

Land O' Lakes Chamber of Commerce BY-LAWS

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ARTICLE I. GENERAL

SECTION 1 – NAME

- (a) This organization shall be known as the Land O' Lakes Chamber of Commerce Inc.

SECTION 2 – STATUS

- (a) This corporation is a non-stock corporation organized under Chapter 181, Wisconsin Statutes, and its business is not conducted for pecuniary profit. All aspects of the corporation shall be conducted in accordance with the laws, rules and regulations as defined in Section 501(c)(6) of the Internal Revenue Code.

SECTION 3 – PURPOSE

- (a) The purpose of this corporation shall be to coordinate the efforts of area businesses, to strive for the betterment of the community, to inform and guide the state and federal legislatures regarding the needs of the community, and to publicize the advantages of the community of Land O' Lakes, Wisconsin.

SECTION 4 - PARLIAMENTARY PROCEDURES

- (a) The proceedings of the Chamber of Commerce shall be governed by and conducted according to the latest edition of Robert's Rules of Order, except as otherwise provided herein or as may be determined by the Board of Directors.

SECTION 5 – DEFINITIONS

Wherever the following words are used in these by-laws, they shall have the following meanings:

- (a) "Chamber" or "Chamber of Commerce" means Land O' Lakes Chamber of Commerce.
- (b) "Board of Directors" or "Board" means the Board of Directors of the Land O' Lakes Chamber of Commerce.
- (c) "President," "Vice-President," "Secretary," and "Treasurer" means the President, Vice-President, Secretary and Treasurer of the Board of the Land O' Lakes Chamber of Commerce respectively. These four positions constitute the "Executive Officers" of the Board. "Chamber Director" means Chamber Director of the Land O' Lakes Chamber of Commerce.
- (d) "Member in Good Standing" means a member of the Land O' Lakes Chamber of Commerce whose application has been accepted by the Chamber and who is current in dues and continues to support the mission of the organization as determined by the Board.
- (e) "Mail" means delivery via U.S. Postal service or by electronic means.

ARTICLE II - MEMBERSHIP

SECTION 1 – CLASSIFICATION

- (a) Business Member - Any for profit individual person or business organization of any kind, including sole proprietorship, corporation, partnership, limited partnership, or association is eligible for membership.
- (b) Non-Profit Member - Any non-profit organization granted tax exemption status by the IRS is eligible for membership.
- (c) Friends of the Chamber Member - shall be open to any person(s) not engaged in representing a business and whose main intent in joining the Chamber is to show personal support of the organization.

SECTION 2 – INVESTMENT

- (a) Membership investment schedules shall be set at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors and shall be paid annually in advance.

SECTION 3 - VOTING RIGHTS

- (a) Each Business Member in good standing shall have 2 votes. Non Profit Members and Friends of the Chamber Members in good standing shall have one vote.

SECTION 4 – APPLICATION

- (a) Application for Chamber membership shall be in writing on forms provided for that purpose and signed by the applicant. Membership shall only become effective upon acceptance and payment of the regularly scheduled investment as provided in Section 2 above. The membership shall continue until terminated in one of the following ways:
 - 1. Resignation in writing by the member.
 - 2. Termination for nonpayment of investments after July 1st.
 - 3. Termination by the Board of Directors for conduct that violates the by-laws or is prejudicial to the objects and purposes of the Land O' Lakes Chamber of Commerce, after notice to the member and an opportunity afforded for a hearing under procedures determined by the Board of Directors.
 - 4. Death of the member
 - 5. Dissolution of the Chamber of Commerce.

SECTION 5 – NON-TRANSFERABLE

- (a) Except as provided herein, a Chamber membership shall not be sold, assigned, or transferred in any manner. A member may, however, change its classification, and a member may change its designated representative by written notification to the Chamber. In the event of the sale of a member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

ARTICLE III – MEETINGS

SECTION 1 – ANNUAL MEETING

- (a) The annual meeting of the Chamber of Commerce shall be held during the month of January each year. The time and place shall be fixed by the Board of Directors and notice thereof shall be mailed to each member at least fifteen days before said meeting.
- (b) An e-mail address or other electronic communications address such as a fax number, provided by a member through application or for the purpose of receiving general information and materials from the Chamber of Commerce shall constitute the address of materials from the Chamber of Commerce, unless the member notifies the Chamber Director of the Chamber of Commerce otherwise in writing.

