

**WIND LAKE CHAMBER OF COMMERCE INC.**

**BY-LAWS**

**ARTICLE I. Name and Objects**

*Section 1.* The name of this organization shall be named the Wind Lake Chamber of Commerce, Inc., 7998 S Loomis Rd. Wind Lake WI 53185. (www.windlake-wi.org.)

*Section 2.* The Wind Lake Chamber of Commerce Inc is organized for the purpose of advancing the commercial, industrial, agricultural, professional, recreational, community betterment and civic interest of the Wind Lake area.

*Section 3.* The Chamber in its activities shall be non-partisan, non-sectional, and shall take no part in, nor lend, its influence to, the election or appointment, of any candidate for national, state, county, or local office.

**ARTICLE II. Membership**

*Section 1.* **Eligibility**

Membership shall be open to any responsible individual, association, corporation, partnership or estate, interested in the objectives of the Wind Lake Chamber of Commerce. All applications for membership shall be approved by the Board of Directors.

*Section 2.* **Classes of Membership**

The chamber shall recognize three classes of membership: member, associate, and honorary.

**Subsection 2.1 Business Members**

Business members shall be legally established business, individual(self-employed), corporations, or partnerships who are actively engaged in conducting business enterprise in the Wind Lake Chamber of Commerce primary service area, the periphery area, or any other who interests shall be enhanced by membership in our local Chamber. Said members will agree to abide by the by-laws and have paid all current dues for the year in which they desire to be a listed member. Business members are required to choose and serve on at least one Committee in order to be considered an active Chamber member. In order to maintain a good standing with in the Chamber, business members must attend a minimum of 6 general meetings.

**Subsection 2.2 Associate Members**

Associate Members shall be deemed members with full rights and privileges. Associate Members will be considered separately when setting dues and obligations. Members shall be entitled to serve and vote as well as hold an office within the chamber if so elected.

**Subsection 2.3 Honorary Members**

Any person or business may be given a complimentary, honorary membership in the Chamber as a reward for public distinction and meritorious service to the Chamber. Honorary members shall have all the privileges of regular members except that of holding office and the right to membership vote, and shall be exempt from payment of dues during the period of their honorary membership. Honorary members may serve and vote within appointed committees. The Board of Directors shall confer or revoke an honorary membership by a 2/3 vote of the full Board.

*Section3.* **Membership Dues**

Membership dues shall be determined by the Board of Directors. Annual dues may be changed by the Board of Directors on an annual basis. New members will be pro-rated on a monthly basis or on a basis approved by the Board of Directors. Paid dues are non- refundable. All applications for membership shall be approved by the Board of Directors. The Fiscal year shall be January 1 to December 31.

*Section4.* **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, subject to the approval of the Board of Directors. Any person, firm, association or corporation, holding one or more memberships, shall have the right at any time to change any or all of its representatives upon written notice to the Chamber with such changes subject to the approval of the Board of Directors.

*Section 5. **General Meetings***

The monthly general meetings will be held at a predetermined location. This location will be set at the beginning of the year and every effort will be made to adhere to that fixed location. If the meeting is moved every effort will be made to contact the general membership within 5 days of the new or temporary location.

*Section 6. **Annual Meeting***

The annual meeting of the Chamber shall be held during January of each year or as otherwise designated by the President. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

*Section 7. **Voting***

Only paid Business and Associate members shall be eligible to vote. A member may be permitted to vote after certification of the validity of his/her membership by the secretary or treasurer. Absentee ballots will be furnished upon written request to the Secretary, prior to the election.

*Section 8. **Termination (Resignation, Expulsion, and Delinquency)***

Any member shall resign from the Chamber upon written request to the Board of Directors. Any member may be expelled by the Board of Directors for non-payment of dues after ninety (90) days from due date. Any member may be expelled by a 2/3 vote of the Board of Directors, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded such member.

## **ARTICLE III. Board of Directors**

### **Section 1. Selection and Composition of the Board**

The Board of Directors shall consist of 9 members. The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary and five (5) directors. The Board of Directors shall have the power to suspend from office any Director or officer for just cause of his/her absence from three (3) consecutive board meetings without a valid excuse. At the next regular meeting of the Chamber, the membership shall confirm the Board of Directors action and remove such director or officer by secret ballot with the majority of the membership to decide. The Board retains the right to temporarily appoint a member to the Board of Directors until a membership election can take place within 90 days.

