WAUSHARA COUNTY CHAMBER OF COMMERCE
BY LAWS

Purpose: To assist business owners in Waushara County to reach the greatest number of potential customers by prioritizing the best methods for marketing and use of resources. Our goal is to provide and maximize a county-wide partnership that creates Waushara County as a destination for potential tourists, a place for local citizens to patronize, and an attractive community for future development.

ARTICLE I
MEMBERSHIP

Article I – Section 1

Any individual, firm, association, corporation, partnership, nonprofit organization, government, school, or church interested in the commercial, industrial, agricultural, or educational civic process of this area shall be eligible for membership.

Article I - Section 2

Members may be accepted by the Board of Directors upon proper application, review by the Executive Director, and tender of annual dues

Article I - Section 3

Each member shall pay dues in accordance with the dues structure for that year. Dues for business organizations shall be based upon the number of their employees. Dues are billed on anniversary date of membership annually and are non-refundable.

Article I - Section 4

If any member fails to pay dues within thirty days after the due date, a written notice of delinquency shall be given by the Executive Director. If the fees remain unpaid thirty days after the written notice, the membership shall be temporarily suspended pending payment of dues or final action of the Board of Directors.

Article I - Section 5

Any membership may be cancelled by affirmative vote of the majority of the directors for which this Chamber is organized.

Article I - Section 6

All membership withdrawals must be tendered to the Board of Directors in writing. A withdrawal received after a payment is made shall not include a refund of dues paid.

Article I - Section 7

Every paid membership is entitled to one (1) vote when membership voting is required.

ARTICLE II
MEETINGS

Article II - Section 1

- Annual Meeting

The president shall ensure that the Annual Membership Meeting is announced at least two weeks prior to the date of the meeting. The location and time is at the discretion of the board, however, it shall be held in the fall of the year.

Article II - Section 2

- Monthly Board of Director Meetings

The Board of Directors shall meet monthly at a regularly scheduled time and place. Additional meetings may be called by the president or at the request of one or more board members. If an additional meeting is called, or if special circumstances warrant changing the time or place of a monthly meeting, notice of the time and place of such meeting shall be given to each board member with at least 24 hour notice. Board actions, including recommendations, shall be by the majority of the members present. A Board meeting must consist of one more than half the total number of Board members which shall constitute a quorum.

Article II - Section 3

- Committees

Each committee will include at least one current board member and be chaired by a Chamber member in good standing who will be assigned by the president on an annual basis. The committee chair shall be responsible for notifying committee members of meetings, ensuring committee activities are being performed and relaying to the Board of Directors the committee's activities. Committee chairpersons, or their designee, shall submit written and/or oral general reports of the committee's activities to the Board of Directors at least quarterly. The president shall be the chair of the executive committee.

COMMITTEES (Descriptions)

1. **Executive Committee**: The executive committee shall consist of four officers as shown in Article IV – Section I and the Executive Director who will be a non-voting member.

2. **Events and Program Committees** (Freedom Fest, Music in the Park, Parades, Big Buck Contest, etc). Each Committee is responsible for developing, promoting, and facilitating the specific public event of the Chamber, local educational programs, and resources that will educate and engage chamber members and the community at large. The activities and decision making of each committee will be linked to the board through written and/or oral reports by the committee chairman or their designee. Lastly, each Committee will develop their own operating budget with final Board approval of such budget and will be held responsible for staying within the budget. An accounting, detailing all income and expenses, must be submitted to the Chamber Treasurer throughout the specific event or program.

3. **Nominating Committee:** The Nominating Committee shall furnish to the Board of Directors, after the annual meeting, nominations for the officers of the Board. The Nominating Committee shall also furnish to the Board of Directors names of interested individuals and potential candidates to serve as Directors. The Nominating Committee shall be comprised of three (3) current members in good standing and include at least one board member. This committee shall be appointed by the president of the board of directors. The Nominating Committee shall begin the process at least 3 months prior to the Annual Meeting.

4. **WIN** – **Waushara Interactive Networking**. The purpose of this committee will be to exchange referrals, ideas, and information through fellowship of members of diverse professions. Ultimately, a successful Networking Group will further business and financial interests between members. The exchange of business between members is encouraged, but it is not a requirement of membership. There is an annual membership fee that is due at the time of acceptance by the Board of Directors of the Waushara Area Chamber of Commerce. Members will be billed annually according to their month of application. For additional information, please refer to the WIN Guidelines.

5. **Scholarship Committee**: When funds are available there will be a scholarship opportunity. Applicants must be a resident of Waushara County or attend school in Waushara County. The committee shall be comprised of at least three (3) current members in good standing and include at least one board member. This committee shall be appointed by the president of the board of directors. Amount of scholarship shall be determined by the amount of funds in the Scholarship Fund; however, no less than $250 or more than $1,000 is to be awarded.

ARTICLE III
BOARD OF DIRECTORS

Article III - Section 1

- Membership

A Board of Directors not to exceed nine (9) may be elected by vote at the Annual Meeting in Fall.

At least four weeks prior to the annual meeting a request for nominees will be e-mailed to all current Chamber members. Resumes of the nominees will be distributed via e-mail to all the members of the chamber by the nominating committee at least ten (10) days prior to the annual meeting. An e-mail will be sent out in the week prior to the annual meeting for absentee voting. If there is a tie vote between nominees, a flip of the coin will determine the winner.

Directors may hold office up to two (2) consecutive three (3) year terms, or until their prior death, resignation or removal, or as specifically provided herein. After the initial 3 year term, the incumbent will require an approval vote by the membership to continue a second 3 year term. The terms of directors shall be staggered so that, to the extent possible, an equal number of directors will be elected each year. In addition, when a board member ends their elected term(s) they are eligible to reapply for a board position after a one year (12 month) separation from the end of their last term date as a board member.

