

**BYLAWS  
OF  
DES PLAINES CHAMBER OF COMMERCE AND INDUSTRY**

**ARTICLE I  
NAME**

SECTION 1. This organization shall be known as the Des Plaines Chamber of Commerce and Industry (the "Chamber").

**ARTICLE II  
PURPOSE**

SECTION 1. The purposes and objectives of the organization are to foster and promote the civic, commercial and industrial interests of business and people in the City of Des Plaines and the Des Plaines area.

SECTION 2. The Chamber will be non-sectarian in policy and shall take no active part nor lend its influence to the election or appointment of any political candidate, or support any candidate or political party. The Chamber will become politically involved as appropriate and reasonable to support, oppose, or monitor specific legislation, which directly impacts business.

SECTION 3. Members of the Chamber shall at all times conduct business as members of the community in an honest, professional and ethical manner.

**ARTICLE III  
OFFICES**

The Chamber shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within the state.

**ARTICLE IV  
MEMBERS**

SECTION 1. **ELIGIBILITY FOR MEMBERSHIP** - Any Person, Partnership, Business, or Association subscribing to the purposes of the Chamber shall be eligible to apply for membership. All employees of member businesses are members entitled to benefits of membership other than the right to vote, which is reserved to the member business.

SECTION 2. **APPLICATIONS**. Each candidate for membership shall submit to the Chamber an application in a form approved by the board of directors of the Chamber.

SECTION 3. **ELECTION OF MEMBERS**. Members shall be elected by the board of directors. An affirmative vote of a majority of the directors shall be required for election.

SECTION 4. **DUES**. Members shall pay dues to the Chamber in such amounts and in such manner as shall from time to time be determined by the board of directors

SECTION 5. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 6. TERMINATION OF MEMBERSHIP. Unless otherwise determined by the board of directors, each member's membership shall terminate because of non-payment of dues on a date which is ninety days after the last date for which that member's dues were paid. Unless otherwise determined by the board of directors, members whose membership has terminated may renew their membership only by reapplication, except that members whose membership has been terminated because of the non-payment of dues may reactivate their membership by the payment of current dues at any time within two years after the termination of membership.

SECTION 7. RESIGNATION. Any member may resign by written resignation accepted by the board of directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 8. SUSPENSION AND EXPULSION. Any member of the Chamber may be suspended or expelled from membership with or without cause upon the affirmative vote of two-thirds (2/3) of the members of the board of directors present and voting at any meeting of the board of directors if, in the discretion of the board, as indicated by that vote, such suspension or expulsion would be in the best interests of the Chamber.

SECTION 9. REINSTATEMENT. Upon written request signed by a former member and accepted by the board of directors, the board of directors may, by the affirmative vote of a majority of the members of the board, reinstate such former member to membership on such terms as the board of directors may deem appropriate.

SECTION 10. TRANSFER OF MEMBERSHIP. Membership in the Chamber is not transferable or assignable.

SECTION 11. NO MEMBERSHIP CERTIFICATES. No membership certificates of the Chamber shall be required.

## ARTICLE V MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of the members shall be held during the month of April of each year or at such other time and place as determined by the board of directors for the purpose of reporting the prior years activities and such other business as may come before the meeting.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the president or the board of directors, or by not less than 1/20 of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Chamber in the State of Illinois.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less

than 5 nor more than 60 days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than 20 nor more than 60 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Chamber, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

**SECTION 5. INFORMAL ACTION BY MEMBERS.** Any action required to be taken at a meeting of the members of the Chamber, or any other action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

**SECTION 6. FIXING OF RECORD DATE.** For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the Chamber may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

**SECTION 7. QUORUM.** The holders of 1/10 of the votes that may be cast at a meeting of the Chamber, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than 1/10 of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not For Profit Corporation Act, the articles of incorporation, or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**SECTION 8. PROXIES.** Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted on after eleven (11) months from its date, unless the proxy provides for a longer period.

SECTION 9. VOTING. Each member shall be entitled to one vote in each matter submitted to vote at a meeting of members. Each member may vote either in person or by proxy as provided in Section 8 of this Article.

SECTION 10. INSPECTORS. At any meeting of members, the chair of the meeting may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

SECTION 11. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot.

SECTION 12. MEETING PROCEDURE. All meetings shall be conducted in accordance with parliamentary procedures outlined in Roberts Rules of Order, Revised Edition.

## ARTICLE VI BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Chamber shall be managed by or under the direction of its board of directors.

- (a) The duties of the board of directors shall be to act as the governing body of the Chamber and to manage the business affairs of the organization.
- (b) They shall approve the President's proposed budget for the year and exercise reasonable care to provide for all orderly expenditures of funds.
- (c) They shall act upon applications for admission; initiate recommendations for changes in the bylaws, and establish policies as may be necessary for the successful conduct of the affairs of the organization.
- (d) The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

SECTION 2. NUMBER AND TENURE. The board of directors shall be made up of 19 elected members and the Executive Director who shall be a non-voting member. Each director shall be elected to a two -year term, approximately one/half of members to be elected each year. No person shall serve as an elected Director for more than four consecutive terms of office.

