

Galesville Area Chamber of Commerce By-Laws

Article I: NAME

Section 1. This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Galesville Area Chamber of Commerce, Inc., hereinafter referred to as the Chamber. The principal offices shall be determined from time to time by the Board of Directors.

Article II: PURPOSE

Section 1. The Chamber is organized to achieve the following objectives

- (a) To serve the community at large by bringing various segments of the community together to act as one, including citizens, business, industry, government, agriculture/agribusiness, education and service organizations.
- (b) To encourage tourism through the sharing of our rich cultural heritage and geographical splendor by promoting the Galesville area as an exciting and interesting place to visit.
- (c) To stimulate economic development by supporting our existing businesses and promoting Galesville as a good business community for retail, agribusiness, and manufacturing.
- (d) To support the preservation and rehabilitation of our historic structures and create a pleasing environment with diverse recreational opportunities and green space which encourages people to congregate and visit our historical Galesville area.
- (e) To preserve the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business, industry, and agriculture to our community.

Section 2. Organizational Structure. It is the intent of the Chamber to qualify as a nonprofit tax exempt organization under Section 501(c)(6) of the Internal Revenue Code. No part of its net earnings shall inure to the benefit of or be distributable to any member, shareholder, or individual. It is not organized for profit and shall not engage in any activity ordinarily carried on for profit. The Chamber shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Dissolution. The Chamber shall use its funds only to accomplish the objectives and purposes specified in the By-Laws and no part of said funds shall inure to or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining after paying or making provisions for payment of all the liabilities of the Chamber shall be distributed exclusively to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code, to be selected by the Board of Directors.

Article III: MEMBERSHIP

Section 1. Eligibility. Any business firm, individual association, corporation partnership, or estate having an interest in the above objectives shall be eligible to apply for membership as follows:

- a) **Individual Membership.** May be accepted to membership upon payment of annual dues established by the Board of Directors.
- b) **Honorary Membership.** An individual who has rendered service of distinction to the Chamber or community may be elected to an honorary membership by the board and shall be entitled to all membership benefits except for voting rights.

c) Organization. Partnerships, corporations, proprietorships, civic groups, governments and quasi government organizations, associations, clubs, fraternal lodges, and others may be accepted to membership upon payment of dues established by the Board of Directors, and may appoint one of their members, officers, partners, or owners to represent the organization and be entitled to all membership privileges.

d) GIDC Life-Time Members. A list of life-time members identified at the time the Chamber was formed, is held with the Secretary of the Chamber. As agreed, these individuals and businesses have a life-time paid membership and are entitled to all membership privileges.

Section 2. Continuous Membership. All individual, firm, corporation, and organization memberships shall be continuous from the date thereof until the member has resigned or is terminated in conformity to the By-Laws herein provided.

Section 3. Membership Rights. Members in good standing are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board or members. A member of this corporation may not transfer a membership or a right arising from it.

Section 4. Voting. Unless otherwise provided by these By-Laws, each member entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members. No member may cast or authorize the casting of a vote by filing of a written appointment of a proxy.

Section 5. Orientation. Annually, members of the Board of Directors shall participate in an orientation program outlining their responsibilities prior to assuming their duties. As part of the orientation a thorough review of the By-Laws will be undertaken. This training program will be the responsibility of the President or his/her designate.

Section 6. Determining Members Entitled to Notice and Vote. The Board of Directors may fix a date not more than (60) days before the date of a meeting of members as the date for the determination of the members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only voting members on that date are entitled to notice of and permitted to vote at the meeting of members. When a determination of members entitled to vote at a meeting of members has been made as provided in the section, such determination shall apply to any adjournment thereof. Each member is entitled to just one (1) vote.

Article IV: FUNDING

Section 1. Dues. The Board of Directors shall establish annual dues which it deems appropriate to cover Chamber operating expenses. Such establishment of dues shall include method of payment and application procedure, and shall be reviewed for adjustment annually.

Section 2. Termination. Any member who fails to make the prescribed membership investment or an installment with sixty (60) days written notice shall be considered delinquent and written notice of his/her status shall be given him/her. If at the end of an additional sixty (60) days he/she still remains delinquent, his/her membership shall be terminated. A member may be reinstated at any time upon payment to the Chamber of the entire delinquent membership then due and owing. Any member may be expelled for cause by the Board of Directors after written notice and opportunity for hearing.

Section 3. Disbursements. Disbursements shall be by check, properly signed by the Treasurer and one other officer.

Section 4. Indebtedness. Except as provided in Article IV, Section 3(a), hereof, all indebtedness to which the Chamber shall be obliged shall be approved by a two-thirds (2/3's) majority vote of a duly constituted quorum of the Board of Directors.

