

Palmyra Area Chamber of Commerce - Bylaws

As of: 05/09/2018

Article I - General

Section 1: Name. This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Palmyra Area Chamber of Commerce.

Section 2: Purpose. The Palmyra Area Chamber of Commerce is organized to promote the general welfare and prosperity of the area businesses and the community. It will promote and encourage the village, town, community and regions, economic, civic, commercial, industrial, beautification and educational interests. The Chamber will serve the community, its members, the region and the public as a reliable source of information and promote a positive community image. The Chamber will actively encourage the participation of all Palmyra area businesses and residents in Chamber affairs and the community.

Section 3: Limitation of Methods. The Palmyra Area Chamber of Commerce shall observe all local, state and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Article II- Membership

Section 1: Eligibility. Any person, association, corporation or partnership having an interest in the purpose of this organization shall be eligible for membership.

Section 2: Election. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Dues are payable in advance and must accompany the application for membership.

Section 3: Representation. Any person, association, corporation or partnership, upon becoming a member of the Palmyra Area Chamber of Commerce, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matters concerning the Chamber.

- A. The Board of Directors shall establish the annual membership dues as determined to be in the best interest of the Chamber.
- B. Any person owning or operating a business, or association is not eligible for a residential membership.
- C. Annual dues structure shall be set by the Board.

Article III - Voting

Section 1: Eligibility to Vote. Each membership in good standing shall receive one vote.

Section 2: Designee Entitlement. Every membership has the authority to designate one person to vote on behalf of that membership.

Article IV - Meeting of Members

Section 1: Place of Meetings. Meetings of members shall be held at any place within the Village or Township of Palmyra, designated by the Chamber President.

Section 2: Special Meetings. Special meetings of members may be called by the Board of Directors.

Section 3: Notices of Meetings. All notices of meetings of members shall be E-mailed not less than 5 or more than 30 days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and in case of a special meeting, the general nature of the business to be transacted.

Notice shall be given by E-mail at the address of the member appearing on the books of the Chamber. The notice shall also be posted at the Palmyra Post Office and included on the Chamber Facebook Page.

Section 4: Quorum. The presence of ten (10) percent of the voting members entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

Section 5: Voting. Each member in good standing shall have one vote on each matter submitted to a vote of the members, and for each officer to be filled at an election.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter (other than the election of Officers) shall be the act of the members, unless the vote of a greater number is required by law.

Article V- Board of Directors

Section 1: Authority. The governing of the Chamber, direction of its work, the control of its finances and property and the control and direction of its President shall be vested in the Board of Directors.

Section 2: Number, Qualifications and Term of Office. The Board shall consist of up to six (6) members; four (4) elected members and potentially two (2) non-elected members.

Two (2) Officers shall be elected annually for a period of two (2) years on or before December 15 of each year. The President and Secretary shall be elected in even years and the Vice President and Treasurer shall be elected in odd years.

Two (2) non-elected members shall be selected by the Board for a term of one year each.

Section 3: Nominating Committee. At the regularly scheduled Chamber meeting and at least thirty (30) days prior to the election, the President shall appoint a Nominating Committee to consist of three (3) Chamber members, subject to the approval by the Board.

Section 4: Nominations. No later than seven days (7) before the election, the Nominating Committee shall present to the President a slate of (number of vacancies) candidates to serve two-year terms to replace the Officers whose regular terms are expiring. Each candidate must be an active member, in good standing, and must have agreed to accept the responsibility as an officer. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership of the names of persons nominated as candidates for officers.

Additional names of candidates for officers can be nominated by any member in good standing of the Chamber at the election meeting. Such nomination must be seconded by another qualified member to be put on the ballot.

Section 5: Ballot. If more than one name appears for any position, then a written ballot shall be held to determine the elected officer for that position.

Section 6: Re-election. Members of the Board may be re-elected.

Section 7: Seating. All newly-elected Officers shall be seated at the next regular meeting of the Board of Directors.

Section 8: Absences. A member of the Board of Directors who has unexcused absences from three (3) consecutive Board meetings of the Chamber of Commerce shall automatically be dropped from membership on the Board.

