Your Chamber of Commerce

A GUIDE TO STARTING AND GROWING A CHAMBER OF COMMERCE
Over a century ago, only 40 major U.S. cities had a chamber of commerce. Today, there are more than 7,000 chambers, boards of trade, and designated nonprofits advancing the interests of their communities. Political and civic leaders across the country recognize that a chamber creates a stronger, more dynamic community.

Businesses are interested in a range of issues, from health care and transportation to education and workforce development. Politicians, nonprofit professionals, and business leaders know the value of collaboration more than ever. A chamber is qualified to be the focal point for this collaborative effort to effect positive change for both businesses and the community.

_Your Chamber of Commerce: A Guide to Starting and Growing a Chamber of Commerce_ equips you with the basic tools to get your chamber up and running. We address the most frequently asked startup questions, provide a wide array of resources, and describe how an interested, well-organized group can create a climate for growth and success in the community.

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Table of Contents

Chamber of Commerce Overview                       Page 1

Surviving the First Year: A 12-Month Plan           Page 3

An 11-Step Plan                                    Page 6

Starting a Chamber Checklist                       Page 14

Sample Job Descriptions                            Page 19

Resources and Reference Books                      Page 20

Sample Bylaws                                      Page 23
Chamber of Commerce Overview

What Is a Chamber?

A chamber of commerce is a voluntary partnership of businesses and professionals working together to build a healthy economy and improve the quality of life in a community.

As a chamber works to accomplish these goals, it must champion many different functions: economic developer and planner, tourist information center, business spokesperson, economic counselor and teacher, government relations specialist, human resources adviser, and public relations practitioner.

Who Are Chamber Members?

Chamber members are businesses, organizations, and individuals concerned with the socioeconomic climate of a community. These groups have joined together because they stand a better chance of getting things done when speaking with a collective voice. Chamber members can include the small hardware store on the corner, the mom-and-pop diner, the established bank downtown, franchise and major retailers, and the local baseball team. There are no limits or restrictions on the number or kind of members that choose to get involved in a chamber of commerce.

Who Leads a Chamber?

A chamber of commerce is run by its members. They elect a board of directors who determines policies and sets goals. The chief elected officer presides over all board meetings.

A chamber’s day-to-day operations are handled by a professional manager. This person is generally a paid employee. Some small communities have a manager who is either a volunteer or a part-time employee.

You can increase participation by encouraging members to work on committees. Committees can include economic development, education, government relations, human resources, public affairs, and tourism.
**What Are the Objectives of a Chamber?**

The chamber keeps these broad objectives in mind as it works to improve a community’s economy and quality of life:

- Help businesses prosper and grow.
- Increase job opportunities.
- Encourage an orderly expansion and development of all segments of the community.
- Contribute to the overall economic stability of the community.
- Promote the nation’s private enterprise system of competitive marketing.
Surviving the First Year: A 12-Month Timeline

Chamber volunteers often do not know that experienced professionals are available to help organize a chamber. They either become do-it-yourself organizers or hire an attorney to incorporate. After that, volunteers are left to accomplish the rest.

While the strictly volunteer route is economical, hiring a professional will increase the likelihood of success due to increased efficiency. For example, drafting bylaws or creating a membership brochure could take several months for a committee to do. At the end of six months, the group could still be deciding on a logo and a budget. A chamber management professional can draft the bylaws in a week or so (if the right information is available) and print the membership brochure within a month.

A professional can facilitate, even expedite, the formation of a new chamber. This is critical considering that volunteers and new members often lose interest when immediate results are not evident.

Prospective members are quick to judge the strengths and weaknesses of the organization in the first year. A strong and efficient startup plan is essential for success.

Time to Start Building: Four Quarters of Work

Work can be divided into four quarters in the first year:

- First Quarter—Study the Market and Design a Blueprint
- Second Quarter—Lay the Groundwork for Success
- Third Quarter—Build Upon the Foundation
- Fourth Quarter—Evaluate and Make Corrections
First Quarter—Study the Market and Design a Blueprint

When architects begin a new project, they first study their surroundings, acknowledge a need for the new structure, and design a blueprint for their work. This helps identify the goals of the project and gets everyone on the same page. The first phase in constructing a chamber is similar. It requires analysis and research about why the chamber should be formed. The primary question should be: Why does this new organization need to exist? The purpose may contain a sense of urgency, and it will serve as a rallying point for potential members.

The next activity is required before starting any kind of business: Consider the competition. What other groups are serving the constituency? What services are these other groups offering? How satisfied are their members?

Finally, it’s time to scope out potential members. How many people, companies, and small businesses are potential members? Do they represent a base large enough to support a chamber? Are they easily identifiable and easily reachable? The chamber must be able to contact members by email, mail, phone, or advertising for promotional purposes.