A vacancy on the Board of Directors is defined as a resignation, death, removal, or those who have resigned by virtue of three (3) consecutive, unexcused absences of Board meetings. The Board at their discretion may fill the vacancy by appointing another member of the Chamber (in good standing) provided a majority of the current Board approves the nomination of the Board Member. The Board Member will be considered interim and shall serve the remainder of the term of the Director whose position was vacated. The interim time served will not restrict the appointed board member from being elected to two additional three year terms.

Terms will begin the January 1st following the Annual Meeting; except in cases where Board members are added during the year. Newly elected board members should attend all monthly Board of Directors meetings from the time of his/her election. Notification of absences should be directed to the Executive Director and/or the President of the Chamber; notification of an absence is the responsibility of the Board Member.

A Board member must be a chamber member or belong to the organization or business that they represent on the board. Only one family member will be allowed on the board at the same time. A family member is a spouse, sibling or descendent. Only one director of the same membership can fill the Board of Directors seat. For continuity and consistency of the Board, “Stand in” or “fill in” for other Board members will not be allowed.

Article III - Section 2

- Indemnification

The Chamber shall indemnify and hold the board members harmless from and against any loss, liability, damage, and reasonable expenses arising from their duties as board members.

Indemnity for liability includes that arising from a board member's ordinary negligence, but does not include liability arising from the gross negligence or willful misconduct of a board member.

ARTICLE IV
OFFICERS

Article IV - Section 1

- Executive Officers:

The executive officers shall consist of a President, Vice-President, Secretary and Treasurer. The executive officers shall be elected by the Board of Directors at the December meeting.

Article IV - Section 2

- Duties

PRESIDENT: The President shall preside at all meetings of the Chamber, shall have general supervision over the affairs of the Chamber, and shall perform all the usual duties related to the office, but shall be limited to actions and authorities approved by a simple majority of the board of directors. The President shall attend, or assign a representative for all Chamber sponsored activities. It is the duty of the President to form such committees as may be necessary to accomplish the purposes of this Chamber. The President shall appoint a Nominating Committee at a meeting of the board prior to the Annual Meeting.

VICE-PRESIDENT: The Vice-President shall act in the place of the President in the latter's absence; and in the absence of both the President and Vice-President, the Board of Directors shall choose one of its members to act temporarily.

SECRETARY: It shall be the duty of the Secretary to conduct all of the official correspondence, record and translate the minutes for all board meetings, and preserve all books, documents, and communications pertaining to the records of the Chamber. Distribution of the typed minutes of each board meeting shall be distributed to all board members no less than seven days prior to the next scheduled board meeting.

TREASURER: The Treasurer shall keep accounting records of all income and expenses and maintain an accurate record of proceedings. The Treasurer shall submit financial reports to the board of directors at least quarterly. The board of directors, on an annual basis, has the authority to determine if two signatures are required for issuing checks.

ARTICLE V
BYLAW AMENDMENTS

Article V - Section 1

These bylaws may be altered, amended, or repealed by a vote of the majority of the members of the Board of Directors present at any regular or special meeting called for that purpose in which a quorum is present. A notice specifying the proposed amendment, alteration or repeal of any bylaw will be provided to board members at least seven (7) days prior to any regular or special meeting called for that purpose. Changes to the bylaws must be relayed to the membership in whole via email which will be followed by a 14 day "comment period". Comments submitted to the board from the membership regarding bylaw changes will be reviewed and considered at the next regular or called meeting of the board. In addition, the bylaws are to be posted on the Chamber's website.

ARTICLE VI
GENERAL PROVISIONS

Article VI - Section 1

- Executive Director

The Board may employ, to serve at its discretion, an Executive Director. The Executive Director shall manage the property and corporate business and perform such functions and duties as assigned by the Board and/or President. The Executive Director shall be an ex officio member of the Board, Executive Committee, and all other committees.

Article VI - Section 2

- Executive Session

Upon motion of any board member, the members will go into executive session by vote of a majority of the directors in attendance.

Article VI - Section 3

- Monetary Disbursements

All monetary disbursements shall be made by check or via electronic payment; however the Treasurer is authorized to maintain a petty cash fund as approved by the Board of Directors only for cash disbursements of expenses less than $100. Checks shall be prepared and signed by the Treasurer unless the Board of Directors determines that a second signature is required. The accounts shall be audited semi-annually and prior to presenting the records to the newly elected Treasurer.

Checks of less than $1,000.00 shall be signed by the Treasurer. Checks exceeding said amount are to be signed by the Treasurer and co-signed by either the President or Executive Director. Any check representing more than 20% of the amount contained in the annual budget for said expense must be approved by the Board.

The Executive Director may keep an approved amount for petty cash within the Chamber office to use as needed for Chamber business; an amount to be designated and approved by the Board and monitored by the Treasurer.

Article VI - Section 4

- Budget/Salaries/Performance Reviews

The Executive Committee shall review the present budget annually and prepare an annual budget for review and approval by the full board. The Executive Committee shall also review salaries of the Executive Director and his/her assistant, if any. The Executive Committee, made up of voting members only, shall complete an annual performance review of all employees of the Chamber.

Article VI - Section 5

- Dissolution

In the event that the Chamber, at the direction of the Board of Directors, ceases its operation and is liquidated, dissolved, or terminated, all assets remaining after payment of debts shall be distributed in accordance with the purposes of the Chamber. Under no circumstances shall assets be distributed in the form of any transaction that could be construed as a Prohibited Transaction under 26 U.S.C. 503.

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