

**OAK PARK-RIVER FOREST  
CHAMBER OF COMMERCE  
BYLAWS**

**ARTICLE I:  
GENERAL**

**Section 1: NAME AND LOCATION**

This organization is incorporated under the state laws of Illinois and shall be known as the **OAK PARK-RIVER FOREST CHAMBER OF COMMERCE** (herein referred to as Chamber).

The principal office of the Chamber shall be situated within the corporate boundaries of Oak Park or River Forest at an exact location designated by the Board of Directors.

**Section 2: PURPOSE**

The Oak Park-River Forest Chamber of Commerce is a leadership, educational and advocacy organization, which fosters and promotes businesses and business interests in the Oak Park and River Forest area.

**Section 3: ANTI-TRUST POLICY STATEMENT**

The Chamber is organized for the purpose stated above and is not intended to, and may not play any role in the competitive decisions of its members or their employees, or in any way restrict the competition in any aspect of our business community.

**Section 4: LIMITATION OF METHODS**

The Chamber shall be nonprofit, nonpartisan, nonpolitical, and nonsectarian in its activities. It shall observe all local, state, and federal laws that apply to a not-for-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE II:  
MEMBERSHIP**

**Section 1: ELIGIBILITY:**

Any reputable individual, association, corporation, partnership, trust or estate conducting business in Oak Park or River Forest or the greater Chicago metropolitan area is eligible for membership in the Oak Park-River Forest Chamber of Commerce at the discretion and approval of its Board of Directors.

**Section 2: CLASSIFICATION:**

Membership shall be divided into classes:

- A. **Company Memberships.** This status is reserved for corporations, limited liability companies, partnerships, estates, trusts, proprietorships or a branch office and shall be listed with the Chamber. Each company shall designate one representative submitting to the Corporation in writing the name of that representative, who shall be the voting members, whose designation may be changed from time to time in a similar manner.

- B. Individual Memberships.** This membership status shall be available to those individuals conducting business in an individual capacity who shall be voting members.
- C. Associate Memberships.** This status is reserved for those who are individuals working or affiliated with companies already members of the Chamber. Associate Members shall be non-voting members.
- D. Honorary Memberships.** Any person of distinction who has rendered outstanding service to the Chamber or community may be nominated for election as an HONORARY member. A positive vote of two-thirds (2/3) of the Board of Directors at any Board meeting shall be required to elect such a member. Honorary membership shall include all the privileges of individual membership except that of holding office and Honorary Members do not pay dues. Honorary members will be voting members.
- E. Additional Classifications.** Additional classifications can be added at the discretion of the Board.

### **Section 3: DUES**

Members who are elected at a meeting of the Board of Directors shall pay an annual membership fee, the amount of which shall be determined from time to time by the Board of Directors.

### **Section 4: TERMINATION OF MEMBERSHIP**

- A. Death or Resignation.** The death, resignation or expulsion of a member shall terminate membership. A member may resign by written notice of resignation to the Secretary. Such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.
- B. Nonpayment.** Membership shall automatically terminate on failure to pay dues within 90 calendar days after due date thereof unless the Executive Committee of the Board determines that extenuating circumstances make termination unwarranted.

### **Section 5: EXPULSION OR SUSPENSION**

Members may be expelled or suspended by the Board of Directors for cause, including, but not limited to: non-payment of dues or other obligations owed to the Chamber within a reasonable time as fixed by the Board of Directors; or a violation of the bylaws or any lawful rule of practice duly adopted by the Chamber; or for any conduct prejudicial to the interests of the Chamber. No member may be suspended or expelled without the opportunity of a hearing before the Board of Directors at a proposed time and place and after reasonable notice. A two-thirds (2/3) vote of the entire voting Board of Directors at a duly convened Board meeting at which a quorum is present shall be necessary to suspend or expel a member. A suspended or expelled member shall have the right to appeal at the next regularly scheduled or special meeting of the Board within thirty days of the request of such appeal.

Any business demonstrating poor business practice as evidenced by the number and nature of valid complaints lodged with the chamber or any legitimate or established organization handling complaints against businesses may have its membership terminated, subject to the provisions of this section.