Section 5. Annual Review. Financial records of the Chamber shall be reviewed annually by an audit committee appointed by the President of the Board.

Section 6. Operating Year. The operating year of the Chamber will run from January 1 through December 31. A statement of financial condition including balance sheet, and income statement and annual budget will be presented to the members for their approval within two months after the end of the fiscal year.

Article V: MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual meeting of the members of the Chamber shall be held during the last week of October of each fiscal year at such time and places as determined by the Board of Directors and written notice thereof mailed, using the United States Postal Service, to each member at least ten (10) days before said meeting.

Section 2. Additional Meetings.

(a) **Special meetings of the members of the Chamber** may be called by the President or Board of Directors at any time or upon petition in writing of at least ten (10) members with voting rights or ten (10) percent of the members with voting rights, whichever is greater. Notice of special meetings (including the purpose of the meeting) shall be delivered, using the United States Postal Service, at least five (5) days prior to such meetings.

(b) **Board meetings** may be called by the President or shall be called by him/her upon written application of three (3) members of the Board. Written notice shall be given to each Director at least three (3) days prior to the said meeting. The notice may be by personal delivery, mail, electronic mail, or fax machine.

(c) **Committee meetings** may be called at any time by the President, Vice-President, or the respective committee Chairperson(s). Meeting notice can be made in any convenient manner, including, but not limited to personal delivery, mail, electronic mail, phone or fax machine.

Section 3. Quorums

(a) At any duly called general meeting of the Chamber, twenty (20) members in good standing shall constitute a quorum.

(b) A majority of the Directors shall constitute a quorum of the Board of Directors.

(c) At committee meetings a majority of the members of the committee shall constitute a quorum.

Article VI: BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of a minimum of fifteen (15) elected members including the immediate past Chamber President. All elected Directors shall serve staggered three (3) year terms and shall commence his/her term on January 1 following the election. No Director shall be eligible for election to more than two (2) consecutive terms. A person may be reelected to the board after a one (1) year absence from a board position.

Section 2. Regular Board Meetings. Meetings of the chamber Board of Directors shall be held monthly at such time and place as determined by the Board of Directors. Regular board meetings will be open to general members or the public. The Board or Directors may designate a portion of any regular Board meeting as closed to general members or public when it is necessary to discuss business that is of a confidential nature.

Section 3. Nominating Committee. No later than the August Board meeting of each year the President shall recommend for Board approval a Nominating Committee consisting of a minimum of three (3) members of the Chamber in good standing. One (1) of the Committee members must be a member of the Board of Directors in the third year of his/her term. The President shall designate the Chairperson.

Section 4. Nominating Procedure. At the October Board Meeting of each year the Nominating Committee shall submit to the President, its nomination of candidates to replace the Directors whose three (3) year terms are to expire. The membership shall be notified by mail, with the annual meeting notice, notice of the names of the individuals nominated as Directors, and of the right to nominate additional Directors at the time of the annual meeting.

Section 5. Election. The Directors shall be elected by a plurality of the general membership in attendance with each member entitled to one vote at the annual meeting. A ballot vote will be conducted at the annual meeting, which will allow an individual to be nominated as a Director from the floor. The President shall appoint an Election Committee composed of three (3) Chamber members in good standing whose duty is to see that the election of members to the Board of Directors is carried out according to the By-Laws and to properly tally the ballots and certify the outcome to the President.

Section 6. Board Composition. To maintain a broad base of representation, the Board shall consist of directors representing agribusiness, local government, local citizenry, business, industry, education, etc. To maintain a broad base of citizen involvement the Board shall be made up of a minimum of at least one third (1/3) of local citizenry.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by appointment by the President with the approval of the majority of the Board of Directors where a quorum exists. The Board may suspend the voting privilege of any member who is in default of his/her dues, who miss more than three consecutive meetings without just cause, or for conduct unbecoming a Board member. The vacancy shall be deemed to exist upon the death of a member or upon his/her written resignation.

Section 8. Policy. The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors which shall establish its policies, control its properties, and oversee its financial affairs.

Section 9. Limitation of Authority. No action, written or oral, by any member, committee, 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 of Directors. Committees shall be discharged by the President when their work has been accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Article VII: COMMITTEES

Section 1. Standing Committees. The Chamber shall have five standing committees: Promotion and Tourism, Historic Preservation, Beautification, and Design, Economic Revitalization and Development, Agri Business, Organization and Membership. Each of the standing committees are able to create sub-committees as necessary. The committees shall have a minimum of five (5) members. Terms of committee chairs will be one year with a maximum of three (3) consecutive terms. A person may be reelected to a committee chair after a one (1) year absence from a chair position. The Board of Directors will define their powers and duties.