Time spent studying the market potential is crucial to the success of any organization.

Second Quarter—Lay the Groundwork for Success

Once a blueprint is created, builders begin by laying a solid foundation on which the building will rest. While the foundation of a building is composed of concrete and cement, the foundation of a chamber is made up of enthusiastic and trustworthy people.

The next phase of work requires forming a board of directors and committees. These individuals and groups commit to accomplishing the initial needs of the chamber.

It is particularly important to identify recognized and experienced leaders. An effort spearheaded by such key players will gain immediate attention and credibility and help ensure a following during the critical startup period. These leaders will be the support beams. It is also wise, however, to see that the core group represents all segments of the constituency that the new organization will serve, not just a few leaders or a well-established clique. Broad support is needed to get the new group off the ground, and this will not happen unless all sides feel that they have representation among the decision makers.

Once the organizing committee is set, the real work begins. Various tasks may be delegated to individuals and reported on when the group meets as a whole, similar to the way committees report to the full board when the organization is up and running.
**Third Quarter—Build Upon the Foundation**

At this point the foundation should be solid, meaning that the board and committees should be acting as a team and the direction should be clear for the new organization. At six months, members and interested parties will be judging the value of the chamber. It will be time to develop benefits and plan the first annual meeting or conference.

Also, there should be a communications or marketing plan in place to inform members, prospective members, allies, and others about the accomplishments and goals of the chamber. Internal and external communications are essential during the first year. Drafting a strategic plan will provide a road map for the organization.

**Fourth Quarter—Evaluate and Make Corrections**

Now is the time to review your progress, evaluate the organization you have built, and realize what works and what does not. It should become apparent whether the suppositions, speculation, and work have paid off. Was the mission strong enough to draw a membership base? Were the communications, marketing, and meetings effective? Did industry leaders follow through on their commitments to invest in a guide for the chamber?

As with any sound project, evaluation is essential and enables the board of directors to make corrections to the direction of the chamber. This is also the time to determine if the project was successful. Not all chambers succeed. There will be little reason to proceed if the members are not receiving what they want.

Each quarter may extend beyond three months depending on the size of the tasks and the availability of consultants, and resources, including volunteer labor and funding. In the early stages, member commitment is key or each task will become more arduous for the leadership and volunteers. Creating a chamber is not easy and will take time and dedication from all stakeholders.
An 11-Step Plan

The following 11 categories outline the general steps for organizing a new chamber. Not every activity will fit neatly into the quarters. Some will require ongoing attention, such as membership development and budgeting, while others can be completed and closed.

1. Mission and Research

The first consideration in forming a new chamber is the mission statement, a description of what the organization is and whom it serves. It answers the questions, What business are we in? Who are our customers?

A mission statement is usually one or two sentences and should be broad enough to enable an organization to increase its goals and services without outgrowing its mission for many years. This is also the time to check with potential members about their interest in and willingness to join and support a chamber. It would be beneficial to hold a conference call or meet with a focus group to learn what it would want from a new chamber. Other sources to consult with include accountants, attorneys, lobbyists, and other professionals.
2. Champions

Nearly every chamber has a champion: a person or group of individuals dedicated to forming the organization. One or more of these people will act as the informal leader until an election or appointment formally recognizes a board of directors. If the chamber has not found a champion, one should be found as soon as possible by determining who the perceived leader is.

Champions help draft the mission statement with chamber staff. They are able to identify potential leaders and members, as well as advise which benefits will be valuable to the members. They may need to raise the initial working capital as startup funds may be necessary for meeting notices, mailings, printing, and incorporation.

3. Turning Point

At this point, only about one month of work should have been invested. After researching and identifying the champion and potential members, determine whether to proceed. Before investing great amounts of time and money, let this be a turning point. If potential members have not shown sufficient interest, or there is not a reason for forming, now is the time to retreat.

This would be a good time to start keeping records of the meetings. These minutes will serve to protect the chamber and meeting attendees from illegal antitrust actions. Meeting notes also become interesting historical documents as future leaders look back at the founding discussions and participants.

4. Organizational Structure

As a starting point, an applicable structure should be outlined. Because chambers are autonomous and fit their operations to local needs, the formal structure will vary considerably. Most chambers have a similar flow of responsibility: The membership elects a board of directors who determines policy and hires the professional staff to handle the business of the organization (e.g., committees, divisions, task forces, councils, and bureaus).

Popular structures can be classified into two general categories:

- **Traditional**—An elected board and officers set up standing committees in major goal areas for problem solving.

