

Bylaws of the Sauk Prairie Area Chamber of Commerce, Inc

Revised by Board of Directors

Approved May 18, 2017

ARTICLE I
General

Section 1.1: Name

This organization is incorporated under Chapter 181 of the Wisconsin Statutes and is known as the Sauk Prairie Area Chamber of Commerce, Inc. (hereafter referred to as the "Chamber"). The Chamber's principal office shall be located in Sauk City, Wisconsin.

Section 1.2: Purpose

The purposes of the Corporation "Chamber" are generally set forth in the Articles of Incorporation. These Bylaws are the rules adopted by the Chamber for the general regulation and management of its affairs. Regular review and adoption of a revised "mission statement" to guide the short and long term goals and objectives of the Chamber is consistent with this section and the Articles of Incorporation.

ARTICLE II
Membership

Section 2.1: Eligibility

Any business, person, or organization that shares the objectives of the Chamber shall be eligible to apply for membership in one of the classes of membership defined in Section 2.2. The Chamber reserves the right to decline membership to any applicant that, as determined by the Board of Directors, directly conflicts with the objectives of the Chamber.

Section 2.2: Classes of Membership

Full Member: A full member shall be a business that is located in the Sauk Prairie School District.

Associate Member: A business that is located outside of the Sauk Prairie School District.

Public Organization: Governmental entities or educational institutions.

Service Organizations: A club or not-for-profit organization that does not charge for programs and/or services and has no more than one full time equivalent.

Emeritus Member: A person that has served on the Chamber Board of Directors and/or has contributed substantial years of service and volunteer hours to the Chamber. Persons eligible for membership under this class shall be approved by the Board of Directors.

Section 2.3 Acceptance and Term

Applications for membership shall be in writing, on forms provided for that purpose. Any applicant shall officially become a member upon payment of annual membership dues then in effect. Membership may be renewed by payment of annual membership dues then in effect.

Section 2.4: Dues

Membership dues shall be at such rates, schedules or formulas prescribed by the Board of Directors, and payable in advance.

Section 2.5: Termination

Membership will be terminated for nonpayment of dues after (90) ninety days from the date due, unless otherwise extended for good cause as determined by the Executive Director in consultation with the Board President. They may be expelled for other causes deemed sufficient and for the best interests of the Chamber by a two-thirds vote of the Board of Directors. No member shall be expelled for any reason other than non-payment of dues without providing the member with written notice providing the member with an opportunity to be heard by the Board within thirty (30) days of receiving notice.

Section 2.6: Voting

In any proceeding in which voting by all members is called, each member in good standing shall be entitled to cast (1) one vote. Honorary members shall not be eligible to vote.

Section 2.7 Exercise of Privileges

Any person or organization holding membership may designate individuals who the holder desires to exercise the privileges of membership and shall have the right to change its membership designation upon written notice of the Board of Directors, provided such designee is an employee of the member organization.

Section 2.8 Orientation

Orientation on the purposes and activities of the Chamber shall be conducted by the Executive Director for new Directors and committee chairs prior to the Board meeting held in February or at other times as determined by the Board of Directors. New members shall be given materials that further explain the purposes and activities of the Chamber.

Section 2.9: Honorary Membership

The Board of Directors, by a majority vote, may bestow an honorary, non-voting membership to a municipal corporation or quasi-municipal corporation.

ARTICLE III

Meetings of the Members At Large

Section 3.1: Annual Meeting

The Annual Meeting of all Chamber members in good standing shall be held in the month of January at a time and place determined by the Board of Directors. At a minimum, the agenda for this meeting shall call for the election of persons to the Board of Directors and as Officers of the Chamber.

Section 3.2: Special Meetings

Special meetings of all Chamber members in good standing may be called by the President of the Chamber at any time, or upon petition in writing of any (15) fifteen percent of members in good standing, at a place and time as determined by the Board of Directors.

Section 3.3: Quorums

At any duly called Annual or Special Meetings of the Chamber, (25) twenty-five percent of the membership shall constitute a quorum.

Section 3.4: Voting

Chamber members in good standing shall have the right to cast a ballot for any issue requiring a vote, including the election of persons to the Board of Directors and as officers of the Chamber. Each member represented shall have only one vote. Unless otherwise required by parliamentary procedure, a simple majority of the votes cast shall be necessary to affirm any issue. Voting by proxy is not permitted.

Section 3.5: Notices, Agendas, and Minutes

Written notice of Annual or Special Meetings must be given at least (10) ten, and not more than (45) forty-five days in advance of the meeting. Notice may be distributed through a mailing to all members in good standing or included in other Chamber correspondence to members, including regular publications of the Chamber. An agenda shall be prepared in advance and made available to the membership at the time the notice is given. Minutes from the previous meeting shall be available and approved at the next subsequent Annual Meeting.

