



WEST SIDE
CHAMBER OF COMMERCE
INDIANAPOLIS
Creating Connections on the West Side

Bylaws and Standard Operating Procedures of the West Side Chamber of Commerce

December 11, 2012

Amended Jan. 31, 2014

This document contains the approved Bylaws and standing Standard Operating Procedures. Standard Operating Procedures, established by the Executive Committee, begin on p. 11, or by [clicking here](#).

Bylaws

ARTICLE I - GENERAL

Section 1. Name: The name of the organization is the "West Side Chamber of Commerce."

Section 1A – Definition: The West Side Chamber of Commerce primarily serves, but is not limited to, businesses, organizations and issues of Decatur, Pike, Wayne Townships (Marion County, Indiana) and those Hendricks County areas that may be adjacent to the borders of these townships. This is considered its primary catchment area.

Section 2. Mission: "The mission of the West Side Chamber of Commerce is to promote vibrant, sustainable economic development and strengthen the quality of life in our community by:

- Attracting, retaining, and connecting businesses,
- Advocating pro-business public policies, and
- Assisting businesses in actively engaging in the community."

To accomplish this mission, the West Side Chamber of Commerce shall adhere to these guidelines:

1. Advocate for business and community prosperity by promoting economic programs designed to strengthen and enhance the financial opportunities for all businesses located on the West Side
2. Serve as an effective non-partisan, non-sectarian advocate for business on legislative, business, social, educational, regulatory, governmental and community issues affecting the West Side.
3. Identify and overcome issues detrimental to the business climate and community growth.
4. Support civic, social, educational and cultural programs designed to increase the functional and aesthetic values of the community.

Section 3. Office: The West Side Chamber of Commerce is incorporated under the laws of Indiana and its principal office shall be at such place in Indiana.

Section 4. Limitation: The West Side Chamber of Commerce shall observe all local, state, and federal laws which may apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility: Any reputable person, sole-proprietor, association, corporation, partnership or estate shall be eligible for membership in the West Side Chamber of Commerce.

Section 2. Application: Each applicant shall apply for membership based upon membership criteria stated in the Bylaws and shall be submitted to the Board for review.

Section 3. Election: Applicants for membership shall be presented to the Board of Directors for review to be accepted or denied. Applicant shall be promptly notified of the disposition of their application.

Section 4. Investment: Annual membership investment shall be at the rates or formula as prescribed by the Board of Directors payable in advance or in such other installments or for such other periods as the Board may determine.

Section 5. Individual: Any person not engaged in a business within the catchment area and/or who is interested in West Side community affairs shall be eligible for review as an individual membership in the Chamber.

Section 6. Firm/Corporate: A firm, corporation, partnership, or estate that sponsors an active membership or more than (1) individual membership shall be designated a "member firm." One (1) individual member sponsored by each member firm shall be identified as a "Designated Voting Representative."

Member firms may display evidence of their support for the Chamber at their places of business, but all other privileges of membership, including the right to vote, are vested with the designated voting representative. Member firms may request the transfer of active memberships sponsored by them to new individuals whose names maybe presented to the Board of Directors for election.

Section 7. Associations: Any association, club or non-profit organization that is interested in West Side community and/or commercial development shall be eligible for review for membership in the Chamber.

Section 9. Voting: Each member, individual, associate, shall be entitled to one vote.

Section 10. Termination:

- a. Any member may resign from the Chamber upon written request to the Board of Directors; however, such resignation shall not relieve a member from any arrearage of membership investments, subscriptions or their indebtedness to the Chamber.
- b. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- c. Any member may be expelled by a three-fourths vote of the Board of Directors, at a regularly scheduled Board meeting for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber.
- d. No member may be expelled without the opportunity of a hearing before the Board of Directors after reasonable notice.

Section 11. Reinstatement: The Board of Directors may reinstate any former member of the Chamber upon terms and conditions as it may deem fit.

