

**BYLAWS OF
THE GREATER MAUSTON AREA CHAMBER OF COMMERCE**

ARTICLE I
OFFICES

The office of the registered agent of the corporation required by the Wisconsin Corporation Law for non-profit, non-stock corporations may be, but not need to be, identical with the principal office in the State of Wisconsin, and the registered agent and the location of such office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERSHIP

Section 2.1 – Definition of Member

- (a) An individual or business entity whose annual membership dues are current for the year of membership.
- (b) An individual or civic association whose annual membership dues are current for the year of membership.

Section 2.2 – Requirements for Good Standing

To be designated as a member in good standing, a member must fulfill the following requirements:

- (a) Comply with all the rules and regulations provided in these bylaws or amendments hereto.
- (b) Meet the financial obligation to this organization in accordance with the percentage or amount provided.
- (c) Be approved by the Board of Directors at a duly constituted meeting of this organization, before they can be admitted into the organization.
- (d) Provide all necessary reports, certificates and statements as required by this organization.

Section 2.3 – Privileges of Membership

Privileges of member shall include but not be limited to:

- (a) Use of emblem
- (b) Recognition
- (c) Mutual support
- (d) Participation
- (e) Membership Directory
- (f) Inquiry Lists
- (g) Represented on:
 - (1) State Chamber of Commerce
 - (2) National Chamber of Commerce
 - (3) Other beneficial organizations as deemed prudent by the Board of Directors

Section 2.4 – Obligations of Membership

- (a) The Board of Directors shall set the amount of the annual membership dues at the time the Budget is Approved.
- (b) To operate in a manner consistent with community sensibilities and morals.

Section 2.5 – Meetings

- (a) The annual meeting of the members shall be held at a time and place to be set in advance by the Board of Directors for the presentation of the budget and for the transaction of such other business as may come before the meeting. Special meetings of the members may be held at such other times as the President or the Board of Directors may determine, or upon the written request of ten percent (10%) of the members in good standing.
- (b) Notice of the annual or any special meeting shall be given at least ten (10) days prior to said meeting by written notice, delivered personally, published on the organizations website, mailed to each member at his/her business address or emailed to the most recent email address on file.
- (c) Quorum. At any annual meeting, or special meeting, a quorum shall consist of ten percent (10%) of the members.
- (d) Any action that may be taken at an annual, regular, or special meeting of the members may be taken without a meeting via written ballot. The organization shall deliver a written ballot to every member entitled to vote on the matter being considered. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The number of votes required to approve an action via written ballot shall be the same as the requirements for voting in person. In addition, the votes cast by ballot must equal or exceed the quorum required to be present for a vote. Any request for action via written ballot shall include the following: 1) the number of responses needed to meet the quorum requirements; 2) the percentage of approvals necessary to approve each matter, other than election of Directors; and 3) a statement that ballots must be received within 30 days of date the solicitation is mailed in order to be counted. Written ballots may not be revoked. The ballots shall be counted by three judges appointed by the president. Written ballots includes a ballot transmitted or received by electronic means.
- (e) Only members in good standing may be admitted to a meeting of the members. Nonmembers may attend only if approved by a majority of the board of directors.
- (f) Parliamentary Procedure. The proceedings of the chamber meetings shall be governed by and conducted according to the latest edition of the Roberts Manual of Parliamentary Rules.

Section 2.6 – Election of Directors

- (a) The government of the organization, the direction of its works and the control of its property shall be vested in a Board of Directors consisting of not less than eleven (11) members.
- (b) The term of each director shall run for three (3) years.
- (c) The election of new directors shall be held at the annual meeting. The new directors will attend all regular directors meetings immediately following their election and will officially take office October 1st.

- (d) A nominating committee, of not less than three (3) members, shall be appointed by the President. That duty shall be to nominate from the members of the Chamber in good standing at least as many members of the Board of Directors as there are vacancies on the board to be filled.
- (e) Other members in good standing may be nominated from the floor at the annual meeting.
- (f) All voting shall be by ballot. A number of nominees corresponding with the number of directors to be elected who receive the highest number of votes shall be declared elected.
- (g) The President shall appoint and submit to the Board of Directors for approval a committee of three (3) judges who are not candidates for election as such, to have supervision of the election, and such committee shall serve from the opening of the polls until the result has been ascertained.

