

Batavia Chamber of Commerce
Article 1 - Name, Offices and Purposes

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<i>Section 1. Name</i>		
This Association shall be organized as a corporation not for profit under the Laws of the State of Illinois, and shall be known as the BATAVIA CHAMBER OF COMMERCE.	The Chamber shall maintain its status as a 501C (6) organization within the State of Illinois.	The Chamber shall file an annual report with the Secretary of State and annually file a Federal 990 and Illinois 990.
<i>Section 2. Offices</i>		
The corporation shall maintain a registered office in the State of Illinois in Batavia, Illinois and a registered agent at such office.	The Executive Director shall be the registered agent of the Batavia Chamber of Commerce, and the registered office shall be the current offices of the Chamber of Commerce.	The Chambers Annual Report to the Secretary of State shall be filed each year by the Chamber's accountant prior to September 1.
<i>Section 3. Purposes</i>		
The BATAVIA CHAMBER OF COMMERCE is an organization to advance the general welfare and prosperity of Batavia so its citizens and all areas of its business community shall prosper.	Emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.	
The two primary roles for the Chamber of Commerce are to 1) Act as a primary spokesperson for the business and professional community, and 2) Render services that are of benefit to its membership.	The Executive Director and members of the Board of Directors shall speak for the Chamber <i>only</i> based of the formal deliberations and decisions of the Board. (See Bylaws, Article 1, and Section 4 for limitations.)	The Board of Directors shall have a process to set annual goals and objectives to try to insure the services they offer are of maximum benefit of its members.

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Article 1 - Name, Offices and Purposes

Section 4. Limitation of Methods		
The BATAVIA CHAMBER OF COMMERCE shall observe all local, state and federal laws which apply to a non-profit corporation as defined in Section 501(c) (6) of the Internal Revenue Code, as amended from time to time. This organization in its activities shall be non-partisan, non-sectional and non-sectarian, and shall take no part in or lend its influence in the election or appointment of any candidate for public office.	The corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status as an organization that qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). All net earnings shall remain the property of the Chamber and shall not accrue to any private individual.	
	Ethics Policy?	Statement of ramifications of violations to the Ethics Policy?
No officer, board member or committee member shall make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving formal approval of the Board of Directors.	No member of the Board of Directors may speak independently on behalf of the Batavia Chamber of Commerce. (See Bylaws, Article 1, Section 4 for limitations.)	
No part of the net earnings of the corporation shall inure to the benefit of any private individual. The corporation shall not carry on propaganda or otherwise attempt to influence legislation.		

Batavia Chamber of Commerce
Article 2 – Membership

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<i>Section 1. Eligibility</i>		
Any reputable business firm, individual, association or corporation having an interest in the above purpose shall be eligible to apply for membership.	Firms shall be considered reputable unless factual evidence is presented to the Board to show otherwise. It is then up to the Board to determine if they are to be accepted as members.	
<i>Section 2. Application & Approval</i>		
Acceptance of members shall be by the Board of Directors at any meeting thereof.	Any applicant accepted for membership shall become a member upon payment of the regularly scheduled dues investment as provided in the Bylaws, Section Three, Article Two.	The executive director shall review all applicants and submit them to the Board of Directors with a recommendation.
<i>Section 3. Dues</i>		
Membership dues investments shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Directors.	Add Chamber dues schedule	

Batavia Chamber of Commerce
Article 2 – Membership

Section 4. Termination		
<p>Any membership may be terminated by the Board of Directors by a two-thirds vote.</p>	<p>Any member may resign from the Chamber by written notice to the Board of Directors. No dues shall be refunded to any member who resigns.</p> <p>Members may be terminated if dues are not paid within 90 days from the date due or if factual evidence shows they are no longer reputable.</p> <p>No resignation shall relieve the resigning member of obligation to pay dues or other accrued unpaid charges.</p>	<p>Members who have not paid their dues within 60 days of receiving their membership invoice should be sent a reminder letter. Members who do not pay within 90 days should receive a termination letter and be recommended to the Board for termination.</p>
Section 5. Member Voting Privileges		
<p>Members of the BATAVIA CHAMBER OF COMMERCE in good standing are entitled to one vote. A member's designated representative may vote by proxy. Such proxy shall be filed with the Secretary of the Board.</p>		
Section 6. Exercise of Privileges		
<p>Any member may nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscription.</p>		

