

# **CONSTITUTION and BY-LAWS**

## **Reedsburg Area Chamber of Commerce**

Revised: January 2010

### **ARTICLE I – NAME & OBJECTIVE**

- SECTION 1. The name of this organization shall be the Reedsburg Area Chamber of Commerce.
- SECTION 2. The Reedsburg Area Chamber of Commerce (RACC) is organized to promote common economic interests of commercial, industrial, professional, agricultural, tourism and education enterprises in the City of the Reedsburg and its trade 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. The Reedsburg Area Chamber of Commerce shall be nonpartisan, nonsectional and nonsectarian and shall take no part in, or lend support to, the election or appointment of any candidate for public office.

### **ARTICLE II – MEMBERSHIP**

- SECTION 1: Any person or organization having an interest in the objectives of the RACC shall be eligible for membership, subject to approval of the Board of Directors. The RACC shall establish full memberships within the immediate geographic trade area and associate memberships outside of the immediate geographic trade area.
- SECTION 2: Membership dues shall be set by the Board of Directors, payable by the fifteenth day of December. The Board may set conditions for termination of non-payment. The Board shall give consideration to pro-rating the payment schedule for members joining after the fiscal year has commenced.
- SECTION 3: Each full RACC member in good standing shall have one vote. Associate members will not have voting privileges.

- SECTION 4: Any person or organization shall have the right at any time to change any representative upon written notice to the RACC.
- SECTION 5: Any member may be expelled by affirmative vote of three-fourths (3/4) of the Directors for conduct detrimental to the purpose for which the RACC is organized.

### **ARTICLE III – BOARD OF DIRECTORS**

SECTION 1. The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of twelve (12) voting members, one-third (1/3) of whom shall be elected annually for a term of three (3) years. In order to establish broader representation, every effort will be made to equally represent the following categories annually:

Industrial and Manufacturing  
Retail  
Service  
Professional  
Tourism

Directors shall be elected for three years and may be elected for one succeeding term. Terms shall be staggered so that four members are elected each year by the membership. If the President is serving as President during the final year of their term as a Director, they shall serve an additional year on the Board (as Immediate Past President), with voting privileges (providing for a Board of thirteen (13) Directors). The Directors shall have the power to fill all vacancies on the Board upon recommendation of the President.

SECTION 2. Newly elected Directors shall assume office at the beginning of the fiscal year. They shall be seated at the December Chamber meeting and shall become voting members starting January 1. Prior to the December meeting, all newly elected directors will be required to attend Board Member orientation and training. Retiring directors shall serve until December 31.

SECTION 3. At the August Chamber board meeting, the President shall notify the Nominating Committee which directors' terms are expiring and request that the committee convene in the near future to nominate a slate of candidates to replace those directors. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities associated with serving as a director.

Also at this time, the Executive Director will send a notification by mail to all members that will explain the process for being placed on the ballot as a nominee for anyone interested in serving on the board.

SECTION 4. At the September Chamber board meeting, the Nominating Committee shall present to the President the slate of candidates who will be on the ballot to replace the directors whose terms are expiring.

SECTION 5. On October 1<sup>st</sup>, the Executive Director will mail the entire membership a voting ballot listing the names of nominees for Director. This ballot and list of nominees will contain the names provided by the Nominating Committee as well as other nominees who have filed the required papers with the Secretary of the Board. All ballots will be addressed to one primary person affiliated with that specific Chamber membership. All voting shall be done by ballot. Every effort will be made to have more than one nomination from each classification, but if not, the nominees with the greatest number of votes overall will be declared the winners. Ballots will be due on the Friday prior to the third Monday in October. All ballots will be counted and the results of the voting will be announced at the October board meeting. In the case of a tie, the Board of Directors will cast a secret ballot, determining the winner. Following the meeting, notification of the results will be mailed to the entire membership.

SECTION 6. Any director missing three consecutive meetings without legitimate excuse may be considered to be dropped from the Board.

#### **ARTICLE IV – OFFICERS**

SECTION 1. In January, the newly seated Board of Directors shall meet and elect a Vice-President and a Treasurer. All officers shall be members of the Board of Directors. Officers shall assume their duties at the beginning of the fiscal year and shall hold office until their respective successors have been duly selected and a new fiscal year begins. In the event that a vacancy occurs in any one of the officer positions, the Board of Directors shall have the authority to fill such a vacancy from the current board.