SECTION 2 – SPECIAL MEETINGS

- (a) General membership meetings other than the annual meeting may be called by or at the direction of the Board of Directors. These procedures shall be the sole procedures in which special meetings of the Chamber of Commerce membership may be called.
- (b) The notice of the meeting of the members shall be written and shall contain the place, date, and time of the meeting, and if the meeting is a special meeting, the purpose or purposes for which the meeting is called.
- (c) The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day before the date of the meeting.

SECTION 3 – BOARD OF DIRECTORS OR COMMITTEE MEETINGS

- (a) The monthly meeting of the Board of Directors shall be planned and held at the Land O' Lakes Chamber of Commerce building on the third Thursday of each month. The time for such a meeting will be determined at the previous meeting.
- (b) Other meetings may be called by the President or upon the written request of three members of the Board of Directors. Notice shall be given to each director at least one day prior to the meeting.

- (c) The Board of Directors and any committee of the Chamber of Commerce may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

SECTION 4 – QUORUM

- (a) When a meeting of the general members has been properly noticed, those members in good standing and present at the meeting shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.
- (b) At any meeting of the Board of Directors, a majority of the directors currently in office shall constitute a quorum. The directors present at a duly called or held meeting at which a quorum is present, may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum.

SECTION 5 – AGENDAS AND MEETINGS

- (a) An agenda and minutes shall be prepared for all meetings of the Board of Directors and the annual meeting of the Chamber of Commerce.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1 – COMPOSITION

- (a) The governing body of the Chamber shall be the Board of Directors and composed of 7 members, one of which may be a Non-Profit member or Friend of the Chamber. Each member will be elected for a staggered 3 year term. Starting in 2020, two positions will be open for election, the following year will be for 2 positions, and the 3rd year of the rotation will be for 3 positions.

SECTION 2 – ELECTION COMMITTEE FOR BOARD OF DIRECTORS

- (a) No later than the September monthly meeting of the Board of Directors, the President of the Board of Directors shall appoint 3 people to the Election Committee, one of which must be a Board member, one a Business Member, and the third a Non-profit or Friend of the Chamber Member.
- (b) No later than the October meeting of the Board of Directors, the Election Committee shall present names of potential candidates to fill the current vacancies.
- (c) Upon receipt of the report of the Election Committee, the President shall immediately notify the membership by mail or listing in the monthly newsletter, of the names of persons nominated as candidates for directors and the right of petition.

- (d) Additional names of candidates for Directors can be nominated by petition bearing the signature of at least ten Business, Non-Profit or Friend of the Chamber members of the Chamber of Commerce. Such petition shall be filed with the Election Committee within ten days after notice has been given of the names of those nominated. The determination of the Election Committee as to the legality of the petition(s) shall be final.
- (e) The names of all candidates shall be arranged on a ballot in alphabetical order. The Chamber of Commerce Director shall mail this ballot to all members in good standing at least fifteen days before the Annual Meeting.
- (f) The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber of Commerce office at least five days prior to the Annual Meeting. The Election Committee shall be responsible for counting the ballots. The Board of Directors shall at its annual meeting declare candidates with the greatest number of votes elected.

SECTION 3 – VACANCIES

- (a) All Directors shall serve for their three year terms or until their successors are selected and qualified.
- (b) In the event of a vacancy among the elected directors, the President shall appoint a replacement subject to the approval of the Board of Directors. The appointed Director shall serve on the Board for the unexpired portion of the predecessor Board Member's term.
- (c) Failure of a director to attend three consecutive unexcused meetings of the Board of Directors shall result in automatic termination from the Board of Directors. The determination of whether an absence is excused shall be made by the Board of Directors in its sole discretion.
- (d) Removal. A Director may be removed from office for cause by the unanimous vote of the remaining directors present at a duly called meeting at which a quorum is in attendance.