- **Council Task Force**—The board designates a director or officer to serve as the liaison on specially developed councils. The councils cover major areas of interest such as economic development, socioeconomic issues, and governmental affairs.
The councils act as policy-forming groups by assigning specific problems or goals to task forces for research and evaluation. The task forces are composed of select experts from the membership and exist only as long as necessary to complete the assigned task. The board approves the final council recommendations.

Bylaws and articles of incorporation are additional structural necessities. Since chambers of commerce are nonprofit tax-exempt organizations, receiving IRS approval is mandatory.

Section 501 (c)(6) covers chambers of commerce and provides for their exemption. To apply for a tax exemption, obtain Form 1024 from your IRS district office. The articles of incorporation, bylaws, and a general statement of purpose for the organization should accompany your application. These documents will remain on file with the IRS and serve as the basis for granting the exemption.

Bylaws typically include some or all of the following:

- Purpose of the chamber
- Membership categories
- Membership qualifications
- Membership privileges
- Description of Board of directors
- Qualifications of officers, their duties, and terms of office
- Provisions for hiring and entering into contracts
- Nomination and election procedures
- Methods for filling board vacancies
- Process of bylaw revisions
- Dissolution processes
- Audits
- Indemnification identification of standing and ad hoc committees

An example of a chamber of commerce bylaw can be found on page 23.
During the organizational process you should use the skills of an attorney and CPA. The exemption letter from the IRS should be kept in a safe place since it contains the identification number needed in future reports, such as Form 990. This report, and others that may be required from time to time, must be filed yearly to maintain a tax-exempt status. Now is also the time to file for a federal identification number. Most banks will require the federal ID before they will open a checking account for your chamber.

For further information, visit the IRS website specific to tax information for charities and nonprofits at https://www.irs.gov/charities-non-profits.

5. Finances

As in business, adequate resources and capital are necessary for accomplishment and growth. To determine anticipated income, consider the most common forms of chamber revenue. These include member dues, conference registration fees, sponsorships, and advertising.

New chambers depend on member dues as a primary source of income until other programs are developed. It is therefore important to set a dues structure that will provide a solid base of funds. To determine the amount of dues paid by a member, you need to consider the total population of potential members and the likelihood that about 50% will join. A smaller number of potential members requires a much higher dues fee. Conversely, the larger the potential membership, the lower the dues amount.

Expenses also help determine the amount of dues. After you total all the anticipated expenses, divide that by the number of members you expect to join in the first year. The result will be the approximate amount of dues necessary per member to finance operations. Include line items in your expenses for basics such as postage, printing, travel, meetings, technology, and money for a contingency (savings) fund as well as insurance for the chamber and the board.

Developing benefits and services for members will cost money. This is the time to decide the number of educational offerings, plans for a trade show, and the costs of creating a certification program. The most advantageous services you offer to your members, and nonmembers at a potentially higher fee, will be the ones that generate income.

Be sure that leadership reviews the budget and understands how and from where the funds are generated. In addition, make suggestions and include them in the meeting minutes or in a policy manual on what safeguards will be used to protect the assets.
Sound financial management and the handling and reporting of funds to the proper bodies are essential. The IRS may call for an audit or an examination at any time. A yearly audit by an outside independent accounting firm is advisable.

Also, accurate minutes of board meetings should be recorded and filed. Minutes are the official record of the organization’s policy decisions and serve as a legal document and history of the chamber’s development.

6. Physical Operations

Members expect a lot from their chambers when they pay dues. They want to know if there will be a headquarters established for the new organization that is centrally or strategically located, as well as if the functions of the chamber transfer from volunteer to volunteer each year.

While much can be accomplished by volunteers, it is more likely that certain operations will need to be handled by a paid staff. It is important to decide where the membership database will live, how dues will be billed, and where checks will be received and deposited.

A new chamber has several options for its physical operations, including the following:

**Volunteer Driven:** New chambers frequently consider that all operations will be done by volunteers. However, it is difficult to expect a volunteer to accomplish the day-to-day administrative tasks that are required to maintain a chamber. Further, with litigation and liability arising often, a volunteer-managed chamber may soon find itself in trouble.

**Volunteers, Consultants, and Part-Time Staff:** New chambers are likely to hire consultants for specific jobs, such as lobbying or accounting, and assign certain tasks to volunteers and committees, such as collecting dues and writing newsletters. The advantage of a dual system of operations is economic savings. The disadvantage is a shortage of staff to accomplish the mission and goals.

**Professional Staffing:** Hiring staff to operate the chamber is a viable option, though the most expensive. The board is responsible for hiring and firing, staff benefits, training, and leasing or purchasing office space and equipment. The increased costs of full-time staffing is reflected in the chamber budget and causes member dues to increase accordingly.
7. Membership

As soon as possible, contact prospective members should be about joining the organization. First, you need to create a membership application and brochure, which should include the appropriate IRS disclosures and necessary disclaimers. Can members join with a credit card? Does a current member have to sponsor a new member?

