

Portage Area Chamber of Commerce Bylaws



Mission Statement:

To provide leadership for building a healthy economy and high quality of life in the Portage area.

**PORTAGE AREA CHAMBER OF COMMERCE BYLAWS
(Approved February 2016)**

ARTICLE I GENERAL

Section 1 Name

This organization is incorporated under the laws of the State of Wisconsin and will be known as the Portage Chamber of Commerce. Also, known as the GREATER PORTAGE AREA CHAMBER OF COMMERCE.

Section 2 Purpose (mission statement)

To provide leadership for building a healthy economy and high quality of life in the Portage area.

Section 3 Area

The greater Portage area economic region will include Columbia County and other surrounding counties.

Section 4 Limitation

The Portage Chamber of Commerce will observe all local, state and Federal laws which apply to a nonprofit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE II MEMBERSHIP

Section 1 Eligibility

Any reputable person, association, corporation, partnership or estate having an interest in the objectives of the organization will be eligible to apply for membership. Each member will be entitled to all services of the Chamber regardless of the amount of investment based upon their dues structure. Each member will sign a membership application and the Board of Directors reserves the right to refuse/revoke membership.

Section 2 Investment

Membership investments rates (will be at such rate or rates, schedule or formula and) will be reviewed annually by the Executive Committee.

Section 3 Termination and refunds

Any member will be deemed expelled upon nonpayment of membership investment by April 1, unless otherwise extended for good cause. These names will be reviewed at the March Board meeting. Any member may be expelled from membership by two-thirds vote of the Board of Directors, at the April meeting or at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after written notice and opportunity for a hearing are afforded the member complained against. Refunds of investment dollars for those members that are removed, or voluntarily remove themselves, or go out of business will not be refunded under any circumstances.

Any member may be removed for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber. An opportunity for a hearing will be afforded the member complained against.

Section 4 Voting

In any proceeding in which voting by members is called for, each member in good standing will be entitled to cast one vote.

ARTICLE III MEETINGS

Section 1 Annual Meeting

The annual meeting of the corporation, in compliance with State law, will be held before the end of the second quarter of each year. The time and place will be fixed by the Board of Directors and notice thereof mailed to each member at least (10) days prior to said meeting.

Section 2 Additional Meetings

General meetings of the Chamber of Commerce may be called by the President at time, or by any three members of the Board of Directors. Notice of any special meetings will be made to each member at least five (5) days prior to such meetings. Board meetings will be set by the Board of Directors at an agreeable time and place. Notice of said meeting will be made to each Director by the Executive Director at least one (1) day prior to said meeting. Committee meetings will be called by the President, Vice-President, the committee's Chairperson, or Executive Director.

Section 3 Quorums

50% of the total number of Directors determines a quorum at meetings of the Board of Directors. In voting on motions made, a majority is determined by 50% of the total number of Directors present.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Composition of the Board

The Board of Directors will be composed of twelve (12) members or more as determined by the needs of the community. The president may appoint individuals to attend board meetings in an ex-officio capacity and these appointments will be approved by the board of directors.

The Board of Directors will consist of one seat to be filled by a representative from an educational membership. This term will rotate on a 3 year basis. When a Director serves as President and is no longer serving as a Director, he or she will serve an additional year as an ex officio member of the board.

The government and policy making responsibilities of the Chamber will be vested in the Board of Directors, which will control its property, be responsible for its finances and direct affairs.

Section 2 Selection and Election of Directors

A. Nominating Committee. The Executive Committee will be the Nominating Committee with the President as the Chairperson. At the September Board meeting or at a future board meeting, the Nominating Committee will present a slate of candidates to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibility of a director ship. No board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Nominations by Petitions. Upon receipt of the names of the candidates the general membership will have the right to accept the recommendation of the candidates or to nominate from the general roster, by petition to the Nomination Committee. Such petitions will be in written form and the Nominating Committee will have final say as to the legality of the petition(s).

