

**BY-LAWS**  
**WEST BEND AREA CHAMBER OF COMMERCE, INC.**  
**West Bend, Wisconsin**

**Article I - Object**

- Section 1.** The name of this organization shall be the West Bend Area Chamber of Commerce, Inc. and its location and principle office shall be in West Bend, Washington County, Wisconsin.
- Section 2.** The West Bend Area Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, agricultural, educational and civic interests of this community and area. It is empowered to enter into any and all lawful contracts, agreements, or negotiations necessary, advisable, or proper to a realization of this purpose.
- Section 3.** This Chamber in its activities shall be non-partisan, , and non-sectarian.
- Section 4.** This Chamber shall be non-stock and non-profit; no dividends or pecuniary profits shall be declared or paid to any members thereof, and no part of any net earnings shall benefit any private member or individual.

**Article II - Membership**

- Section 1.** Any individual, firm, association, corporation, partnership, or entity doing business in Washington County or located in Washington County and doing business elsewhere interested in the commercial, industrial, agricultural, educational and civic progress of this area shall be eligible for membership as an Active Member. Any Active Member who is no longer eligible for active membership shall be eligible for membership as an Affiliate Member.
- Section 2.** Members shall be elected by the Board of Directors on written application and tender of dues for the balance of the current year.
- Section 3.** Each member shall pay dues on the fair share basis per year towards maintenance of the Chamber. Dues for an Affiliate Member shall be one-half (1/2) of the dues assessed if member were an Active Member.
- Section 4.** If any member shall fail to pay dues within thirty days after the due date, a written notice of delinquency shall be given by the Executive Director. If at the end of thirty days thereafter said dues remain delinquent, such membership shall be temporarily suspended pending payment dues or final action of the Board. Dues must be paid in a timely fashion in order for members to receive and continue Chamber-sponsored benefits, services, programs, and sponsored insurance programs.
- Section 5.** Membership in this corporation is not transferable or assignable.
- Section 6.** An Active Member shall be a voting member. An Affiliate Member shall not have the right to vote.

### **Article III - Board of Directors**

Government of the Chamber shall be vested in a Board of at least 15 directors who shall be elected by ballot. The method of nomination and election of directors shall be according to Article VI, Section 2. Each director shall serve for a term of three years and until a successor is elected, and one-third total number of directors shall be elected each year. A director who has completed two consecutive, three-year terms, shall not be eligible for reelection until one year has lapsed. Any vacancy occurring in the Board shall be filled by an appointment of the President, subject to confirmation by the Board.

### **Article IV - Officers**

**Section 1.** The officers shall consist of a President, President Elect, Executive Director, Immediate Past President, and Treasurer, who shall, except for the Executive Director, be elected from the membership of the Board of Directors by the Board.

#### **Section 2. Duties**

**The President** shall be the head of the Chamber and shall preside at all meetings of the membership and the Board of Directors. The President shall, with the counsel and advice of the President Elect and the Executive Director, determine the need for ad hoc committees, subject to the approval of the Board of Directors. The President shall, with the counsel and advice of the President Elect and Executive Director, select all ad hoc committee chairpersons, and assist in the selection of ad hoc personnel. The President shall serve as chairperson of the Executive Committee and, with the approval of the Board of Directors and Executive Director, shall sign checks, deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties.

**The President Elect** shall serve as first voluntary assistant to the President of the Chamber, performing the duties of the President in the absence of that officer and shall be responsible for the conduct of orientation sessions annually.

**The Treasurer** shall serve as treasurer of the Chamber and shall present a monthly financial report to the Board of Directors and an annual financial report to the investors of the Chamber at the annual meeting. In the absence of the President, the Treasurer shall, with the approval of the Executive Committee, Board of Directors and/or Executive Director, sign all checks, deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties.

**The Executive Director** shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the office and business affairs of the organization. He/she shall perform the duties of secretary, act as agent for service of process, and shall conduct the correspondence, preserve the records, documents, and communications, be in charge of books of account, maintain an accurate record of the proceedings of the Chamber and the Board of Directors meetings. He/she shall engage, discharge, and have supervision over all employees including fixing their duties and compensation subject to the approval of the Executive Committee and in accordance with the policies and practices approved by the Board of Directors. He/she shall serve as Secretary of the Chamber when required. He/she shall develop and maintain a statement of all Chamber policies as determined by the Board of Directors, and shall recommend a plan whereby policies may be

re-examined, re-affirmed or rescinded by the Board of Directors. He/she shall direct, assist and coordinate the work of the Membership Committee in increasing and expanding the membership support for the Chamber. The Board shall hire the Executive Director and fix his/her salary.

**Section 3.** The Executive Committee shall consist of the President, President Elect, Treasurer, Immediate Past President and the Executive Director. The Executive Committee shall act for the Board of Directors between regular meetings of the Board or in the absence of a quorum. Three members of the Executive Committee shall constitute a quorum.

## **Article V - Meetings**

**Section 1.** The annual meeting shall be held on a date determined by the Board of Directors. Additional meetings of the Chamber members shall take place at the discretion of the Board of Directors at a time and place designated by the Board.

Ten percent of the members shall constitute a quorum for the transaction of business at any meeting of the membership.