ARTICLE III BOARD OF DIRECTORS

Section 3.1—General Powers

- (a) To serve in the best interest of the Greater Mauston Area Chamber of Commerce.
- (b) To assist in collecting memberships.
- (c) To direct the action and organization of the Greater Mauston Area Chamber of Commerce as set forth in these bylaws.
- (d) To review, adapt and alter, as necessary, the policy manual of the operation of its staff.

Section 3.2—Tenure

Tenure of a director shall be three (3) years or if appointed, balance of term of previous director.

Section 3.3—Meetings

- (a) The regular meetings of the Board of Directors shall be held not less frequently than once a month, at such regular time and place as will be determined by them. Special meetings of the Board of Directors may be called at any time by the President, Vice President, or in their absence, any two directors.
- (b) The board may permit any or all directors to participate in a regular or special meeting by, or through the use of; any means of communication, such as conference telephone, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting.
- (c) Members in good standing have the right to attend any meeting while in open session, but have the right to vote only if on the Board of Directors or committee holding the meeting. Nonmembers may attend only if approved by a majority of the board of directors.
- (d) Quorum. A quorum shall constitute a majority of the Board of Directors or their published alternates.
- (e) Closed Session. The Board of Directors may, by motion approved by two-thirds (2/3) of the Directors present, enter closed session. Once in closed session, everyone not on the Board of Directors shall be removed from the meeting. Discussion shall not resume until only the Board of Directors remain. Minutes of

the Meeting while in closed session shall not be disclosed to the Members, unless a motion for such disclosure is approved by two-thirds (2/3) of the entire Board of Directors. The meeting shall resume open session by motion approved by two-thirds (2/3) of the Directors present.

- (f) Any action that may be taken at an annual, regular, or special meeting of the directors may be taken without a meeting via written ballot. The organization shall deliver a written ballot to every director entitled to vote on the matter being considered. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The number of votes required to approve an action via written ballot shall be the same as the requirements for voting in person. In addition, the votes cast by ballot must equal or exceed the quorum required to be present for a vote. Any request for action via written ballot shall include the following: 1) the number of responses needed to meet the quorum requirements; 2) the percentage of approvals necessary to approve each matter; and 3) a statement that ballots must be received within 10 days of date the solicitation is mailed in order to be counted. Written ballots may not be revoked. The ballots shall be counted by three judges appointed by the president.
- (g) Removal. Absence from three (3) consecutive regular Board of Directors' meetings, without an excuse deemed valid and recorded by the Board of Directors, or a published alternate attending the meetings, shall constitute removal. Removal shall be by a quorum of the Board of Directors, for previously stated reason or others at any duly constituted meeting.
- (h) Vacancies. Vacancies shall be filled by appointment of the President with ratification by at least the majority of a quorum of the Board of Directors, at any duly constituted meeting.
- (i) Alternate Director. Each director shall have the right to appoint an alternate director who, in the absence of the director, shall have the same rights and be subject to the same responsibilities as the director. A director shall give notice of the appointment of an alternate director to the Board of Directors. This appointment shall be subject to ratification by at least the majority of a quorum of the Board of Directors at any duly constituted meeting. Until the alternate director is approved by the Board of Directors, the alternate director has no authority and the appointing director is not excused from attending meetings of the Board of Directors.
- (j) Committees. Standing committees shall be appointed annually by the President, with approval of the Board of Directors. Special committees may be appointed by the President at any time, but shall be considered dissolved at the end of 12 months from the day of appointment.
 - (1) All committee recommendations and/or actions are subject to ratification by the Board of Directors.
 - (2) Special meetings of any committee may be called at any time by the committee chairman or co-chairman.
 - (3) Committees shall be categorized in the following manner:
 - i. Internal – oversees the organizations finances, property and employees
 - ii. Agriculture – oversees the farmer's markets
 - iii. Commerce – oversees efforts to promote commerce and trade
 - iv. Social – oversees After 5's and community and civic events

- (k) The Internal Committee shall cause to be audited annually, the books and accounts of the Chamber at the close of the business for the fiscal year, and report its findings to the Board of Directors and to the membership. The Finance Committee shall also set the annual membership dues of the members and propose a yearly budget.

