

OWEN-WITHEE AREA CHAMBER OF COMMERCE BYLAWS

Adopted 3/5/2007, Revised 10/01/2007, Revised 3/15/2010, Revised 1/30/2023, Revised 1/29/2024

Article I General

Section 1: Name

This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Owen-Withee Area Chamber of Commerce, Incorporated.

Section 2: Purpose

The Chamber of Commerce is organized to advance the general welfare and prosperity of the Owen-Withee area. The Chamber will promote business and community growth and development by: promoting economic programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and attempting to correct any situation which prevents the promotion of business expansion and community growth.

Section 3: Limitation of Methods

The Owen-Withee Area Chamber of Commerce shall observe all local, state, and federal laws that apply to a non-profit corporation as defined by the Internal Revenue Code. The Chamber shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in any political subdivision, municipality, county, state or nation.

Article II Membership

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Joining the Chamber

Application for membership shall be in writing on forms provided for that purpose and signed by the applicant. An applicant becomes a member upon submission of the application form and payment of dues to the Treasurer.

Section 2a: Membership

Members in good standing may be individuals, businesses, or organizations and shall be entitled to participate in all activities of the Chamber and shall be eligible to vote at any meeting of the Chamber at which proposals are put to the membership for approval.

Section 3: Dues

Membership dues shall be at such rates as established by the Board of Directors. Membership shall be January 1 through December 31 each year to coincide with the fiscal year of the Chamber. Members paying during that fiscal year will be considered members for that year only.

Section 4: Termination

- A. Any member may resign from the Chamber upon written notice to the Board of Directors.
- B. Any member may be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety days from the due date, unless otherwise extended for good cause.
- C. Any member may be expelled by the Board of Directors by a two-thirds vote at a regularly scheduled meeting thereof for conduct unbecoming a member or conduct prejudicial to the aims or repute of the Chamber. Such action shall not be taken until after notice and an opportunity for a hearing before a meeting of the general membership are afforded the member complained against.

Section 5: Voting

In any proceeding to which voting by members is called for, each regular member in good standing shall be entitled to one vote cast by its designated representative.

Article III Meetings & Records

Section 1: The Annual Meeting

The annual meeting of the corporation shall be held no later than February 15 of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten days prior to the meeting.

Section 2: Additional Meetings

General meetings of the Chamber may be called by the president at any time, or upon a petition in writing of ten of the qualified members in good standing.

- A. Notice of special meetings shall be mailed to each member at least seven days prior to such meetings.
- B. Board meetings shall be held monthly or at the discretion of the Chamber Board of Directors. Notice shall be given to each director at least one day prior to said meeting.
- C. Committee meetings may be called at any time by the president of the board or by the committee's chair.

Section 3: Quorums

At any duly called meeting of the Chamber, 10% of the members shall constitute a quorum; at a board meeting, a majority of the directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum.

Section 4: Notices, Agendas, Minutes

Written notice of all Chamber meetings must be mailed/emailed at least seven days in advance. Agendas and minutes will be available at the meeting for those in attendance.

Section 5: Meetings to be Open

All meetings of the organization shall be open to the public except those times when a meeting of the Board of Directors goes into executive session. The board will convene in executive session only as is permitted under Wisconsin state law regarding executive sessions.

Section 6: Records to be Open

All records of the organization shall be open to members of the organization for perusal when arrangements are made with the Secretary, Treasurer, and/or Executive Director with reasonable advanced notice.

Article IV Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of nine members, one-third of whom shall be elected annually to serve for three years. 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.

Section 2: Selection and Election of Directors

Any member in good standing is eligible to serve on the Board of Directors. Nominations and voting shall occur at the annual meeting. The candidates receiving the most votes for the positions open shall be elected. On the occasion of the first elections of members to the board, all nine members shall be elected with the three receiving the most votes serving a three year term, the next three highest in vote totals receiving a two year term,

and the next three highest in vote totals receiving a one year term. No director may serve more than four consecutive terms. Any director who fills out a partial term is entitled to serve four full consecutive terms on the Board in addition to the partial term.