Create a membership application that can be faxed, mailed, emailed or submitted via a digital form. It is also time to design a brochure that describes the purposes and benefits of joining. It can be distributed by the Membership Committee and used to respond to inquiries about the chamber.

After the application is designed, you should undertake a membership drive. The leadership or committee will want to consider compiling or purchasing potential mailing and email lists, creating incentives for joining, and setting goals for a membership drive. During the first year, you can recognize initial members by offering recognition as “charter” or “founding” members of the chamber.

Decide what kinds of communications new members will receive when they join. Consider the value of a prompt reply, a member orientation kit, a certificate or plaque, and a wallet ID card.

8. Meetings

Since chambers are composed of individuals and businesses seeking common information, board and committee meetings, webinars, annual meetings, educational sessions, conferences, and trade shows are popular methods for sharing information and accomplishing goals.

In the early months, meetings should be held with well-defined agendas and the involvement of the champions or leadership. Conference calls and video conferences are another way of meeting, though it is advantageous to meet in person.

The first-year calendar should include quarterly board meetings to handle the decision making necessary as the organization grows.

Committees may want to meet in conjunction with the board. Most members anticipate an annual meeting to network and collaborate with colleagues.

9. Public Relations

Early in the formation process, a news release should be prepared to announce the chamber, its mission, its leadership, and contact information. Distribute it to every organization and publication that may be interested in the new chamber.
Develop a logo representative of the chamber members and mission. Stationery and envelopes fall under the category of public relations since they convey an impression of the chamber. Be sure that the letterhead looks professional. Consider using color, a tagline to describe the Chamber’s mission, and a listing of the leadership. In addition, create similar electronic letterhead for online pages and emails.

Develop a web page for your new organization that includes its mission, contact information, and instructions for becoming involved. Since communications are part of a public relations effort, you should start thinking about what form of communication the members prefer.

Another key component of branding is having a presence on social media. These accounts can be maintained by the staff or volunteers, and will help promote events and connect members.

**10. Government Affairs**

The primary mission of many chambers is to influence public policy. For some new groups, hiring a lobbyist is the first step. Further, becoming a member of the U.S. Chamber of Commerce will give you access to its team of lobbying experts.

Several ways exist to monitor government activity, often influenced by the scope (local, state, national, or international) and the capabilities of varying services. A successful chamber may hire one or more lobbyists as employees to conduct research and influence the issues. Other options include retaining lobbyists on an as-needed basis, subscribing to publications and services to help you monitor issues as they arise, joining other groups interested in similar issues, or assigning the entire task to volunteers and committees.

Since chambers are made up of members who have expressed an interest in similar issues, creating a grassroots effort for lobbying has proven effective. Chambers use telephone trees, rely on members who know elected officials, and undertake letter-writing campaigns to influence government lawmakers. Another member-driven effort is to contribute time and money to political campaigns or create a chamber-sponsored political action committee (PAC).

You should also draft position papers to ensure that all members understand the chamber’s positions. They can also be used to educate the press and lawmakers about the organization’s legislative priorities.
11. Strategic Planning

The significance of a strategic plan, is to commit the chamber’s objectives and action steps to writing. A key aspect of creating such a plan, which should cover a time period of one to five years, is to consider the environment in which the chamber will be operating and identifying the factors that will affect it, such as competition, government regulation, and anticipated crises.

Normally, writing a plan is conducted in a dedicated retreat-like setting with leadership and core volunteers. The use of an outside facilitator enables impartial input and insight. The facilitator’s job is to advance the process and ensure that the plan is completed in the allotted time.

The recommended time to write the strategic plan is during the last half of the first year when member input is sufficient, and chamber efforts can be evaluated and directions can be set for year two.

In Summary

Keep your members engaged through committee and board assignments, channel the strength of your volunteers, and stay focused on your chamber’s top priorities. A strong, active chamber improves the economic vitality of the community and enhances the quality of life for all.
Starting a Chamber Checklist

❑ Mission Statement
   The mission statement is usually one sentence and identifies three elements: (1) the organization, (2) its members, and (3) what it does for its members. It should complement the IRS application’s “statement of purpose.” A mission statement is required.

❑ Vision Statement
   The vision statement is a long-range outlook for where the chamber is headed. This statement is optional.

❑ Values Statement
   The values statement provides the guiding principles for the board and staff. It is generally developed well after the startup of the organization as values become clearer.

❑ Strategic Plan
   The board develops the strategic plan to set the general objectives and supporting strategies to advance the mission and vision. The plan should include broad goals, strategies to achieve the goals, and performance measures. For example, if increasing membership is the goal, strategies could include membership drives, member incentives for joining, and a membership committee. Performance measures could indicate the number of new and renewing members.

