

# McFarland Chamber of Commerce



By-laws

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# **McFarland Chamber of Commerce By-Laws**

## **Article I. – Name, Mission and Character**

- 1.1 Name; Principal Office.** The name of this organization shall be the McFarland Chamber of Commerce. The principal office shall be designated by the Board of Directors.
- 1.2 Mission:** The McFarland Chamber of Commerce serves to unite and promote businesses and services in the McFarland area to enhance the sense of community in the Village of McFarland. The Chamber and its members strive for the continued progressive development of McFarland for the mutual benefit of its residents and businesses.
- 1.3 Limitation on Actions.** This Chamber in its activities shall be nonpartisan, non-sectional, nonsectarian and shall take no part in, nor lend its influence to, the elections or appointment of any candidate for federal, state, county or local government office.
- 1.4 No Dividends.** This Chamber shall be non-stock and non-profit; no dividends of pecuniary profits shall be declared or paid to any members thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.

## **Article II. Membership**

- 2.1 Full Membership.** Any business entity, however organized, interested in the commercial, industrial, agricultural, educational and civic progress of this area shall be eligible for membership. Full members shall be eligible to hold Chamber office positions, including seats on the Board of Directors. Each business entity shall have one (1) vote in the election of members to the Board of Directors.
- 2.2 Application for Membership.** Members shall be received by the Executive Director on written application and tender of dues. Applications for membership may be subject to approval by the Board of Directors at that next regular board meeting following receipt of an application.
- 2.3 Dues.** Each member shall annually pay dues to the Chamber according to a formula determined by the Board within that member's specific category of membership, based on the size of the member business. Dues shall be payable at a time specified by the Board based on a quarterly invoicing schedule. If any member fails to pay dues within a period of time set by the Board of Directors, a written notice of delinquency shall be sent by the Executive Director. If at the end of thirty (30) days it still remains delinquent, the membership shall be temporarily suspended pending payment of dues or final action by the Board. A member tendering resignation after payment of dues shall not receive a refund.

**2.3.1 Additional Fees.** In addition to payment of annual membership dues, Chamber members will also be responsible for payment of fees for attending monthly Chamber luncheons, the annual Chamber dinner and the annual Citizen of the Year banquet.

**2.3.2 No trade or bartering.** The Chamber will not accept trade or barter of goods and/or services as payment for annual membership dues or to cover additional fees assessed to members.

**2.4 Expulsion.** Any member may be expelled by an affirmative vote of a simple majority of the Directors for conduct detrimental to the Chamber.

### **Article III. – Board of Directors**

**3.1 Nominations.** Directors shall be nominated to positions on the Board of Directors by the Board of Directors or the Executive Director.

**3.2 Election of Directors.** Management of the Chamber shall be vested in the Board of eleven (11) elected Directors. Members are asked to approve candidates for open positions on the Board through an election process held as vacancies arise. Each Director must be a Member while serving in such a capacity. Executive positions within the Board will be assigned through an internal process conducted by the Board.

**3.3 Terms.** Each elected Director shall serve a two-year (2) term. Vacancies that arise in the first year, or the first half of the second year, of a Board member's two-year term will be filled by assignment of the Board. Vacancies arising within the second half of the second year of a Board member's two-year term will remain unfilled until the normal election process occurs.

**3.4 Attendance.** The Board of Directors may remove a Director from the Board when the Director has been absent from 3 consecutive meetings or ½ of the regular meetings of the Board within any twelve month period.

**3.5 Board Liaisons.** In addition to Directors elected from the general membership of the Chamber, the Board shall also consist of two (2) appointed liaisons, including one representative from the Village of McFarland and one representative from the McFarland School District. Liaisons will serve open-ended terms. Liaisons will not be subjected to the attendance requirement of Directors. Liaison positions will generally be non-voting members of the Board. However, Liaisons will be granted voting power if proper quorum would not be present without their participation.

