

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

**ARTICLE I
General**

Section 1: Name

This organization is a corporation under the laws of the State of Wisconsin and shall be known as the Kewaunee Area Chamber of Commerce, located in Kewaunee, Wisconsin.

Section 2: Mission Statement

To provide the leadership necessary to promote Kewaunee's tourism, business, and industrial development while preserving its maritime heritage.

Section 3: Purpose

The Chamber is devoted to enhancing the civic, economic, and social environment of Kewaunee County by helping to coordinate activities of individuals and entities, public and private, and offering various service assistance to individuals, entities, public and private, in Kewaunee County.

The Chamber is organized to advance the general welfare of the Kewaunee area so that its citizens and all areas of the business community shall prosper. Particular attention and emphasis shall be given to the commercial, industrial, agriculture, and civic interest of the Kewaunee area. This corporation, in all its activities, shall be non-partisan, non-sectional, non-sectarian and shall take no part in, or lend its influence to the election or appointment of any candidate for public office.

Section 4: Limitation of Methods

The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in the Internal Revenue Code under section 501(c)6.

**ARTICLE II
Membership**

Section 1: Eligibility

Any individual, corporation, estate, partnership, or any other entity of good standing interested in the promotion of the objectives of this organization shall be eligible for regular membership providing the requirements of the By-Laws are met and any application for regular membership is submitted to the Board of Directors. The Board has the right to accept or deny any application.

Section 2: Voting Rights

Each regular membership shall be entitled to cast one vote at any annual or special meeting of members or in any other membership action called for under the By-Laws. A member may vote by proxy executed in writing. The proxy may be delivered via mail, email, or fax.

Section 3: Annual Dues

Membership dues shall be established by a majority vote of the Board of Directors. The schedule of rates shall be made available upon request. Membership dues are paid on a calendar year basis. The Board may change when the annual membership drive occurs to meet the needs of the Chamber and members.

The exchange of any goods or services for membership dues shall only be granted by majority vote of the Board of Directors.

Section 4: Termination

Any member may resign from the Chamber upon written request and reporting to the Board of Directors. Dues are non-refundable.

Any member may be expelled by the Board of Directors for non-payment of dues. Membership may also be terminated by the Board of Directors for cause.

Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a meeting, thereof, for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber; after notice and opportunity for a hearing are afforded the member complained against. Any member, whose termination of membership is being considered, shall be given a ten (10) day written notice to appear before the Board of Directors before any action is taken in the matter.

Section 5: Reinstatement

Upon written request made by a former member of good standing, the Board of Directors may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE III
Meeting of Members

Section 1: Annual Meeting

An annual meeting of the full membership shall be held in the month of October each year, at a time and place to be determined by the Board of Directors. Notice of the meeting shall be mailed to each member at least ten (10) days before said meeting. At the annual meeting, the membership shall elect directors and receive reports on the activities and direction of the Chamber for the coming year.

Section 2: Special Meetings

Special meetings of the membership may be called by the officers, simple majority of the Board of Directors, or by a petition signed by not less than ten percent (10%) of the members having voting rights.

Written notice of the place, day, and hour of said meeting shall be delivered, either personally, by phone, or email to the membership not less than two (2) business days prior to such meeting. The purpose for which the meeting is called shall be stated in the notice.

Section 3: Quorum

The members present at any properly called membership meeting shall constitute a two-thirds (2/3) quorum.

Section 4: Voting

All issues to be voted on at the Annual Meeting of Members shall be decided by two-thirds (2/3) majority of the members at the meeting in which the vote takes place.

ARTICLE IV
Board of Directors

Section 1: Board Role, Size, Composition

The Board of Directors shall have the general control of the affairs of the Chamber, shall control the funds of the corporation, shall have control of the officers and ability to remove them for cause, and may adopt rules for the transaction of the Chamber.

The Board is responsible for establishing procedures and formulating policies of the organization that shall be adopted by the Directors at its regular meeting. These policies shall be maintained in a policy manual to be reviewed and revised as necessary.

The board shall consist of a minimum of nine (9) Directors and a maximum of fifteen (15).

Any member in good standing is eligible for election to the Board of Directors. Election of Directors shall occur annually at the October Annual Meeting of Members.