**Section 6: REINSTATEMENT**

A two-thirds (2/3) vote of the entire voting Board members present at such a duly convened meeting at which a quorum is present shall be required to reinstate membership

**Section 7: VOTING**

Each member of a class entitled to vote that is in good standing shall be entitled to one vote on each matter submitted to a vote of the members, one vote in any election, one signature on any petition, or shall count as one (1) in any request for a special meeting.

**Section 8: NON-TRANSFERABLE**

Membership in the Chamber is not transferable, assignable or otherwise disposable, unless approved by the Board.

**Section 9: EFFECT OF TERMINATION**

All rights, privileges and interest of a member in or to the Chamber shall cease on the termination of the member. A terminated member shall, as of the date of termination, cease to use or avail themselves in any manner whatsoever, of the Chamber's logo or emblem; nor shall it directly or indirectly state, imply or indicate membership or affiliation with the Chamber.

**ARTICLE III:  
GENERAL MEMBER MEETINGS**

**Section 1: ANNUAL MEETINGS**

An annual meeting of the membership shall be held each year, the time and place to be determined by the President and the Board of Directors.

**Section 2: REGULAR MEETINGS**

The Board of Directors shall hold regular meetings of the membership as determined necessary or desirable.

**Section 3: SPECIAL MEETINGS**

Special membership meetings may be called by the President or a quorum of the Board of Directors, or by petition by ten percent (10%) of members in good standing.

**Section 4: QUORUMS**

A quorum shall be 10% of members in good standing who are present in person or by proxy to a regular, annual or special meeting where said meeting is conducted.

### **Section 5: NOTICE OF MEETINGS**

Written notice stating the place, date, and hour of any Chamber **annual** meeting of members shall be delivered to each Chamber member entitled to vote at such meeting not less than 5 nor more than 15 days before the date of such meeting. Written, mailed, faxed or email notice stating the place, date, and hour of any Chamber **special** meeting of members shall be delivered to each Chamber member entitled to vote at such meeting not less than forty-eight (48) before the date of such meeting. In case of a special meeting or when required by statute, the purpose for which the meeting is called and the subject or subjects to be considered shall be stated in the notice.

### **Section 6: PROXIES**

Each member entitled to vote at a meeting of members 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 11 months from its date, unless the proxy provides for a longer period.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 1: AUTHORITY AND RESPONSIBILITY**

The authority of Chamber operation and control of its property shall be vested in the Board of Directors. The Board has final approval for policy, by-laws and program content. The Board has final responsibility for seeing that Chamber mission is carried out.

### **Section 2: COMPOSITION**

There shall be not less than fifteen (15) elected Directors; with not more than five (5) or more elected each year for a three (3) year term. Directors are limited to two consecutive three (3) year terms and may be reelected after a lapse of one year following elected terms.

The President may annually appoint up to five (5) additional Directors to serve a one (1) year term. These Directors shall be appointed ex-officio, without a vote on matters before the Board. The Immediate Past President shall be a member of the Board for one year following his/her term as President. If approved by vote of at least 2/3 of the Full Board in attendance at a regularly scheduled Board meeting, up to two of the five appointed Directors may be granted full voting rights on matters before the Board, throughout their appointed term. He or she shall possess all the rights, duties, and responsibility of Directorship unless said term of Directorship has expired. Under that condition, he or she shall remain for one year as Immediate Past President in an ex-officio role. The Executive Director shall serve as a non-voting ex-officio member of the Board of Directors. (*Amended Article IV Section 2: Composition, paragraph 2, first and second sentences – accepted 04-08-08.*)

### **Section 3: MEETINGS**

Regular meetings shall be held at the time and place designated by the Board.

- A. **Regular Meetings.** The Board shall meet a minimum of ten times per year, at such regular time and place as shall be determined by the Board.
- B. **Special Meetings.** Special meetings of the Board of Directors may be called by the President of the Chamber at such times and places as may be designated, and shall be called to meet upon demand of the majority of the Board's members. Three (3) hours notice shall be given to each Director, or by written request of at least one-third (1/3) of the elected directors.

