

Tomahawk Regional Chamber of Commerce Bylaws

ARTICLE 1

GENERAL

Section 1 NAME

This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Tomahawk Regional Chamber of Commerce Incorporated.

Section 2 PURPOSE

The Tomahawk Regional Chamber of Commerce is organized as a non-profit (not for profit) corporation to promote trade or commerce and industry in general within the greater Tomahawk, Wisconsin, trade area.

Section 3 LIMITATION OF METHODS

The Tomahawk Chamber of Commerce shall observe all local, state, and Federal laws which apply to non-profit organizations as defined in Section 501 (C) (6) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1 ELIGIBILITY

Any person, association, corporation, partnership, or estate having an interest in the objectives of this organization shall be eligible to apply for Membership. The Chamber governing board retains the right to assure the welfare of the common business interests of its members.

Section 2 DEFINITION OF MEMBERSHIP

A Full Member is a paid Member who receives voting rights and Full Chamber Member services. Non-profit organizations are full members, but do not have voting rights.,

Section 3 ELECTION

Applications for Membership shall be in writing, on hard copy or electronic forms provided for that purpose. The Executive Director shall submit names of those requesting Membership to the Board at the regular meeting. There being no conflict found in accordance with Section 1 of Article II, applicant shall be considered a Member in good standing upon full payment of the regularly scheduled investment provided in Section 3 of Article II.

Section 4 INVESTMENTS

Membership investments shall be at such rates or rates, schedule for formulas as may be from time to time, prescribed by the Board of Directors, payable annually or according to a pre-determined payment agreement.

Section 5 TERMINATION

(a) Any Member may resign from the Chamber upon notification to the Executive Director, to be shared with the Board of Directors; (b) Any Member may be expelled for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good reason by the Board of Directors; (c) Any Member may be expelled by a two-thirds vote of the Board of Directors, at any regular scheduled meeting thereof, according to Section 1 of Article II, after notice and opportunity for a response are afforded the Member in question.

Section 6 VOTING

In any proceeding in which voting by Members is called for, each Full Member in good standing shall be entitled to cast one vote.

Section 7 EXERCISE OF PRIVILEGES

Any Member may nominate individuals, whom the holder desires to exercise the privileges of Membership covered by its subscriptions and shall have the right to change its Membership nomination upon written notice. Members in good standing may request access to formal records of the Chamber of Commerce in a timely manner so as not to disrupt the normal business of said organization.

Section 8 ORIENTATION

Orientation on the purposes and activities of the organization shall be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new Members as needs arise.

Section 10 FAIR PRACTICE

All activities of the Chamber shall be for the common benefit of the organization and no one individual or groups of individuals shall profit at the expense of the others except when purchasing goods and/or services as prescribed by policies of this Chamber.

ARTICLE III

MEETINGS

Section 1 ANNUAL MEETING

The annual meeting of the corporation, in compliance with State law, shall be held within 60 days of the fiscal year end. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each Member at least (10) days before said meeting.

Section 2 ADDITIONAL MEETINGS

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any 10% of Members in good standing: a) Notice of special meetings shall be mailed to each Member at least five (5) days in advance of said meeting; (b) Board meetings may be called by the President or by the Board of Directors upon request of at least three (3) Members of the board; (c) Committee meetings may be called from time to time by the President or by the committee chairperson.

Section 3 QUORUMS

At any General Meeting of the Chamber, a majority of those present and registered shall constitute a quorum. Six voting board Members shall constitute a quorum of the Board of Directors. At Committee meetings, a majority shall constitute a quorum.

Section 4 NOTICES, AGENDA and MINUTES

Written notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An agenda and minutes must be prepared for all meetings where appropriate. A detailed outline for preparation of both shall be part of this organization's procedures manual. A proxy vote shall constitute a vote to satisfy a quorum of the Board of Directors. It is the responsibility of the Board Members to notify the Executive Director of impending absence and to assign their proxy vote.

ARTICLE IV

Section 1 COMPOSITION

The Board of Directors shall be composed of no less than ten (10) Members, of who shall be elected annually to serve a term of three (3) years, which terms shall be staggered. They shall serve until their successors are elected and have qualified. A director may succeed himself/herself but not for more than three (3) consecutive elected terms. The Board should be represented by at least one (1) Member from each of the following segments of the business community: Retail, manufacturing, service/professional, accommodations/attractions. The remainder of the seats shall be filled to reflect a cross section of the community.

Section 2 SELECTION AND ELECTION

A) Nominating Committee: At the regular May Board Meeting, the President shall appoint a Nominating Committee, subject to approval of the Board of Directors. Prior to July 1st, the Nominating Committee shall present to the Executive Director a slate of candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibility of a directorship.

B) Publicity of Nominations: Upon the receipt of the report of the Nominating committee, the Executive Director shall maintain and post a public record of nomination.

C) Nominations by Petition: Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 25 Full Members in good standing of the Chamber. Such petition shall be filed with the Executive Director within the (10) days after notice has been given of the names of those nominated. The determination of the Board of Directors as to the legality of the petition(s) shall be final.

D) Determinations: If no petition is filed within the designated period, the nominations shall be closed, and the nominated slate of candidates shall be declared elected by the Board of Directors at their August Board Meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The Executive Director inform members through public record. The Board of Directors shall, at their regular board meeting complete a vote and declare the candidates with the greatest number of votes elected. If a Board Member leaves or is removed this process will occur within the next two regularly scheduled meetings of the full Board of Directors.