### SECTION 3. QUALIFICATIONS.

- (a) The Directors shall represent a cross section of the membership and other factions as determined by the Board of Directors.
- (b) The immediate past president shall serve as one of the directors succeeding their term as president with the same power and duties of any other director.
- (c) The Executive Director shall serve as a member of the board of directors and shall not have a vote.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any four directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least two days previous thereto by written notice to each director at his or her address as shown by the records of the Chamber except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is sent by overnight courier, such notice shall be deemed to be delivered upon personal delivery. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship be so created shall be filled in some other manner, in which case such provisions shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 11. COMPENSATION. The board of directors shall serve without compensation.

SECTION 12. PRESUMPTION OF ASSENT. A director of the Chamber who is present at a meeting of the board of directors at which action on any Chamber matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Chamber immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 13. ATTENDANCE. Directorship shall be contingent upon attendance at 2/3 of the Board Meetings yearly, with no more than 2 unexcused, consecutive absences. Termination shall be at the discretion of the board of directors.

SECTION 14. CONFLICT OF INTEREST.

- (a) If a transaction is fair to the Chamber at the time it is authorized, approved, or ratified, the fact that a director of the Chamber is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction described in subsection (a) of this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the director's interest or relationship were disclosed or known to the board of directors and the board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested directors even though the disinterested directors were less than a quorum.
- (c) The presence of a director who is directly or indirectly a party to the transaction described in subsection a of this Article or a director who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee then takes action on the transaction.
- (d) For purposes of this Article, a director is "indirectly" a party to a transaction if the other party to the transaction is an entirety in which the director has a material financial interest or of which the director is an officer, director, or general partner.

## ARTICLE VII OFFICERS

SECTION 1. OFFICERS. The officers of the Chamber shall be a president, president elect, treasurer, secretary and executive director and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Chamber shall be elected annually by the board of directors at the regular November meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held

as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Chamber would be served thereby.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the Chamber. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the Chamber; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Chamber or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the Chamber any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Chamber and either individually or with any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 5. PRESIDENT ELECT. Shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the president elect shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Chamber or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the president elect may execute for the Chamber any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Chamber and either individually or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the Chamber. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Chamber; (b) have charge and custody of all funds and securities of the Chamber, and be responsible thereof; (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors (d) shall chair the finance committee. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

SECTION 7. SECRETARY. The secretary shall (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; (e)

certify the bylaws, resolutions of the members and board of directors and committees thereof, and other documents of the corporation as true and correct copies thereof; and (f) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

SECTION 8. EXECUTIVE DIRECTOR. Subject to the direction and control of the board of directors, the executive director shall be responsible for the regular day to day operations of the Chamber office, shall be responsible for the following: receipt and disbursement of funds in accordance with the budget approved by the board of directors, for hiring, discharging and supervising all employees, for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors, for membership recruitment and retention of members, shall be the executive administrator of all Chamber business, shall report directly to the President, shall prepare monthly reports for board of director approval, shall submit an annual review stating the accomplishments and activities to the board of directors and general membership and shall take all other actions directed and/or required by the board of directors. The Executive Director shall attend all board of directors meetings without vote.

## ARTICLE VIII COMMITTEES, COMMISSIONS, AND ADVISORY BOARDS

SECTION 1. The President of the Board, by and with the approval of the Board of Directors, shall appoint all committee and committee chairmen. The President of the Board, with approval of the board, may appoint such ad hoc committees and advisory boards and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President of the Board and shall serve concurrent with the term of the appointing President of the Board, unless the Board of Directors approves a different term.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

SECTION 2. VACANCIES. Vacancies in the membership of any committee, advisory board, commission or task force, may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 3. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board, commission or task force, a majority of the whole committee, advisory board, commission or task force shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, commission or task force.

SECTION 4. RULES. Each committee, advisory board, commission or task force may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

SECTION 5. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing or email setting forth the action taken, is acknowledged by all the members entitled to vote.

Section 6: LIMITATION OF AUTHORITY

No action by any member, committee, division, 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.

SECTION 7. STANDING COMMITTEES. The Chamber shall maintain the following standing committees with the responsibilities as specified below. Unless noted otherwise all committee and chairperson appointments shall be for one year.

(a) Executive Committee

1. Composition - The Executive committee of the board of directors, shall consist of the president, immediate past president, treasurer, secretary, Executive Director and such other members as the board may appoint who shall serve at the pleasure of the board.
2. Responsibilities – The executive committee shall make recommendations to the board of directors regarding policy and the operation of the Chamber.

(b) Finance Committee

1. Composition - The Treasurer shall serve as the chairman of this committee and the President of the Board shall recommend to the board of directors for their approval committee members.
2. Responsibilities - The finance committee shall be responsible for overseeing the financial affairs of the Chamber and, with the cooperation of the Executive Director, shall be responsible for preparing the Chamber's annual budget. The committee shall report and make recommendations with respect to such matters to the board of directors and executive committee. Unless the board appoints a separate Audit Review Committee, this committee (excluding any members of the committee who are employees or staff members of the Chamber or who are related to employees or staff members of the Chamber) shall serve as the audit review committee.