- SECTION 2. Officers shall include the Immediate Past President, President, Vice-President and Treasurer. Each officer serves a one (1) year term, with the Vice-President becoming the President and the President becoming the Immediate Past President, successively. No Officer may hold more than one office at the same time.
- SECTION 3. The **President** shall serve as the highest elected officer and shall preside at all Chamber meetings of the general membership and the Board of Directors. The President is responsible for seeing that annual plans and budgets are prepared, approved and acted on during their term. The President is responsible for safeguarding all funds received by the Chamber and for ensuring their proper disposition. The President may delegate to select control over the regular business and affairs of the Chamber, subject to Board of Director's approval. The President will serve as the Chair of the Executive Committee and the Ethics Committee.
- SECTION 4. 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 serve as the Chair of the Membership Committee.
- SECTION 5. The **Treasurer** shall serve as the Chair of the Finance Committee and shall work closely with the Chamber staff and CPA regarding the annual budget, monthly financial reporting to the board, and other financial matters that may arise.
- SECTION 6. The **Immediate Past President** shall exercise the powers and authority and perform the duties of the President in the absence of both the President and Vice-President. The Immediate Past President shall serve as the Chair of the Nominating Committee.
- SECTION 7. The **Executive Director** shall serve as Secretary of the Board of Directors. The Executive Director shall serve the President in safeguarding all funds received and ensuring proper disbursement of the funds in accordance with the financial policy adopted by the Board of Directors. The Executive Director shall ensure that complete and accurate minutes of all Board meetings are kept. The Executive Director shall assist the Board with the preparation of the notices, agendas and minutes of all meetings. The Executive Director shall be an ex-officio (non-voting) member of the Board of Directors. The Executive Director shall be responsible for assisting the President in the preparation of the annual plan of action and operating budget covering all activities of the Chamber. It shall be the function of the Executive Director to employ and / or to delegate to other staff any functions necessary so that the

business of the Reedsburg Area Chamber of Commerce is conducted professionally, efficiently, and in keeping with the By-laws and policies of the organization.

#### **ARTICLE V – ADMINISTRATION**

SECTION 1: The Board of Directors shall employ an Executive Director and other employees they deem may be necessary and shall determine the salary and other considerations of employment.

SECTION 2: The Executive Director shall have charge of the Chamber office, shall conduct official correspondence, maintain all records, keep books of account, provide professional leadership by giving counsel and advice to officers, Directors, committees and members concerning the operation of the RACC and perform such other functions as the President and Board of Directors may direct.

#### **ARTICLE VI – FINANCIAL AFFAIRS**

SECTION 1: The Executive Director shall receive and disburse the funds of the RACC on the President's behalf and according to RACC policy as may be from time to time prescribed by the Board of Directors. No disbursements not provided for in the budget shall be made unless they have been authorized and ordered by the Board of Directors. All disbursements shall be made by check, which shall be signed by the Executive Director and countersigned by the President or other duly appointed officer or Director. In the event the Executive Director is unable to sign checks, the President may sign in their absence if countersigned by another officer or Director. Unless such substitution is for a routine expenditure, the substitution of signature should be called to the attention of the person whose name is substituted for.

#### **ARTICLE VII – COMMITTEES**

SECTION 1. The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 2. The President shall appoint all committee Chairs, subject to confirmation by the Board of Directors. All committee chairs shall be members of the RACC Board of Directors. The terms of committee Chairs cannot exceed the chairperson's term on the

RACC board. With the support and assistance of the President, committee Chairs are responsible for appointing, at a minimum, two committee members who are currently on the board of directors. Committee Chairs also have the authority and are encouraged to appoint additional non-board Chamber members to serve on the committees.

SECTION 3. All committees shall attend to only routine and ordinary responsibilities of the committee.

SECTION 4. All recommendations of committees should not be publicized or made public if their nature requires the approval of the Board of Directors. All Chamber media releases will come from the Chamber office.

SECTION 5. Committee Chairs will make every effort to schedule meetings that can be well attended by committee members. A simple majority of committee members will constitute a quorum. Committee action shall be by majority vote of the members present and proceedings and recommendations shall be reported to the Board of Directors. There will be six permanent committees of the Reedsburg Area Chamber of Commerce. They are:

Executive Committee  
Finance Committee  
Nominating Committee  
Tourism and Marketing Committee  
Membership Committee  
Events and Fundraising Committee

There will also be one additional committee that will meet only as needed, and that will be the Ethics Committee.

On occasion, special committees may be appointed to work on a specific project. (i.e. By-Laws Committee, bowling committee) These committees will be appointed by the President, will have a specific goal, and will be disbanded once the project has been completed.

SECTION 6. There shall be an **Executive Committee** chaired by the President and comprised of the President, Vice-President, Treasurer, Immediate Past President and Executive Director. This committee shall act for the Board in the interim between Board meetings and shall attend to only routine and ordinary business of the Chamber. It shall not act on substantial business of the Chamber which requires full Board of Directors' approval. This

committee will also conduct an annual review of the By-Laws to determine any need for revision.