Notice of all meetings, except for a special meeting, of the Board of Directors shall be distributed to each member of the Board at least five days in advance of such meeting.

**Section 4: TERMINATION OF BOARD MEMBERSHIP**

An elected Director's unexcused absence from three (3) regularly scheduled Board meetings within one year shall be considered a resignation, unless a majority vote by the Board deems sufficient reason to be given for the absence. The term of office of any Director, whose membership in the Chamber shall terminate, shall end on the day of the termination of membership.

**Section 5: QUORUM**

Fifty percent (50%) of voting Directors in good standing shall constitute a quorum.

**Section 6: MANNER OF ACTING**

An act of the majority of the voting members of the Board of Directors present at a meeting in which a quorum is present shall be an act of the Board of Directors, except when otherwise provided by law or by these bylaws. Each Board member entitled to vote at a Board 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 11 months from its date, unless the proxy provides for a longer period.

**Section 7: RESIGNATIONS AND 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 so created shall be filled in some other manner, in which case such provision 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.

- A. Should a Director voluntarily resign from the Board but remain an employee of the member organization, the organization, which that Director represents, shall have sixty (60) days to nominate an individual from their organization to complete the term of that Director. This individual shall be eligible for an additional term. Acceptance of that individual as a Director requires the approval of the President and the Board.
  
- B. Should a Director no longer be employed by or represent a member organization, that Director may retain their Directorship for up to ninety (90) days or until the natural expiration of their term if less than ninety (90) days. Within the ninety (90) day period that Director must become employed by or become a representative of a member organization in good standing to retain their Directorship.
  - i. Retention of Directorship is contingent upon being the sole Director representing a member organization.
  
  - ii. If the Director does not retain their Directorship as provided herein, the member organization that the Director originally represented may nominate a replacement from their organization within that ninety (90) day period to

complete the term of that Director. Acceptance of that individual as a Director requires the approval of the President and the Board.

- iii. A Director vacancy shall not be filled other than by the provisions of this section.

**Section 8: DIRECTORS INSURANCE**

The Chamber shall provide officer and directors liability insurance for each Board member and Officer of the Chamber.

**Section 9: EXECUTIVE COMMITTEE**

The Executive Committee shall be comprised of the four Chamber officers, (President, Vice President, Treasurer and Secretary), the Immediate Past President (for a one year term), and one at-large Director appointed by the President. In the event there is no Immediate Past President to fill the slot, the President of the Board will appoint a second at-large member. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee.

The Executive Committee is authorized to exercise the powers of the Board between regularly scheduled Board meetings and shall report its actions at the next Board meeting.

Executive Committee meetings may be called by the President. A majority of the voting members shall constitute a quorum. In the event of a tie vote of the Executive Committee, the President can grant a second tie-breaking vote.

**ARTICLE V:  
NOMINATIONS AND ELECTIONS**

**Section 1: NOMINATING COMMITTEE**

By the October meeting of the Board, the President shall designate five (5) Directors in good standing as members of a nominating committee, one of whom shall be a Past President or an ex-officio representative. The President shall designate one of said members to chair the committee. The Executive Director shall be an ex officio member of the Committee and shall not have a vote.

**Section 2: CANDIDATES**

At the November meeting of the Board, the Nominating Committee shall present a slate of candidates to replace the Directors whose terms are expiring; confirming the fact that each candidate had been personally contacted by the Committee and willing to accept Directorship responsibility.

Additional candidates for Director can be nominated by petition bearing the genuine signatures of twenty-five (25) Chamber members. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. Nominating Committee shall have final determination of sufficiency of petitions.

**Section 3: NOTIFICATION OF CANDIDATES**

Upon receipt of the report of the Nominating Committee, the membership shall be notified of the names of persons nominated as candidates for Directors, and the right of petition. A list of candidates so nominated shall be kept on file in the office of the Chamber.

**Section 4: DETERMINATION**

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their December meeting.

If a valid petition shall present additional candidates, the names of all candidates shall be arranged in alphabetical order. Instructions will be to vote for the number of existing vacancies. Identification of those candidates nominated by the Committee shall appear on the ballot. The election shall utilize the organization's regular information distribution procedures. The President shall appoint three (3) elected Directors whose terms do not expire at the end of said calendar year to constitute an Election Committee.