❑ Business or Action Plan
   The business or action plan details the delegation and deadlines necessary to advance the strategic plan from the staff’s perspective. A strategic plan should cover three to five years; an action plan usually covers one year and is closely related to the annual budget.

❑ Articles of Incorporation
   The Articles of Incorporation, describe the organization and requesting of nonprofit corporate status are submitted to the state government.

❑ Bylaws
   Bylaws describe how the organization operates and its relationship to the stakeholders.

❑ Letter of Determination
   This document is returned from the IRS indicating that the organization is officially exempt from paying federal income tax. (Use IRS Form 1024 to apply for 501(c)(6) status.)
❑ **Sales Tax**
   A sales tax is needed if the organization intends to sell items such as coffee mugs, shirts, books, and maps. A sales tax dealer number or exemption is likely required.

❑ **Occupational License**
   Check with your local municipal officials to determine if nonprofits need an occupational license.

❑ **Insurance**
   Volunteer immunity may benefit the board of directors. An insurance adviser should determine if general liability, director and officer liability, a fidelity bond, host liquor ability, or meeting event cancellation insurance should be acquired.

❑ **Policy Manual**
   Policies are motions by the board to set best practices for corporate governance and management. As policies are adopted and recorded in the minutes, they should be transcribed annually into the organization’s official policy manual.

❑ **Procedures Manual**
   Procedures are the administrative responsibilities of the staff. Documenting and assembling staff responsibilities in a procedures manual serve to train new staff and promote consistent service for members. If the executive director leaves unexpectedly, the board and staff should reference the procedures manual to sustain operations.

❑ **Leadership Manual**
   Volunteer leaders should receive a leadership manual or board handbook with information about their roles and responsibilities.

❑ **Organization Chart**
   An organization chart depicts the relationship of the board to staff, consultants, and committees.

❑ **Meeting Agenda**
   A well-written and organized agenda guides the meeting and ensures focused discussions on the desired outcomes. Minutes serve as an official record of board actions.

❑ **Board Performance Assessment**
   Board self-assessment encourages an internal look to ensure best practices and high standards of corporate governance.
❑ **Committee Description**
   Every committee should have a written purpose or mission statement as described in the bylaws or in supplementary documents.

❑ **Annual Business Meeting**
   Most states’ corporate laws require an annual business meeting of the members. Be sure to keep proof of the meeting by retaining the agenda and minutes.

❑ **Annual Budget**
   The annual budget forecasts the income and expenses needed for the fiscal year.

❑ **Audit**
   Most organizations require an independent accounting professional to conduct an internal audit of the finances.

❑ **Intellectual Property**
   Properly protect, register, trademark, or copyright the intellectual property and logos belonging to the chamber as they are developed.

❑ **Financial Reports**
   Financial reports detail income and expense information for board review and comparison against the annual budget on a consistent basis. A monthly report is an example of this type of document.

❑ **Software Licenses**
   Any software installed on the organization’s computers or mobile devices must have appropriate licenses available for inspection.

❑ **Membership Application**
   A membership application facilitates recruitment and should describe the benefits and services of joining. Be sure it complies with IRS requirements for notices about lobbying and deductibility as a business expense.

❑ **Membership Roster or Directory**
   The organization’s membership database must be carefully protected. Be prepared to respond when people or organizations ask to use your roster or directory of members.

❑ **Position Papers**
   As community issues are identified, official positions are adopted by the organization. Position papers are one way to advise stakeholders of the issues and the rationale for their support or opposition.
- **Job Descriptions for Staff and Volunteers**
  Written job descriptions detail each staff position. Many organizations also write job descriptions for volunteer officers, directors, and committee chairs.

- **Employee Handbook**
  An employee handbook describes expectations, rights, and responsibilities for working in the organization.

- **Performance Review**
  A performance review is a document used by supervisors to evaluate staff performance and for the board to evaluate the executive director’s performance.

- **Surveys**
  From time to time, the organization surveys members about needs and satisfaction. Surveys provide good two-way communications between the organization and its members.

- **Logo**
  A logo representative of the organization and the community should be adopted.

- **Stationery and Business Cards**
  Stationery is designed reflecting the image of the organization and is safeguarded against misuse. Business cards should complement stationery.

- **Style Guide**
  A style guide describes the preferred use of the logo, colors, fonts, and key terms.

- **Environmental Scan**
  The organization’s leadership must anticipate the trends and opportunities that face the community. This may be done through annual or periodic environmental scans resulting in a report or article for members to anticipate the future.

- **Code of Conduct and Ethics**
  Many organizations rely on a leadership or member code of conduct or statement on conflicts of interest. This has become important since the Sarbanes-Oxley Act passed in 2002 placing scrutiny on corporate boards.

