

**FENNIMORE AREA CHAMBER OF COMMERCE, INC.  
BY-LAWS**

**ARTICLE I**

**NAME, LOCATION & PURPOSE**

Section 1. Name:

This organization is incorporated under the laws of the state of Wisconsin and shall be known as the Fennimore Area Chamber of Commerce, Inc (the “Chamber”).

Section 2. Location:

The Chamber’s principal office shall be in the City of Fennimore, Wisconsin.

Section 3. Purpose:

The purposes for which the Chamber is organized are as follows:

a. The Chamber is organized to advance the general welfare and prosperity of the Fennimore 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.

**OR**

The chamber is to be organized and operated exclusively for business improvement purposes; in particular, this Chamber shall actively function in connection with, and in a supporting relationship to businesses in the City of Fennimore and surrounding area, to exercise those powers granted by Chapter 181 of the Wisconsin Statutes, which are necessary or appropriate to accomplish the foregoing purposes.

b. To engage in any and all activities and pursuits, and to support or assist such other organizations as may be reasonably related to the foregoing and following purposes.

c. To engage in any lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(6) of the Internal Revenue Code and are consistent with those powers described in Ch. 181, Wisconsin Statutes, as amended and supplemented.

d. To provide financial support to local business through various fundraising activities as well as to act as a public relations liaison between the local business community and the community in general.

e. It shall further be the purpose of the Chamber to give the widest possible distribution of its aims and purposes; among other things, it shall from time to time make pronouncements as to these aims and purposes, and to hire such person or persons as might best make aims and purposes known.

f. This Chamber is organized exclusively for business improvement purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code.

g. The Chamber 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.

## **ARTICLE II**

### **MEMBERSHIP**

#### Section 1. Eligibility:

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

#### Section 2. Application for Membership:

Applications for membership shall be on written or electronic forms provided by the Chamber for that purpose. Approval of applications for membership shall be by the board of directors at any meeting thereof. Any applicant so approved shall become a member upon payment of the membership dues as provided in Article II, Section 3.

#### Section 3. Membership Dues:

Membership dues shall be at such 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 vote for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause.

#### 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 vote.

Section 6. Annual Meeting:

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

Section 7. Regular Meetings:

In addition to the annual meeting, at least one regular meeting shall take place each year. The exact date, time, and place of each regular meeting shall be fixed by the board of directors and notice sent to members at least three days prior to said meeting.

Section 8. Special Meetings:

Special meetings of the members 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 to chamber members at least twenty-four (24) hours prior to said meetings. Only such business as the meeting was called to consider shall be acted upon at special meetings.

Section 9. Quorum:

At any duly called meeting of the members, twelve (12) members shall constitute a quorum for the transaction of any business.

Section 10. Electronic Meeting:

Meetings of the members may be held solely or partially by telephonic or electronic means enabling all participants to communicate directly with one another. Any member who participates by such means is deemed to be present at the meeting.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 1. Composition of the Board:

The board of directors of the Chamber shall be composed of not less than nine and not more than fifteen members. The exact number of directors shall be fixed by the board of directors and may be changed by a majority vote of the directors. Any change to the number of directors shall not take effect until the next annual meeting of the members. In addition, the Community Development Manager shall be an ex-officio member of the board of directors, without voting rights.

Section 2. Responsibilities and Powers:

a. 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.

b. The responsibilities of the board of directors shall include, without limitation, the following:

- i. Approval of yearly events;
- ii. Approval of the annual budget;
- iii. Approval, in advance, of all expenditures not included in the annual budget;
- iv. Meet as required by this Article; and
- v. If necessary, amend the by-laws as provided in Article X.

c. The responsibilities of each individual director shall include, without limitation, the following:

- i. Attend all board meetings;
- ii. Act as a liaison between the board and chamber members; and
- iii. Perform such other duties as may be requested, including the solicitation of new members and funds.

## Section 2. Election of Directors:

At the annual meeting of the members, the members shall nominate candidates to replace directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept a directorship. Directors shall be elected by vote of the members present at the annual meeting.

## Section 3. Term of Office:

Members of the board of directors shall each serve three-year terms. The term of a director shall commence immediately upon election. There shall be no limitation on the number of terms a director may serve.

## Section 4. Removal:

A member of the board of directors who shall be absent from 3 consecutive regular meetings of the board of directors may be dropped from membership on the board by a majority vote of those voting at any meeting thereof.

## Section 5. Vacancies:

A vacancy on the board caused by resignation, removal, or otherwise, may be filled by a majority vote of the remaining members of the board for the remainder of the unexpired term caused by the vacancy.

Section 6. Annual Meeting:

The annual meeting of the board of directors for the election officers and the transaction of such business as may properly come before the meeting shall be held in November of each year. The exact date, time, and place of the annual meeting shall be fixed by the board of directors.

Section 7. Regular Meetings:

Regular meetings of the board of directors shall be held monthly. The exact date, time, and place of each regular meeting shall be fixed by the board of directors.

Section 8. Special Meetings:

Special meetings of the board of directors may be called by the president, or upon written application by three directors. Notice of special meetings shall be delivered electronically to directors at least twenty-four hours prior to said meetings. Only such business as the meeting was called to consider shall be acted upon at special meetings.

Section 9. Quorum:

At any duly called meeting of the board of directors, a majority of all the directors shall constitute a quorum for the transaction of any business.