ARTICLE IV OFFICERS

Section 4.1—Election and Term of Office

- (a) Election shall be by the Board of Directors
- (b) The President shall be limited to three (3) consecutive one-year terms.
- (c) Elections shall be yearly, at the first regular meeting following the election of directors, officers to take positions immediately.

Section 4.2—Officers

- (a) All of the officers must be members of the Board of Directors. The President is the chief administrative officer and shall preside at all meetings of the members and Board of Directors. The President shall, subject to the Board of Directors' control:
 - (1) Superintend and manage the corporation's business
 - (2) Coordinate and supervise the work of its other officers
 - (3) Employ, direct, fix the compensation of, discipline, and discharge its employees; 4) employ agents, professional advisors, and consultants
 - 5) Perform all functions of a general manager of the corporation's affairs;
- (b) The Vice President shall act in the absence of the President; and in the absence or disability of the two officers named (President and Vice President), a member of the Board of Directors shall be chosen to act temporarily.
- (c) The Secretary-Treasurer shall preserve all books and maintain an accurate record of the proceedings of the members and the Board of Directors. The Secretary-Treasurer shall also:
 - (1) Supervise the receiving and disbursing of the funds of the organization
 - (2) Keep all monies of the organization deposited in its name
 - (3) At frequent intervals, report to the Board of Directors regarding the financial condition of the organization
 - (4) In the interim between meetings, the Secretary-Treasurer shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board.
 - (5) Furnish a surety bond in such amount as the Board of Directors shall deem necessary, the cost to be paid by the corporation.

Section 4.3—Removal

Removal shall be by at least 75 percent of the vote of the Board of Directors, for any reason, at any duly constituted meeting.

Section 4.4—Vacancies

Vacancies shall be filled by the appointment of the president with ratification by a majority of a quorum of the Board of Directors, at any duly constituted meeting.

Section 4.5—Compensation and Reimbursement

Officers may be reimbursed for necessary expenses incurred in fulfillment of the officer's duties upon approval by Board of Directors. Officers shall not receive compensation for their services.

ARTICLE V CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 5.1—Contracts

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the organization, and such authorization may be general or confined to specific instances.

Section 5.2—Loans

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 5.3—Checks, Drafts, etc.

No disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by via the annual budget or a resolution of the Board of Directors or the Membership at a regular or special meeting.

Section 5.4—Deposits

All funds of the organization not otherwise employed shall be deposited from time-to-time to the credit of the organization in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE VI FISCAL YEAR

The fiscal year of this organization shall begin on October 1, and end on September 30.

ARTICLE VII MISCELLANEOUS

Inasmuch as the Directors of this corporation may be persons of large and diversified business interests and are likely to be connected with other corporations with which from time-to-time this corporation may have business dealings, no contract or other transaction between this corporation and any other corporation shall be affected by the fact that the directors of this corporation are interested in or are directors or officers of such other corporation if, at the meeting of the Board or of the committee of this corporation, making, authorizing or confirming such contract or transaction, there shall be present a quorum of directors not so interested; and any contract or transaction of the corporation, provided that such contract or transaction shall be approved or be ratified by the affirmative vote of a majority of the Directors not so interested.

ARTICLE VIII
ADOPTION OF CORPORATE SEAL AND TRADEMARK

Every member in good standing in this organization is hereby authorized to use the seal of this organization in all of its advertising.

ARTICLE IX
PROVISION FOR MAKING AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the members of this organization at any annual or special meeting of this organization, by a majority vote of the membership present, provided such notice of the proposed change shall have been mailed by the secretary not less than ten (10) days prior to such meetings.