SECTION 7. There shall be a **Finance Committee** chaired by the Treasurer and comprised of the Treasurer, President, one other board member, and the Executive Director. This committee will monitor all financial operations of the agency, will work closely with the Chamber's CPA, and will submit a draft annual budget by the October board meeting. In August, prior to the membership drive, The Finance Committee will also work with the Membership Committee to set membership dues for the following fiscal year.

SECTION 8. There shall be a **Nominating Committee** chaired by the Immediate Past President and comprised of the Immediate Past President, President, Vice President and one former Past President of the RACC. This committee will be responsible for identifying potential board members and officers throughout the year, and will recommend members in good standing to the full membership to vote on. Committee members will also be responsible for preparing potential board or committee members for the responsibilities and contributions of time required of RACC board or committee members. The Chair of this committee shall keep of permanent record of suggested nominees. Specifically, at the August board meeting the President shall notify the committee which directors' terms are expiring and request the committee to begin the process of locating interested members who are willing to serve. At the September meeting, the Nominating Committee shall present to the board the slate of candidates to replace the directors whose terms are expiring.

SECTION 9. There shall be a **Membership Committee** chaired by the Vice-President and comprised of the Vice-President and, at a minimum, two additional board members. Additionally, the Vice-President shall make every effort to appoint Ambassadors and non-board members from each of the communities of Loganville, LaValle and Rock Springs. The purpose of this committee will be to develop strong relationships with Chamber and community members, to identify concerns or needs among the membership, and to collectively find solutions to address those needs or concerns. This committee will also be responsible for Business After Five and Ribbon Cutting events, the Ambassador program, reviewing the dissemination of member information and materials and working with the Finance committee each year to recommend member rates to the full board.

SECTION 10. There shall be an **Events and Fundraising Committee** chaired by a member of the Board who is not an officer. The Chair shall, at a minimum, appoint two additional board members to this committee. Additionally, every effort will be made to appoint Ambassadors and other non-board Chamber members to serve on the committee. The purpose of this committee will be to oversee and provide primary planning, development and manpower support to the Chamber for major events. The Chair of the Events and Fundraising Committee shall maintain a detailed event planning book to be passed on to the committee Chair the following year. The event planning book shall contain items such as a detailed event task list, financial and budget decisions, marketing plan, advertising examples, volunteer and staffing requirements, etc.

SECTION 11. There shall be a **Tourism and Marketing Committee** chaired by a member of the Board who is not an officer. The Chair shall, at a minimum, appoint two additional board members to this committee. Additionally, every effort will be made to appoint additional non-board Chamber members to serve on the committee. The purpose of this committee will be to establish advertising goals and limits for the agency, develop ideas that will promote tourism in the Reedsburg area, and oversee website development.

SECTION 12. There shall be an **Ethics Committee** which will meet only on an as needed basis. The Ethics Committee will be chaired by the President of the Board and will be comprised of the President, Vice-President, Executive Director, Treasurer and two directors who are voted on each year by the full board. The Ethics Committee will meet only when necessary to address issues brought before the Board related to the conduct of Board members. The Ethics Committee shall be responsible for providing training as it relates to a complaint, investigating complaints and conducting fact finding hearings. (See Code of Ethics for detailed information regarding the structure and function of this committee).

SECTION 13. The Chair of each committee will be required to keep, prepare and distribute written minutes of each meeting to the President and the Executive Director two weeks prior to the Board meeting. In addition to keeping and distributing the minutes, the Chair will also be required to provide a summary report to the full Board at the regular monthly meeting.



SECTION 14: Each committee will keep and maintain a detailed log book of their activities. This book will be passed on from Chairperson to Chairperson each year. The log book shall contain items such as a detailed event task list, financial and budget decisions, marketing plan, advertising examples, volunteer and staffing requirements, contact names and numbers, list of sponsors and donors, etc.

### **ARTICLE VIII – MEETINGS**

SECTION 1: The RACC Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

SECTION 2: One half (1/2) of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors.

SECTION 3: Committees shall meet on call of Committee Chairs. One more than half of 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 reported to the Board of Directors.

### **ARTICLE IX – CHAMBER YEAR**

SECTION 1. The working and fiscal year of the RACC shall be known as the Chamber year and shall end on December 31.

### **ARTICLE X – PARLIAMENTARY PROCEDURE**

SECTION 1: All questions of parliamentary procedure shall be determined according to the latest edition of Roberts' "Rules of Order".

### **ARTICLE XI – AMENDMENTS**

SECTION 1. This constitution and by-laws may be amended or revised by a simple majority vote of the Board of Directors. If approved by the simple majority, the amendment, alteration, addition, deletion or revision of the by-laws shall be deemed adopted. As by-law changes occur, the full membership of the Reedsburg Area Chamber of Commerce will be notified in writing.