Batavia Chamber of Commerce
Article 3 - Membership Meetings

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<i>Section 1. Meetings</i>		
Meetings of the BATAVIA CHAMBER OF COMMERCE may be called by the president at any time at such time and place as may be fixed by the president, or if the president is for any reason unable to act, by three (3) directors, or upon petition in writing of 10% of the members in good standing. Notice of meetings, including a statement of the purpose for the meeting, shall be mailed to each member at least ten (10) days prior to such meetings.	Any action taken at a meeting of the membership must subsequently be approved by a majority vote of the entire Chamber membership.	The Executive Director shall be responsible for mailing notices for all membership meetings.
<i>Section 2. Quorums</i>		
At any duly called general meeting of the Chamber, 20% of the voting members shall constitute a quorum.		

Batavia Chamber of Commerce
Article 4 - Board of Directors

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<i>Section 1. General Powers</i>		
The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors is responsible for establishing procedure and formulating policy of the organization. . The government and policy-making responsibilities of the BATAVIA CHAMBER OF COMMERCE shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.	Board policies and procedures shall be maintained in manuals and changed only upon approval by the Board of Directors.	The Executive Director shall review Board policies and procedure annually and recommend revisions to the Board as necessary..
<i>Section 2. Number, Tenure and Qualifications</i>		
1. The Board of Directors shall be composed of fifteen (15) voting members (12 elected and 3 appointed) and one non-voting member (the Executive Director).	Each year, of the 12 elected positions on the Board of Directors, four shall be up for election for a term of three (3) years as provided in the bylaws.	
2. A representative of the local school district, the local park district and the city council shall also be appointed with full voting privileges. These appointments shall be for the terms of their office or position. These three positions constitute the remainder of the fifteen voting members of the Board of Directors.		

Batavia Chamber of Commerce
Article 4 - Board of Directors

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<p>3. No elected member of the Board of Directors is eligible for more than two successive terms of three (3) years. A period of one (1) year must elapse before eligibility is restored, as determined by the Board.</p>		
<p>4. The outgoing president, by virtue of office held, shall continue to serve as a member of the Board of Directors, with full voting privileges, for one year following their term as president, unless otherwise designated by 2/3rds vote of the Board. If this member's three-year term has expired, their term shall be extended to a fourth year, in which case the Board of Directors shall have sixteen voting members for a period of one year.</p>		
<p>5. The executive director of the BATAVIA CHAMBER OF COMMERCE shall be a member of the Board with no voting privileges.</p>		

Batavia Chamber of Commerce
Article 4 - Board of Directors

<p>Section 3. Selection and Election of Directors</p>		
<p>No later than January 31st, the Board shall appoint a Nominating Committee. The Nominating Committee shall be responsible for overseeing annual nominations of Directors and Officers of the Board.</p>	<p>The Nominating Committee shall consist of the immediate past president (as chair), two members from the Board of Directors and two members from the Membership at large. If for any reason the immediate past president is unable to serve as chair, the Board of Directors will appoint another member of the Board to serve in that capacity. The Nominating Committee shall solicit nominations from all members in good standing, and shall endeavor to ensure that the makeup of the Board represents the various categories of membership. No later than May 1, the Nominating Committee shall present to the Board of Directors a slate of candidates to serve three year terms, to replace the directors whose terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of the Directorship.</p>	
<p>Election of the board shall be by ballot—one to each organizational member, delivered by May 31. Should the return of ballots on or before June 30th be less than 10% of the voting members of the Chamber, the Board of Directors shall elect the new members of the Board</p>		<p>The Executive Director shall be responsible for distributing ballots to all members and reporting the results to the Nominating Committee and Board of Directors.</p>