## **Article IV. – Officers**

- 4.1 **Election of Officers.** The President and Vice President / President Elect of the Chamber shall be elected by the Board of Directors. The Board of Directors shall also elect: Secretary and Treasurer, from the Directors elected to the Board of Directors. Board members elected to positions shall maintain their voting status.
- 4.2 **Disbursements.** No disbursements of funds of the Chamber shall be made unless the same have been approved and ordered by the Chamber or by the Board of Directors acting within such limitations as the Chamber may prescribe from time to time. No appropriations of money or other property of the Chamber shall be made or applied for any purpose other than to defray its legitimate expenses, including compensation of agents or employees as fixed by the Board of Directors.
- 4.3 **Duties.** Officers of the Chamber shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these by-laws or may from time to time be specifically conferred by the Board of Directors. Board members are also asked to serve as the Chairperson of a Chamber committee(s) and/or events throughout their term. The general duties of the officers shall be as follows:
- 4.3.1 **President.** The President shall preside over all meetings of the Chamber, shall have general supervision over the affairs of the Chamber, and shall perform all the usual duties incident to his or her office. It shall be the duty of the President or presiding officer, as needed, to appoint such committees as may be necessary to accomplish the mission of the Chamber.
- 4.3.2 **Vice President / President Elect.** The Vice President / President Elect shall act in the place of the President in the latter's absence. In the event of the absence of both the President and Vice President, the Board of Directors shall choose one of its members to act temporarily.
- 4.3.3 **Treasurer.** The Treasurer will be responsible for maintaining and reviewing the financial standing of the Chamber, and will be asked to make recommendations to the Board regarding the Chamber's financial status. The Treasurer will also be asked to prepare statements accurately reflecting the Chamber's financial position.
- 4.3.4 **Secretary.** The Board Secretary shall maintain an accurate record of the proceedings of the Chamber and shall perform such duties as may be assigned from time to time by the Board of Directors.
- 4.3.5 **Past-President.** If the Past President's term has expired, he/she shall serve a term of one year.

## **Article V. Meetings**

5.1 **Regular Meeting of Members.** Regular meetings of the Chamber shall be held monthly. The location of the meetings will be determined by the Board.

5.2 **Annual Meeting of Members.** The annual meeting of the members shall be held in January of each year in a location determined by the Board.

5.3 **Notice of Meetings.** Notice of each annual and regular meeting of the members shall be given in advance of such meeting to each member at the email address they have provided to the Chamber. Such notice in each case shall designate the time and place of the meeting.

5.3.1 **Delivery of Notices.** Notices sent to Members, Directors, Officers, and Committee members shall be deemed sent and received on the day personally delivered or emailed, and on the day after personally mailed to such party, at the location for such party shown on the Chamber's records, and it is the duty of each Member, Director, Officer, and Committee member to immediately notify Executive Director of a change of address or facsimile or electronic number.

5.4 **Board of Directors.** Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board. Special meetings of the Board of Directors shall be held upon call of the President or upon request of any member of the Board. A quorum at any meeting of the Board of Directors shall consist of a simple majority of members of the Board.

## **ARTICLE VI. OPERATING PROCEDURES**

6.1 **Procedures.** Operating procedures to govern the conduct of the Chamber's business may be adopted by majority vote of the Directors or members present at the meeting.

6.2 **Executive Director.** The Board may hire an Executive Director to assist Officers and the Board in operating the affairs of the Chamber, on financial and other terms which the Board deems appropriate, and with duties as assigned by the President, Board, these By-laws and as are customary. The Executive Director will be responsible for the day-to-day operations of the Chamber, including, but not limited to: overseeing Chamber projects and events; handling Chamber communications; documenting Chamber meetings and functions; managing the Chamber's web site; and assisting with the annual budget and handling payroll.

## **ARTICLE VII. AMENDMENTS**

7.1 **Process.** These By-Laws may be amended by a majority vote of all current Directors.