

Constitution and Bylaws

of

MUSKEGO AREA CHAMBER OF COMMERCE & TOURISM

REVIEWED

February, 1988

Robert Kreuser

July, 1988

Board of Directors

Approved by Membership

October, 1988

November, 1988

Amended

June, 1997

Amended

December, 2001

Gerald S. Boisits, Esq.

Amended and Approved by Membership

September 10, 2003

Amended and Approved by Membership

September, 2012

Gerald Boisits (Board President)

Jeff Hoeser (Board Member)

Robb Kurudza (Board Treasurer)

Dr. Jason Thompson (Board Member)

Tina Weiss (Executive Director)

Amended and Approved by Membership

November 20, 2015

Jeff Hoeser (Board President)

Deborah Skurulsky (Executive Director)

**MUSKEGO AREA CHAMBER OF COMMERCE & TOURISM, INC.
CONSTITUTION AND BYLAWS**

PREAMBLE

We, the members of this association, in order to further the mutual interests of our members, and the City of Muskego, do hereby dedicate ourselves to combine our efforts for serving our community and its residents. It is our purpose to enhance the community's economic development and prosperity. With this purpose in mind, we hereby formulate the following rules by which to govern ourselves.

ARTICLE I

NAME

The name of this association shall be the Muskego Area Chamber of Commerce & Tourism, Inc., (herein referred to as "Chamber") currently with a mailing address of P.O. Box 234, Muskego, WI 53150 (www.muskego.org), a non-profit organization as defined in *Article 501 (c) (6) of the Internal Revenue Code*. The Chamber shall observe all local, state and federal laws which apply to this non-profit status.

ARTICLE II

MEMBERSHIP

Section 1. Eligibility

Any individual, corporation, partnership, association, governmental body or estate having an interest in the purpose of the association shall be eligible to apply for membership.

Section 2. Classes of Membership

This Chamber shall recognize three (3) classes of membership: regular, service organizations and honorary.

Subsection 2.1 Regular Members

Regular members shall include any individual, corporation, partnership, association, governmental body or estate having an interest in the purpose of the Chamber, may be eligible for membership in this Chamber. Separate locations may require separate memberships as set out in policies of the Chamber.

Applicants shall become members upon payment of the regularly scheduled dues.

Subsection 2.2 Service Organizations

Any non-profit service organization having an interest in the purpose of the Chamber, may be eligible for membership in this Chamber. Applicants shall become members upon payment of the regularly scheduled dues.

Subsection 2.3 Honorary Members

The Board of Directors shall have the option of recognizing any individual as an honorary member of the Chamber. The proposed candidate for honorary membership shall have a distinguished record of helping to promote and advance the mission of the Chamber. Designation of an individual as an honorary member shall require a majority vote of the Board of Directors at any regular scheduled meeting. Honorary members shall be entitled to all rights and privileges of regular membership, with the exception of voting rights. Honorary members shall not be responsible for payment of membership dues.

Section 3. Membership Investment

Membership investments shall be determined by the Board of Directors. Membership investments shall be paid annually or semiannually, on an anniversary date schedule, based on the date first joined. Membership investments may be changed by the Board of Directors on an annual basis. Paid membership investments are non-refundable. Membership investments shall be delinquent if not paid within ninety (90) days.

Section 4. Membership Privileges

Any person, firm, association or corporation, eligible for membership under the constitution, may acquire more than one membership by undertaking to pay the annual dues of each such membership and may designate an individual to represent such membership.

Section 5. Voting Rights

In any proceeding in which voting by members is called for, each member in good standing, shall be entitled to cast one (1) vote. These voting rights are nontransferable. If a member is unable to attend a general meeting of the membership, the vote may be submitted by absentee ballot.