Batavia Chamber of Commerce
Article 4 - Board of Directors

<p>The Nominating Committee shall also nominate a single slate of officers for the Board. The officers to be nominated are the president, president-elect, treasurer and secretary. All nominees shall be current members of the Board. Officers shall be elected by a majority vote of the Board of Directors and shall serve for a term of one (1) year or until their successors assume the duties of office.</p>	<p>Nominees shall be presented for approval at the August meeting of the Board of Directors. The President-elect, by virtue of office held, shall automatically be nominated for President.</p>	<p>The Nominating Committee shall present the slate of officers at the August meeting of the Board of Directors. They shall be approved by a majority vote of the Board members present.</p>
Section 4. Seating of a New Director		
<p>All newly elected Directors to the Board shall be seated at the September Board Meeting and shall be participating members thereafter.</p>		
Section 5. Vacancies		
<p>Vacancies on the Board, or among the officers, shall be filled by appointment made by the Nominating Committee subject to approval of the Board. The newly appointed board member shall complete the remainder of the unexpired term.</p>	<p>A member of the Board of Directors who does not perform their duties for three (3) consecutive months shall be dropped from participation on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.</p>	
Section 6. Board Meetings		
<p>REGULAR MEETINGS: A regular annual meeting of the board of directors shall be held during the month of June, at such time and place as may be fixed by the president, or if the president is for any reason unable to act, by any three (3) directors.</p>	<p>The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.</p>	<p>The Executive Director shall be responsible to notify the members of the Board of the time and place for the annual meeting.</p>

Batavia Chamber of Commerce
Article 4 - Board of Directors

<p>SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any three (3) directors.</p>	<p>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.</p>	<p>The Executive Director shall be responsible to notify the members of the Board of the time and place for any special meetings.</p>
<p><i>Section 7. Notice</i></p>		
<p>Notice of the regular annual meeting and any special meeting of the board of directors shall be given at least ten (10) days previously thereto by written notice to each director at the address as shown by the records of the corporation.</p>	<p>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. Notice of the regular annual meeting or 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 where 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 by-laws.</p>	
	<p><i>Develop a policy for email voting for Board members who will miss a meeting</i></p>	

Batavia Chamber of Commerce
Article 5 – Officers

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<i>Section 1. Officers</i>		
<p>The officers of the corporation shall be a president, a president elect, an immediate past president, a secretary, a treasurer and such assistant secretaries or other officers as may be elected by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.</p>		
<i>Section 2. Election and Term of Office</i>		
<p>The officers of the corporation shall be elected annually by the board of directors at the regular annual 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 may be convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.</p>		

Batavia Chamber of Commerce
Article 5 – Officers

Section 3. Removal		
Any officer elected or appointed by the board of directors may be removed by a two thirds vote of the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.		The Board must be given notice of any action to remove an officer at least 2 weeks prior to the meeting at which such action shall be put to a vote.

Batavia Chamber of Commerce
Article 5 – Officers

Section 4. Officer Duties		
<p>President. The president shall serve as the chief elected officer of the BATAVIA CHAMBER OF COMMERCE, and shall preside at all meetings of the membership and board of directors. Subject to the direction and control of the board of directors, the president shall be in charge of the business and affairs of the corporation; and 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, the president shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors, the president may only execute for the corporation those contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and the president may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant</p>		

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<p>secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. The president may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different office or agent of the corporation by the board of directors.</p>		
<p>President-Elect. The president-elect shall serve in the capacity of the president if the president is not able.</p>	<p>The president-elect shall be an ex-officio member of all committees.</p>	
<p>Treasurer. The treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber. The treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties customarily incident to the office of a treasurer.</p>	<p>All Chamber funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors.</p> <p>The treasurer may delegate the duties (but not the responsibilities) of maintenance of the financial accounts to the Executive Director.</p>	

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<p>Secretary. The secretary shall record the minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.</p>	<p>The secretary may delegate his duties (but not the responsibilities) to the Executive Director.</p>	
<p>Immediate Past President. In addition to other duties that may be assigned by the Board of Directors, the Immediate Past President shall serve as the chair of the Nominating Committee.</p>		
<p>The Executive Director. The Executive Director shall be the chief paid administrative and executive officer.</p>	<p>At the direction of the secretary, the executive director shall cause to be prepared notices, agenda and minutes of meetings of the Board.</p> <p>The Executive Director shall be a non-voting member of the Board of Directors, and all committees.</p>	<p>The Board of Directors shall employ an executive director and shall fix the salary and other considerations of employment.</p>

Batavia Chamber of Commerce
Article 5 – Officers

Section 5. Executive Committee		
<p>The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the president, president-elect, treasurer, secretary and immediate past president. The executive director shall be a non-voting member. The president shall serve as chair of the Executive Committee. A quorum shall consist of a majority of voting members of the Executive Committee.</p>	<p>The Executive Committee develops the annual budget, recommends acceptance of the monthly financial reports, recommends dues structure, employee benefits and approval for any capital expenditures and addresses any non-budgeted items during the year.</p>	