ARTICLE IV

Board of Directors and Officers

Section 4.1: Composition of the Board

The Board of Directors shall be composed of no more than (15) fifteen and no less than (10) ten members. Whenever possible, an effort should be made to have generally equal representation from each village and surrounding towns in determining the Directors. Additionally, (5) five Board of Director seats shall be held by the following officers: (1) one voting member shall be the Immediate Past President; (1) one voting member shall be the President; (1) one voting member shall be the Treasurer; (1) one voting member shall be the President-Elect; and (1) one voting member shall be the Vice President.

Section 4.2: Terms of Directors and Officers

Elected directors shall serve for a term of (2) two years. Directors may serve no more than two consecutively elected terms. A newly appointed Director serving out an unexpired term is eligible for election to (2) two additional consecutively elected terms after the expiration of the term appointed. Terms of Directors shall be staggered, such that ($\frac{1}{2}$) one-half of the terms expire each year. Officers of the Chamber include: Immediate Past President, President, President-Elect, Vice President, and Treasurer. All officers shall serve a one-year term.

Section 4.3: Nominations for Directors and Officers

- A. Nominating Committee: At the regular September meeting of the Board of Directors, the President shall appoint, subject to approval of the Board of Directors, a (5) five person nominating committee. The nominating committee shall include: (1) one Officer; (2) two additional Directors; and (2) two Chamber members at large. The President shall designate the Chair of this Committee.

- B. Presentation of a Slate of Candidates: The nominating committee shall present a slate of candidates corresponding to the number of Director and Officer vacancies to the Board of Directors at their regular November meeting. The slate of candidates shall be approved by the Board.
- C. Eligibility: Candidates must be owners or employees of active members of the Chamber in good standing and agreeable to accepting the responsibility of a Director or Officer. No Director who has served (2) two consecutively elected terms is eligible for re-election. A period of (1) one year must lapse before eligibility to serve as a Director is restored. In the case of Officers, no person may hold any single Officer position for more than (2) two consecutively elected terms. A period of (2) two years must lapse before eligibility to serve in the same Officer position is restored. The Immediate Past President office may be held by any person who held the office of President within the preceding (3) three years
- D. Publicity of Nominations: The slate of candidates shall be published with the notice and agenda for the Annual Meeting.

Section 4.4: Elections

Members shall elect Directors and the Officers at the Annual Meeting. A slate of candidates will be presented for vote. A simple majority vote shall be required to seat the candidates.

Section 4.5: Seating Directors and Officers

Newly elected and re-elected Officers and Directors shall commence their term on the day following the Annual Meeting.

Section 4.6: Duties of Officers

- A. President: The President shall serve as the highest elected officer of the Chamber and shall preside at all Chamber meetings of the membership, Board of Directors, and Executive Committee. The President shall be responsible for the Chamber's affairs with full power to execute all resolutions and orders of the Board of Directors not specifically entrusted to some other office. The President is responsible for safeguarding all funds received by the Chamber and their proper disposition. The President may delegate to another officer, Director, or agent of the Chamber, select control over the regular business and affairs of the Chamber, subject to the Board of Director's approval.
- B. President-Elect: The President-Elect shall exercise the power and authority and perform the duties of the President in the absence or disability of the President.
- C. Vice President: The Vice President shall exercise the powers and authority and perform the duties of President in the absence or disability of the President and the President-Elect.
- D. Immediate Past President: The Immediate Past President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President, President-Elect, and the Vice President.
- E. Treasurer: The Treasurer shall serve the President in safeguarding all funds received and their proper disbursement. The funds shall be administered in accordance with the financial policy adopted by the Board of Directors.

Section 4.7: Removal and Vacancies

Any Director or Officer may be removed for cause or for absence from (3) three consecutive regular meetings of the Board of Directors unless confined by illness or other absence approved by a majority vote of the Board of Directors. If the office of any Director or Officer shall become vacant by reason of death or resignation, such vacancy shall be filled by the Board of Directors by a majority vote with due consideration given to maintaining equitable community representation.

Section 4.8: Policy

The Board of Directors is responsible for establishing the procedures and formulating the policies of the Chamber.

Section 4.9: Management

The Board of Directors shall employ an Executive Director and other employees they deem necessary and shall fix the salary and other considerations of employment.

ARTICLE V

Meetings of the Board of Directors

Section 5.1: Regular Meetings

A regular meeting of the Board of Directors shall be held each month at a time and place designated by the President.

Section 5.2: Special Meetings

Special meetings of the Board of Directors shall be called at the discretion of the President, or by any (3) three members of the Board.

Section 5.3: Quorums

A simple majority of voting Directors shall constitute a quorum.

Section 5.4: Voting

Unless otherwise required by parliamentary procedure, a simple majority of the votes cast at a meeting at which a quorum is present shall be necessary to affirm any issue. A director who is present at any meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless the director votes against such action or abstains from voting because of an asserted conflict of interest. Voting by proxy is not permitted. Electronic voting and/or phone conference participation is permitted in accordance with established policy.