Section 6. Termination (Resignation, Expulsion and Delinquency)

Any member may resign from the Chamber upon written request and reporting to the Board of Directors. Any member may be expelled by the Board of Directors for nonpayment of dues. Any member may be expelled by a two-thirds vote of the Board of Directors, at a meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after ten (10) days written notice has been forwarded to such member.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall consist of thirteen (13) members. No Chamber member business can have more than one (1) representative on the Board at one time. Nine of the Board of Directors shall be elected annually for a term of three (3) years, as hereinafter provided. Four (4)

of the Board of Directors shall be elected for a term of one (1) year, as hereinafter provided. The applicable respective term of each Director shall end on March 31st and begin on April 1st. (See *Section 2* below.)

Section 2. Powers of the Board

The Board of Directors shall have the power to remove from office any Director or officer for just cause or his/her absence from three (3) consecutive board meetings without a valid excuse.

The Board of Directors shall have the power to employ/terminate an Executive Director, fix salary and determine other considerations of employment.

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. Both standing committees and operating committees will exist and carry out the duties set forth by, and at the will of, the Board of Directors. Standing committees address administrative and operational concerns. Operating committees address membership issues and concerns. The Board of Directors may adopt such rules as may be necessary to conduct the business of the Chamber.

Actions by any committees are advisory only. A committee cannot act on behalf of the full board. Only actions by the full board have authority. Likewise, individual board members and Board Officers can perform official actions on behalf of the Board only with specific authorization of the Full Board.

Section 3. Selection and Election of Directors

Subsection 3.1 Selection of Directors

The Directors of the Chamber shall be elected to a one (1)/three (3) year term, at the bi-annual spring membership meeting. Nominations shall be solicited from the Chamber. At least one (1) individual shall be nominated to fill each vacant seat on the Board. Any representative of a Chamber member in good standing is eligible to be nominated, but all nominees must agree in advance to serve if elected. The Executive Director shall send/email a list of the members so nominated to all members of the Chamber, thirty (30) days prior to the election. Unless otherwise stated herein, notice to the membership shall be deemed made when posted on the Chamber website.

Subsection 3.2 Voting By Ballot

All voting shall be by ballot. Voting may be made by absentee ballot for those not able to attend the bi-annual spring meeting. The number of Directors to be elected, who receive the highest number of votes, shall be declared elected. The President shall determine which vacant terms those so declared, shall serve.

Subsection 3.3 Nominating Committee

The President shall appoint a Nominating Committee of two (2) to three (3) Chamber members who are not members of the Board of Directors or candidates for the election. The Committee

shall have supervision over the nomination and election process, until the results have been ascertained. The Committee shall be charged with the responsibility of producing a slate of candidates that helps maintain good representation on the Board for all types and locations of member businesses. The Committee and/or the Executive Director may appoint other non-board members to assist them in their duties if necessary.

Section 4 Meetings

The Board of Directors shall meet on a monthly basis, unless it is deemed unnecessary. The date and time will be determined on a yearly basis. In addition, special meetings of the Board may be called at any time by the President, his/her designate or by the Executive Board.

Section 5. Vacancies

The President, with the concurrence of the majority of the remaining Directors, shall have the power to appoint a current member to fill the unexpired term of any Director or Officer that occurs due to death, resignation or other cause. This power of appointment shall not apply, if said vacancy occurs within thirty (30) days of the new election for such unexpired term.

Section 6. Indemnification of Directors/Officers

The Chamber shall provide for the indemnification by the Chamber of any and all of its Directors, officers or former officers or 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, officers or employees of the Chamber, as set forth in *Chapter 181, Wisconsin Statutes*. As such, a sufficient fiduciary bond, in an amount set by the Board, shall be obtained and paid for by the Chamber.

Section 7. Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors as necessary on an emergency basis, when the Board is not in session, but shall be accountable to the Board for its actions and shall report its action(s) at the next meeting of the full board for its discussion and approval or rejection of the action(s) taken. It shall be composed of the President, Vice President, Past President, Treasurer, and Executive Director. The President will serve as chair. The Executive Director shall participate in all Executive Committee meetings, but shall have no vote.