Batavia Chamber of Commerce
Article 6 – Committees

Bylaws	Policies	Procedures
Section 1. Committees and Directors		
<p>The board of directors, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which shall consist of two (2) or more directors. Each committee shall have two or more directors, and all committee members shall serve at the pleasure of the board.</p>		
Section 2. Purpose		
<p>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.</p>	<p>Recommendations from committees shall be presented to the Board either verbally or in writing, Recommendations shall be approved by the Board by a majority vote unless otherwise specified by the bylaws</p>	<p>Note: This section needs to be rewritten... The Current Standing Committees of the Board include: The Operations Committee has responsibility for the day-to-day activities of the Chamber. Those include (but are not limited to the newsletter, broadcast communications, Chamber gift certificates, the new resident welcome program, new member breakfasts, business referrals, leads groups, business after hours, monthly lunches, the golf outing, B-to-B expo and women in business.</p>

Batavia Chamber of Commerce
Article 6 – Committees

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
		<p>The Member Management Committee has responsibility for membership growth and retention by meeting member needs for new programs. They do this through the planning and execution of surveys, new program creation, seminars & workshops, website maintenance and “Eggs & Issues” breakfasts.</p>
		<p>The Community Relations Committee which has responsibility for Chamber outreach in the community through advertising and promotion. In addition, they take responsibility for the Chambers award processes, the Windmill City Fest, the Annual Awards Dinner, the Legislative Breakfast, the Leadership Symposium, the Celebration of Lights and the Annual Mayor’s Breakfast. They are the primary liaison with other community organizations.</p>
		<p>The Legislative Affairs Committee is responsible for researching legislative issues and keeping the Board and membership apprised of potential economics impacts. In addition they recommend policy positions to the Board and maintain communication with al legislators.</p>

Batavia Chamber of Commerce
Article 6 – Committees

Section 3. Term of Office		
Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.	One (1) member of each committee shall be appointed chairman by the president of the Board. Any committee member may be removed by a majority vote of the Board.	Any committee member considered for removal shall be notified in writing at least two weeks prior to the Board meeting at which the vote for removal will be considered, and shall have an opportunity to address the Board before a vote is taken.
Section 4. Vacancies		
Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.		
Section 5. Quorum		
Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee 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.	Committee meetings may be called at any time by the president or vice president of the Chamber Board, or by the committee chair.	
Section 6. Rules		
Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.		

Batavia Chamber of Commerce
Article 6 – Committees

<i>Section 7. Limitations of Authority</i>		
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. The designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.		

Batavia Chamber of Commerce
Article 7 – Finances

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<i>Section 1. Funds</i>		
All money paid to the BATAVIA CHAMBER OF COMMERCE shall be placed in the general revenue fund, unless specifically designated for another purpose by the Board of Directors.	The Executive Director, with the support of an outside accounting firm as necessary, shall prepare monthly financial statements, be responsible for payroll, paying vendors and taxes as approved by the Board of Directors.	1. ED, with the support of outside accounting services, prepares the financial statements, payroll reports, reconciles bank accounts and pays vendors.
	2. Board Treasurer is responsible for reviewing the Executive Director’s work and reporting to the Board.	2. ED will provide the Treasurer will all requested documents.
	3. All bank statements will be opened by the Board Treasurer.	3. The ED will provide the Treasurer with the unopened bank statement each month.
<i>Section 2. Disbursements</i>		
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.	Disbursements shall be by check, to be signed by any combination of two (2) of the following: Executive Director, President, Treasurer, Immediate Past President, Secretary or an additional member of the Board, subject to Board approval. No check shall contain the signature of any approved signer if the check is made out to that person, or any organization for which they have a conflict of interest.	1. The ED, with the original invoices, prepares checks for signature of an authorized Board member.
	2. No Committee or Board member will make any expenditure or incur any obligations on behalf of the Chamber without previous appropriations made by the Board.	