Section 9: Removal: The Board Secretary shall monitor Board Meeting Attendance and notify the Board of the same. Any Director who is within one (1) absence of eligibility for removal shall receive notice of this fact prior to the Board taking action to remove such Director.

Section 10: Change of Employment: If a Director changes employers/business during his/her tenure of office or becomes self-employed, or joins an employer who is not a Chamber member, said Director must immediately join the Chamber or resign from the Board.

Section 11: Meeting Place and Procedures. Meetings of the Board of Directors shall be held at any place that is designated by the Board President. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

Section 12: Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent (electronic format will be accepted as a written format) or consents shall be filed with the minutes of the Board.

Section 13: Resignation. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the President, or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 14: Vacancies. Persons to fill vacancies on the Board of Directors shall be nominated by the President and confirmed by a majority vote of the Board of Directors. A Director elected to fill a vacancy on the Board shall complete the balance of the term to which elected.

Section 15: Fees and Compensation. Directors and members of committees shall serve without compensation for their services. This shall not preclude any Director from serving the Chamber in any other capacity, agent, employee, vendor, or otherwise and receiving compensation for that service.

Article VI- Officers

Section 1: Eligibility; Member of the Chamber in good standing and an elected Board Member.

Section 2: Duties of Officers.

(a) President. The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership. The President shall with the advice and counsel of the Vice President, determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors.

(b) Vice President. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President, and shall perform such other duties as may be assigned by the President.

(c) 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. The Treasurer is responsible for assisting in preparing the budget for the year with the President. The Treasurer is responsible for filing appropriate tax documentation as defined in Section 501 (c)(6) of the Internal Revenue Code.

(d) Secretary. The Secretary shall be responsible for recording all minutes of any meetings held by the Palmyra Area Chamber of Commerce and make them available to the Board of Directors prior to the next meeting.

Section 3: Removal: An Officer whom the Board is seeking to remove shall receive notice of such action prior to the Board taking such action, and the Officer shall be afforded the opportunity to be heard by the Board prior to removal.

Section 4: Vacancies: A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired term.

Article VII: Committees

Section 1: Appointments. The President shall recommend appointments to standing committees for Board approval at the first Board meeting for the current year. Such appointments must be confirmed by the Board.

Section 2: Meetings. Each committee shall have a chairperson that shall be responsible for calling meetings as necessary. Prior notice of committee meetings shall be given and meeting minutes shall be submitted to the Board of Directors on a timely basis.

Section 3: Quorum. A majority of those serving on the committee shall be considered a quorum; if a quorum is not present no action may be taken by the committee.

Article VIII - Finances

Section 1: Funds. All money paid to the Chamber shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account.

Section 2: Disbursements. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.

Section 3: Fiscal Year. The fiscal year of the Chamber shall end December 31.

Section 4: Budget. The Board of Directors shall adopt a budget for the coming fiscal year and submit it to the membership for approval at its last meeting of the year.

Section 5: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records. A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, shall be maintained by the Chamber and shall be open for inspection by any member.

The Chamber's books and records of accounts and minutes of the proceedings of its members, Board of Directors and Committees of the Board shall be kept by the Chamber in written form or in any other form capable of being converted to written form.

Article IX - Dissolution

Dissolution of the Chamber occurs as a result of a $\frac{3}{4}$ vote to dissolve from the Board of Directors and requires ratification by $\frac{3}{4}$ of the remaining members of the Chamber. 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 the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c)(6) of the Internal Revenue Code.

Article X - Parliamentary Authority

The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not consistent with the Charter or Bylaws of the Chamber.

Article XI - Indemnification Clause

No member or officer of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation pursuant to state and federal law.

Article XII - Amendments

These Bylaws may be amended or altered by a two-thirds vote of the Board or Directors or by a majority of the members at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Article XIII- Public Statements

All statements released under the Chamber's name shall receive prior clearance from either the President or Vice President who are responsible for ensuring that public statements accurately reflect Chamber policy.

Article XIV- Intellectual Property

All intellectual property included, but not limited to logos, trademarks, copyrighted materials, data, naming rights,remains the property of the Chamber and cannot be alienated and/or appropriated by any other entity.