ARTICLE IV

OFFICERS

Section 1. Determination of Officers

The Board of Directors shall meet and elect new officers no later than April 30th of each year.

Section 2. Duties of Officers

Subsection 2.1 President

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with the advice and counsel of the Executive Director, assign duties to the Vice President. The President shall, with advice and counsel of the Vice President and the Executive Director, determine all committees of the board. The President shall automatically assume ascension to the Past Presidency after serving one (1) term as President.

Subsection 2.2 Vice President

The duties of the Vice President shall be to serve on the Executive Committee, as well as perform those duties that may be assigned by the President. The Vice President shall exercise the powers and authority and perform the duties of the President, in the absence or disability of the President. The Vice President shall automatically assume ascension to the Presidency after serving one (1) term as Vice President. The Vice President's term as a Board member shall be automatically extended to accommodate future service as President and Past President as needed.

Subsection 2.3 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 shall be signed by the Treasurer, Executive Director, or President.

The Treasurer shall perform all duties incident to the office and such other duties as from time to time may be assigned by the President.

The Treasurer shall provide current financial reports to the Board of Directors no less than two (2) days before scheduled board meetings.

Subsection 2.4 Secretary

The Executive Director shall serve as Secretary of the Board of Directors and perform such duties as outlined in *Subsection 2.5* herein.

Subsection 2.5 Executive Director

The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as Secretary to the Board of Directors and cause to be prepared notices, agendas, and minutes of meetings of the Board. As such, the Executive Director shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with these By-Laws or as required by law; be custodian of the corporate records, the execution of which on behalf of the Chamber is duly authorized in accordance with the provisions herein. The Executive Director shall serve as advisor to the Board and shall assemble information and data and cause to be prepared special reports, as directed by the President. With

assistance of the committee chairs, the Executive Director shall be responsible for administration of the any Business Plan developed by and in accordance with any policies and regulation of the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the Executive Committee, the Executive Director shall be responsible for the preparation of any operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocations. The Executive Director shall have no vote.

ARTICLE V

MEETINGS

Section 1. Date of Bi-Annual Membership Meetings

There shall be bi-annual meetings of the Chamber membership. The bi-annual spring meeting shall be held no later than March 31st or as otherwise designated by the President. The bi-annual fall meeting shall be held no later than October 31st or as otherwise designated by the President. The time and place shall be fixed by the Board of Directors and notice thereof mailed/e-mailed to each member at least thirty (30) days before said meeting.

Section 2. Notices, Agenda and Board Minutes

Written/electronic notice of all Chamber Board meetings (other than stated herein) must be given at least seven (7) days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings, excepting committee meetings.

Section 3. Committee Meetings

Meetings may be called at any time by the President of the Board, Vice President, Executive Director, or by the committee's chairperson.

Section 4. Quorum

Twenty (20) percent of the members in good standing shall constitute a quorum at all membership meetings.

A quorum at any Board of Directors meeting shall be (7) seven.

A quorum at any committee meeting shall be the majority of that committee's members.

Section 5. Parliamentary Procedure

Unless otherwise stated herein, all questions of parliamentary procedure shall be determined according to the latest edition of *Robert's Rules of Order Revised*.

ARTICLE VI

AMENDMENTS

This Constitution and Bylaws may be amended at the bi-annual or special meeting called for that purpose, by a two-thirds (2/3) vote of the members present. The Secretary shall notify all members of the proposed changes at least ten (10) days before such meeting is to be held.

ARTICLE VII

INTENT

This Chamber shall be non-partisan, non-sectarian and shall take no part in or lend its support to the election or appointment of any candidate for public office.

ARTICLE VIII

FISCAL YEAR

The Chamber fiscal year shall extend from January 1st to December 31st.

ARTICLE IX

DISSOLUTION

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 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 the *IRS Section 501 (c)(6)*, with any amendments thereto.