Section 5.5: Notices, Agendas, and Minutes

Written (may include electronic mail) notice of all regular meetings of the Board of Directors and Executive Committee must be given at least (3) three days in advance. An advance agenda and minutes shall be prepared for all other meetings.

ARTICLE VI Committees

Section 6.1: Appointment and Composition

The Board of Directors may create committees deemed appropriate to the best interests of the Chamber. The President, in consultation with the Executive Director, shall appoint members of all committees, whether standing or ad hoc, to be approved by the Board of Directors in March of each year. A Chamber employee shall be designated to staff each committee, and the President shall appoint not less than two directors to serve on each committee and report to the Board of Directors. Meetings of committees shall be held at such time and place as shall from time to time be determined by the committee with notice of such meeting given to committee members. A majority of committee members at any meeting shall constitute a quorum for the transaction of business.

Section 6.2: Executive Committee

The Board of Directors shall have an Executive Committee consisting of the officers of the Chamber, specifically, the president, president-elect, vice-president, treasurer and the immediate past-president. The President will serve as the chair of the Executive Committee. The Executive Committee shall serve as the planning committee for the Board meetings. The Executive Committee shall assist with the preparation and review the annual budget. The Executive Committee may exercise the powers of the Board of Directors with respect to the management of the affairs of the Chamber only in emergency circumstances such that it is impossible to call a special meeting of the Board of Directors or use electronic voting in time to address the emergency.

Section 6.3: Authority

It shall be the function of committees to set annual and long term goals and objectives consistent with their initial charge, make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

Section 6.4: 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 shall be approved or ratified by the Board of Directors. Committees, task forces, councils, ad hoc work groups or other entities shall be discharged by the President, subject to the approval of the Board of Directors, when their work has been completed and their reports accepted.

Section 6.5: Quorums

A simple majority of committee members shall constitute a quorum.

Section 6.6: Voting

A simple majority of the votes cast at a committee meeting at which a quorum is present shall be necessary to affirm any issue. A committee member who is present at a committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless the committee member votes against such action or abstains from voting because of an asserted conflict of interest. Voting by proxy is not permitted.

Section 6.7: Notices, Agendas, and Minutes

Written notice of all meetings must be given at least (3) three days in advance. An agenda and minutes should be prepared for all meetings.

ARTICLE VII
Finances

Section 7.1: Funds

All money paid to the Chamber shall be placed in general operating funds, investments or special accounts as approved by the Board of Directors. The Chamber may use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall accrue, or be distributed, to the members of the Chamber.

Section 7.2: Disbursements

Upon approval of the budget, the President or Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget according to Chamber policy as may be from time to time prescribed by the Board of Directors.

Section 7.3: Fiscal Year

The fiscal year shall begin on January 1 and end on December 31 of the same year.

Section 7.4: Budget

The Executive Director shall have primary responsibility for preparing an annual budget, subject to the Board of Director's approval.

Section 7.5: Contracts

The Board of Directors may authorize any member, director, officer or employee of the Chamber to enter into any contract and execute and deliver any instrument in the name of and on behalf of the Chamber. Such authority may be general or confined to specific instances.

Section 7.6: Gifts

The Board of Directors may accept on behalf of the Chamber any contribution, gift, bequest, or device deemed appropriate by the Board of Directors.

Section 7.7: Audit

The accounts of the Chamber shall be audited periodically as determined by the Board of Directors.

ARTICLE VIII
Records

Section 8.1: Records

The Chamber shall keep a correct and complete membership roster, records of account, and other books and records including minutes of the proceedings of its meetings, at its principal office, or other designated location.

Section 8.2: Inspection

Upon advance written notice, reasonable arrangements shall be made to allow all books and records of the Chamber to be inspected by any member or their agent for any lawful purpose. R

ARTICLE IX
Laws and Procedures

Section 9.1: Compliance With Other Laws

In the event that these bylaws or any provision herein contained, should in any manner be contrary to or violate the provision of federal or State of Wisconsin Law, the federal or state law shall prevail.

Section 9.2: Parliamentary Procedure

Subject to any contrary requirements in these bylaws, or by special rule duly enacted, the conduct of meetings shall be guided by Robert's Rules of Order.

ARTICLE X
Indemnification

Section 10.1: Indemnification

The Chamber shall indemnify any and all current and 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 they or any of them are made parties, or a party, by reason of having been officers, Directors, or 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 XI
Changes

Section 11.1: Amendments

A simple majority of the votes cast at a meeting of the Board of Directors at which a quorum is present shall be necessary to amend these bylaws, provided a statement of the nature of the proposed amendment is included in the notice of such meeting. Any amendments shall be reported to the members at the next Annual Meeting.

Section 11.2: Dissolution

On dissolution of the Chamber, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Chamber, dispose of the monetary and physical assets of the Chamber to another organization or organizations within the Sauk Prairie School District, organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) or a business league or chamber of commerce under section 501(c)(6) of the Internal Revenue Code.