequate Bond or insurance coverage, paid for by the Chamber shall cover all employees, directors and officers of the Chamber.

### **14.2 Liquor Liability Insurance**

When a member business is hosting a Chamber authorized function such as a Business After Hours or any other type of special functions where alcoholic beverages are being served the host must add the "WILLOWBROOK/BURR RIDGECHAMBER OF COMMERCE & INDUSTRY, ITS OFFICERS, DIRECTORS, EMPLOYEES AND VOLUNTEERS" as additional insured to their liability policy. It is the responsibility of the host to cause a copy of the Certificate of Insurance to be sent to the WB/BR Chamber office at least 14 days prior to the event.

## **ARTICLE 15 - INDEMNIFICATION**

### **15.1 General Provision**

The Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Chamber or was serving at the request of the Chamber as a director, officer, employee or agent of another Chamber, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of no contest or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct as unlawful.

To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding, or in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person.

### **15.2 Non-Exclusive Right**

The indemnification provided by this Article II shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, by-laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

### **15.3 Indemnification Insurance**

The Chamber shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), arising out of his status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

#### **ARTICLE 16 - RULES OF ORDER**

When these Bylaws are silent on an issue, the Chamber shall look to the most current State of Illinois Statute for Non-Profits, the General Not For Profit Corporation Act (805 ILCS 105) as amended from time to time.

If the state statute is also silent on the issue at hand, then the Chamber may look to the most current version of the Robert's Rules of Order. If neither the Non-Profit Act nor the Robert's Rules of Order provide direction or clarification, then the Board may make a decision on the issue by a 2/3 majority vote.

#### **ARTICLE 17 - AMENDMENTS**

These by-laws may be amended or altered by a three-quarters vote of the Board of Directors or by a two-thirds vote of duly constituted members present at any regular or special meeting of the Chamber called for that purpose.

Any proposed amendments or alterations shall be submitted to the Board of Directors in writing ten days prior to a Board meeting preceding the regular general membership meeting at which the proposed amendments will first be made available.



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