

BY-LAWS

MIDDLETON CHAMBER OF COMMERCE

AMENDED January of 1977
May of 1980
November of 1980
January of 1982
July of 1990
August of 1995
June of 2000
June of 2004
September of 2008
October of 2012

Article I. The Corporation

Section 1.01 Name. The name of the corporation shall be MIDDLETON CHAMBER OF COMMERCE, INC. The corporation shall hereafter be referred to in this document as “the Chamber” or “the Corporation.”

Section 1.02 Principal and Business Offices. The Corporation may have such principal and other business offices within or without the State of Wisconsin as the Board may by resolution determine.

Section 1.03 Office of the Registered Agent. The office of the registered agent of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the corporation in the State of Wisconsin. The address of the office of the registered agent may be changed from time to time by resolution of the Board.

Section 1.04 Purpose. The purposes of the Corporation shall be to adhere to the Chamber’s mission statement and other purposes approved by the board of directors or members and authorized by chapter 181 of the Wisconsin Statutes. The Chamber’s mission statement is as follows:

The Middleton Chamber of Commerce promotes a strong economy and high quality of life for our members and community.

Section 1.05 The Chamber in its activities shall be non-partisan, non-sectional, non-sectarian, and shall take no part in, nor lend its influence to the election or appointment of any candidate for federal, state, county or local government office.

Section 1.06 The Chamber rejects the use of coercion, boycott or any use of economic threats to enforce its will.

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Section 1.07 The Chamber, through its Board, may take a position on community and/or business issues of interest to and on behalf of its members.

Section 1.08 Fiscal year. The fiscal year of the corporation shall be January 1st to December 31st.

Article II. Meetings of the Members

Section 2.01 Annual Meeting. The annual meeting of the Members shall be held during the month of January, February or March each year.

- (a) The purpose of the annual meeting shall be to consider a report from an Officer of the Board on the activities and financial condition of the Corporation and to act on such matters as may be submitted to the Members for their action or approval.

Section 2.02 Special Meetings. Special meetings of the Members for any purpose may be called by the Board, an Officer, the Executive Director or by any Member in a written request signed by at least five percent (5%) of all current Members of the Chamber.

Section 2.03 Place of Meetings. All meetings of the Members shall be held within the City of Middleton, Wisconsin unless in the notice of such meeting the Board designates another location.

Section 2.04 Notice of Meetings of the Members. The Executive Director shall send written notice to all current Members stating the place, day, hour, and a description of the matter(s) for which the meeting has been called. Such notices shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notices shall be delivered either personally, by first class or registered U.S. mail, or by email to the Member's address on file with the Chamber. It shall be the responsibility of each Member to inform the Chamber of any change in address. Meeting agendas shall be posted publicly in such time, place and manner as the Officers shall determine.

Section 2.05 Quorum and Voting. Five percent (5%) of the Members entitled to vote shall constitute a quorum at any meeting of the Members. If a quorum is present, the affirmative vote of a majority of the Members present shall be the act of the membership unless the affirmative vote of a larger percentage for any particular purpose is required by the articles of incorporation, these bylaws, or applicable law. Each Member shall be entitled to one vote upon each matter submitted for a vote at any meeting of the Members. The Board may determine a method of absentee voting. All voting shall be done in person or via absentee ballot. Proxy voting shall not be permitted. Voting

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agreements shall not be permitted.

Section 2.06 Meeting Chair. The President, or if absent, any Officer, shall call the meeting of the Members to order and shall act as Chair of the meeting. The Secretary, or if absent, any person chosen by the Chair, shall act as Secretary of the meeting.

Section 2.07 Action by Written Ballot. Any action that may be taken at an annual, regular or special meeting of the Members may be taken without a meeting if the corporation delivers a written ballot to every Member entitled to vote on the matter and otherwise complies with the provisions of section 181.0708, Wisconsin Statutes (or successor provisions).

Article III. Membership

Section 3.01 Member Responsibilities. Each Member shall be expected to pay dues annually in accordance with such schedule as the Board may from time to time adopt and support the mission, goals, and work of the corporation.

Section 3.02 Members of the Chamber may not transfer a Membership or any right arising from a Membership.

Section 3.03 Membership in the Chamber shall expire automatically upon a Member's failure to pay annual dues.

Section 3.04 Resignation of Membership prior to expiration must be submitted to the Board in writing.

Section 3.05 The Board may, in its sole discretion, grant Honorary Memberships upon a majority vote of the Directors. Honorary Members shall not be voting Members of the Chamber and shall be subject to such other conditions of Honorary Membership as the Board may prescribe.