C. Voting procedure. If a single slate is offered and no petition is received the Board of Directors, at its regular October, or November, or December meeting, will declare the nominated slate of candidates elected. If a legal petition will present additional candidates, the names of all candidates will be arranged on a ballot in alphabetical order. Instructions to the Board of Directors will be to vote for up to four (4) candidates only. Ballots will be counted by the Executive Director and one member of the Board of Directors.

D. Publicity of Board Members. Upon receipt of the newly elected board members the Executive Director will immediately notify the membership in the next monthly newsletter or by mail if necessary if no newsletter is being printed of the names of the newly elected board members as candidates for the directors.

Section 3 Seating of New Directors

All new Directors and Officers shall take office at the first meeting in January of the Board of Directors. The final meeting for the retiring Directors will be the last meeting in December.

The annual Program of Work orientation and appointment of new committee Chairpersons will take place at the regular January Board Meeting.

Section 4 Elections of Officers

Election of new officers will take place at the regular November meeting, with a President, Vice-President, and Treasurer elected by the Board of Directors.

The officers of the Board of Directors will take office and Committees and other action groups go into action at the regular January Board meeting. Officers shall serve for a term of one (1) year and may succeed to another office for an additional year.

Section 5 Vacancies.

Any vacancy occurring in the board of directors shall be filled by a recommendation from the nominating committee, within a reasonable time. A director so elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. This term will be considered part of their length of service, unless the unexpired term is one year or less.

Attendance at meetings is critical to the success of the Chamber. At least 70% attendance during a given year at board meetings is expected for Board Members. 100% attendance is desired. Board members with less than 70% attendance will be reviewed with the Board member and the Executive Committee with a possible resignation requested. Notification prior to Board meetings of excused absences is expected. If a board member misses three consecutive Board meetings without notification to the Board, that Director may be dropped as a Director with the approval of the majority of the Board of Directors.

Section 6 Member Status Due to Director Employment Change.

If any board member resigns their employment, or leaves their employer for any reason, the board member and the member employer with which they were previously employed shall automatically lose that position on the Board of Directors effective the same day of the member's departure. The vacancy then occurring shall be filled according to the procedure described in Section 5 above. This shall not preclude the former member from being reappointed to fill his or her own vacancy, should they join another member firm.

Section 7 Term of Office.

A member of the board of directors shall serve in this capacity for a three-year term. The board member may be invited by the nominating committee to serve a second three-year term, but is limited to no more than two full three-year terms. (See "Vacancies") Following each period of consecutive service, one (1) year must elapse before the member shall again be eligible for service.

Section 8 Length of Service

No director shall serve for more than (3) full three-year terms or (9) years on the board of directors.

Section 9 Policy

The Board of Directors is responsible for establishing procedure and the formulation of the policy for the organization.

Section 10 Management

The Board of Directors will employ an Executive Director and will fix the salary and other considerations for employment. The Executive Director will usually be responsible for recording the minutes of the Board meeting. The Executive Committee will perform an annual review with the Executive Director and the Executive Committee will present to full Board of Directors for approval.

Section 11 Code of Conduct

Directors are expected to carry on in a professional manner with proper dress, proper mannerism, to best present the chamber of commerce to the public and the chamber membership. A board of director can be removed by a majority vote of the entire Board of Directors if they are deemed as not representing the best practices of the Chamber.

**ARTICLE V
OFFICERS**

Section 1 Duties of Officers

A. President. The President will serve as the chief elected officer of the Chamber of Commerce and will preside at all meetings of the Board of Directors and the Executive Committee.

The President will, with the advice and counsel of the Executive Director, assign vice-presidents to divisional or departmental responsibility, subject to the approval of the Board of Directors.

The President, Vice President, Treasurer and Executive Director shall have the authority to sign

all official documents on behalf of the Chamber of Commerce, including but not limited to contracts, deeds, leases, bank documents.

B. Vice President. The Vice President will exercise the powers and authority of the President upon his/her absence or disability.

C. Treasurer. The Treasurer will be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Funds will be kept in deposit in several financial institutions, as directed by the Board of Directors. Bank accounts will rotate every 3 years. The Treasurer will oversee disbursement of funds and will insure that timely financial information is presented to the Board.