The Election Committee shall accumulate all qualified ballots, noting the eligibility of each member voting, that all such ballots are tallied and canvassed, and to declare the true results of said election in writing to the Nominating Committee.

**Section 5: CERTIFICATION OF NEW DIRECTORS**

Following the official determination of the election of the new Directors, the Nominating Committee shall certify their names to the current President by appropriate statement signed by the members of the Nominating Committee. The current President shall announce the results and notify the newly elected Directors.

**Section 6: NOMINATIONS OF OFFICERS**

The Nominating Committee shall select one person for nomination to each of the following offices: President of the Chamber, Vice President, Treasurer, and Secretary. Such persons shall be selected from a list of eligible members as supplied by the President and/or Executive Director.

The report of the Nominating Committee selecting candidates for office shall be announced at the regularly scheduled November Board of Directors meeting. At the regularly scheduled Board meeting in December the Chairman of the Nominating Committee or properly appointed substitute from said committee shall place in nomination the names of the selected nominees.

**Section 7: DETERMINATION OF OFFICERS**

The current President shall notify all the members of the Board to be present at the December Board meeting for the purpose of election of officers.

Upon the nomination of officers by the Chairman of the Nominating Committee or designate, the current President shall ask for additional nominations. If there are none, those so nominated will become the new officers for the ensuing year commencing on January 1.

If additional names are offered, a secret, written ballot by the elected Directors sitting in term will determine the new officers.

## **ARTICLE VI: OFFICERS**

### **Section 1: ELECTIVE OFFICERS**

The elective officers of the Chamber shall be the President, Vice President, Treasurer and Secretary. Elective officers shall be elected by and from the Board of Directors at the December Board meeting. All of said officers must be members of the Board of Directors.

### **Section 2: TERM OF OFFICES AND VACANCIES**

Each elected officer shall hold office for a term of one year following election and until a successor shall be elected and qualified. The officers are eligible to serve additional terms, if elected. The Board of Directors shall serve a three-year term with a limit of two terms. New directors shall begin service on the Board on January 1 after election. All terms will expire on December 31. The replacement for any Officer vacancy shall be appointed by the President, with the approval of the Board of Directors within 60 days thereafter.

### **Section 3: DUTIES OF OFFICERS**

President of the Chamber: The President shall be the chief officer of the Chamber and shall preside at the meetings of the Chamber and of the Board of Directors with the right to vote. The President shall also, at the Annual Meeting of the Chamber, and at such other times as are deemed proper, communicate to the Chamber or to the Board of Directors such matters and make such suggestions that may tend to promote the welfare and increase the usefulness of the Chamber and shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors. In the event of a tie vote of the Executive Committee or the Board of Directors, the President is granted a second tie-breaking vote.

The President of the Chamber shall, with approval of Board or Executive Committee, appoint and discharge all committees, councils, and task forces. The President of the Chamber shall automatically be a member of all such committees, councils and task forces of the chamber.

Vice President: The Vice President shall have primary responsibilities for the Strategic Plan process. The Vice President may be designated by the President to perform the President's duties in the event of his/her temporary disability or absence from meetings. In the event of the absence or disability of the President and the Vice President, a member of the Board of Directors shall be chosen by the affirmative vote of a majority of the Board to temporarily serve as President until the next Board election.

Treasurer: The Treasurer shall keep, or cause to be kept, books of account and an accurate record of all financial proceedings of the Chamber, Board of Directors, and Executive Committee. He/she will be the liaison to the Finance Committee and serve as a member of the Finance Committee and assist in the preparation of the Annual Budget for the approval of the

Board of Directors. At the expiration of the term of office, the Treasurer shall deliver to the Board of Directors all books, paper and property of the Chamber.

Secretary: The Secretary is responsible for the official correspondence and written notices of the Chamber. This officer will maintain an accurate record of the proceedings of the Chamber and Board of Directors. The Secretary shall preserve committee reports, books, documents, communications, and artifacts of this organization. At the expiration of the term of office, the Secretary shall deliver to the Board of Directors all books, papers, and property of the organization.

