

**BY-LAWS FOR THE
FENNIMORE AREA CHAMBER OF COMMERCE**

FENNIMORE, WISCONSIN

November 26, 2013 – By-law committee members – Heather Fifrick, Steve Lendosky, Pam Kreul and Linda Parrish met to review. Karla Witzig was unable to attend.

Items highlighted in yellow are the suggested changes (highlighted blue is current wording). Steve advised the committee the chamber does not currently have omissions and errors insurance (Article I – Section 6 -pink highlighted). All committee members felt we need to abide by this by-law. Steve is checking on the price for this.

Revised January 6, 2003 - Approved by Chamber Board

Revised December 2, 2013 – Approved by Chamber Board

ARTICLE I—GENERAL

Section 1. Name and Location:

This Chamber is incorporated under the laws of the State of Wisconsin and shall be known as the Fennimore Area Chamber of Commerce, Inc. Its principal office shall be in the City of Fennimore, Grant County, Wisconsin.

Section 2. Purpose:

To serve the community by providing support for business and economic development.

Section 3. Limitation of Methods:

This Chamber in its activities shall be non-partisan, non sectional, non-sectarian and shall take no part in, nor lend its influence to the election or appointment of any candidate for federal, state, county or local government office.

Section 4. Financial Designation:

This Chamber shall be non-stock and non-profit; no dividends or pecuniary profits shall be declared or paid to any members thereof and no part of any net earnings shall inure to the benefit of any private member or individual.

Section 5. Real Estate:

For the purposes herein stated, the Chamber may purchase, acquire, hold, convey, lease, improve, mortgage and sell property, whether real, personal or mixed.

Section 6. Liability Insurance:

Appropriate liability insurance shall be carried covering the actions of the Board of Directors in performance of their duties and all approved activities of the Fennimore Chamber of Commerce. We currently do not have this coverage. Budget committee recommends insurance. Steve Lendosky is checking on price.
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ARTICLE II—MEMBERSHIP

Section 1. Eligibility:

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

Section 2. Joining the Chamber:

Any Entity listed in Section 1 of Article 2 Business wishing to join the Chamber may do so by request and approval by the Board of Directors. Any business or organization joining the Chamber shall become a member upon payment of the regularly scheduled dues as provided in Article 2, Section 3.

Section 3. Dues:

Membership dues shall be at such rate or rates, schedule or formula, as may be from time to time prescribed by the Board of Directors, payable annually.

Section 4. Termination:

Any member may be expelled by the Board of Directors by a two-thirds (2/3) vote for non-payment of dues after thirty (30) days from the date due, unless otherwise extended for good cause.

Section 5. Voting:

Each member is entitled to cast one vote.

ARTICLE III—BOARD OF DIRECTORS

Section 1. Membership:

The governing and policy-making responsibilities of this Chamber shall be vested in the Board of Directors which shall consist of the elected officers of the Corporation, President, Vice President, Secretary, Treasurer, elected Directors and immediate Past President. *Revised January 6, 2003 Approved by Board*
Revised December 2, 2013 – Approved by Chamber Board

Section 2. Selection of Directors:

The Board of Directors shall be elected by ballot of the members present at the Annual Meeting.

Section 3. Term of Office:

Each of the six (6) Directors shall serve for a term of three years and until their successor is elected, and 1/3 of the total number of Directors shall be elected each year. **There are no term limits for board members.**

Section 4. Responsibilities and Powers:

The governmental and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall manage Chamber property, be responsible for its finances and direct its affairs. This power will include the authority to dispose of and acquire property, to invest monies and to incur indebtedness.

The Board shall also: 1) Approve yearly events, 2) Approve the annual budget, 3) Establish the dues structure, 4) Amend the by-laws as prescribed in Article X, Section 1, 5) Approve in advance all expenditures not included in the budget, 6) Meet as required in **Article VI of the by-laws in the by-laws**, or more frequently on the call of the President, or their own motion, and set the date for such meetings.

As individuals, each Director is expected to: 1) Attend all Board meetings, 2) Maintain liaison between the Board and Chamber members, 3) Perform such duties as may be requested by the President to include solicitation of new members and funds.