Batavia Chamber of Commerce
Article 7 – Finances

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
	3. Expenditures over \$2,500 will be bid out when practical. (See proposed bidding policy attached.)	ED will solicit bids for services, when practical, as directed by the Board.
	4. No loans shall be made or obtained on behalf of the Chamber and no negotiable instruments other than checks, shall be issued in its name, unless and except as authorized by the Board.	
<i>Section 3. Fiscal Year</i>		
The fiscal year of the BATAVIA CHAMBER OF COMMERCE shall close on August 31 st .	ED is responsible for engaging an accounting firm to prepare all required federal and state tax returns and other filing requirements, including the annual report.	
<i>Section 4. Budget</i>		
The Executive Committee shall be responsible for establishing the budget necessary to meet requirements of the BATAVIA CHAMBER OF COMMERCE	Each year, the Executive Committee, in conjunction with the executive director, shall present a budget of estimated income and expenses to the new Board of Directors for approval no later than the September meeting of the Board of Directors.	1. The ED will draft a budget for presentation to the Executive Committee for review and recommendations by August 1. 2. The ED will make revisions to the budget and prepare for presentation to the Board at the annual retreat.

Batavia Chamber of Commerce
Article 7 – Finances

Section 5. Annual Audit		
At the discretion of the Board of Directors, the accounts of the Batavia Chamber of Commerce may be reviewed/audited annually by a certified accountant as appointed by the Board of Directors.	The Board of Directors is responsible for engaging an independent certified public accountant for the purpose of auditing the Chamber’s financial statements, as deemed necessary.	<ol style="list-style-type: none"> 1. An audit committee will be formed to solicit bids from auditors and recommend an auditor to the Board of Directors. 2. The audit committee will recommend to the Board any changes suggested by the auditor. 3. The audit committee will annually perform an internal audit to verify the accuracy and reliability of the financial statements, by performing random tests of the underlying documents.
Section 6. Compensation		
There shall be no compensation for the Board of Directors. However, Directors of record will be provided with Director’s Liability Insurance.	<ol style="list-style-type: none"> 1. The Board and committee members are prohibited from receiving any compensation from the Chamber directly, or from a member of the Chamber for his/her actions as a member of the Chamber Board. 2. Each Board and committee member will annually review the conflict of interest policy and sign a conflict of interest statement (to be developed). 3. Salary and wages for the ED will be determined and approved by the Board of Directors. 4. Salary and wages for all other staff will be determined by the ED based upon budget allocations approved by the Board. 	<ol style="list-style-type: none"> 1. Salaries and wages are based upon job content and responsibility and are comparable to those paid for similar work by area firms to ensure that the Chamber can attract and retain capable employees.

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		2. Increases in salary and wages are similarly determined as recognition for efficiency in work assignments.
		3. Attitude and the assumption of additional responsibility by staff members are key factors in determining salary and wage increases.
		4. All salaries and wages are reviewed each year when the budget is prepared for the ensuing year.
		5. Salaries and wages are paid on the 15 th and 30th of each month.
		6. Overtime for non-exempt employees, if required to work beyond the normal working hours are paid their normal wage or time and a half for hours worked over 40 hours per week. Employees must receive prior authorization from the ED to work overtime.
		7. If required to work on weekends or holidays, employees may receive a like number of hours of compensatory time off.
		8. The Chamber will deduct the appropriate federal and state income taxes, social security and Medicare from employee's compensation, as directed by a completed W-4.
		9. The Chamber will provide the following additional benefits to employees:

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		10. The Holidays to be observed by the Chamber staff are as follows: Memorial Day, Labor Day and Thanksgiving. In addition, all full-time employees shall have 4 floating holidays to be chosen by them.
Section 7. Gifts		
The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.	1. The Board and ED, on behalf of the Chamber, may accept gifts, contributions and bequests or devise for the Chamber.	1. The gifts will be remitted to the ED for recording in the accounting records. 2. The ED will issue a thank you note to the donor.
Section 8. Bonding		
The ED and all Chamber Board members with check signing authority shall be bonded by a sufficient fidelity bond in the amount of 100% of all Chamber funds.	1. The ED is responsible for ensuring that the ED and the Board members who have check signing authority are bonded each year.	1. The ED will procure a fidelity bond sufficient to cover 100% of the funds maintained, on average, in all of the Chamber’s cash accounts. The fidelity bond will be paid for by the Chamber.

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Article 7 – Finances

Additional policies to be considered:

1. Invoicing for Chamber events. All attendees are invoiced.
2. Dues policy.
3. Treatment of NSF's and delinquent accounts.
4. Reimbursements to staff, ED and Board members.

Batavia Chamber of Commerce
Proposed Bidding Policy

The Batavia Chamber of Commerce will bid out all expenditures over \$2,500.