Section 2 . Task Force and Special Projects.

(a) Appointment. The President or Board of Directors may authorize the creation of special project committees or task forces and shall define their powers and duties.

(b) Function. It shall be the function of such special project committees or task forces to make investigations, conduct research, studies, and hearings, make recommendation to the Board of Directors, and carry out such activities as may be delegated.

(c) Limitation. No special project committees, task forces, or standing committees shall in any way commit the Chamber on policy. Special project committees and task forces shall be discharged by the President when their work has been completed and their reports accepted.

Section 3. Minutes. All committees and task forces and/or special project teams should meet as needed with minutes and attendance taken and reported at monthly board meetings.

Article VIII: OFFICERS

Section 1. President. The president shall be the presiding officer of the Board of Directors. He/She shall preside over all membership meetings and Board meetings, and shall exercise such duties and responsibilities incidental to his/her office and as may be prescribed by the Board of Directors. It shall be the duty of the President to recommend all Committees and Chairperson(s) to the Board of Directors for their approval, as may be necessary to accomplish the purposes of this Chamber. He/She or his/her designee shall with approval of the Board of Directors sign all deeds, contracts, and other instruments affecting the operations of the Chamber or any of its properties.

Section 2. Vice-President. The Vice-President shall act in the absence of the President and shall exercise such duties and responsibilities incidental to his/her office and as may be prescribed by the Board of Directors.

Section 3. Treasurer. The Treasurer shall oversee the collection and expenditures of all funds of the Chamber. He/She shall serve as financial officer and shall co-sign checks as authorized. The Treasurer shall present a monthly financial report to the board of directors and an annual report to the members of the Chamber at the Annual Meeting.

Section 4. Secretary. The Secretary shall be charged with recording all proceedings of the Board of Directors and the Chamber organization, conducting the official correspondence, and preserving the records, documents, and communications of the organization. He/ She shall keep a register of the post office address of each member which shall be furnished to the Secretary by such members. He/She shall have general charge of the membership list of the corporations.

Section 5. Terms of office. Terms of officer positions will be one year with a maximum of three (3) consecutive terms in the same office.

Article IX: EXECUTIVE COMMITTEE

Section 1. The Chamber shall have an Executive Committee consisting of the following members: President, Vice-President, Secretary, Treasurer, and immediate past President.

Section 2. The Board of Directors of the Chamber shall be responsible for establishing the overall direction and policy of the corporation. The Executive Committee shall be responsible for implementing the policies of the Board of Directors on a day to day basis and shall assist the Board of Directors in the development of an annual work plan for this program, provide ongoing advice and counsel to the Board of Directors as requested, and perform such additional functions assigned to it by the Board of Directors.

Section 3. Any vacancy occurring in the Executive Committee (other than a vacancy resulting from the normal expiration of a term of office) may be filled by a recommendation from the Executive Committee and the affirmative vote of a majority of the current members of the Board of Directors. An Executive Committee member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Committee member may resign by submitting written notice of resignation to the Secretary. Any member may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Executive Committee.

Section 4. Any Members of the Chamber shall be entitled to attend any meetings of the Executive Committee.

Section 5. Meetings of the Executive Committee may be called by the President or by three (3) or more Executive Committee Members. Notice of the time, place and agenda for both regular and special meetings shall be given to each Executive Committee Member either by personal delivery, mail, electronic mail, phone or fax machine at least two (2) days before the meeting.

Section 6. At all meetings of the Executive Committee, a majority of committee members shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting the members present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum will be present.

Article X: GENERAL PROVISION

Section 1. The President shall preside at all meetings of the Executive Committee, the Board of Directors, and general membership meetings, and shall have such powers and duties as may be conferred by the membership or the Board of Directors. In the absence of the President, the Vice-President, Immediate Past-President, Treasurer, and Secretary, will preside in descending order.

Section 2. Authority. The proceedings of the Chamber at any and all of its meetings shall be governed by and conducted according to the latest "Roberts Rules of Order."

Section 3. Seal. The Chamber, if desired, shall use a seal of such design as may be adopted by the Board of Directors.

Section 4. By-Laws. These By-Laws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the entire board providing written notice of such proposed amendments has been given to the Board members ten (10) days prior to the meeting and that no such action shall be taken if it would in any way adversely affect the Chamber's qualifications as a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code.

The foregoing is a true and correct copy of the By-Laws of the Galesville Area Chamber of Commerce as adopted by the Board of Directors on April 6, 2005.

/s/ Mary Knappen
President

Attested by: **/s/ Nathan Strutz**
Secretary