ARTICLE III - MEETINGS

Section 1. Annual: The annual meeting of the Chamber shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Additional:

- a. The Executive Committee shall hold regular meetings at the discretion of the President.
- b. The Board of Directors shall hold regular meetings at such times as the Directors shall decide, and may by majority vote provide that regular meetings shall be held more often. Special meetings of the Board may be called by the President at his/her discretion and shall be called at the request of not less than three directors, upon twenty-four hour notice, served personally or by telephone, emailed or mailed to each director at his/her business or residence address.
- c. Committee meetings may be called by the President, Vice President, or by the committee's chairperson.

Section 3. Quorums: At all meetings of the Board of Directors a majority of Board members present shall constitute a quorum. For all general meetings of members a quorum shall be a majority of members present.

Section 4. Notice, Agenda, Minutes: Written, including e-mail and other digital forms, notice of all Chamber meetings must be given at least three (3) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. In cases of emergency, of which the President shall be the judge, special meetings may be held on twenty-four (24) hours' notice. Chamber members are entitled to a copy of the Board of Directors meeting minutes after the minutes have received Board approval.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition: The Board shall represent the diversity of the West Side. It shall be comprised of fifteen (15)* members including one designated representative each from the three (3) Townships in the catchment area: Decatur, Pike and Wayne. Candidates shall be duly presented by the Nominating Committee and voted on by the membership.

Each board member shall serve for two years with staggered terms.

In addition there will be ex officio (non-voting) representation from the Office of the Mayor of Indianapolis and an appropriate regional economic development organization.

The governance and policy-making responsibility of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

Section 2. Selection: At the first Board meeting in July the President shall appoint a Nominating Committee of three (3) or more members of the Chamber. The President shall designate the head of the committee. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship. No Board member who has served two consecutive two-year terms is eligible for election for a third term. A period of one year must lapse before eligibility is restored. In addition, any members of the Chamber may make nominations for directors, provided such nominations are in writing and are filed with the President on or before the first Board meeting in August.

Four (4) directors will be elected from the candidates in *odd* years and five (5) directors will be elected in *even* years.

Section 3. Elections: Elections shall be conducted within sixty (60) days preceding the Annual Meeting. The names of all candidates shall be arranged on a ballot in alphabetical order. The winning candidate for each office will be declared as the one who receives the MAJORITY of votes from members in good standing attending the meeting. Instructions will be to vote for four (4) director candidates in *odd* years and five (5) director candidates in *even* years.

In case of a tie vote affecting the results, the election judges shall cast lots and certify as elected the person or persons whom the lot determines. The report of the election judges shall be made in writing at the last scheduled meeting of the Board of Directors prior to the annual meeting. This report shall include but not be limited to:

- a. The names of the four (4) or five (5) individuals, depending on the year cycle, elected to serve two (2) full years on the Board of Directors.
- b. Suggested names as necessary, to fulfill vacated terms of office - utilizing the election results as a base reference.
- c. Suggested names for a year appointment to the Board of Directors necessary in number to sustain the level of nine directors. The election committee is encouraged to utilize election results as a reference.

Section 4. Seating: All newly elected Board members and officers shall be installed and seated at the annual meeting. Retiring directors shall continue to serve until the annual meeting.

Section 6. Powers: The Board of Directors shall manage the property and affairs of the Chamber and shall carry out its commercial, industrial, public, legislative and financial policies.

Without in any way limiting the generality of the foregoing the Board of Directors shall have power:

- a. to acquire and dispose of property,
- b. to appoint such officers as agents of the Chamber as it shall deem advisable,
- c. to fix the compensation of the employees of the Chamber and in its discretion to require security of any of them for the faithful performance of their duties,
- d. to create such committees, including an Executive Committee, and to designate as member of such committees such persons as it shall determine, and to confer upon such committees such powers, authority and duties as it may deem advisable
- e. and generally to do any and every lawful objects of the Chamber.

The Board may create, or authorize the creation of such **committees**, divisions, councils or affiliate either within the Chamber or made up in part of other organizations or persons not members of the Chamber, for such purposes not inconsistent with the purposes of the Chamber and upon such terms and conditions as the Board may determine.

Section 7. Vacancies: A member of the Board who is absent from three (3) consecutive regular meetings of the Board may be dropped from membership on the Board, unless confirmed by illness or other absence approved by a majority vote of those voting among officers, shall be filled by the Board by a majority vote and shall be for the unexpired term of that particular vacancy.