(c). Board Development

1. Composition - The Board Development committee shall consist of a chairperson and at least three (3) other members. The chairman shall serve on the board of directors.
2. Responsibilities - Each year Board Development committee shall nominate candidates from among the members of the Chamber to fill each vacancy on the board of directors which arises as a result of the expiration of the terms of office of the directors whose terms then expire. The list of nominated candidates eligible for election by the members of the Chamber entitled to vote shall be sent or otherwise provided to all members of the Chamber entitled to vote, prior to or concurrent with the ballots for the election of directors as provided in the month of November. At least thirty (30) days before each annual membership meeting, the board nominating committee shall nominate candidates from among the members of the Chamber to fill each vacancy on the board of directors which arises as a result of the expiration of the terms of office of the directors whose terms then expire.

3. In addition to the foregoing, the Board Development committee shall be responsible for the orientation of new members of the Chamber board of directors and the training of the Chamber board of directors.

## ARTICLE IX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers or agent or agents of the Chamber, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chamber shall be signed by such officer or officers or agent or agents of the Chamber and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president of the Chamber.

SECTION 3. DEPOSITS. All funds of the Chamber shall be deposited from time to time to the credit of the Chamber in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the Chamber any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chamber.

## ARTICLE X BOOKS AND RECORDS

The Chamber shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving names and addresses of the members entitled to vote. Any member, or his or her agent or attorney may inspect all books and records of the Chamber, for any proper purpose at any reasonable time.

## ARTICLE XI FISCAL YEAR

The fiscal year of the Chamber shall be the calendar year.

## ARTICLE XII DUES

SECTION 1. ANNUAL DUES. The board of directors may determine from time to time the amount of an initiation fee, if any, and annual dues payable to the Chamber by members of the Chamber.

SECTION 2. PAYMENT OF DUES. Dues shall be payable by members of the Chamber in advance on the anniversary date of membership in each year.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of the Chamber shall be in default in the payment of dues for a period of 3 months from the beginning of the period for which such dues became payable, his or her membership may thereupon be terminated by the board of directors in the manner provided in Article IV of these bylaws.

### ARTICLE XIII SEAL

The corporate seal shall have inscribed thereon the name of the Chamber and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

### ARTICLE XIV WAIVER NOTICE

Whenever any notice is required to be given under the provisions of the General Not for Profit Chamber Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Chamber, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

### ARTICLE XV INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. GENERAL. 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 Chamber) by reason of the fact that such person is or was a director, officer, employee or agent of the Chamber, or who is or was serving at the request of the Chamber as a director, officer, employee or agent of another Chamber, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' 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 Chamber, 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, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Chamber or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. ACTION BY OR IN THE NAME OF THE CHAMBER. 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 or suit by or in the right of the Chamber to procure a judgment in its favor by reason of the fact that such person 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 Chamber, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if he or she 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 Chamber, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Chamber, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. EXPENSES. To the extent that a director, officer, employee or agent of the Chamber has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION THAT INDEMNITY IS PROPER. Any indemnification under Sections 1 and 2 of this Article XV (unless ordered by a court) shall be made by the Chamber only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. ADVANCE OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chamber in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Chamber as authorized in this article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her 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 person.

SECTION 7. INSURANCE. The Chamber may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chamber, or who is or was serving at the request of the Chamber as a director, officer, employee or agent of another Chamber, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as

such, whether or not the Chamber would have the power to indemnify such person against such liability under the provisions of this Article XI.

SECTION 8. MERGER, ETC. References to "the Chamber" shall include, in addition to the surviving Chamber, any merging chamber (including any chamber having merged with a merging chamber) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging chamber, or was serving at the request of such merging chamber as a director, officer, employee or agent of another chamber, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving chamber as such person would have with respect to such merging chamber if its separate existence had continued.

SECTION 9. EMPLOYEE BENEFIT PLANS. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Chamber" shall include any service as a director, officer, employee or agent of the Chamber which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Chamber" as referred to in this Article.

SECTION 10. INTERPRETATION. The indemnification provided by this Article XV is intended to be, and shall be construed to be, as extensive as possible under Section 108.75 of the Illinois General Not For Profit Chamber Act of 1986, as from time-to-time amended.

#### ARTICLE XVI RULES OF ORDER

Except insofar as they are not consistent with the Chamber's articles of in Chamber, or these bylaws, or applicable law, all meetings of the members and the board of directors of the Chamber shall be governed by the parliamentary procedures of Roberts' Rules of Order, as from time to time revised.

#### ARTICLE XVII AMMENDMENTS

These bylaws may be altered, amended or repealed, or new bylaws adopted, by the board of directors, but only after written notice containing the substance of any alteration, amendment, repeal or new bylaw has been given to each director at least thirty (30) days prior to the meeting at which such action is to be taken.

Duly adopted by the Board of Directors on\_\_\_\_\_.

\_\_\_\_\_  
Secretary

