

By-Laws for the The Kewaskum Chamber of Commerce (revised February 2009, March 2010)

Article I - Name, Purpose and Character

Section 1. The name of this organization shall be the Kewaskum Area Chamber of Commerce, Inc. and it's location and principal office shall be in the Village of Kewaskum, Washington County, Wisconsin.

Section 2. The Kewaskum Area Chamber of Commerce, Inc. is organized for the exclusive purpose of advancing the commercial, industrial, agricultural, educational and civic interests of this community and area. It is empowered to enter into any and all lawful contracts, agreements or negotiations necessary, advisable or proper to a realization of this purpose.

Section 3. 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. The 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.

Article II - Membership

Section 1. Any person, firm, association, corporation, partnership or estate in good standing, interested in the commercial, industrial, agricultural, educational and civic progress of this area shall be eligible for membership.

Section 2. Each member shall pay dues in the sum to be determined annually by the board of directors and to be paid within 30 days of invoice date.

Section 3. If any member shall fail to pay his dues by the due date, they will become non-members.

Section 4. Any member may be expelled by affirmative vote of three-fourths of the directors for conduct detrimental to the purpose for which this Chamber is organized.

Section 5. All resignations shall be tendered to the Chamber in writing. A resignation received after a dues payment is due shall not relieve the resigning member from liability for the dues of the year entered upon.

Article III - Board of Directors

Management of this Chamber shall be vested in a Board of Directors who shall be elected by a ballot of the members present at the Annual Meeting. The number of directors elected shall be an odd number and shall not exceed thirteen directors. Each director shall serve for a term of two years and until his successor is elected, and one half the total number of directors shall be elected each year; provided, however, that at the first annual meeting the total number of directors shall be elected, one-half of whom, chosen by lot, shall serve until the next annual meeting, and the other half for an additional year. Any vacancy occurring in the Board shall be filled by vote of the Board for the unexpired term.

Article IV - Officers

Section 1. The officers shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected from the membership of the Board of Directors by the Board for a term of one year each.

Section 2. 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 his/her office. It shall be the duty of the President or presiding officer to appoint such committees as may be necessary to accomplish the purposes of this Chamber. The President shall nominate an Auditing Committee at a meeting of the Chamber prior to the Annual Meeting. The Chamber may approve or change the personnel of this committee.

Vice President - The Vice President shall act in the place of the President in the latter's absence; and in the absence of both the President and Vice President, the Board of Directors shall choose one of its members to act temporarily.

Secretary - It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications, keep books of account, and maintain an accurate record of the proceedings of the Chamber and shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors. At the expiration of his/her term of office, he/she shall deliver to the Chamber all books, papers, and property of the Chamber.

Treasurer - The Treasurer shall receive, keep, disburse and account for the funds, credits and securities of the Chamber and shall render such statements and accounts thereof as may be required by the Board of Directors. At the expiration of his/her term of office, he/she shall deliver to the Chamber all books, papers, and property of the Chamber.

Tourism Director – As deemed necessary, a Tourism Director shall be appointed by the board to fill a one-year term. This is a non-voting position responsible for promoting Kewaskum business and shall report to the Board.

Village Board Liaison – As deemed necessary, a liaison between the Kewaskum Village Board and the Chamber shall be appointed by the board to fill a one-year term. This is a non-voting position responsible for strengthening the relationship between the Chamber Board and Village Board. This person shall either hold a position in the Village Hall or be a Village Trustee.

Section 3. Speeches.

No individuals or groups shall be permitted to speak before the Chamber Board of Directors more than twice, or longer than ten minutes each time on any single subject except by majority vote of those present. No one but a member shall address the Chamber except by invitation or by unanimous consent of the meeting. Any variance from Chamber topics will get a verbal notification from the President advising the speaker to stick to the approved topic.

Section 4. Committees.

Committees shall meet on call of committee chairman. One more than half the total number of committee members shall constitute a quorum. Committee action shall be by majority vote of the members present and proceedings and recommendations shall be reported of the Board of Directors.

Section 5. Disbursements.

No disbursements of funds of the Chamber shall be made unless the same shall have been approved and ordered by the Chamber or by the Board of Directors acting within such limitations as the Chamber may prescribe from time to time. All disbursements shall be made by check. Checks shall be signed by the Treasurer. No appropriations of money or other property of the Chamber shall be made for any purpose other than to defray its legitimate expenses including compensation of agents or employees as prescribed and fixed by the Board of Directors.

Article V – Meetings

Section 1. Annual Meeting of Members.

The annual meeting shall be held as determined by the Board. Fifteen members shall constitute a quorum for the transaction of business at any meeting of the members.

Section 2. Special Meetings of Members.

Special meetings of the members may be called by the Board of Directors or by the President, Vice-President, Treasurer or Secretary upon written request of fifteen

members of the Chamber. Only such business as the meeting was called to consider shall be acted upon at special meetings.

Section 3. Notice of Meetings.

Notice of each annual and special meeting of the members shall be given by the Secretary by mailing a written notice or sending an electronic message at least five days in advance of such meeting to each member at his last address as shown on the books of the Chamber, or by delivering such notice personally to the member at least five days before the meeting; such notice in each case to designate the time and place of the meeting, and in case of special meetings, to state generally the business to be considered at the meeting.

Section 4. Board of Directors.

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. A quorum at any meeting of the Board of Directors shall consist of one more than half of the members of the Board.

Article VI – Amendments.

Section 1. By-laws to govern the conduct the Chamber’s business may be amended by majority vote of the members present in meeting.

Article VII.

Section 1. General.

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert’s Rules of Order except as herein modified.

Section 2. Executive Session.

Upon motion of any member, the Chamber may by 2/3 vote of those present go into executive session.

Section 3. Resolutions.

A resolution offered at any meeting must be in writing and no member shall read or offer for action any communication or resolution without first making a general statement of the subject matter thereof. Should any two members object to its presentation, it shall be referred to an Advisory Committee of three to be immediately appointed by the presiding officer. After hearing any statement the member is offering, or the members objection of its presentation may desire to make this Advisory Committee shall report the matter back to the meeting with its recommendation that the matter be presented to the meeting or that is presentation

be deferred. If the committee recommends that its consideration be deferred to an appropriate committee for investigation and report to the Board of Directors.