

BY-LAWS OF THE ALMA AREA CHAMBER OF COMMERCE

Amended and Restated as of December 1, 2014

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the state of Wisconsin and shall be known as the Alma Area Chamber of Commerce, Incorporated, hereinafter referred to as the Chamber.

Section 2: Purposes

The Chamber is organized to advance the general welfare and prosperity of the Alma area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3: Area

For promotion purposes the Alma area shall mean to include the City of Alma and the area within three (3) miles of the city limits.

Section 4: Limitation of Methods

The Chamber shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

Membership

Section 1: Eligibility

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

Section 2: Election

Applications for Membership shall be in writing on forms provided for that purpose, and signed by the applicant. Election of Members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a Member upon payment of the regularly scheduled fees as provided in Section 3 of Article II.

Section 3: Fees

Membership fees shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination

- (1.) Any Member may resign from the Chamber upon written request to the Board of Directors;
- (2.) Any Member shall be expelled by the Board of Directors by a two-thirds (2/3) vote for nonpayment of membership fees after sixty (60) days from the date due, unless otherwise extended for good cause;
- (3.) Any Member shall be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a Member or prejudicial to aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the Member complained against.

Section 5: Voting

In any proceeding in which voting by Members is called for, each Member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding Membership may nominate individuals whom the holder desires to exercise the privileges of Membership covered by its subscriptions and shall have the right to change its Membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this Chamber shall be conducted for the following groups: new officers and directors and current officers and directors, committee chairs, committees, and new Members. A detailed outline for orientation of each of these groups shall be a part of the Chamber's procedures manual.

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to Honorary Membership. Honorary Members shall have all the privileges of Members except the right to vote and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary Membership by a majority vote.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the Chamber, in compliance with state law, shall be held during August of each year. The time and place shall be fixed by the Board of Directors and notice thereof emailed to each Member at least ten (10) days before said meeting.

Section 2: Additional Meetings

General meetings of the Chamber may be called by the chairman of the Board at any time, or upon petition in writing of twenty percent (20%) of Members in good standing:

- (a) Notice of special meetings shall be emailed to each Member at least five (5) days prior to such meetings;
- (b) Board meetings may be called by the Chairperson of the Board or by the Board of Directors upon written application of three (3) Members of the Board. Notice (including the purpose of the meetings) shall be given to each Director at least one (1) day prior to said meeting;
- (c) Committee meetings may be called at any time by the Chairperson of the Board of Directors or by the committee's Chairperson.

Section 3: Quorums

At any duly called general meeting of the Chamber, twenty percent (20%) of Members shall constitute a quorum; at a Board meeting, a majority of Directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) Members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agendas, Minutes

Written notice of all Chamber membership meetings must be given at least ten (10) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the Chamber's procedures manual.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board of Directors

The Board of Directors shall be composed of six (6) elected Members. The immediate past Chairperson shall also serve as a Member of the Board.

For the 2014-15 fiscal year the Directors were elected for a one (1) year term which shall end August 31, 2015. Elections for the 2015-16 fiscal year shall elect three (3) Directors for a term of two (2) years and three (3) Directors for a term of one (1) year. In following fiscal years, one-half (1/2) of the Directors shall be elected annually to serve for two (2) years or until their successors are elected.

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

A. Nominating Committee. At the regular May meeting of the Board, the Chairperson shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) Members of the Chamber. The Chairperson of the Board shall designate the Chairperson of the committee.

Prior to June 1st, for the 2015-16 fiscal year, the Nominating Committee shall present to the President a slate of three (3) candidates to serve for a term of two (2) years and three (3) candidates to serve for a term of one (1) year. In following fiscal years, the Nominating Committee shall present a slate of three (3) candidates to serve a term of two (2) years to replace the Directors whose regular terms are expiring. Each candidate must be an active Member in good standing and must have agreed to accept the responsibility of directorship. No Board Member who has served two (2) consecutive two (2)-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the Membership by email of the names of persons nominated as candidates for Directors and the right of petition.

C. Nominations by Petition. Additional names of candidates for Director shall be nominated by petition bearing the genuine signatures of at least twelve (12) qualified Members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at the regular July Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for two (2) candidates only. The President shall email this ballot to all active Members at least fifteen (15) days before the regular July Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at its regular July Board meeting declare the two (2) candidates with the greatest number of votes elected.

- E. Judges.** The Chairperson of the Board shall appoint, subject to the approval of the Board of Directors, three (3) judges who are not Members of the Board of Directors or candidates for election. One will be designated chairperson. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of New Directors

All newly elected and appointed Board Members shall be seated at the regular August Board meeting and shall be participating Board Members thereafter. Retiring Directors shall continue to serve through the end of the fiscal year.

Section 4: Vacancies

A Member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from Membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy for the Chamber. It is also responsible for adopting all policies of the Chamber. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Indemnification

The Chamber may, by resolution of the Board of Directors, 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 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 V

Officers

Section 1: Determination of Officers

The Board of Directors (new and retiring) at its regular August meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairperson of the Board, the President, the Vice President, the Treasurer, and the Secretary. Officers will be elected from Members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting Members of the Board of Directors.

Section 2: Duties of Officers

- A. Chairperson of the Board.** The Chairperson shall serve as the chief elected officer of the Chamber of commerce and shall preside at all meetings of the Membership, Board of Directors, and executive committee.

The Chairperson of the Board shall, with advice and counsel of the President, assign a Vice Chairperson to divisional or departmental responsibility, subject to Board of Director's approval.

The Chairperson of the Board shall, with advice and counsel of Vice Chairpersons and the President, determine all committees, select all committee Chairpersons, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

- B. Secretary.** The duties of the Secretary shall be to prepare notices, agendas and minutes of Board, Membership meetings and the Annual meeting.
- C. 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 or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.
- D. Vice President.** The Vice President shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. The Vice President shall also exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- E. President.** The President shall be chief administrative and executive officer. The President shall be a Member of the Board of Directors, the executive committee, and all committees. The President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures with approved budget allocations.

Section 3: 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 Chairperson of the Board, Vice President, Treasurer and the President. The Chairperson of the Board will service as Chairperson of the Executive Committee.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any of its officers or former officers as spelled out in Article IV, Section 6 of these bylaws.

ARTICLE VI

Committees

Section 1: Appointment and Authority

The Chairperson of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee Chairpersons. The Chairperson of the Board may appoint such ad hoc committees and their Chairpersons as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairperson of the Board and shall serve concurrently with the term of the appointing Chairperson of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

No action by any Member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it has been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairperson of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chairperson or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Division

The Board of Directors may create such divisions, bureaus, departments, 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 divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII

Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget shall be placed in a reserve account.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on August 31st.

Section 4: Budget

As soon as possible after the election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the Chamber shall be audited annually as of the close of business on August 31st by a public accountant. The audit shall at all times be available to Members of the Chamber within the offices of the Chamber.

ARTICLE VIII

Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, 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 regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(6).

ARTICLE IX

Authority

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the Chamber.

ARTICLE X

Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Members present at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the Members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.