Section 2: Terms

Board members shall serve three (3) year terms. Board members may serve a maximum of three (3) consecutive terms, after which a one (1) year absence from the Board is required before seeking re-election. The Board and Members may choose to waive this requirement.

Section 3: Meetings of the Board

- A. Regular Meetings.** Regular meetings of the Board of Directors shall be held at least monthly at a place, date, and time determined by the Board of Directors. This shall not preclude the Directors from holding more meetings if necessary.
- B. Special Meetings.** Special meetings of the Board of Directors may be called by the President or on the written request of a simple majority of the Board of Directors, at any time or place.
- C. Notice of Meetings.** Notice of meetings shall be given to Directors at least ten (10) days prior to the date set for the meeting, except that in emergencies, notice of such meeting shall be given so as to advise the Directors not less than twenty-four (24) hours prior to the time set for such meeting. Email or fax may constitute written notice. An advance agenda must be prepared for all meeting of the Board of Directors.
- D. Quorum.** A majority of the Board of Directors present at any duly called meeting shall constitute a quorum for the transaction of business. Proxy votes may be entered for a quorum to be reached.

Section 4: Proxies

At any meeting of the Board, a member entitled to vote may vote by proxy executed in writing by the member. The proxy may be delivered by fax or email.

Section 5: Confidentiality

Board members may have access to confidential materials; including information regarding donations, the Chamber's financial status, the Chamber's business practices, employee records and membership information.

All Board members are responsible for maintaining and protecting the confidentiality of all Chamber information. A violation of this policy will subject a Board member to disciplinary action that may include termination of Board membership.

As such, it is the responsibility of the Chamber Board President, or the President's designee, to handle press releases and information to the media.

Section 6: Board Meeting Attendance

If any member of the Board of Directors shall fail to attend three (3) successive meetings, the President shall, in writing, call it to the member's attention and if sufficient reason for absence is not given, he/she may be removed from the board by action of two-thirds (2/3) of the Board of Directors.

Section 7: Seating New Directors

All newly elected Board Members shall be seated at the regular November Board meeting and shall be participating members of the Board thereafter.

Section 8: Vacancies

Should there be vacancies on the board for any reason, the other Directors may vote to approve additional Directors by a two-thirds (2/3) vote of the other Directors. Upon a successful vote, the new Directors shall be seated and have full authority thereafter.

Section 9: Determination of Officers

The Board of Directors (new and/or returning) at or before its regular November meeting, after any new board members are seated, shall reorganize for the upcoming year. The Board shall elect the President, Vice-President, Treasurer, and Secretary by a simple majority vote.

Section 10: Officers

Each officer may be elected for a term of two (2) years. Officers are limited to two (2) consecutive terms in any single office. After which, the Board member may hold another office.

- A. President.** The President shall convene and preside at all meetings of the members, Board of Directors, and perform all duties of the office. The President shall sign all contracts and obligations of the Corporation.
- B. Vice-President.** The Vice-President shall assume the role of President in the President's absence.
- C. Treasurer.** The Treasurer shall receive and disburse the funds of the Corporation as are authorized under these By-Laws or as may be authorized by the Board of Directors. The Treasurer shall keep records of all monies deposited or disbursed by the Corporation. Each month the Treasurer shall make a report to the entire Board of the condition of the finances of the Corporation. The Treasurer shall be responsible for preparing the annual budget to be approved by the Board of Directors.
- D. Secretary.** The Secretary shall take minutes at all organized meetings to include all main points discussed at the meeting. The Secretary shall record all action items and the appointed board member assigned to execute the action. The Secretary shall keep records of all minutes and documents presented to the Board of Directors for a period consistent with the Document Retention Policy.
- E. Past President.** It is recommended that the Past President serve as an ex-officio member of the Board for one year after his/her term as President to oversee a consistent transfer.

ARTICLE V
Committees

Section 1: Authority to Bind the Corporation

No Committee or individual shall represent or commit the Corporation in advocacy of, or opposition to any project not previously approved by the Board of Directors unless such authority may be clearly granted by the Board to that committee.

Section 2: Debts

No committee thereof shall contract any debt on behalf of the Corporation, which shall in any manner, render it liable for the payment of any sum, unless the same shall have been approved by the Board of Directors.