Section 3: Seating of New Directors

All newly elected board members shall be seated and begin their term at the next meeting of the Board of Directors following the annual meeting.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors may be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of the board. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by majority vote.

Section 5: Policy

The Board of Directors is responsible for establishing procedures and formulating policy for the organization.

Section 6: Management

The Board of Directors may employ an Executive Director and shall fix the salary and other benefits of employment.

Section 7: Indemnification

The Chamber may, by resolution of the Board of Directors upon ratification of the membership, provide for indemnification by the Chamber of any and all current or 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 being liable for negligence or misconduct in the performance of any duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Article V
Officers**

Section 1: Determination of Officers

The Board of Directors at its first meeting after the annual meeting shall reorganize for the coming year. At this meeting, the board shall elect the president, vice president, secretary, and treasurer. Officers will be elected by and from members of the new board. All officers shall take office upon election and serve for a term of one year or until their successors assume the duties of the office. All officers shall be members in good standing of the Chamber.

Section 2: Duties of Officers

President: The president shall serve as the chief officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors.

Vice-President: The duties of the vice-president are to serve as acting president in the absence of the president and any other duties assigned by the President and the Board of Directors.

Secretary: The secretary shall be responsible for preparing all notices and minutes of each general and special meeting of the Chamber and for meetings of the Board of Directors. The secretary will also be responsible for preparing all correspondence, and maintaining records of correspondence, minutes, and other documents belonging to the Chamber.

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 are to be signed by the treasurer and the president, or in the absence of either, by two officers. The treasurer shall prepare a monthly financial report for the Board of Directors.

Executive Director: The Board may employ an executive director. The executive director shall administer

the programs of the Chamber under the direct supervision of the Board of Directors. The executive director shall be an ex-officio member of all boards and committees of the Chamber and will be responsible for the preparation of an annual report for presentation at the annual meeting.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors between meetings. The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer.

**Article VI
Committees**

Section 1: Appointment and Authority

The president, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. It shall be the function of committees to make investigations, conduct studies, hold hearings, undertake projects, and make recommendations to the Board of Directors, and to carry out those activities delegated to them by the Board.

Section 2: 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 have been approved by the Board of Directors. Committees shall be disbanded by the president when their work is completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

**Article VII
Regulation of Corporate Affairs**

Section 1: Articles of Incorporation

The articles of incorporation shall be recorded with the Wisconsin Secretary of State.

Section 2: Corporate Seal

The Board of Directors may adopt and cause to be used a corporate seal of suitable design, setting forth the corporation, the name of the State, and the date of incorporation.

Section 3: Corporate Powers

The private property of members shall be exempt from the corporate debts. The Chamber shall have the power to take property by gift, purchase, or bequest, and to sell it. It shall have all necessary and proper power for the successful carrying out of its purposes and legal remedies.

**Article VIII
Finances**

Section 1: Funds

All money paid to the Chamber shall be placed in either a general operating fund or a restricted fund.

Section 2: Disbursements

Upon approval of the budget, the president and treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All disbursements shall be made by check.

Section 3: Fiscal Year

The fiscal year shall close on December 31.

Section 4: Budget

As soon as possible after election of the new Board of Directors, the Board shall prepare and adopt the budget for the coming year.

Section 5: Annual Audit

The accounts of the Chamber shall be audited annually as of the close of business on December 31 by an audit committee of at least three members in good standing of the Chamber.

Section 6: Bonding

The president and such other officers and staff as the Board of Directors may designate may be bonded by a sufficient fidelity bond in an amount set by the board and paid for by the Chamber.

Article IX Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No part of the chamber's funds shall inure to the benefit of or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed by the board to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in IRS Code section 501(c)6.

Article X Amendments

Section 1: Revisions

These bylaws may be amended by a majority of the members present at any regular meeting or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments shall be submitted to the members in writing at least ten days in advance of the meeting at which they are to be acted upon. The secretary shall be responsible for distributing proposed amendments to the membership.