Article IV. Board of Directors

Section 4.01 Qualification. A member of the Board (hereinafter a "Director") must be a Member, except that the Board may invite a non-elected official of the City of Middleton and the Superintendent of the Middleton Cross Plains Area School District to non voting seats on the Board.

Section 4.02 Directors shall be elected by the Members in October of each

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calendar year. Directors' terms shall commence on January 1.

Section 4.03 Number and Tenure

- (a) The Board shall consist of twelve (12) voting Directors.
- (b) Directors shall serve two-year terms.
- (c) Except as otherwise provided herein, any Director completing his/her two-year term must apply or be invited by the Nominating Committee to serve an additional, consecutive term of two years. Such application or invitation does not guarantee the Director will be elected by the Members. Directors seeking an additional term may not serve on the Nominating Committee.
- (d) No voting Director who has completed three consecutive two-year terms shall be eligible for re-election until after the lapse of one year after completion of his/her last term.
- (e) Exception for Presidents. A Director elected to the Office of President-Elect, whose service as President or Past President would require tenure beyond the term limits set forth above, shall be permitted to serve as a Director until the completion of such person's one-year term as President and one-year term as Past President.

Section 4.04 Nominating Committee.

- (a) At a regular meeting of the Board in May of each year, the President shall appoint a Nominating Committee comprised of the President, the President-Elect, three Chamber Members and a current Director. The Nominating Committee shall be chaired by the current Director.
- (b) In May of each year the Executive Director shall also notify the Members that candidates are being sought for nomination to the Board. Details of the criteria and process for nominations will be included in such notice.
- (c) At a regular meeting of the Board in September the Nominating Committee shall present a slate of candidates to replace outgoing Directors. Each candidate must be a Member of the Chamber in good standing and must have agreed to accept the responsibility of Directorship.

Section 4.05 Powers. The Board shall have the authority to manage the corporation to the extent provided by Wisconsin law. Without limiting the foregoing: the governance and policy-making responsibilities of the Chamber shall be vested in the Board, which shall control the corporation's property, be responsible for its finances and direct its affairs.

Section 4.06 No action by any Director or Officer shall be binding upon, or constitute an expression of the policy of the Chamber, unless and until it has been approved by the Board.

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Section 4.07 All official comment of the Chamber shall be delivered by the Executive Director or by the Executive Committee's designee.

Section 4.08 Vacancies.

- (a) The Board shall fill vacancies on the Board of Directors, or in Officer positions, by a majority vote.
- (b) A Director who shall be absent from three (3) regular meetings of the Board in a single calendar year may, upon a majority vote of the Directors other than the Director at issue, be deemed to have vacated his or her seat on the Board.
- (c) A Director changing employment, association or affiliation shall be deemed to have vacated his or her seat on the Board. The departing Director may reapply for the seat, but the Board shall not be obligated to appoint the departing Director to fill the vacancy.
- (d) If, regarding vacated seats on the Board, the time remaining in the leaving Director's term is less than one year, the individual filling such vacancy shall not be deemed to have served any time as a Director for purposes of term limits. If the time remaining in the leaving Director's term is one year or more, the individual filling such vacancy shall be deemed to have served a complete two-year term for purposes of term limits.

Section 4.09 Meetings.

- (a) Regular meetings of the Board shall be held monthly at the time and place within or without the State of Wisconsin as the Board may by resolution designate.
- (b) Special meetings of the Board shall be held upon call of the President or upon request of any Director in writing to the Executive Director, who shall notify all other Directors. Special Meetings of the Board shall be held at the Chamber's principal office unless in the notice of such meeting the person or persons calling the Special Meeting designates another location.
- (c) Notice of all meetings of the Board shall be given to Directors in person, by mail, or by email not less than five days nor more than 15 days before such meeting.
- (d) Electronic attendance at meetings of the Board shall be permitted in accordance with Section 181.0820, Wisconsin Statutes.

Section 4.10 Quorum.

- (a) A quorum for the transaction of business at any meeting of the Board shall consist of seven voting Directors or if for any reason there be fewer than twelve Directors, a 2/3 majority of voting Directors holding office.

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Section 4.11 Voting. The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by the articles of incorporation or these bylaws.

Section 4.12 Conduct of Meetings. The President, or if absent, the President-Elect or, if absent, the Secretary, or in the absence of all three, any Director chosen by the Directors present, shall call meetings of the Board to order and shall act as Chair of the meeting. The Secretary or the Executive Director shall act as secretary of all meetings of the Board, but in the absence of either, the Chair of the meeting may appoint any other person present to act as secretary of the meeting.