Section 3: Report to the Board

All committees shall have a designated representative report to the Board of Directors at its regular meetings.

ARTICLE VI
Operating Committees

Committee meetings may be called at any time by the President, Vice-President, or by any operating or standing committee chair.

Section 1: Nominating Committee

A Nominating Committee shall be appointed by the President and at least three (3) but no more than five (5) members of the corporation.

- A. Prior to the September Board of Directors meeting, the Nominating Committee shall present to the Board of Directors, a slate of nominees not to exceed twice the number of Directors to be elected in such year. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.
- B. Upon receipt of the report of the Nominating Committee and its approval by the Board of Directors, the President shall immediately notify the membership by mail of the names of the persons submitted and the right of petition. Notification shall occur no later than September 15th.
- C. Nominations by Petition may be made with additional candidates for Directors, by bearing the genuine signatures of at least five (5) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within one (1) day after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petitions shall be final.
- D. Determination. If no petition is filed within the designated period, the nominations shall be closed. If a legal position shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions shall be to vote for the number of candidates equal to the number of vacancies on the Board. The ballot shall be mailed to all active members at least ten (10) days prior to the Annual Meeting of Members held in October.

Ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber Office by the date of the Annual Meeting of Members. The Board of Directors shall, at its Annual Meeting of Members, declare the required number of candidates with the greatest number of votes elected. In case of a tie in the last place or places, the election shall be determined by lot, conducted by the candidates, under the supervision of the Nominating Committee.

Section 2: Executive Committee

The Executive Committee shall act for, and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Vice-President, Treasurer, Secretary, and Past President. The President will serve as the chair of the Executive Committee. The Executive Committee shall review the annual budget, analyzing the Chamber’s financial position in relation to long-term funding, and generally be available to provide advice and counsel so as to insure the financial stability of the Chamber.

Section 3: Other Committees

The President, by and with the approval of the Board of Directors, shall appoint such committees and Chairpersons, as is necessary to carry out the work of the Chamber and Board of Directors. Operating committees and other committees shall be at the will and approval of the Board of Directors. Notwithstanding anything to the contrary, the operating committees and other committees shall have the authority to establish such subcommittees and/or task groups as they deem necessary to fulfill their responsibilities and duties.

ARTICLE VII
Finances and Disbursements

Section 1: Funds

All monies paid to the Chamber shall be deposited in a general operating or designated fund. 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 be used by, or distributed to, the members of the Chamber.

Section 2: Fiscal Year

The fiscal year of the Chamber shall be from January 1 through December 31.

Section 3: Disbursements

Disbursements shall be made by check. Checks over \$1,000.00 shall be signed by the Treasurer and President. Checks under \$1,000.00 may be signed by either the Treasurer or President.

Section 4: Budget

A budget for the succeeding year shall be submitted to the Board of Directors by the Treasurer no later than the September Board of Directors meeting. The Board of Directors shall adopt a budget for the coming year no later than the December Board Meeting.

Section 5: Annual Financial Review

Accounts of the Chamber of Commerce shall be reviewed annually by a Certified Public Accountant. A report of its findings shall be presented to the Board of Directors and to the membership.

Section 6: Dissolution

Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more local non-profit, charitable, educational or service organization to be selected by the Board of Directors.

ARTICLE VIII
Rules of Order

The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not in conflict with the specific provisions of these By-Laws.

ARTICLE IX
Amendments

These By-Laws may be amended or altered from time to time by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations 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 act upon.

ARTICLE X
Indemnification

The Kewaunee Area Chamber of Commerce shall provide indemnification of any and all current or former officers, directors, and employees against expenses actual and necessary, incurred by them in connection with the defense of any action suit or proceeding in which they, or any of them are made parties, or are party, by reason of having been officers, directors, or employees of the Chamber as set forth in Chapter 181, Wisconsin Statutes.

Kewaunee Area Chamber of Commerce, Inc.
308 North Main Street
Kewaunee, WI 54216

These By-Laws were approved by a vote of 10 FOR and 0 AGAINST the changes proposed.

Dated this 1st day of November , 2016.

 /S/
President

 /S/
Secretary