#### **Section 4: COMPENSATION**

No elective officer shall be paid any compensation for services as such officer, but the Board of Directors may authorize reimbursements for any reasonable expenses incurred by such officer in the performance of their duties.

#### **Section 5: APPOINTIVE POSITIONS**

The Board of Directors may employ an Executive Director, whose compensation shall be determined by the Board of Directors. The Executive Director shall be the chief administrative officer of the Chamber.

#### **Section 6: DUTIES OF THE EXECUTIVE DIRECTOR**

It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. This office shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors. At the expiration of the term of employment, the Executive Director shall deliver to the Board of Directors all books, paper and property of the Chamber.

### **ARTICLE VII: COMMITTEES, COUNCILS AND TASK FORCES**

#### **Section 1: DESIGNATION OF COMMITTEES**

The President, subject to the approval of the Board of Directors by resolution adopted by a majority of Directors, shall have the power to create committees and to define, limit or enlarge their duties and functions and to discharge or terminate any such committees so created. The Board may refer or assign any matter to any committee of the Chamber. The Board of Directors may make rules with respect to the government of all committees not inconsistent with these bylaws. Committees will meet as deemed necessary by the President.

#### **Section 2: SPECIAL MEETINGS**

Written notice stating the place, date, and hour of any committee meeting of members shall be delivered to each committee member not less than forty-eight (48) before the date of such meeting.

#### **Section 3: APPOINTMENTS**

Committee Chairpersons shall be appointed by the President.

**Section 4: DUTIES**

Each standing committee and ad hoc committee shall perform the functions specially prescribed by the bylaws or in the resolution creating a special committee and such other functions as may be designated from time to time by the Board of Directors and the President.

**Section 5: QUORUM**

Except as may be otherwise provided, no quorum shall be necessary for a committee to act at a regularly convened meeting of such committee, provided that notice of such meeting has been sent to all members of such committee. The act of a majority of the members present at a meeting of the committee shall be the act of the committee.

**Section 6: REPORTS**

All committees shall make reports to the Board of Directors at each Board meeting or at such other times as requested by the Board of Directors and/or the President.

**Section 7: EXPENSE**

Except as otherwise provided in the bylaws, no committee shall incur any expense beyond its appropriation without the consent of the Board of Directors, nor may any committee commit or bind the Chamber to any contract or obligation without the consent of the Board of Directors.

**Section 8: STANDING COMMITTEES**

The standing committees of the Chamber and their functions shall be as follows:

- A. Executive Committee. The Executive Committee shall be comprised of the officers of the Chamber Board of Directors and the immediate past president as well as one at-large member. If the immediate past president is not a member of the Executive Committee, a second at-large director will be appointed. The Committee shall review the performance of the Executive Director and revise the job responsibilities, duties and salary when appropriate and shall provide advice and council to the President.
- B. Finance Committee. The Finance Committee shall oversee the financial affairs of the Chamber and advise the Board of Directors in connection with the sound financial management of its assets and expenditures. The Treasurer shall serve as a member of the Committee.
- C. Membership Committee. The Membership Committee shall consider understanding and monitoring the needs of the membership and designing membership packages and benefits that ensure satisfaction and better recruitment and retention of members.
- D. Events Committee. The Events Committee shall strive to provide informative, educational and entertaining programs and events for the OPRF Chamber membership. The Events Committee will also manage the Annual Meeting as well as other community events.

- E. Business Advocacy Committee. The Business Advocacy Committee shall consider building a program to improve relations with government representatives, monitoring upcoming issues or changes that may impact membership and businesses and recommending and implementing appropriate advocacy activity on behalf of Chamber members and the business community.
- F. Marketing and Communications Committee. The Marketing and Communications Committee shall consider increasing the awareness and reputation of the Chamber by developing marketing and communications programs directed at the membership and the community at large.
- G. Personnel Committee. The Personnel Committee shall consider developing policies and practices as they relate to the office operations and human resources.