D. Executive Director. The Executive Director will be the chief administrative and executive officer. The Executive Director will be responsible for the preparation of meeting notices, agendas and minutes for meetings of the Board of Directors.

The Executive Director will serve as chief advisor to the President and Executive Committee and will assemble information and data and cause to be prepared special reports as directed by the President.

The Executive Director will be a non-voting member of the Board of Directors, the Executive committee and all committees.

The Executive Director will be responsible for administration of the programs in accordance with the policies and regulations of the Board of Directors.

The Executive Director will be responsible for the hiring, discharging, directing and supervising of all staff employees. If additional staff is required, approval will be given by the Executive Committee.

The Executive Director will be responsible to the Board of Directors in all things and will also be responsible for all expenditures with the approved budget allocation.

Section 2 Executive Committee

The Executive Committee will act for and on behalf of the Board of Directors when the Board is not in session, but will be accountable to the Board for its actions. It will be composed of the President, Vice President, Treasurer and Executive Director. The President will serve as chairperson of this committee.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 1 Appointment and Authority.

Committees will be appointed by the President and the Executive Director as deemed necessary to carry out the work of the Chamber.

The Executive Committee will be responsible for determining the special projects and programs for the next year's activities.

It will be the function of committees to make investigations, conduct studies and hearing, make recommendations to the Board of Directors and to carry on such activities as may be delegated them by the Board or the Executive Director.

No action by any member, committee, division, employee, Director or Officer will be binding upon, or constitute an expression of, the policy of the Chamber until it will have been approved or ratified by the Board.

A committee will be discharged when their work is completed and their reports accepted or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 2 Divisions.

The Board of Directors may create such divisions, bureaus, departments or councils, as it deems available to handle the work of the Chamber.

The Board of Directors will authorize and define the authority of such divisions and will approve all activities and proposed programs of such division, bureaus, department, or councils, including collection and disbursement of funds.

No action or resolution of any kind will be taken by divisions, bureaus, departments or councils having been bearing upon or expressive of the Chamber, unless approved by Board of Directors.

ARTICLE VII FINANCES

Section 1 Funds.

All money paid to the Chamber will be put into a general operating fund and into financial institutions in the Portage area or invested as seen fit by the Board of Directors.

All financial information for the Chamber will be kept on file in the Chamber office. Members requesting to see the financial information will make a formal written request to the Board of Directors. Those requests will be reviewed at the next upcoming board meeting. Upon approval from the Board of Directors general financial information will be available for review only in the Chamber office during normal business hours with a Chamber employee or Board of Director present. Those members must be considered in good-standing. Good-standing will be determined by the Chamber Board of Directors. The information will be for review only with no copies, photos or emails allowed. All those that review the financial information will be asked to sign a confidentiality agreement and this agreement will be kept on file in the Chamber office, which includes all Board of Directors.

Section 2 Disbursements.

Upon approval of the budget, the Executive Director is authorized to make disbursements on account and expenses provided for in the budget, and will have the authority to spend no more than \$500 without prior approval of the Board of Directors. Disbursements and payroll can be made through electronic online banking or by check. Checks need the signature of the Executive Director or any officer.

Section 3 Fiscal Year.

The fiscal year of the Chamber will run January 1 - December 31.

Section 4 Budget.

The Budget Committee, consisting of the Executive Committee, will adopt the budget for the coming year and submit it to the Board of Directors at the November meeting for approval.

Section 5 Accounting.

The accounts of the Chamber will be reviewed at least annually by a qualified accountant.

ARTICLE VIII

Section 1 Parliamentary Authority

The current edition of Roberts Rules of Order will be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the Bylaws of the Chamber.

ARTICLE IX

Section 1 Review

These bylaws are to be reviewed annually by the Board of Directors.

Section 2 Amendments

These bylaws may be amended or altered 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 notice for the meeting includes the proposed amendments.

ARTICLE X

Section 1 Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. 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 to be selected by the Board of Directors.

Section 2 Posting

These bylaws will be posted annually on the Chamber of Commerce website.