Section 5. Vacancies:

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors may be dropped from membership on the Board.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote, for the unexpired term. *Revised January 6, 2003 Approved by Board*

ARTICLE IV—OFFICERS

Section 1. Designations:

The officers shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. Term of Office:

The office of President, Vice President, Secretary and Treasurer shall be elected for a one year term of office. The Vice President shall be the President Elect. The Secretary and Treasurer may be elected to consecutive terms of office.

Section 3. 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 incident to the office. It shall be the duty of the President or presiding officer to determine all committees as may be necessary to accomplish the purposes of this Chamber, select all chairpersons and assist in the selection of committee personnel, subject to approval of the Board of Directors.

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

SECRETARY: It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications, maintain an accurate record of the proceedings of the Chamber, and perform such other duties as may be assigned from time to time by the Board of Directors. At the expiration of the term of office, the Secretary shall deliver to the Chamber all books, papers and property of the Chamber. A nominal stipend will be paid to the Secretary as determined by the Board to cover routine expenses such as postage and copies.

TREASURER: It shall be the duty of the Treasurer to keep books of account and bear responsibility 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 approved by the Board of Directors, subject to checks signed by the Treasurer and/or the President. The Treasurer shall prepare a monthly financial report for the Board. At the expiration of the term of office, the Treasurer shall deliver to the Chamber all books, papers and property of the Chamber. A nominal stipend will be paid to the Treasurer as determined by the Board to cover routine expenses such as postage and copies.

ARTICLE V—COMMITTEES

Section 1. Appointment and Authority:

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. Ad hoc committees and their chairpersons may be appointed as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and discretion pleasure of the President. and in no event shall exceed the term of the appointing President.

The chairperson of each committee shall complete and turn in to the Treasurer President a project report form within ten (10) days of completing their activity.

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

Section 2. Limitation of Authority:

No action by any member, committee, 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. *January 6, 2003 Approved by Chamber Bd Revised December 2, 2013 – Approved by Chamber Board*

Committees shall be discharged by the President 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 his/her absence, the person designated by the chairperson to give testimony to, or make presentation before, civic and governmental agencies.

Section 4. Ex-Officio Members:

The President shall be an Ex-Officio member of all committees and as herein otherwise provided.

ARTICLE VI—MEETINGS

Section 1. Annual Meeting:

The annual meeting shall be held during the month of October each year. The exact date, time and place shall be fixed by the Board of Directors and notice sent to Chamber members three days prior to said meeting.

Section 2. Regular Meetings:

Regular meetings of the Chamber shall take place quarterly, at a time and place designated by the Board. At any duly called meeting of the general membership, twelve (12) members shall constitute a quorum for the transaction of any business.

Section 3. Special Meetings:

Special meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any twenty (20) members in good standing. Notice of special meetings shall be posted and delivered electronically at least twenty-four (24) (8) hours prior to said meetings. Only such business as the meeting was called to consider shall be acted upon at special meetings.

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Section 4. Board Meetings:

Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board.

Special Board meetings may be called by the President, or upon written application by three (3) members of the Board.

A quorum at any meeting of the Board shall consist of **six (6)** **five (5)** members of the Board.

Section 5. Committee Meetings:

Committee meetings may be called at any time by the President or by the committee chairperson. At committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five shall constitute a quorum.

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 will 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 by the Board of Directors. Disbursements shall be made by check.

Section 3. Fiscal Year:

The fiscal year of the Chamber shall close on December 31.

Section 4. Budget:

In **September** **October** the **budget committee** **newly elected officers** will complete a budget for the succeeding year. That budget will be presented **at the** **to the** **October** **November** Board of Directors meeting for action.

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Section 5. Annual Review:

The accounts of the Chamber of Commerce shall be reviewed annually by a three (3) member budget committee. At least one (1) member of the budget review committee shall not be a member of the Board of Directors.

The review shall be reported to members of the organization by the Treasurer at the October meeting.

ARTICLE VIII—DISSOLUTION

Section 1. Procedure:

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 regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE IX—PARLIAMENTARY AUTHORITY

Section 1. Procedures:

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

ARTICLE X—AMENDMENTS

Section 1. Revisions:

These By-Laws may be amended or altered by suggestion of the Board of Directors and then by a two-thirds (2/3) vote of those present at any regular or special meeting.

Any proposed amendments or alterations shall first be discussed by the Board or the members before the meeting at which they are to be acted upon.

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