### **Section 9: AD HOC COMMITTEES**

Ad Hoc Committees shall be committees charged with specific activities geared towards addressing the issues facing the Chamber. These committees will be appointed by the President on an as needed basis and the chair of each committee will be appointed by the President. Ad Hoc Committees will meet on a regular basis and report their activities to the Board of Directors until their issue is fully addressed. Ad Hoc Committees may include but are not limited to the following:

- A. Strategic Planning Committee. The Strategic Planning Committee shall consider the goals and objectives of the Chamber and recommend to the Board of Directors strategies to achieve such goals and objectives.
- B. Bylaws Review Committee. The Bylaws Review Committee is charged with reviewing the Chamber bylaws and recommend to the Board of Directors revisions to support the management and direction of the Chamber.

### **Section 10: TASK FORCES**

Task forces are established by the Board of Directors for goal accomplishment. They will be comprised of at least one Director selected by the President and such other members in good standing as may be necessary. The President shall appoint a Chairperson.

### **Section 11: LIMITATION OF AUTHORITY**

Each committee and task force shall have powers only of investigation and recommendation and shall not, of its own action, commit the Chamber to any policy, or issue public statements without prior Board approval.

**ARTICLE VIII:  
DISBURSEMENTS**

No disbursements of the funds of the Chamber shall be made unless the same shall have been approved in the budget by the Board of Directors. All disbursements shall be made by check and check shall be signed by two of the following: Executive Director, President, Vice President, Treasurer or Secretary.

**ARTICLE IX:  
BUDGET AND FINANCE**

**Section 1: BUDGET**

Prior to the beginning of the new fiscal year, the Finance Committee shall compile a budget of estimated expenses, including a stated amount for each committee and submit it to the Board of Directors for approval before the beginning of the fiscal year. As passed by the Board, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board.

**Section 2: FINANCIAL STATEMENTS**

The financial accounts of the Chamber shall be reviewed annually by a committee of three (3) members appointed by the President of the Board with the approval of the then current Board of Directors, exclusive of the prior year's officers. A review will be conducted and completed so results can be presented to the Board at its September Board meeting. Their report shall at times be available to members of the organization from the Chamber office.

**Section 3: TITLE OF PROPERTY**

Title of all property shall be held in the name of the Chamber and membership in the Chamber shall not give any member any interest in the property of the Chamber. Any conveyance of property shall be made in the name of the Chamber, by the President, and attested by the Secretary, or in the absence of these officers, by those delegated to perform their duties as elsewhere provided by these bylaws.

**Section 4: AUTHORITY TO EXECUTE CONTRACTS**

The President, or any officer, or the Executive Director, may when authorized by the Board of Directors or the Executive Committee enter into a contract and deliver the instrument in the name of and on behalf of the Chamber.

**ARTICLE X:  
FISCAL YEAR**

The fiscal year for the Chamber shall end on the last day of December.

**ARTICLE XI:  
CONDUCT OF MEETINGS**

The proceedings of the Chamber's meetings shall be governed and conducted according to the latest edition of Robert's Manual of Parliamentary Rules or such other procedure as shall carry out the will of the majority of those present.

**ARTICLE XII:  
AMENDMENTS**

All proposed amendments to the Chamber bylaws shall first be reviewed and approved by the Board of Directors. Proposed bylaws amendments may be considered at any regular or special meeting of the Chamber, including a Business After Hours event, after the proposed amendments have been posted at the Chamber offices for ten (10) days. To be adopted, any such amendments shall require a majority affirmative vote of those Chamber members present and eligible to vote. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. Each member entitled to vote at a meeting of members may send a written proxy prior to the meeting to alter, amend or repeal the bylaws or adopt new bylaws, unless the proxy provides for a longer period. Any revisions made to these amendments at a regular or special meeting of the Chamber may be adopted without publication as is otherwise required under this Article.

**ARTICLE XIII:  
DISSOLUTION**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of such funds shall inure, or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

**ARTICLE XIV:  
LIMITATION AND LIABILITY**

Nothing herein shall constitute members of the Chamber as partners for any purpose. No member, officer, agent or employee of this Chamber shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Chamber. Nor shall any member, officer, agent or employee be liable for their acts or failure to act under these bylaws, except only those acts or omission to act arising out of willful misfeasance.