Section 4.13 Compensation. Directors shall serve without compensation.

Section 4.14 Action Without Meeting. Any action of the Board may be taken without a meeting in accordance with Section 181.0821, Wisconsin Statutes.

Section 4.15 Conflict of Interest. Directors shall not conduct private business in any manner which places them at a special advantage because of their association with the Chamber. In case of a clear conflict of interest, the Director will be excused from voting on an item so constituted. The Board shall adopt a separate conflicts of interest policy.

Article V. Officers.

Section 5.01 The Officers shall consist of a Past President, President, President Elect, Secretary and Treasurer. Any Member-elected Director may be elected as an Officer.

Section 5.02 The Officers shall constitute the Executive Committee of the Board.

Section 5.03 The Officers shall be elected by the Directors at a regular meeting of the Board in October each year. Officers' terms shall commence on January 1. Each Officer shall hold office for a term of one year and shall continue to serve until such time as a successor has been duly elected, or until such Officer's removal or resignation.

Section 5.04 An individual elected to the Office of President Elect shall serve as President the year following such individual's service as President Elect, and shall serve as Past President the year following such individual's service as President.

Section 5.05 Officers for the calendar year shall be announced at the annual meeting of the Members. There shall be conducted such installation proceedings as may

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be directed by the Board and the retiring President.

Section 5.06 Removal. Any Officer may be removed by the affirmative two-thirds vote of the Board whenever in the judgment of the Board such removal would serve the best interests of the Chamber.

Section 5.07 Vacancies. A vacancy in any Office shall be filled by the Board for the unexpired portion of the term.

Section 5.08 Duties. The duties of each Office shall include, but not be limited to, duties prescribed by law. The Board may assign additional duties to any Officer as the Board deems appropriate.

Section 5.09 Compensation. The Officers shall serve without compensation.

Article VI. Committees

Section 6.01 Chamber committee appointments shall be made at the discretion of the President.

Section 6.02 Chamber committees shall meet on call of the Committee Chair.

Section 6.03 One more than half the total number of committee members shall constitute a quorum.

Section 6.04 Committee action shall be by majority vote of the committee members present at a meeting at which there is a quorum, and proceedings and recommendations shall be reported to the Board.

Article VII. Staff

Section 7.01 Number. There may be an Executive Director and such other staff as the Board may from time to time approve.

Section 7.02 Term of Appointment. Each staff member shall serve at the pleasure of the Board.

Section 7.03 Vacancies. Vacant staff positions shall be filled by the Board as soon as reasonably possible.

Section 7.04 Job Descriptions. Staff members shall perform in accordance

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with such job descriptions as the Board may from time to time adopt.

Section 7.05 Executive Director. It shall be the duty of the Executive Director to assist the Officers in the performance of their duties and to perform such other duties as the Board may from time to time assign. The Executive Director shall be compensated at a rate to be determined by the Board. The Executive Director shall maintain the corporation's policies and procedures manual and present it to the Board for review on an annual basis.

Article VIII. Contracts, Loans, Investments, Checks and Deposits

Section 8.01 Contracts. The Executive Committee must approve all contracts entered into on behalf of the Chamber over two thousand five-hundred dollars (\$2,500.00).

Section 8.02 Loans. The Board must by resolution approve all loans or indebtedness contracted on behalf of or in the name of the corporation.

Section 8.03 Investments. The Board must approve all investments of corporation funds.

Section 8.04 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the President, Treasurer or Executive Director.

Section 8.05 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected under the authority of a resolution of the Board.

Article IX. Amendments

Section 9.01 Any amendment or repeal of these bylaws shall require the affirmative vote of fifteen percent (15%) of the then-current Members present at a meeting of the Members. The notice of such meeting must also explain the proposed amendment or repeal and either contain or invite Members to request the complete language of the proposed amendment or repeal. For the avoidance of doubt: action by written ballot shall be permitted for the amendment or repeal of these bylaws.

Article X. Parliamentary Authority

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Section 10.01 Meetings of the Members and of the Board shall be conducted in accordance with the laws of the State of Wisconsin and these bylaws.

Section 10.02 At any meeting the President or, if absent, the President-Elect or, if absent the Secretary, may in such person's exercise of reasonable discretion place time limits on speeches and "call the question," subject only to a contrary vote of a majority of those present at such meeting.