

The Hales Corners Chamber of Commerce, Inc.

Article I – Name & Location

Section 1.1 The name of this organization shall be the Hales Corners Chamber of Commerce, Inc. This organization is incorporated under Chapter 181 of the Wisconsin Statutes and Acts amendatory thereto.

Section 1.2 The Chamber shall maintain a mailing address, which may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

Article II – Purpose

The Chamber is organized for the purpose of promoting economic development, fostering community relations and advancing the general welfare and prosperity of the Hales Corners business community.

Article III – Limitation of Methods

The Chamber shall be non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, in the nomination, election or appointment of any candidate for national, state, county or Village office.

Article IV – Members

Section 4.1 Membership in the Chamber shall be open to any sole-proprietor, firm, partnership, corporation, individual, association, profit or non-profit organization in accord with the Chamber's purpose. Each membership shall be entitled to one vote.

Section 4.2 The Board of Directors may establish membership categories. Such membership shall confer upon the recipient the privileges of the Chamber.

Section 4.3 The establishment of dues is at the discretion of the Board of Directors. Dues will be payable annually in January. The membership year is January through December. For new members only, dues may be prorated based on the month of payment. Renewing members shall pay their dues by March 31 in order to have their name on the membership roster. A termination of membership shall mean a forfeiture of all rights associated with membership.

Article V – Member Meetings

Section 5.1 Member meetings shall be held monthly. Notice of meetings shall be emailed to the general membership by the Chamber and shall be posted on the Chamber website at least ten (10) days before the meeting.

Section 5.2 An annual meeting shall be held on a date in the month of March to be determined by the Board of Directors by the end of December of the previous year for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. Members shall be notified in writing at least two weeks (14 days) prior to the date

of the meeting. Notice of the annual meeting shall be posted on the Chamber website at least two weeks (14 days) before the meeting.

Section 5.3 For the annual meeting, those in attendance shall constitute a quorum. The treasurer and membership chair shall provide a current list of members at the annual meeting.

Section 5.4 Any member that appears in person at any meeting shall be free to exercise their right to vote.

Section 5.5 At the annual meeting, each Member shall be entitled to one vote on each matter submitted to a vote. Each Member will vote in person. Voting on any question or in any election may be by voice unless the presiding officer shall order or any regular member shall demand that voting be by ballot.

Article VI – Board of Directors

Section 6.1 The Board of Directors shall manage the affairs of the Chamber, and shall have and exercise on its behalf all the rights, powers, and duties of the organization.

Section 6.2 The Board of Directors shall consist of the five (5) Officers, five (5) Directors (serving as chairpersons of the standing committees), two (2) Directors at Large and the Village Liaison and Whitnall School District Superintendent as an ex officio (non-voting) members.

Section 6.3 Directors, except for officers, shall be elected for three-year terms. These terms shall be staggered so that not more than three directors shall retire in one year. Directors shall be elected by vote of the Members at the annual meeting. The terms of office shall begin on April 1st following the Annual Meeting in March.

Section 6.4 Elected officers and directors shall not receive compensation for serving on the Board of Directors. However, officers and directors may receive reimbursement for reasonable expenses incurred in connection with the carrying out of their duties as provided herein, provided that such reimbursement is authorized by the affirmative vote of a majority of those present at a meeting of Directors at which a quorum is present.

Section 6.5 When a vacancy occurs on the board, the president shall recommend an individual to be appointed by the Board to serve the remainder of that term.

Section 6.6 A director or officer may resign at any time by filing a written resignation with the Secretary. The individual's resignation shall be acknowledged in writing by the Board.

Section 6.7 Directors shall be Members in good standing or the designated representative of a Member in good standing. Qualifications to be a director include, but are not limited to, general agreement with and support for the purposes of the Chamber, and such other qualifications as are determined appropriate by the Board of Directors from time to time.

Section 6.8 The Board of Directors shall meet once a month. Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a meeting shall be held. Members present shall discuss the business of the day, which will then be presented and ratified at the next month's schedule meeting at which a quorum is present.

Section 6.9 Any director absent from regular Board meetings three (3) times in succession without a valid excuse may have his or her seat declared vacant by a majority vote of the Board of Directors, provided he or she has first been notified in writing of such action and has been given an opportunity to explain his or her absence.

Article VII – Officers and Duties

Section 7.1 The Executive Committee shall consist of the officers: President, President-Elect, Secretary and Treasurer. The immediate past president shall also be an officer of the Executive Committee.

Section 7.2 – President: The President shall serve a one-year term of office, and may serve up to three (3) consecutive years in office. The President shall preside over and conduct meetings and appoint all committee chairpersons, and serve as an ex-officio member thereof, and assume additional responsibilities as required. The President, and only the President, may speak on behalf of the entire Board of Directors and the Chamber.

Section 7.3 – President-Elect: The President-Elect shall serve a one-year term of office, and may serve up to three (3) consecutive years in office. The President-Elect shall perform the duties of the President in the absence of the President, and assume additional responsibilities as required.