### **Section 2. Powers of the Board**

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. Committees will exist and carry out the duties set forth by, and at the will of, the Board of Directors. Committees address administrative and operational concerns. The Board of Directors may adopt such rules as may be necessary to conduct the business of the Chamber. The Board of Directors is responsible for reviews and updating the strategic plan for the ensuing year and develops an annual operational plan.

### **Section 3. Selection of Directors**

#### **Subsection 3:1**

The Directors of the Chamber shall be elected to a two (2) year term, at the annual meeting. Nominations in written format shall be received in good order by the Chamber Secretary by November 1<sup>st</sup> to be announced at the November general meeting. Nominations from the floor will be accepted at the November general meeting. Any said Chamber member that is in good standing shall be eligible for nomination.

### Subsection 3.2 Voting By Ballot

All voting shall be by ballot. A number of nominees corresponding with the number of Directors to be elected, who receive the highest number of votes, shall be declared elected.

### Subsection 3.3 Election Clerks

The President shall appoint a committee of three (3) election clerks who are not members of the Board of Directors or candidates for the election. These election clerks shall have supervision over the election, until the results have been ascertained.

### *Section 4. Vacancies*

The President, with the concurrence of the majority of the remaining Directors, shall have the power to appoint a member to fill the unexpired term of any vacancy that occurs within the Board due to death, resignation or other cause. This power of appointment shall not apply, if said vacancy occurs within 30 days of the new election for such unexpired term. If a Director misses three (3) consecutive Board meetings without notification to the Board, in a year during the term for which he/she was elected, that Director may be dropped as a Director, with the approval of the majority of the Board.

### *Section 5. Indemnification of Directors/Officers*

The Chamber shall provide for the indemnification by the Chamber of any and all of its Director's, 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 6. Executive Committee*

The Executive Committee shall act for and on behalf of the Board of Directors, when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, Treasurer and Secretary. The President will serve as chair.

## *Section 1. Duties of Officers*

### **Subsection 1.1 President**

The President shall serve as the chief elected officer of the Chamber and shall attend all meetings of the general membership, Board of Directors and Executive Committee.

The President shall assign duties to the Vice President, subject to the approval of the Board of Directors. The President shall, with advice and counsel of the vice president determine all committees of the board, select all committee chairs and assist in the selection of committee personnel, subject to final approval of the Board of Directors.

### **Subsection 1.2 President- Term**

The president shall be elected for a term of two (2) years as here in provided. President is electible for no more than 3 consecutive terms.

### **Subsection 1.3 Vice President**

The Vice-President shall serve as the VP of the Chamber and shall attend all meetings of the general membership, Board of Directors and Executive Committee.

The Vice President shall have duties as assigned or directed by the President or the Executive Committee, and may hold a dual position as a committee representative if so elected or assigned by the Board of Directors.

### **Subsection 3.1 Treasurer**

The Treasurer shall be the Chief Financial officer of the chamber and shall attend all meetings and General Membership, the Board of Directors and the Executive Committee.

The Treasurer shall oversee and insure that accurate records of all financial transactions of the corporation, both income and expenses. The Treasurer shall have the power to endorse all deposits.

Checks are to be signed by the Treasure and the President, or in the absence of either or both, by any two members of the Executive committee on behalf of the

chamber. The Treasurer shall complete an annual budget for presentation to the membership at the Annual Membership Meeting in January. The Treasurer shall perform such other duties as directed by the Executive Committee, the Board of Directors, or the President.

#### **Subsection 4.1 Secretary**

The Secretary shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee and shall record the proceeds of those meetings to be preserved by the Chamber. The Secretary will provide the said report to the Board members within a reasonable amount of time. The Secretary shall work with the President and shall prepare the meeting agendas for the Board of Directors meetings. The Secretary shall work with the President to cause notice of meetings of the membership and meetings of the Board of Directors. The Secretary will work with the President to preserve and maintain a permanent record of all Chamber meetings. The Secretary shall perform other duties prescribed by the Executive Committee, Board of Directors or the President.

#### **Subsection 5.1 Directors**

The Directors shall have duties as assigned or directed by the President or the Executive Committee, and may hold a dual position as a committee representative if so elected or appointed.

## **ARTICLE V. Meetings**

### *Section 1. **Board Meetings***

Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board. Special meetings of the Board of Directors shall be held upon call of the President or upon request of any member of the Board to the Secretary, who shall notify all members of the Board. Special meetings will require prior notifications to all Board members at least 24 hours before the meeting.

