

CONSTITUTION
AND
BYLAWS

of

MUSKEGO AREA CHAMBER OF COMMERCE

REVIEWED

February, 1988

Robert Kreuser

July, 1988

Board of Directors

Approved by Membership

October, 1988

November, 1988

Amended

June, 1997

Amended

December, 2001

Gerald S. Boisits, Esq.

Amended and Approved by Membership

September 10, 2003

MUSKEGO AREA CHAMBER OF COMMERCE, INC.
CONSTITUTION AND BYLAWS

PREAMBLE

We, the members of this association, in order to further the mutual interests of our members, and the City of Muskego, do hereby dedicate ourselves to combine our efforts for serving our community and its residents. It is our mission to enhance the community's economic development and prosperity. With this mission in mind, we hereby formulate the following rules by which to govern ourselves.

ARTICLE I

NAME

The name of this association shall be the Muskego Area Chamber of Commerce, Inc., P.O. Box 234, Muskego, WI 53150 (www.muskego.org).

ARTICLE II

MEMBERSHIP

Section 1. **Eligibility**

Membership in this Chamber shall be open to any responsible individual, association, corporation, partnership, estate, or governmental body, residing in, or doing business in the City of Muskego and having an interest in the mission of the association. All applications for membership shall be approved by the Board of Directors.

Section 2. **Classes of Membership**

This Chamber shall recognize three (3) classes of membership: regular, service organizations and honorary.

Subsection 2.1 Regular Members

Regular members shall include any responsible individual, association, corporation, partnership, estate, or governmental body residing in or doing business in the City of Muskego and having an interest in the mission of the association. Such membership shall be determined by location. Separate locations shall require separate memberships.

Subsection 2.2 Service Organizations

Any non-profit service organization residing in or doing business in the City of Muskego, and having an interest in the mission of the association, may be eligible for membership in this Chamber.

Subsection 2.3 Honorary Members

The Board of Directors shall have the option of recognizing any individual as an honorary member of the Chamber. The proposed candidate for honorary membership shall have a distinguished record of helping to promote and advance the mission of the Chamber.

Designation of an individual as an honorary member shall require a majority vote of the Board of Directors at any regular scheduled meeting. Honorary members shall be entitled to all rights and privileges of regular membership, with the exception of voting rights. Honorary members shall not be responsible for payment of membership dues.

Section 3. Membership Dues

Membership dues shall be determined by the Board of Directors. Annual dues may be changed by the Board of Directors on an annual basis. New members will be pro-rated on a monthly basis or on a basis as approved by the Board. Paid dues are non-refundable. All applications for membership shall be approved by the Board of Directors.

Section 4. Membership Privileges

Any person, firm, association or corporation, eligible for membership under the constitution, may acquire more than one membership by undertaking to pay the annual dues of each such membership and may designate an individual to represent such membership, subject to the approval of the Board of Directors. Any person, firm, association or corporation, holding one or more memberships, shall have the right at any time to change any or all of its representatives upon written notice to the Chamber with such changes subject to the approval of the Board of Directors.

Section 5. Voting

Only paid members shall be eligible to vote. Evidence of membership shall be designated by a paid membership card. A member may be permitted to vote after certification of his validity of his/her membership by the secretary or treasurer. Absentee ballots will be furnished upon written request to the Secretary, prior to the election and returned prior to the election.

Section 6. Termination (Resignation, Expulsion and Delinquency)

Any member may resign from the Chamber upon written request and reporting to the Board of Directors. Any member may be expelled by the Board of Directors for nonpayment of dues. Any member may be expelled by a two-thirds vote of the Board of Directors, at a meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded such member.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall consist of eleven (11) members. Nine of the Board of Directors shall be elected annually for a term of three (3) years, as hereinafter provided. Two Board of Directors shall be elected for a term of one (1) year, as hereinafter provided. The applicable respective term of each Director shall end on January 31st and begin on February 1st.

The Board of Directors shall have the power to suspend from office any Director or officer for just cause of his/her absence from three (3) consecutive board meetings without a valid excuse. At the next regular meeting of the Chamber, the membership shall confirm the Board of Directors action and remove such director or officer by secret ballot with the majority of the membership to decide. The membership shall at such meeting elect another director for the unexpired term of such officer or director. The Board of Directors shall have the power to appoint such other personnel necessary to provide proper service to the Chamber and its members.

Section 2. Powers of the Board

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. Both standing committees and operating committees will exist and carry out the duties set forth by, and at the will of, the Board of Directors. Standing committees address administrative and operational concerns. Operating committees address membership issues and concerns. The Board of Directors may adopt such rules as may be necessary to conduct the business of the Chamber.

Section 3. Selection and Election of Directors

Subsection 3.1 Selection of Directors

The Directors of the Chamber shall be elected to a three (3) year term, at the annual meeting. The President shall appoint a nomination committee consisting of (2) two to (5) five members, in order to solicit from the membership of the Chamber no less than (3) three individuals to fill the vacant seats on the Board. The appointment of the nomination committee shall be no less than forty-five (45) days before the annual meeting. This nomination committee shall file a list of the nominees recommended with the executive director no later than thirty (30) days before the election. Nominations other than the ones recommended by the committee may be made by any member from the floor, or by filing the name of the nominee with the Secretary fifteen (15) days prior to the election. The Executive Director shall send written notice to all members of the Chamber, ten (10) days prior to the election, a list of the members recommended by the nomination committee and any other names filed with him/her. Unless otherwise sated herein, notice to the membership shall be deemed made when posted on the Chamber website.