Section 10. Electronic Meeting:

Meetings of the board of directors may be held solely or partially by telephonic or electronic means enabling all participants to communicate directly with one another. Any director who participates by such means is deemed to be present at the meeting.

Section 11. Action Without Meeting:

Any action required by the Articles of Incorporation or By-laws of this Chamber or any provision of law which may be taken at a meeting, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 12. 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 Chamber.

## **ARTICLE IV**

### **OFFICERS**

#### Section 1. Designation of Officers:

The officers of the Chamber shall be the president, vice president, secretary, and treasurer.

#### Section 2. Election of Officers:

At the annual meeting of the board of directors, the directors shall nominate and elect the vice president, secretary, and treasurer each year, by vote of the directors at the annual meeting. At the expiration of the term of office, the vice president so elected shall automatically assume the office of the president. Officers must be a member of the board of directors.

#### Section 3. Term of Office:

Officers shall each serve one-year terms. **The term of an officer shall commence immediately upon election.** There shall be no limitation on the number of terms an officer may serve. **An officer shall serve in such capacity until their successor has been elected at the annual meeting of the board of directors.**

#### Section 4. Removal:

An officer who shall be absent from 3 consecutive regular meetings of the board of directors may be removed from the office by a majority vote of those voting at any meeting thereof.

#### Section 5. Vacancies:

An officer vacancy caused by resignation, removal, or otherwise, may be filled by a majority vote of the remaining members of the board for the remainder of the unexpired term caused by the vacancy.

#### Section 6. President:

The president shall preside at all meetings of the Chamber, shall have general supervision over the affairs of the Chamber and shall, in general, perform all of the duties incidental to the office. The president may delegate duties to other members at the president's discretion.

#### Section 7. Vice-President:

The vice president shall act in the place of the president in the president's absence and perform such other duties as may be delegated by the president or board of directors. The vice president is also the president elect and shall automatically succeed the president.

Section 8. Secretary:

The secretary shall take the minutes of all meetings of the board of directors and the minutes of all meetings of the Chamber. Membership rosters and such other books and papers as the board of directors may direct shall be kept at the Chamber office. The secretary shall, in general, perform all of the duties incidental to the office and such other duties as may be delegated by the president or board of directors. The secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law.

Section 9. 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 or the president. The treasurer shall cause a monthly financial report to be made to the board.

## **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 chairs. The president may appoint such ad hoc committees and their chairs as deemed necessary to carry out the purposes of the Chamber. Committee appointments shall be at the will and pleasure of the president and shall serve concurrently with the term of the appointing president, 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 out 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. 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 committees.

Section 3. Committee Meetings:

Committee meetings may be called at any time by the president or by the committee chairperson. At any committee meetings, a majority of all committee members shall constitute a quorum for the transaction of any business.

**Section 4. Committee Reports:**

It shall be incumbent upon the committee chair, or their designate, to give any necessary report or presentation of committee to the board of directors and to act as a liaison between the committee and board.

**ARTICLE VI**

**FINANCES**

**Section 1. Funds:**

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

**Section 2. Disbursements:**

Upon approval of the budget, the President or Treasurer 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 October, the budget committee shall meet to adopt a budget for the coming year. The budget committee shall consist of three members selected as provided in Article V. The budget committee shall submit the budget to the board of directors for approval at its November annual meeting.

**Section 5. Annual Review:**

The accounts of the Chamber shall be reviewed annually as of the close of business on December 31 by the budget committee. The review shall be available to members of the organization within the offices of the Chamber.

**Section 6. Tax Exemption:**



This corporation shall be a tax-exempt corporation under section 501(c)(6) of the Internal Revenue Code and neither the membership nor the Directors shall undertake any action which would violate the provisions of said section.

## **ARTICLE VII**

### **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 regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Section 501(c)(3) and as selected by the board of directors.

## **ARTICLE VIII**

### **PARLIAMENTARY AUTHORITY**

The board of directors may set its own rules and procedures for conducting its meetings.

## **ARTICLE IX**

### **INDEMNIFICATION**

The Chamber shall indemnify any person who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Chamber) by reason of the fact that he is or was director, officer, employee, or agent of another Chamber, partnership, joint venture, trust or other enterprise, against expense, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Chamber, and with cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Chamber, and with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

The Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Chamber to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a

director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense to settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be or not opposed to the best interests of the Chamber and except that no indemnification shall be made in respect have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Chamber unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such expenses which such court shall deem proper.

To the extent that a director, officer, employee, or agent of the Chamber has been successful in the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in the defense of any claim, issue or matter therein he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

Any indemnification under this Article, unless ordered by a court, shall be made by the Chamber only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings; or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceedings may be paid by the Chamber in advance of the final disposition of such action, suit or proceedings as authorized in the manner provided above upon receipts of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Chamber as authorized in this Section.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under by-law, agreement, vote of disinterested directors or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heir, executors and administrators of such a person.

The Chamber may, upon resolution of its board of directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him against such liability under this provision of the Chamber's by-laws.

## **ARTICLE X**

**AMENDMENTS**

These by-laws may be amended by a two-thirds vote of the board of directors or by a majority vote of the members at any meeting, provided that notice for the meeting includes the proposed amendments. Any proposed amendments shall be submitted to the board or the members in writing at least 10 days before the meeting at which they are to be acted upon.

Adopted (Date)

**CERTIFICATION**

I hereby certify that the attached is a true and correct copy of the By-Laws of the Fennimore Area Chamber of Commerce, Inc.

Dated: \_\_\_\_\_

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary