MURPHYSBORO Chamber of Commerce

CONSTITUTION & BYLAWS

ADOPTED: APRIL 9, 2026

THESE BYLAWS WERE DULY ADOPTED BY THE BOARD OF DIRECTORS OF THE MURPHYSBORO CHAMBER OF COMMERCE ON THE DATE INDICATED ABOVE AND SUPERCEDE AND REPLACE ALL PREVIOUSLY ADOPTED BYLAWS.

COPIES OF PRIOR BYLAWS ARE MAINTAINED IN THE OFFICIAL RECORDS OF THE CHAMBER AND ARE AVAILABLE UPON REQUEST.

CONSTITUTION

Article I – Name

The name of this organization shall be the **Murphysboro Chamber of Commerce**, a nonprofit corporation organized under the laws of the State of Illinois on February 17, 1923, with its principal office located in Murphysboro, Illinois (the "Chamber").

Article II – Purpose

The Murphysboro Chamber of Commerce is organized to promote the general welfare and prosperity of the Murphysboro area by:

- Supporting and advocating for business interests
- Encouraging economic development and community growth
- Promoting cooperation among businesses, organizations, and civic leaders
- Enhancing the overall quality of life in the community

Article III – Nonprofit Status & Limitation

The Chamber is organized as a nonprofit business association under Section 501(c)(6) of the Internal Revenue Code.

The Chamber shall be nonpartisan and nonsectarian. No part of its net earnings shall inure to the benefit of any member, director, officer, or private individual, except as reasonable compensation for services rendered.

Article IV – Dissolution

Upon dissolution, assets shall be distributed to one or more nonprofit organizations consistent with the purposes of the Chamber, as determined by the Board of Directors.

BYLAWS

Article I – Membership

Section 1. Eligibility
Membership is open to any business, organization, or individual having an interest in the objectives of the Chamber.

Section 2. Dues
Membership dues shall be set by the Board of Directors and payable in advance. Changes to dues shall become effective upon notice to the membership.

Section 3. Voting
Each member in good standing shall be entitled to one (1) vote on matters submitted to the membership.

Section 4. Termination
Membership may be terminated by:
- Written resignation
- Nonpayment of dues after thirty (30) days
- Majority vote of the Board of Director when a member’s conduct, or behavior is determined by the Board to be detrimental to the mission, reputation, operation, or best interest of the Chamber
- Prior to termination for cause, the member shall be provided notice and an opportunity to be heard, unless exigent circumstances exist

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Article II – Board of Directors

Section 1. Authority
The Board of Directors shall have full authority over the governance, policy direction, finances, property, and strategic direction of the Chamber.

Section 2. Number & Composition
The Board shall consist of no fewer than eleven (11) and no more than thirteen (13) Directors.

Additional Limited Directorship:
- One (1) limited directorship may be reserved for the Murphysboro Apple Festival
- One (1) limited directorship for Murphysboro Tourism Commission
- One (1) limited directorship for Jackson County Growth Alliance

Limited Directors:

- May attend meetings
- May participate in discussion
- Shall not vote
- Shall not serve as officers
- Shall not be counted toward quorum

Section 3. Terms

Directors & Officers shall serve three (3) year consecutive terms. Take a year off and return for another three (3) year consecutive terms.

Section 4. Election Process

The election process shall begin no later than three (3) months prior to fiscal year end. In January, the President shall appoint a Nominating Committee of three (3) Directors. In February, the committee shall present a slate equal to or exceeding open seats.
Candidates must:

- Be active members in good standing
- Agree to accept responsibilities

Elections shall be finalized no later than March. Results shall be announced at the Annual Dinner. Directors elected from membership shall assume duties May 1.

Section 5. Public Notice

Upon receipt of nominations, the Executive Director and/or President shall notify membership of candidates and right of petition.

Section 6. Vacancies

Vacancies on the Board may be filled by majority vote of the remaining Directors for the unexpired term.

Section 7. Attendance & Participation

Directors are expected to exercise due diligence in fulfilling their responsibilities, including regular attendance at Board meetings, active participation in Chamber matters, and meaningful involvement in at least one (1) Chamber-sponsored event, program, or initiative per year.

A Director who misses three (3) consecutive Board meetings without reasonable cause, or who consistently fails to meet participation expectations, may be removed by a majority vote of the Board of Directors.

Reasonable cause shall be determined by the board of directors and its discretion.

Section 8. Emeritus Board Members (NEW)

A Board member who has served a total of three (3) or more full terms on the Board of Directors may be designated as an Emeritus Board Member by a majority vote of the Board.

Emeritus Board Members:

- Serve in an honorary, advisory capacity only
- Do not have voting privileges
- Are not counted toward quorum
- May attend meetings and provide guidance at the discretion of the Board Directors serving three (3) full terms may be designated Emeritus by majority vote.

Article III – Officers

Section 1. Officers

- President
- Vice President
- Treasurer
- Secretary

All officers shall be members of the Board of Directors.

Section 2. Election & Term

Officers shall be elected by the Board of Directors and shall serve three (3) year terms, or until their successors are elected and assume office.

Section 3. Duties

- **President**

The President shall serve as the chief elected officer of the Chamber and shall:

- Preside over meetings of the Board and membership
- Appoint committees with Board approval
- Represent the Chamber publicly
- Perform all duties customary to the office

- **Vice President**

The Vice President shall perform duties assigned by the President and shall assume the duties of the President in the President's absence or incapacity.