**Section 2.** Special meetings of the membership may be called by the Board of Directors or by the President or Executive Director upon written request of fifteen members of the Chamber. Only such business as the meeting was called to consider shall be acted upon at special meetings.

**Section 3.** Notice of each regular and special meeting of the members shall be given by the Executive Director by mailing, or electronic mail a written notice thereof at least five days in advance of such meeting to each member at his/her last address as shown on the books of the Chamber, or by delivering notice in each case to designate the time and place of the meeting, and in case of special meetings, to state generally the business to be considered at the meeting.

**Section 4.** Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board. Special meetings of the Board of Directors shall be held upon call of the President or upon request of any member of the Board to the Executive Director who shall notify all members of the Board. A quorum at any meeting of the Board of Directors shall consist of eight members of the Board.

## **Article VI - By-Laws**

**Section 1.** The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order except as herein modified.

**Section 2.** The Executive Director shall select, prior to October of each year, a Nominating Committee of at least three members. Committees shall in turn select at least five nominees and present these names to the directors at their April meeting. By a simple majority vote the directors may approve the nominees and announce the selections in the April bulletin.

The ensuing ballot shall be electronically mailed to each eligible voting member and shall list the nominees and provide space for write-in candidates. The ballot shall be postmarked no later than December 15. Completed ballots must be returned within ten days or shall be considered void. At least ten percent of the

ballots must be returned and correctly marked in order to constitute a valid election. The directors shall then hold a meeting to examine the ballots and declare winners who shall take office January 1st. At the first directors meeting after the elections the directors shall proceed to elect the President, President Elect and Treasurer. An official announcement of the new officers shall appear in the bulletin.

**Section 3.** Upon motion of any member of the Chamber board, the Chamber may by a 2/3 vote of those present go into executive session.

**Section 4.** A resolution offered at any meeting of Chamber members must be in writing and no member shall read or offer for action any communication or resolution without first making a general statement of the subject matter thereof. Should any two members object to its presentation, it shall be referred to an Advisory Committee of three to be immediately appointed by the presiding officer. After hearing any statements from the member offering the presentation or the members objecting to its presentation, this Advisory Committee shall report the matter back to the meeting with its recommendation that the matter be presented to the meeting or that its presentation be deferred. If the Committee recommends that its consideration be deferred, the resolution or communication in question shall be deferred to an appropriate committee for investigation and report to the Board of Directors.

**Section 5.** Committees shall meet on call of the committee chairperson. One more than half the total number of committee members shall constitute a quorum. Committee action shall be by majority vote of the members present and proceedings and recommendations shall be subject to approval by the Board of Directors.

**Section 6.** No disbursement of funds of the Chamber over \$5,000 shall be made unless the same shall have been approved through inclusion in the budget passed by the Board, and ordered by the Chamber or by the Board of Directors acting within such limitations as the Chamber may prescribe from time to time.

All disbursements shall be made by check, except that the Executive Director may be authorized to maintain a petty cash fund of (the amount to be determined by the Executive Committee), from which cash disbursements for petty expenses may be made, subject to audit. Checks shall be signed by the treasurer or in his/her absence by any member of the Executive Committee.

## **Article VII – Financial Review**

The Board of Directors shall appoint, at their discretion, an independent certified public accountant to perform a review, as defined by the American Institute of Certified Public Accountants, of the accounting records of the Chamber.

## **Article VIII - Amendments**

These By-Laws may be amended by a 2/3 vote of those present at any regular or special meeting of the Chamber, provided notice of the proposed change shall have been mailed by the Executive Director to each member not less than ten days prior to meeting.

**Article IX - Committees**

- Section 1.** Standing committees will be appointed annually at the January Board meeting by the Board, based on recommendation from the Executive Committee.
- Section 2.** Each committee will elect chairpersons annually and submit these names to the Board of Directors.
- Section 3.** Each committee will devise a system of rotation for members and report this system to the Board of Directors for their approval.
- Section 4.** Each standing committee will include in its membership one person from the Board of Directors as assigned by the Board of Directors.
- Section 5.** Ad hoc committees will be appointed by the Executive Director. Members will be appointed from the general membership of the West Bend Area Chamber of Commerce. Each committee will disband when their program is completed.

**Article X - Indemnification**

- Section 1.** Members. The Corporation may indemnify and allow reasonable expenses of any of its employees or agents who are not directors or officers to the extent provided by the Articles of Incorporation or By-Laws, by general or specific action of the Board of Directors or by contract.
- Section 2.** Officers. The Corporation shall indemnify any of its directors, officers or executive officer representing the Corporation to the fullest extent provided by secs. 181.042 through 181.044 and 181.049, Wisconsin Statutes, and to the fullest extent that Ch. 181, Wisconsin Statutes as now in effect or as from time to time amended or otherwise modified shall allow. In addition, the Corporation may, by resolution duly adopted by the Board of Directors, provide an additional right to indemnification or allowance of expenses to any of its directors, officers or executive officer representing the Corporation.

These bylaws were adopted at a meeting held on December 1<sup>st</sup>, 2010 and were passed by a two thirds vote by the members present.

Date: \_\_\_\_\_

President \_\_\_\_\_

President-Elect: \_\_\_\_\_