- **Antitrust Avoidance Statement**
  When similar businesses get together, there is some danger that prices or price fixing could occur. To avoid this, many organizations emphasize antitrust avoidance by distributing a written statement.
Sample Job Descriptions

Chief Paid Executive
The chief paid executive of a chamber of commerce serves as the chief executive officer, carrying out the policies and directives of the membership. Typical job titles in this classification:

- Executive Director
- Executive Vice President
- President
- President & CEO or President/CEO

Operations Executive
The operations executive serves as the chief operating officer of the chamber. This position helps manage and oversee personnel to ensure the execution of the day-to-day business operations of the organization. Typical job titles in this classification:

- Deputy Director
- Director, Internal Services
- Executive Assistant/Office Manager
- Office Manager
- Senior Vice President of Operations

Finance
This position maintains the organization’s financial records and prepares reports for the chief paid executive and the board. It also oversees the organization’s accounts receivable, accounts payable, and billing, among other financial activities. Typical job titles in this classification:

- Chief Financial Officer
- Controller
- Director, Accounting
- Finance Director
- Vice President, Accounting
Communications
The Communications Department plans and manages all communications activities and publicity including staff, membership, and public information. Typical job titles for this classification:

- Associate Director of Communications
- Communications Coordinator
- Director, Advertising and Campaigns
- Senior Communications Manager
- Vice President of Communications

Membership
The positions in this department solicit and enlist new chamber members, as well as membership renewals. In addition, this department solicits sponsorships for chamber programs and plans membership recruitment efforts such as membership drives. Typical job titles in this classification:

- Assistant Vice President of Member Relations
- Director of Sales
- Manager for Membership Services
- Membership Director
- Vice President, New Member Sales
Resources and References

Anyone starting out in the chamber industry can turn to the following resources for assistance.

Institute for Organization Management, a U.S. Chamber Foundation program, is the premier professional development program for chamber executives. Programs are held for one week each year at five U.S. college campuses, and Institute curriculum consists of four increasingly advanced, consecutive levels of study. Participants attend classes on the latest trends and techniques in chamber management taught by industry leaders, academics, and consultants. Class size is limited to enhance the learning experience and foster peer interaction.

For more information, visit www.uschamber.com/institute, call 202-463-5570, or email IOM@uschamber.com.

The U.S. Chamber’s Accreditation Program is the only national program that recognizes chambers for their effective organizational procedures and community involvement. To achieve Accreditation, a chamber must meet minimum standards in its operations and programs, including governance, government affairs, and technology. This extensive self-review can take three to six months to complete. The final rating, Accredited, 3-star, 4-star, or 5-star, is determined by the accrediting board, a panel of U.S. Chamber members. Accreditation is open to all chambers that have been operating for three or more years. Chamber members receive a discount on their application.

For more information, visit www.uschamber.com/chambers/accreditation or call 202-463-5560.

American Chamber of Commerce Executives is a professional association designed to help management personnel in their career development.

For program information and materials, visit www.acce.org or call 703-998-0072.
Reference Books

Finance and Legal
*Model Policies and Procedures for Not-for Profit Organizations*
Edward J. McMillan, CAE
Available on the ACCE website, [www.acce.org](http://www.acce.org)

Governance
*Enhancing Committee Effectiveness: Guidelines & Policies for Committee Administration*
John F. Schlegel, CAE
Available on the ASAE website, [www.asaecenter.org](http://www.asaecenter.org)

*Hiring the Chief Executive*
Sheila Albert
Available on the ACCE website, [www.acce.org](http://www.acce.org)

*Volunteers—How to Get Them, How to Keep Them: An Essential Guide for Volunteer Leaders and Staff of Professional, Trade and Charitable Nonprofit Organizations*
Helen Little
Available on the ASAE website, [www.asaecenter.org](http://www.asaecenter.org)

*The Perfect Board*
Calvin Clemons, CAE, CMP
Available on [www.theperfectboard.com](http://www.theperfectboard.com)

Human Resources
*Career Building for the Chamber Professional*
Available on the ACCE website, [www.acce.org](http://www.acce.org)

*The New CEO’s Guide: Advice for the First-time, Aspiring, or Current Association Executive*
Beth Brooks
Available on the ACCE website, [www.acce.org](http://www.acce.org)
Marketing and Communications

*How to Develop a Customer Service Plan*
Available on the ACCE website, [www.acce.org](http://www.acce.org)

Quick and Easy Newsletters
Available on the ASAE website, [www.asaecenter.org](http://www.asaecenter.org)

Membership and Programs
*Guide to State Legislative Lobbying*
Robert L. Guyer
Available on the ASAE website, [www.asaecenter.org](http://www.asaecenter.org)