- **Treasurer**

The Treasurer shall oversee financial reporting, budgeting, and fiscal accountability.

- **Secretary**

The Secretary shall ensure accurate records, minutes, and official documents are maintained.

Section 4. Resignation, Vacancies & Eligibility

An officer may resign from office at any time by submitting written notice to the President, Vice-President or Executive Director.

In the event of a vacancy in any officer position due to resignation, removal, incapacity, or other cause, the Board of Directors shall elect a replacement officer by majority vote. The individual elected shall serve for the remainder of the unexpired term.

An officer's resignation from office shall not automatically constitute resignation from the Board of Directors unless expressly stated in writing.

Section 5. Eligibility for President

The office of President shall be filled only by an individual who has a minimum of one (1) year of prior service with the Murphysboro Chamber of Commerce, which may include service as a Board member, officer, committee chair, or other leadership role recognized by the Board.

Article IV – Executive Director

Section 1. Role

The Executive Director shall be the chief paid administrative officer of the Chamber and responsible for the day-to-day operations of the organization.

Section 2. Authority

The Executive Director shall:

- Implement policies established by the Board
- Manage staff and daily operations
- Serve as a non-voting member of the Board and all committees as well as an advisor to the board
- Facilitate financial operations but shall not prepare or reconcile official financial reports. Financial reports shall be prepared by an independent book keeper and reviewed by the Treasurer

Section 3. Employment

The Executive Director shall be a paid employee of the Chamber. Terms of employment, compensation, evaluation, and duties shall be governed by a separate written employment contract approved by the Board of Directors.

The Executive Director employment contract shall be reviewed by the Board of Directors every twelve (12) months, following approval of the annual budget, and may be amended or renewed as determined by the Board. The contract should match the fiscal year from May 1st-April 30th.

Article V – Executive Committee & Finance Committee

Section 1. Composition

- President
- Vice President
- Treasurer
- Secretary

- Immediate Past President (if applicable)
- Executive Director (non-voting)

If the Immediate Past President is no longer serving as a member of the Board of Directors, the Board shall elect one (1) additional Director who does not serve as an officer to act as the fifth voting member of the Executive Committee.

Section 2. Authority & Immediate Action

The Executive Committee shall have the authority to meet, deliberate, and vote on matters requiring immediate action on behalf of the Chamber when timing or circumstances do not permit full Board consideration.

Actions approved by the Executive Committee shall take effect immediately upon approval and shall be reported to the Board of Directors at the next regular Board meeting for informational and oversight purposes.

Section 3. Voting by Electronic Means

The Executive Committee may conduct votes by electronic means, including email, when immediate action is required. A majority of the Executive Committee members shall constitute approval. Any such action shall be documented and included in the official records of the Chamber.

Section 4. Finance Committee

The Executive Committee shall also serve as Finance Committee and shall:

- Review financial statements and reports
- Assist in preparation of the annual budget
- Provide oversight of expenditures and financial controls
- Make financial recommendations to the Board of Directors

Article VI – Committees & Programs

The Board of Directors may establish standing or AD HOC committees as necessary to carry out the mission of the Chamber.

Article VII – Meetings

Section 1. Fiscal Year

The fiscal year of the Chamber shall begin May 1 and end April 30.

Section 2. Board Meetings

The Board shall meet regularly at times and locations determined by the Board.

Section 3. Quorum

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 4. Remote Meetings

Meetings may be held in person or by electronic means as permitted by Illinois law.

Section 5. Annual Events Determination

Following approval of the annual budget for the fiscal year, the Board of Directors shall determine whether an annual dinner, luncheon, or other Chamber-sponsored events will be held during that year based on the approved budget, financial capacity, and priorities of the Chamber. If the budget does not allow for a formal annual dinner a yearly membership meeting will be held to stay in compliance with the Illinois Nonprofit law.

Article VIII – Finances & Financial Oversight

Section 1. Budget & Financial Authority

The Board of Directors shall approve an annual budget prior to the beginning of each fiscal year. No expenditures shall be made outside the approved budget without Board authorization.

Section 2. Financial Records

Accurate financial records shall be maintained at all times and shall include, at a minimum, bank statements, reconciliations, invoices, receipts, payroll records, and tax filings.

Section 3. Oversight & Separation of Duties

The Executive Director may administer day-to-day financial operations but shall not have sole or unchecked control over Chamber funds.

Section 4. Board Review & Cross-Check Authority

The Board of Directors shall have the authority to review, inspect, and cross-check all financial records, transactions, and accounts of the Chamber at any time.

Section 5. Financial Reporting

Financial reports shall be prepared by an independent bookkeeper and reviewed by the Treasurer before presentation to the Board.

Article IX – Indemnification

The Chamber shall indemnify its Directors, Officers, and employees to the fullest extent permitted by Illinois law.

Article X – Parliamentary Authority

The most recent edition of Robert's Rules of Order shall govern proceedings where not inconsistent with these Bylaws.

Article XI – Amendments

These Bylaws may be amended by two-thirds (2/3) vote of the Board of Directors, provided written notice is given to the membership at least ten (10) days prior to the vote.