There will be an emphasis placed on requesting bids from Chamber members, when practical.

A minimum of 3 bids will be solicited, when practical.

The submitted bids will be presented to the Board of Directors for review and approval.

The determination of who is awarded a contract will be based upon quality of services or product delivered, not necessarily price.

Once a bid is selected and a relationship is established with a vendor, the expenditure need not be bid out again for another 3 years.

Batavia Chamber of Commerce
Article 8 – Parliamentary Authority & Seal

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<i>Section 1. Parliamentary Authority</i>		
The current edition of Robert’s Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are inconsistent with the chamber charter or bylaws of the BATAVIA CHAMBER OF COMMERCE.	Annually, one member of the Board of Directors will be appointed parliamentarian.	The Chamber shall maintain a current copy of Robert’s Rules of Order.
<i>Section 2. Seal</i>		
The BATAVIA CHAMBER OF COMMERCE shall use its funds only to accomplish the objectives and purposes specified in these by laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber.	Note: Check to see if this should be moved to Article 7 - Finances	
The official corporate seal of the Batavia Chamber of Commerce shall be retained and protected in the Chamber offices.	Authority for use of the official corporate seal shall rest with the Executive Director and President of the Board. The seal shall only be used for official purposes	Appropriative uses for the corporate seal shall include, but are not limited to, legal and financial documents, and official awards and recognition.

Batavia Chamber of Commerce
Article 9 – Dissolution

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
<p>Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.</p>	<p>Membership dues will not be refunded upon dissolution. Upon dissolution of the corporation, the Executive Committee shall recommend to the full Board of Directors, which organizations shall receive the remaining funds. Priority should be given to those appropriate organizations, if any, that have maintained Chamber membership for a reasonable period of time.</p>	<p>The Executive Director or Executive Committee shall pay all remaining liabilities. The Executive Committee will then review all potential recipients for the remaining funds and make a recommendation to the Board. The Board shall then disperse the funds based on a majority vote.</p>

Batavia Chamber of Commerce
Article 10 – Waiver of Notice

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, 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.		

Batavia Chamber of Commerce
Article 11 – Amendments

<i>Bylaws</i>	<i>Policies</i>	<i>Procedures</i>
These bylaws may be amended or altered by a two-thirds vote of the Board of Directors, at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments.	Any proposed amendments or alterations to the bylaws must be submitted to the Board in writing by a minimum of two Board members, at least ten (10) days in advance of the meeting at which time they are to be acted upon.	The Executive Director shall distribute appropriate meeting notices including the proposed amendments or alterations.

**Batavia Chamber of Commerce
Additional Policies and Procedures**

<i>Policies</i>	<i>Procedures</i>
<p>Event Refunds Cancellations made at least 24 hours in advance will allow the registrant to cancel with no penalty and a full refund.</p>	
<p>Website privacy and security The Batavia Chamber of Commerce respects the privacy of its members and of those who visit this site. Subject to the provisions of applicable laws, any information you submit to The Batavia Chamber of Commerce will not be used in any manner to which you have not consented. While The Batavia Chamber does analyze its web site logs to monitor the flow of traffic and make improvements to the site's content, its web site logs are not personally identifiable, and no attempt to link them to individual visitors to this site is made.</p> <p>Personally Identifiable Information We do not collect personally identifiable information about you on The Batavia Chamber web site without your knowledge or action. Your information is collected through the membership registration, event registration forms and/or other Chamber solicitations. This information includes, but is not limited to, your name (first and last), company name, company address, phone number, fax number, e-mail address, and credit card information. You should be aware that if you disclose any information on a bulletin board or in a chat room or other open forum that is hosted by The Batavia Chamber, others may collect that information to send you unsolicited information from outside The Batavia Chamber, or for other purposes.</p> <p>Use of Personally Identifiable Information Other than the information displayed in the business directory on our website, and the information you provide to us, the Chamber does not share your contact information with third parties. You will always have the ability to opt out from receiving information from The Batavia Chamber as well as from said third parties.</p> <p>Non-Personally Identifiable Information Non-personally identifiable information includes, but is not limited to, information we automatically collect on your use and/or actions on our web site (e.g., user traffic patterns, page views on the web site, click-through rates, search terms that users enter into our search utility). We reserve the right, when a visitor arrives at our site, to collect the IP address, operating system, and browser software used. An IP address (which is not the same as an e-mail address) can tell us the user's internet service provider and, based on that, can suggest the geographic location of the connection.</p> <p>Use of Non-Personally Identifiable Information As a general matter, non-personally identifiable information helps us determine how the BataviaChamber.org web site is being used, helps us identify popular areas of the web site, and helps determine the effectiveness of our promotional activities regarding the web site.</p> <p>Use of "Cookies" Our web site may use "cookies" (i.e., a small data file that our web site writes to a user's hard drive) to help track your usage of our site, including what advertising you have seen. The Batavia Chamber's cookies do not include personal information about</p>	