### *Section 2. **Quorum***

#### **Subsection 2.1 Board Quorum**

At any duly called meeting of the Board of Directors, a majority of duly seated Board Members shall constitute a full quorum.

**Subsection 2.2 General Meeting Quorum**

At any duly called General Meeting, a majority of duly seated members shall be constituted as 1/3 of the general membership total.

**Section 3. Voting at Board Meetings**

Only duly seated Board Members shall vote on actions at Board meetings.

**ARTICLE VI. Removal /Replacement of Directors**

**Section 1. Removal/Replacement**

It shall be difficult, but not impossible to remove and replace members from the Board of Directors. This safeguard is to ensure that a minimum number of Board members remain inactive, that no one individual or faction dominates the Board and that no significant sector of the general membership remains unrepresented on the Board.

Any Board member who misses three (3) consecutive Board meetings may be subject to removal from the Board. Such removal will require prior notification of all Board members at least five (5) days before the meeting where the vote will take place. Then the action will require approval by 2/3 majority of the Board.

The Board of Directors may also remove any Board member who is determined, by a 2/3 majority of the Board, to be unqualified, uncooperative, or unproductive. Such removal will require prior notification of all Board members at least five (5) days before the meeting where the vote will take place. Then the action will require approval by 2/3 majority of the Board.

In cases of death, resignation, removal or disability of any of the officers or directors, it shall be the duty President to appoint a replacement for the vacated seat, subject to the approval of the Board of Directors to fill such vacancy for the remainder of the term. Said approval shall require a majority of a quorum of the Board of Directors.

**Section 2. INDEMNIFICATION**

Each office, employee, or member of a committee of the Chamber, past or present, and each person who serves or may have served at the request of the Chamber as

an office, employee, representative or agent of the Chamber, and their respective heirs, administrators and executors of which persons shall be indemnified by the Chamber, or its assigns, in accordance with applicable state laws. The Chamber shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by the resolution of the Board of Directors of the Chamber.

The Chamber shall have the power to advance to such persons expenses incurred in defending any such proceeding to the maximum extent of the law. This section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this section by way of assignment, subrogation, or otherwise whether voluntarily, involuntarily, or by operation of law.

## **ARTICLE VII: COMMITTEES**

### **Section 1. GENERAL**

The Board will actively recruit committee members who are interested in the committee goals and willing to work toward accomplishing its goals. Each committee working within the Chamber shall be responsible to the Board of Directors and the membership for planning and executing all functions/activities described in this article. The Board of Directors hold final approval rights for any function that is carried out in the name of the Wind Lake Chamber of Commerce. Each committee shall review the past year's mission and goals and develop same for the current year and provide meeting schedules to be reported to the Board of Directors annually, as determined by the Board. Committee programs and activities shall be self-funded wherever possible, and each committee shall work with the Treasurer to submit a budget to the Board of Directors for approval. Such committee budget shall be provided at least two weeks prior to the submission of the budget to the Board of Directors. Committees shall make monthly reports to the Board of Directors during the period of planning and execution for the project at hand. Non-event committees shall be prepared to provide a minimum of quarterly reports to the Board of Directors. The Board of Directors may appoint and dissolve Ad Hoc Committees, as needed, to investigate and make reports to the Board on subjects of interest to the Chamber.

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### **Section 2. COMMITTEE CHAIRPERSONS**

Each committee chairperson, whether elected by their committee, or appointed by the membership or by the Board of Directors, shall participate in the budget process for

the ensuing year. The committee chairperson shall be responsible for recruiting committee members as deemed necessary to accomplish the goals and the tasks for the committee they represent. The Chairperson shall determine committee member duties and delegate those duties to appropriate personnel. Chairpersons shall assure that minutes of the meetings shall be kept and presented to the Secretary for inclusion in the Chamber's Meeting Record file.

The Chairperson shall be responsible for providing progress notes and update information for use in the periodic membership letter. Chairpersons shall present the Board of Directors a full report regarding their budget, the plans for their event and other general information not later than 8 weeks prior to the event. No monies shall be spent except as specifically budgeted in the annual budget for the year of the event. Any additional expenditure must be approved by the Board of Directors at their regularly scheduled monthly meetings, unless the same qualifies under a special meeting called for an express purpose.