Section 7.4 – Treasurer: The Treasurer shall be elected to a three-year term of office, and may serve up to two terms in office (6 years). The Treasurer shall keep and maintain the financial records of the organization, and assume additional responsibilities as required.

Section 7.5 – Secretary: The Secretary shall be elected to a three-year term of office and may serve up to two terms in office (6 years). The Secretary shall record attendance at all meetings, take the minutes of all meetings, be custodian of the corporate records, conduct the correspondence of the organization, and assume additional responsibilities as required.

Section 7.6 – Past President: The Past President shall serve a one-year term of office. The Past President shall serve as an advisor and accept assignments from the President.

Section 7.7 – Term Extensions/Renewals: Term limits are prudent for sound Board Governance. They allow for both Board turnover as needed as well as graceful volunteer departure. However, in order to best serve the Chamber responsibilities and retain dedicated, engaged, effective leadership, we offer options for term renewals. When deemed prudent by Board Officers/ Executive committee, requests/recommendations for extended service/renewal of a term will be evaluated followed by recommendation to and approval by the full Board.

Article VIII – Committees

Section 8.1 The following committee shall be appointed by the President promptly after the annual meeting and shall make recommendations to the Board as pertinent to Board meeting agenda items.

- Finance Committee
- Welcoming and Membership Committee
- Nominating Committee
- Programs Committee
- Media & Communications Committee

Section 8.2 Special committees of the Chamber shall be established by the President with the approval of the Board of Directors.

Section 8.3 All committees shall make a progress report of their activities to the Chamber Board at each of its meetings.

Section 8.4 No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power and authority to act otherwise.

Article IX – Nominations and Elections

Section 9.1 The Nominating Committee shall present to the Board of Directors the names of proposed Officers and Directors at least thirty (30) days prior to the Annual Meeting. The nominations shall be submitted in writing to the Membership with the consent of the nominee at least two (2) weeks prior to the Annual Meeting. Following the report of the Nominating Committee at the Annual Meeting, nominations may be made from the floor provided the consent of the nominee has been secured.

Section 9.2 Election shall be by ballot where there is more than one nominee for an office. Directors shall be elected by a majority of those present at the Annual Meeting.

Article X – Parliamentary Procedure

Section 10.1 The proceedings of the Chamber shall be conducted with the latest edition of “Robert’s Rules of Order” (Revised) except where the manual is in conflict with the provisions of the Chamber Bylaws.

Section 10.2 The Secretary shall be responsible for providing the “Robert’s Rules of Order” at all meetings.

Article XI – Records

Section 11.1 – Official records: The official records of the proceedings of the Chamber Board and its committees shall be stored at the Hales Corners Library, (Village Board approved 4/10/2017) and shall be open to member inspection and examination upon request. Official records of the Chamber Board may be saved digitally. Retention of official records shall be in

compliance with Federal and State laws governing nonprofit organizations and verified by the Chamber Board. The Secretary shall serve as custodian of the Chamber records.

Article XII – Indemnification of Officers, Directors, and Others

Section 12.1 The Chamber shall, insofar as it is financially able, and to the extent permitted under Wisconsin Statutes Chapter 181, as amended, indemnify and allow reasonable expenses of any person who was or is a party, or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of or volunteered services to the Chamber; or is or was serving at the request of the Chamber as a Director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. Notwithstanding any term or provision of these

Bylaws to the contrary, these Bylaws, this Article XI and this Section do not require or establish any obligation to indemnify, nor create any right to indemnification by (i) any employee or staff or contractor of the Chamber, as to any claim, action or matter arising from or concerning his or her employment, his, her or its retention contract, or termination of any employment or retention contract, in which such individual or individuals are adverse parties to the Board of Directors or officers of the Chamber or the Chamber, or (ii) any firm or organization which supplies staff or staff assistance to the Chamber.

Section 12.2 The Chamber shall, if possible, secure insurance or other indemnification agreements in order to comply with the commitment to support Chamber members.

Article XIII – Corporate Acts, Loans, and Deposits

Section 13.1 Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Chamber, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Chamber shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Chamber shall be signed by the President and by any one of the following officers who is a different person: President-Elect, Secretary, or Treasurer. The Board of Directors may, however, delegate such authority, or may authorize any one of such officers or one or more other officers or agents to sign any of such instruments for and on behalf of the Chamber without necessity of counter signature.

Section 13.2 No funded indebtedness shall be contracted on behalf of the Chamber and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 13.3 All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Chamber in such banks, savings and loans, trust companies or other depositories as the Board of Directors may select.

Article XIV Amendments

Section 14.1 These Bylaws may be amended or altered by a vote of two-thirds (2/3) of the membership present at any regular Member or special meeting.

Section 14.2 Members proposing changes to the Bylaws must present them to the membership at one meeting; be sent out to the membership in a special mailing and published on the Chamber website and voted on at the next Member meeting following mailing/publication of the proposed changes.

Bylaws adopted: March 14, 2006

Revisions Approved: November 2013, March 2017, March 2018, March 2022