Subsection 3.2 Voting By Ballot

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.

Subsection 3.3 Election Clerks

The President shall appoint a committee of three (3) election clerks who are not members of the Board of Directors or candidates for the election. These election clerks shall have supervision over the election, until the results have been ascertained.

Section 4. Vacancies

The President, with the concurrence of the majority of the remaining Directors, shall have the power to appoint a member to fill the unexpired term of any vacancy that occurs within the Board due to death, resignation or other cause. This power of appointment shall not apply, if said vacancy occurs within 30 days of the new election for such unexpired term.

If a Director misses three (3) consecutive Board meetings without notification to the Board, in a year during the term for which he/she was elected, that Director may be dropped as a Director, with the approval of the majority of the Board.

Section 5. Indemnification of Directors/Officers

The Chamber shall provide for the indemnification by the Chamber of any and all of its Directors, officers or former officers or Directors, against expenses actually and necessarily 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 a party, by reason of having been Directors, officers or employees of the Chamber, as set forth in Chapter 181, Wisconsin Statutes. As such, a sufficient fiduciary bond, in an amount set by the Board, shall be obtained and paid for by the Chamber.

Section 6 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, Past President and Executive Director. The President will serve as chair.

ARTICLE IV

OFFICERS

Section 1. Determination of Officers

The Board of Directors shall meet and elect new officers for the positions of President, Vice-President, Secretary, and Treasurer no later than February 10th of each year.

Section 2. Duties of Officers

Subsection 2.1 President

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with the advice and counsel of the Executive Director, assign duties to the Vice President, subject to the approval of the Board of Directors. The President shall, with advice and counsel of the vice president and the Executive Director, determine all committees of the board, select all committee chairs and assist in the selection of committee personnel, subject to approval of the Board of Directors.

Subsection 2.2 Vice President

The duties of the Vice President shall be to serve on the Executive Committee, as well as perform those duties that may be assigned by the President and Board of Directors. The Vice President shall exercise the powers and authority and perform the duties of the President, in the absence or disability of the President.

Subsection 2.3 Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks shall be signed by the Treasurer and the Executive Director, or in the absence of either or both, by two officers.

The treasurer shall perform all duties incident to the office and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Subsection 2.4 Secretary

The Executive Director shall serve as Secretary of the Board of Directors and perform such duties as outlined in Subsection 2.5 herein.

Subsection 2.5 Executive Director

The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as secretary to the Board of Directors and cause to be prepared notices, agendas, and minutes of meetings of the Board. As such, the Executive Director shall keep the minutes of the meetings of the Board of Director, see that all notices are duly given in accordance with these By-Laws or as required by law; be custodian of the corporate records and the seal of the Chamber, and see that the seal of the Chamber is affixed to all documents, the execution of which on behalf of the Chamber is duly authorized in accordance with the provisions herein. The Executive Director shall serve as advisor to the President and Executive Committee and shall assemble information and data and cause to be prepared special reports, as directed by the Executive Committee. With assistance of the committee chairs, the Executive Director shall be responsible for administration of the any Business Plan developed by and in accordance with any policies and regulation of the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the Executive Committee, the Executive Director shall be responsible for the preparation of any operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocations.

ARTICLE V

ANNUAL MEETING

Section 1. Date of Annual Meeting

The annual meeting of the Chamber shall be held during January of each year or as otherwise designated by the President. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2. Notices, Agenda and Minutes

Written notice of all Chamber meetings (other than stated herein) must be given at least two (2) days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings, excepting committee meetings.

Section 3. Quorum

Twenty (20) percent of the members in good standing shall constitute a quorum at all membership meetings, when the total shall be one hundred or less; ten (10) percent of the members in good standing shall constitute a quorum at all membership meetings, when the total membership shall be three hundred or less; five (5) percent of the members in good standing shall constitute a quorum, when the total membership shall be above three hundred.

Section 4. Parliamentary Procedure

Unless otherwise stated herein, all questions of parliamentary procedure shall be determined according to the latest edition of Robert Rules of Order Revised.

ARTICLE VI

AMENDMENTS

This constitution may be amended at the annual or special meeting called for that purpose, by a two-thirds vote of the members present. The secretary shall notify all members of the proposed changes at least ten (10) days before such meeting is to be held.

ARTICLE VII

INTENT

This Chamber shall be non-partisan, non-sectarian and shall take no part in or lend its support to the election or appointment of any candidate for public office.

ARTICLE VIII

FISCAL YEAR

The Chamber fiscal year shall extend from January 1st to December 31st.

ARTICLE IX

DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to members of the Chamber. 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 as defined in the IRS Section 501 (c)(6), with any amendments thereto.