**Section 3. LIST OF COMMITTEES AND CHAIRPERSON:**

The dissolution of committees, other than those shown below as General Committees, shall not require an amendment of the By-Laws, nor shall the addition of committees require an amendment of the By-Laws

**a. FINANCE COMMITTEE.**

Composed of three persons from the active membership roster, and chaired by the Treasurer of the Chamber. Reviews budget requests from each committee. Assists Board of Directors in monitoring committee budgets and provides oversight responsibility. Make recommendations to the Board for any capital improvements, facilities rental or purchase, equipment expenses, and any other large investments.

**b. MEMBERSHIP COMMITTEE.**

Recruits and welcomes new member businesses, recruits volunteers for other committees, events, and activities. The Membership Committee is responsible for promoting the goodwill and introducing businesses and members to customers, neighbors, and our community. The Membership Committee shall host Chamber after-five functions, other social functions and shall conduct ribbon-cutting for new businesses in the area.

**c. ADVERTISING COMMITTEE.**

Promote the Chamber and the community in the Primary Service Area of the Chamber. Coordinates advertising media, such as radio, television, newspaper, magazines, Visitors Guides, maps, etc. Develop a targeted marketing plan for the Chamber. Assist other committees in marketing efforts. Assist with public relations matters of the Chamber.

**f. FUND-RAISING COMMITTEE.**

Develop an intra-committee structure whose task is to coordinate the annual fund-raising events. The Fund raising events include, but are not limited to:

- 1) Street Fair
- 2) Street Dance
- 3) 10 K Run/Walk.

The list of fund-raisers shall change as deemed appropriate by the Board of Directors.

**g. NOMINATING COMMITTEE**

The President shall appoint, subject to Board approval, at least three (3) members of the Chamber to act as a Nominating Committee by the month of September of each year. The Nominating Committee shall be charged with the responsibility of notifying the general membership of upcoming Board vacancies, inviting submissions of eligible candidates and preparing a slate of at least enough names to fill the vacancies of retiring elected officers and directors.

**h. WEB SITE COMMITTEE.**

Recognizing the need for regular updating of the Chamber web site, this committee shall be responsible for enhancing the site and updating the information provided on the web site not less than once a year.

**i. OTHER COMMITTEES**

The Board of Directors may combine committees and/or establish additional committees, as needed, from time to time, in order to carry out the programs and activities of the Chamber.

No action by any member, committee, division, director or officer shall be binding or constitute an expression of, the policy of the Chamber until it shall be approved or ratified by the Board of Directors. Before any member of the Chamber gives testimony to or presentations before civic or governmental agencies pertaining to Chamber matters, such action shall be approved by the Board prior to the action/activity.

**Section 5. DIVISIONS**

The Board of Directors may create such divisions, bureaus, councils, or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all division, bureaus, departments, councils, committees, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, committees and subsidiary corporations having bearing upon or expressive of the Chamber unless approved by the Board of Directors.

**ARTICLE VIII: PAID OFFICE STAFF**

**Section 1. DUTIES AND RESPONSIBILITIES**

Staff persons employed in the Chamber office shall work under the supervision of the Executive Committee. They shall carry out the work designated by the Board of Directors and in support of the various Chamber committees.

**ARTICLE VII: FINANCES**

**Section 1. FUNDS**

All money paid to the Chamber shall be placed in a general fund designated by account numbers for specific purposes and activities as required.

**Section 2. DISBURSEMENTS**

Upon approval of the budget, the President is authorized to make disbursement on account and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check. Non-budgeted items over \$500 must be approved by the Board of Directors prior to a final vote by the membership at the following Chamber meeting.

### Section 3. FISCAL YEAR

The fiscal year of the chamber shall run from January 1 through December 31.

### Section 4. BUDGET

The Finance Committee shall submit a budget for the coming year to the Executive Committee for final approval by the Board of Directors. Said report shall be submitted not later than one week prior to the December Board of Directors meeting.

### Section 5. ANNUAL AUDIT

Chamber accounts shall be reviewed annually, as of the close of business at the end of the fiscal year. The review shall at all times be available to members of the organization within the offices of the Chamber. At such time as the annual budget is in excess of \$125,000, an annual review shall be performed by a public accountant outside the membership of the Board of Directors. Funds for this review shall be included in the annual budget for the ensuing year.

### Section 6. BONDING

The Executive Director, and such other officers and staff as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid by the Chamber.

## ARTICLE VIII: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more non-profit or not-for-profit organizations qualifying under IRS Section 501c, to be selected by the Board.