Section 8. Policy: The Board is responsible for establishing procedure, and formulating policy of the organization.

1. They are also responsible for adopting all policies, and position statements of the organization.
2. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 10. Indemnification: The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of the Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which director shall be judged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty and to such matters as shall be settled by agreement predicted on this existence of much liability of negligence or misconduct.

ARTICLE V - OFFICERS

Section 1. Officers, Appointment, Term:

The officers of the Chamber shall be a President, a Vice_President, a Secretary, a Treasurer, the immediate Past_President, and such other officers as the Board shall determine.

All officers except the immediate Past President shall be appointed annually by the Board and shall hold office until the end of the fiscal year or until their successors are appointed.

Section 2. Duties and Officers:

- 1) The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of membership, Board of Directors and Executive Committee. He/She shall, at the annual meeting of the Chamber, and at such other times as he shall deem proper, communicate to the Chamber and to the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.
- 2) The President shall assign the Vice President the areas of responsibility, subject to Board of Directors approval. The President shall determine all committees, select all committee leaders, and assist in selection of committee personnel.
- 3) The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- 4) The Treasurer shall be responsible for the safe-guarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. Checks for disbursements of two hundred dollars (\$200.00) or more are to be signed by the Treasurer and the President. The Treasurer shall give a monthly Financial Report to the Board.

- 5) With participation of the committee chairs and Executive Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board. The President is responsible for all expenditures within approved budget allocation.
- 6) All officers serve at the pleasure of the Board of Directors. An officer determined to be failing to discharge duties with due diligence may have his/her appointment revoked by two-thirds vote of the Board.

Section 3. Executive Committee: 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, immediate past President, Treasurer, and such other members as the Board of Directors may determine. The President shall serve as head of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors.

Section 4. Indemnification: The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of its officers or former officers as defined in Article IV, Section 10 of these Bylaws.

ARTICLE VI - COMMITTEES

Section 1. Appointment and Authority: The President, by and with the approval of the Board of Directors, shall appoint all committee leaders. The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless the Board approves a different term. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority: 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 has been approved or ratified by the Board. Ad Hoc Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the Ad Hoc committee.

Section 3. Testimony: Once committee action has been approved by the Board, it shall be incumbent upon the committee leaders, or, in their absence, whom they designate as being familiar enough with the issue to give testimony to or make presentation before civic and government agencies.

ARTICLE VII - FINANCE

Section 1. Funds: All money paid to the Chamber shall be accounted for by way of monthly accounting and budget forms.

Section 2. Disbursement: Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3. Fiscal Year: The fiscal year of the Chamber shall be considered as a calendar year and close at 11:59 p.m. December 31.

Section 4. Budget: As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5. Financial Review: The accounts of the Chamber of Commerce shall be reviewed periodically by a certified public accountant. The financial review shall at all times be available to members of the Chamber upon written request. ***All reports and reviews shall adhere to FASB standards appropriate for IRS 501(c) (6) organizations.***

Section 6. Bonding: The President and such other officers and staff as the Board of Directors may designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII - DISSOLUTION

Section 1. Procedure: The Chamber shall use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of said funds shall 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 IRS Section 501(c) (3) charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

ARTICLE IX - PROCEEDINGS

Section 1. Parliamentary Authority: The concurrent edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X - AMENDMENTS

Section 1. Revision: The Bylaws may be amended or altered by a majority vote of the members present at any regular or special meeting, providing the notice of

the meeting includes the proposals for amendment; or by a majority vote of the members voting in response to a mailed ballot provided a quorum return is received. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which, or date of ballot mailing on which, the amendments are to be decided.

Edited by David L. Shank, Shank Public Relations Counselors. Vice president,
West Side Chamber of Commerce, December 11, 2012



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Standard Operating Policies and Procedures

Procedures:

Standard operating policies and procedures provide the Chamber Board, committees, leadership and members guidance on operational questions.

Questions of SOP will be directed to the Executive Committee for definition, creation and decisions. Generally SOPs answer day-to-day questions that do not require Executive Committee or Board participation.