SECTION 4 – DUTY OF THE BOARD OF DIRECTORS

- (a) The Board of Directors is responsible for establishing procedure and, formulating and adopting the policies of the Chamber of Commerce. These policies shall be maintained in a policy manual, which shall be reviewed annually and revised as necessary. The Board of Directors may exercise all such powers of the Chamber of Commerce and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.
- (b) Compensation of Directors and Members - No Director shall be entitled to compensation for services rendered to the corporation in the course of holding his/her Board position. The Board may authorize reasonable compensation for services performed by a Director independent of his/her Board position, or to a member who is not a Director.

SECTION 5 – STAFF

- (a) The Board of Directors may employ a Chamber Director who in turn may hire a secretary and shall fix the salary and other considerations of his/her employment with approval of the Board.

(b) Chamber Director: The Chamber Director shall serve as secretary to the Board and of the Chamber, and be responsible for meeting notices and agendas. The Chamber Director is a non-voting member of the Board and all committees. The Chamber Director shall be responsible for hiring, discharging, directing, and supervising all other employees with approval of the Board. The Chamber Director shall be responsible, with the assistance of the Treasurer, for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board. The Chamber Director shall also be responsible for all expenditures within the approved budget allocations.

SECTION 6 – INDEMNITY

(a) The Chamber of Commerce shall indemnify its Directors, Officers, employees and volunteers to the fullest extent permitted by the laws of the state of Wisconsin: Wis. Stat. Chapter 181, sub-chapter VIII.

ARTICLE V - EXECUTIVE OFFICERS

SECTION 1 – TIME OF ELECTION

(a) Following the annual election of the Board of Directors, the Board of Directors themselves shall elect from their seven member Board the following Executive Officers of the Board: President, Vice-President, Secretary and Treasurer.

SECTION 2 – DUTIES OF OFFICERS

- (a) President. The President serves as the chief elected and top ranking officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board. The President shall, with the advice and counsel of the Vice President determine all committees. The committees shall select their leaders, and assist in the selection of committee personnel, subject to approval of the Board.
- b. Vice President shall exercise the powers and authority and perform the duties of the President in the absence, refusal, or inability of the President to serve.
- c. Treasurer. The Treasurer shall be responsible for accounting for all funds received by the Chamber and for their proper disbursement. The Treasurer shall cause monthly financial reports to be made to the Board.
- d. Secretary. Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.

ARTICLE VI - COMMITTEES AND DIVISIONS

SECTION 1 – COMMITTEES

(a) The President, by and with the approval of the Board, shall appoint all standing and ad hoc committees, who will then appoint their chairpersons. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.

SECTION 2 – LIMITATION OF AUTHORITY

- (a) No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board.
- (b) 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, it is deemed wise to discontinue the committees.

SECTION 3 – TERMINATION OF STATUS

- (a) The Board of Directors, in its sole discretion, may terminate the existence of or its relationship with any of the committees.

ARTICLE VII - FINANCIAL

SECTION 1 – AUDIT

- (a) The outgoing President shall appoint a committee of three (3) regular non-Board members to audit the corporate books for the fiscal year to be completed by and reported at the Annual Meeting.

SECTION 2 – BUDGET

- (a) As soon as possible after the election of the new Board of Directors and officers for a fiscal year, they shall consider the budget for the forthcoming year for review and adoption at the monthly Board of Directors meeting.

SECTION 3 – REVENUES AND DISBURSEMENTS

- (a) Upon approval of the budget, disbursements may be made on fixed operating expenses provided for in the budget without additional approval by the Board. All other expenses must have Board approval.

ARTICLE VIII - AMENDMENTS

SECTION 1 - AMENDMENTS

- (a) These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds (2/3) vote of the Board of Directors, or by a majority vote of those members present at any regular or special membership meeting of the Land O' Lakes Chamber of Commerce, provided notice of the meeting includes the proposals for such changes. Proposed changes 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 considered.

ARTICLE IX - DISSOLUTION

SECTION 1 - DISSOLUTION

- (a) Upon dissolution, all Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)(6) of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber.
- (b) Any recipient organization and the manner and extent of distribution shall be determined by the Board of Directors according to Wisconsin law.
- (c) Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Bylaws, comprised of Eight (8) pages including this page, constitute the Bylaws of the Land O' Lakes Chamber of Commerce as duly adopted and made effective by the Board of Directors at a meeting held on March 21, 2019.

DATED: March 21, 2019

Dianne C. Parling

Secretary of the Corporation