*Keeping Members: The Myths and Realities*
Arlene Farber Sirkin and Michael McDermott
Available on the ASAE website, [www.asaecenter.org](http://www.asaecenter.org)

*Money Matters—Your Guide to Membership Sales*
Available on the ACCE website, [www.acce.org](http://www.acce.org)

*Millennium Membership: How to Attract and Keep Members in the New Marketplace*
Mark Levine, CAE
Available on the ASAE website, [www.asaecenter.org](http://www.asaecenter.org)

Robert C. Harris, CAE, provides free tips and templates on [www.nonprofitcenter.com](http://www.nonprofitcenter.com).
Sample Bylaws

These bylaws have been prepared as a guideline for chambers of commerce that are either preparing a bylaw document for the first time or are revising an existing document. Taken from a wide range of existing formats used by chambers, the most important provisions for a solid set of bylaws are presented here. Chambers can adapt the wording and format to their individual needs. The blank spaces allow for chambers to insert numerical information relevant to their organizations.

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the state of ________________

and shall be known as the ________________ Chamber of Commerce, Incorporated.

Section 2: Purposes (include details and specifics to reflect the purposes of the organization.)

The ________________ Chamber of Commerce is organized to achieve these objectives:

1. Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of businesspeople and a concern for their problems; educating the business community and representing it in city, county, state, and national legislative and political affairs; preventing or addressing controversies if they are detrimental to the expansion and growth of business in the community; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.

2. Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area; promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses that prevent the advancement of business expansion and community growth.
Or

The ______________ Chamber of Commerce is organized to advance the general welfare and prosperity of the ______________ area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3: Area (Identify area served)

The ______________ area or ______________ economic region shall include the cities (or communities) of ______________, and ______________ and the counties of ______________ and ______________.

Section 4: Limitation of Methods

The ______________ Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

Membership

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election (how an application is made, received, and approved)

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rates, schedule, or formula as may be from time to time prescribed by the board of directors, payable in advance.
Section 4: Termination (resignation, expulsion, and delinquency)

(1) Any member may resign from the chamber upon written request to the board of directors; (2) any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause; (3) any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast 1 vote.

Or

In any case proceeding in which voting by members is called for, each member shall be entitled to 1 vote, and each member firm, association, or corporation shall be entitled to the number of votes determined by the amount of investment paid, not to exceed 10 votes.

Section 6: Exercise of Privileges (assignment of membership and any limitations)

Any firm, association, corporation, partnership, or estate-holding membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

Section 7: Orientation (indicate areas of complete orientation and ensure that detailed outlines of each group are part of the procedures manual.)

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members. A detailed outline for each of these groups shall be a part of the organization’s procedures manual or orientation handbook.

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.
Article III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during (month) of each year. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least 10 days before said meeting.

Section 2: Additional Meetings (general membership, board, and committee meetings)

General meetings of the chamber may be called by the chair of the board at any time, or upon petition in writing of any (number or percentage of members in good standing): notice of special meetings shall be mailed to each member at least 5 days prior to such meetings; board meetings may be called by the chair of the board or by the board of directors upon written application of 3 members of the board. Notice, including the purpose of the meetings, shall be given to each director at least 1 day prior to said meeting; committee meetings may be called at any time by the chair of the board, respective department vice chair, or by the committee’s chair.

Section 3: Quorums

At any duly called general meeting of the chamber (number or percentage of), members shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

Section 4: Notices, Agendas, and Minutes

Written notice of all chamber meetings must be given at least _______ days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the organization’s procedures manual.
Article IV

Board of Directors

Section 1: Composition of the Board

The board of directors shall be composed of ______ members, one-third of whom shall be elected annually to serve for 3 years or until their successors are elected and have qualified. The incoming chair of the board may appoint, subject to the approval of the board from 3 to 6 members to the board to serve one-year terms. The past chair and the president shall serve as members of the board.

The government and policy-making responsibilities 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 and Election of Directors

A. Nominating Committee. At the regular (month) board meetings, the chair of the board shall appoint, subject to approval of the board of directors, a nominating committee of (number) members of the chamber. The chair of the board shall designate the chair of the committee.

Prior to (date), the Nominating Committee shall present to the president a slate of (number of vacancies) candidates to serve 3 year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No board member who has served two consecutive 3-year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored.

B. Public Notice of Nominations. Upon receipt of the Nominating Committee’s report, the president shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least (number) qualified members of the chamber. Such petition shall be filed with the Nominating Committee within 10 days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of (number of vacancies) candidates shall be declared elected by the board of directors at their regular (month) board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order.

Instructions will be to vote for (number of vacancies) candidates only. The president shall mail this ballot to all active members at least 15 days before the regular (month) board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within 10 days. The board of directors shall at its regular (month) board meeting declare the (number) candidates with the greatest number of votes elected.