To become an SOP, an issue that could have continuing or long-term ramifications must be brought before the Executive Committee for review. The Committee will review the issue's validity and impact. If the Committee agrees to its impact, an SOP will be written, entered into the SOP Manual and communicated with members. In some cases the Committee may ask for comment from others and the membership.

SOPs can be modified by the Committee due to changing circumstances. An SOP can be deleted if the Committee agrees it is no longer relevant. SOPs should be reviewed annually for pertinence and applicability.

Standard Operating Policies and Procedures

SOP 1: Dues payment by in-kind services or products.

(Established November 7, 2011)

1. While the Chamber understands and recognizes the occasional benefit of exchanging membership dues for a member's product or services (in-kind) it is the policy of the Chamber to conduct its business on a cash payment basis.

SOP 2: Making Chamber membership list available to members.

(Established November 7, 2011)

1. The Chamber recognizes its Membership list is a valuable asset related to Chamber membership. The list is defined as being the names, addresses and contact information for Members in hard copy and digital form.
2. It is the policy of Chamber to make the Membership list available ONLY to members in good standing.

3. The list will NOT be provided directly to a member, but information requested to be sent to members will be provided to the Chamber's management and sent to members if production, distribution and programming time allow.
4. All information requested to be distributed must be approved by Chamber management.
5. If there are costs involved the requesting member will be advised with an estimate and must pay the costs in advance.
6. Distribution of member provided information will be limited to three times per month to avoid the perception of spamming.
7. Violation of this SOP could lead to revocation of Membership privileges and ultimately to expulsion.

SOP 3: Product or service endorsement by the Chamber

(Established January 10, 2012)

1. The Chamber may receive requests to become the "Official _____ of the West Side Chamber of Commerce."
2. It is the Policy of the Chamber to consider the requests as a commercial endorsement that supports the vision and goals of the Chamber.
3. The endorsement program is open only to members in good standing.
4. Requests will be reviewed by the Board and the requester will be properly notified of acceptance or denial. If refused, no explanation is required of the Board. The Board will consider the attributes of the requested endorser based on adherence to the vision and legality.
5. The requester must provide documentation of how the endorsement will be used and the rationale for granting the request.
6. The endorsement will be granted for one program year, beginning on signature of acceptance.
 - a. The endorsement may be cancelled by the Board for any reason at any time without refund.
 - b. The requester must adhere to endorsement standards or face the risk of being cancelled.
7. Standards for use will be created in the future.
8. The commercial endorsement is available for \$1,000 per program year, renewed automatically at the end of the program year. A payment plan may be worked out with the Member.
9. The endorsed member will enjoy category exclusivity, that is, the Chamber would, for example, accept only one car rental company.
10. If there is a request by a competing company or organization, the existing endorsed member will have first right of refusal for continuing the endorsement.

SOP 4: Elected Officials and Candidate Endorsements

(Established January 10, 2012)

1. It is the policy of the Chamber to support the American democratic process and encourage direct and open communications with elected officials and candidates.
2. All elected officials are welcome at all Chamber meetings, provided they come in a non-partisan spirit.
3. During election cycles, the Chamber welcomes candidates of all parties to visit Chamber meetings. They will be allowed a short time to present their platform if time permits.
4. **Political Candidate Endorsements**
 - a. The Chamber, by philosophy, maintains a non-partisan position.
 - b. Only in the rarest circumstances will the Chamber endorse a political candidate. Stringent guidelines for a rare endorsement will be developed later.

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*Jan. 31, 2014

Ivy Tech, West Washington St.
Indianapolis, IN

Board Make-up Bylaw Change Vote

Minutes of general membership meeting.

President Rick Proctor called the meeting to order.

He outlined the Board's consideration to increase the size of our board from the current nine to the proposed level of 15 which requires a change in the bylaws. The motion was made and seconded to vote on the change.

The vote was taken and the bylaw change was unanimously approved by the attending membership.

After presentations and old business President Proctor adjourned the meeting.

Submitted by:

David L. Shank, APR, Fellow PRSA
Vice-president, West Side Chamber of Commerce

For the absent Secretary