Batavia Chamber of Commerce
Article 11 – Amendments

<i>Policies</i>	<i>Procedures</i>
<p>you, but they are unique to each user and include a member ID # (a randomly generated unique number) that enables the Batavia Chamber's web site to identify you when you visit, so you: (1) do not have to remember your username and password each time you visit the web site; and (2) receive any personalized services you requested when you registered.</p> <p>Neither our web site, nor the cookies we write to the hard drives of our users, read any data off of your hard drive outside of our cookies. This includes not reading any cookie files created by other web sites. You can refuse our cookies by turning them off in your browser (for more information on how to do this, please refer to your browser's documentation). You do not need to have cookies turned on in your browser to use our web site; however, without cookies certain of the automated functions and features of our web site will not be available to you. We also use cookies to measure the click through rate on e-mails delivered.</p> <p>Third Party Use of Personal Information The Batavia Chamber web site contains links to other internet web sites, including co-branded or other affiliated sites. Unless otherwise explicitly stated, we are not responsible for the privacy practices or the content of such web sites, including such sites' use of any information.</p> <p>Security When you send credit card information via our website, we encrypt this information between your computer and our server. Other information you send to this site, including email messages, will not be encrypted unless we advise you otherwise. Our web site is protected by a firewall and monitored for security. Your payment and personal information are always safe. Our Secure Socket Layer (SSL) software is the industry standard and among the best software available today for secure commerce transactions. It encrypts all your personal information, including credit card number, name and address, so that it cannot be read over the Internet. Credit card information given to us by telephone or in person is held in confidence and only as long as necessary to record payment in our software. All credit card information is then shredded, typically within 24 hours.</p> <p>Merchant Services You may be able to access certain information related to third parties at the site, or via links, banner ads or clickthroughs from the site, regarding the goods or services of third parties. You understand and agree that your access to or use of those services is a matter entirely between you and the associated third parties, and The Batavia Chamber shall have no liability whatsoever for any such access or use.</p> <p>Legal Disclaimer This site provides information designed to help users cope with their own legal, business, financial, and other needs. This information is not the same as retaining experts in those fields for advice. Although we go to great lengths to ensure the information is accurate, we strongly recommend you consult an expert, including but not limited to a lawyer, accountant, financial services consultant, or other professional as appropriate. Nothing contained in this web site is to be considered as the rendering of legal, financial, professional or other advice for specific cases, and users are</p>	

Batavia Chamber of Commerce
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<i>Policies</i>	<i>Procedures</i>
<p>responsible for obtaining such advice from their own legal, financial or other counsel. The information contained on this site is intended for educational, background and informational purposes only.</p> <p>Correcting, Updating or Deleting Information</p> <p>The BataviaChamber.org web site gives users the option to correct, update or delete any information previously provided to us by the user; however, we will maintain copies of user information to the extent retained as part of our web site's standard backup/archive process. In addition, these procedures will not remove such of your information that has been provided by you to, or collected from you by, the web sites of our business partners. We are not responsible for ensuring the removal or deletion from the web sites of our business partners of your information provided by us to our business partners as permitted by you or otherwise in accordance with this Privacy Statement.</p> <p>To make changes to your contact information, or to opt out of receiving information, please contact us in one of the following ways:</p> <ol style="list-style-type: none">1. Send an e-mail to info@BataviaChamber.org.2. Send a written request to: Batavia Chamber of Commerce 106 W. Wilson Street Batavia, IL 605103. Call us at 630-879-7134 <p>Changes to This Privacy Policy</p> <p>This privacy policy is available at all times to all users of the BataviaChamber.org web site at http://www.bataviachamber.org/documents/PrivacyStatement.pdf. Any material changes to this privacy policy will be communicated to users through this web page. Users of this resource are responsible to stay up to date on the BataviaChamber.org privacy policy.</p>	