E. Judges. The chair of the board shall appoint, subject to the approval of the board of directors, at least 3, but not more than 5, judges who are not members of the board of directors or candidates for election. One will be designated chair. Such judges shall have complete supervision of the election, including auditing the ballots. They shall report the results of the election to the board of directors.

Section 3: Seating of New Directors

All newly elected and appointed board members shall be seated at the regular (month) board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies

A member of the board of directors who shall be absent from 3 consecutive regular meetings of the board of directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the board, or among the officers, shall be filled by the board by a majority vote.
Section 5: Policy (statements of position on issues)

The board of directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

Section 6: Management

The board of directors shall employ a president (or appropriate title) and shall fix the salary and other considerations of employment.

Section 7: Indemnification

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, and employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article V

Officers

Section 1: Determination of Officers

The board of directors (new and retiring) at its regular (month) meeting shall reorganize for the coming year. The Nominating Committee for directors shall also nominate officers each year. At this meeting, the board shall elect the chair of the board, chair-elect, as many vice chair as deemed necessary to conduct the activities of the chamber, and the treasurer. Officers will be elected from members of the new board. All officers shall take office on the first day of the new fiscal year and serve for a term of 1 year or until their successors assume the duties of office. They shall be voting members of the board of directors.
Section 2: Duties of Officers

A. **Chair of the Board.** The chair shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, board of directors, and Executive Committee.

The chair of the board shall, with advice and counsel of the president, assign the vice chair to divisional or departmental responsibility, subject to board approval. The chair of the board shall, with advice and counsel of the vice chairmen and the president, determine all committees, select all committee chair, assist in the selection of committee personnel, subject to approval of the board of directors.

B. **Chair-Elect.** The chair-elect shall exercise the powers and authority and perform the duties of the chair in the absence or disability of the chair. The chair-elect shall also serve as head of the Program of Work Committee of the chamber. As such, the chair-elect and the committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to ensure that the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber.

C. **Vice Chair.** The duties of the vice chair shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the chair and board of directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. **Treasurer.** The treasurer shall be responsible for the safeguarding 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 of directors. Checks are to be signed by the treasurer and the president or, in the absence of either or both, by any two officers. The treasurer shall cause a monthly financial report to be made to the board.

E. **President (or preferred title).** The president shall be the chief administrative and executive officer. The president shall serve as secretary to the board of directors and prepare notices, agendas, and minutes of board meetings. The president shall serve as adviser to the chair of the board and Program of Work Committee on program planning and shall assemble information and data and prepare special reports as directed by the program of the chamber.
The president shall be a member of the board of directors, the Executive Committee, and all other committees.

With assistance of the divisional vice chair, the president shall be responsible for administration of the program of work in accordance with the policies and regulations of the board of directors.

The president shall be responsible for hiring, discharging, directing, and supervising all employees.

With the cooperation of the Program of Work Committee and the Budget 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 of directors. The president shall also be responsible for all expenditures with approved budget allocations.

**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 chair of the board, past chair, chair-elect, vice chair, treasurer, and the president. The chair of the board will serve as chair of the Executive Committee.

**Section 4: Indemnification**

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber any of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

**Article VI**

*Committees and Divisions*

**Section 1: Appointment and Authority**

The chair of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairs. The chair of the board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the chair of the board and shall serve concurrently with the term of the appointing chair of the board, unless a different term is approved by the board of directors.
It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and carry out such activities as may be delegated to them by the board.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it has been approved or ratified by the board of directors.

Committees shall be discharged by the chair of the board when their work has been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chair or, in their absence the individuals they designate as being familiar enough with the issue to give testimony, or make presentations before civic and governmental agencies.

Section 4: Division

The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations it deems advisable to handle the work of the chamber.

The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber unless approved by the board of directors.
Article VII

Finances

Section 1: Funds
All money paid to the chamber shall be placed in a general operating fund. Unused funds from the current year’s budget can be placed in a reserve account.

Section 2: Disbursements
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. Disbursements shall be by check.

Section 3: Fiscal Year
The fiscal year of the chamber shall close on (date).

Section 4: Budget
As soon as possible after the election of the new board of directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the board of directors for approval.

Section 5: Annual Audit
The accounts of the chamber of commerce shall be audited annually as of the close of business on (date ending fiscal year) by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6: Bonding
The president and such other officers and staff as the board of directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the chamber.
Article VII

Dissolution

Section 1: Procedure

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said 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 as defined in IRS Section 501(c)(3).

Article IX

Section 1: Parliamentary Authority

The current edition of Robert’s Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

Article X

Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Adopted: (date) Amended: (date)