Section 3 SEATING OF NEW DIRECTORS

All newly elected Board Members shall be seated at the regular meeting following the full membership Annual Meeting and shall be participating Members thereafter.

Section 4 VACANCIES

A Member of the Board of Directors who shall be absent from three (3) consecutive regular meetings without giving a proxy of the Board of Directors shall automatically be dropped from Membership on the Board, unless confined by illness or other absence approved by the majority of the voting at any meeting there of. The Board of Directors shall fill vacancies on the Board of Directors, or among the officers, by a majority vote.

Section 5 POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 6 MANAGEMENT

The Board of Directors shall employ an Executive Director and shall define the salary and other considerations of employment.

Section 7 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all its Directors or former Directors against 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 of the Chamber, except in relation to matters at which such Directors shall be adjudged in such action, suit, or proceeding to liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

OFFICERS

Section 1 DETERMINATION OF OFFICERS

The Board of Directors at its regular September meeting shall reorganize for the coming year. At this meeting, the Board shall elect the President, Vice President, Treasurer and Secretary. Officers shall be elected from Members of the new board. All officers shall serve a term of one (1) year or until their successors assume the duties of office, and they shall be voting Members of the Board of Directors, with the exception of the President who shall only vote in the event of a tie. Officers may succeed themselves according to established voting procedures.

Section 2 DUTIES OF OFFICERS

A) President: The President shall serve as the Chief elected officer of the Chamber of Commerce and shall preside over all meetings of the Membership, Board of Directors and Executive Committee.

B) Vice President: The Vice President shall exercise the power and authority and perform the duties of the President in the absence or disability of the President.

C) Treasurer: The Treasurer shall be responsible for overseeing 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 shall cause a monthly financial report to the Board of Directors. The Treasurer shall serve as Chair of the Budget Committee.

D) Secretary: The Secretary shall supervise the annual planning conference and review such other annual activities as may be deemed appropriate to prepare for the following year's Program of Work.

E) Executive Director: The Executive Director shall be ex-officio, non-voting Member of the Board of Directors, the Executive Committee and all committees. The Executive Director shall serve as an advisor to the President and shall assemble information and data and cause it to be prepared for special reports as directed by the Program of the Chamber. The Executive Director shall be responsible for the administration of the work in accordance with the policies and regulations of the Board of Directors.

Section 3 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, Treasurer, Secretary, and the Executive Director. The President shall serve as the head of the Executive Committee. The Executive Committee shall be responsible for determining that the program of activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the are served by the Chamber.

Section 4 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber if any and all of its Officers as spelled out in Article IV, Section 7, and these bylaws.

ARTICLE VI

COMMITTEE AND DIVISIONS

Section 1 APPOINTMENT AND AUTHORITY

The Executive Director, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The Executive Director may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of work of the Chamber. It shall be the function of the committees to conduct research, make recommendations and to carry on such activities as may be delegated to them by the Board.

Section 2 LIMITATION OF AUTHORITY

Committees shall be discharged by the Board of Directors when their work has been completed, all bills approved and properly documented, submitted and reports have been received; or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees. No committee chair or its members may enter into a contract, verbal or written, or assume liability without prior approval of the Board of Directors.

Section 3 TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

Section 4 DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and the duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of said groups, including the collection and disbursements of funds. Said groups without approval of the Board of Directors will take no action or resolution of any kind.

ARTICLE VII

FINANCES

Section 1 FUNDS

All money paid to the Chamber shall be placed in the appropriate operating fund as deemed by the Treasurer. Funds unused from the current year's budget will be placed in a reserve account or to be allocated to provide maximum benefit to the Chamber and its Membership. Additional accounts may be necessary to maximize accounting ease and to provide additional income in the form of an interest-bearing savings account.

Section 2 DISBURSEMENTS

Upon the approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by check or electronic payment

Section 3 FISCAL YEAR

The fiscal year of the Chamber shall close on August 31st.

Section 4 BUDGET

The Treasurer, on behalf of the Budget Committee, shall submit the Budget for the coming year to the Board of Directors for approval by the regular July Board Meeting.

ARTICLE VIII

DISSOLUTION

Section 1 PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said fund shall insure 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 and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors and defined in IRS Section 501(c)(3).

ARTICLE IX

AMENDMENTS

Section 1 PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with Bylaws of the Chamber.

ARTICLE X

AMENDMENTS

Section 1 REVISIONS

These bylaws may be amended or altered by a two-thirds vote of the Board of Directors and ratified by a quorum of the attending Membership at the Annual Meeting. Proposed amendment changes or alteration shall be provided to the Membership with notice of the Annual Meeting or at any special meeting called for that purpose by the Board of Directors. Any proposed amendments or alterations shall be submitted to the Board in writing at least five (5) working days prior to the meeting which they are to be acted upon.

ARTICLE XI

FACILITIES

Section 1 USAGE

Anyone using Chamber facilities should be advised that this organization disavows any action and discussions decided on which violates anti-trust laws, which restrains free trade, or are contrary to the stated purpose of this organization.

Adopted April 7, 1949

Amended October 20, 1987

Amended November 7, 1991

Amended November 20, 1994

Amended September 26, 1995

Amended September 29, 1998

Amended August 31, 2001

Amended September 23, 2003

Amended October 4, 2004

Amended October 3, 2007

Amended January 5, 2015

Amended October 9, 2019