

Peshtigo Area Chamber of Commerce

BY-LAWS

ARTICLE I

GENERAL

Section 1: Name and Address

This organization is incorporated under the laws of the State of Wisconsin and shall be known as the **Peshtigo Area Chamber of Commerce**, Incorporated. The organization shall be referenced as the “Chamber” hereafter. The official mailing address of the Chamber shall be P.O. Box 36 Peshtigo Wisconsin 54157, Phone: (715) 582-0327 www.peshtigochamber.com — Peshtigochamber@centurytel.net unless changed by a vote of the Board of Directors.

Section 2: Missions and Goals

The mission of the Peshtigo Area Chamber of Commerce is to promote responsible business development, tourism and growth in the overall best interest of the Peshtigo area through services and representation of the business community.

This will be accomplished by:

- a. Building a strong, diverse representative constituency of business persons into the Chamber membership.
- b. Promoting family-oriented commerce, events and activities to be enjoyed by local residents and out-of-town visitors.
- c. Promoting and supporting businesses in the primary service area.
- d. Advocating for our community and the resources that are available for our community enjoyment.
- e. Forming cooperative relationships with the village, townships, county and state governments as well as the local civic and service organizations.
- f. Promote the benefits of networking and the benefits of interactive activities associated with Chamber membership
- g. By promoting the business development in the community, which shall be performed at the discretion of the Board of Directors.
- h. Providing services to the Chamber membership, this shall be performed at the discretion of the Board of Directors.
- i. Developing and reviewing the Chamber goals by a committee appointed by the President to evaluate the past year and make recommendations for the ensuing year.

Section 3: Primary Service Area

The Primary Service Area will include the City of Peshtigo, Townships of Grover, Porterfield and Peshtigo.

Section 4: Principles and Policies

The PESHTIGO AREA CHAMBER OF COMMERCE shall, in all of its activities, be nonpartisan and non-sectarian.

ARTICLE II

ORGANIZATION

Section 1: Status

This corporation is a non-stock corporation organized under Chapter 181, Wisconsin Statutes, and its business is not conducted for pecuniary profit. All aspects of the corporation shall be conducted in accordance with the laws, rules and regulations as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 2: Dissolution

The PESHTIGO AREA CHAMBER OF COMMERCE shall use its funds only to accomplish the objects and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the PESHTIGO AREA CHAMBER OF COMMERCE. On dissolution of the PESHTIGO AREA CHAMBER OF COMMERCE, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organization to be selected by the Board of Directors.

ARTICLE III

MEMBERSHIP

Section 1: Qualifications/Approval

Any firm, partnership, association, corporation or individual shall be eligible for membership in the PESHTIGO AREA CHAMBER OF COMMERCE when their application form and payment have been received. The Board of Directors will approve/deny the membership at their next scheduled monthly meeting.

Section 2: Membership Dues

The annual dues of all members of the PESHTIGO AREA CHAMBER OF COMMERCE shall be determined by the Board of Directors and shall be payable upon receipt of invoice from the Secretary-Treasurer.

Section 3: Designation of Membership Representatives

Each member, firm or organization provides names of individuals who represent that firm or organization. Official Peshtigo Area Chamber of Commerce communications shall be addressed to each individual and one designee shall be eligible for membership voting rights.

Section 4: Termination of Membership

- a. Except in case of death, removal from the area, or dissolution of firm holding a membership, a member once admitted shall remain a member until he/she submits his/her resignation in writing to the Board of Directors. A resigning member is responsible for all dues payments or pledges of support extended until the date of resignation.
- b. Although a membership continues until terminated as indicated in (a) of this Section, a member may be suspended by the Board of Directors from all privileges of membership and dropped from the active rolls of the organization at any time after a period of ninety days following the date upon which dues or pledged financial support became payable, and until such time as these obligations have been met in full.
- c. A member may be expelled, for non-payment of dues or for any other cause deemed sufficient by the Board of Directors by a majority vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Number

The government of the PESHTIGO AREA CHAMBER OF COMMERCE shall be vested in a Board not to exceed fifteen Directors elected for terms of three years by the PESHTIGO AREA CHAMBER OF COMMERCE Directors.

Section 2: Elections

Directors shall be nominated and elected annually in the manner hereinafter described, the newly elected Directors taking office on the first day of the month following the vote.

- a. Electors. Voting shall be by Directors only and no Director shall cast more than one vote. No proxy vote shall be permitted.

Section 3: Vacancies

Vacancies in the Board of Directors shall be filled by the President with the approval of the Board. Any Director so chosen shall serve until the end of the unexpired term of the Director whom he/she is replacing. A Director so selected to fill a vacancy shall be eligible for re-election to a full term.

Section 4: Powers

All chamber powers shall be exercised by the Board of Directors without limitation as to the following:

- a. To elect all officers as prescribed in Article IV.
- b. To remove all officers by a majority vote of the entire Board of Directors.
- c. To authorize and control all expenditures of funds and to provide for the obtaining of funds for the entering into of all contracts or agreements pertaining thereto.
- d. To approve or disapprove, all projects proposed or undertaken by the PESHTIGO AREA CHAMBER OF COMMERCE or any of its task forces, committees, officers or staff members.

Section 5: Duties

The directors shall:

- a. Maintain a book of minutes and correct books of account, and all other necessary records and files and provide the location of all such records.
- b. Render annual statements of condition to the membership.
- c. Maintain in the official records of the chamber a copy of the By-Laws, which shall be open at all times for examination by any member.

Section 6: Meetings

The Board of Directors shall meet no less than bi-monthly. Absence from three consecutive regular meetings without an excuse shall be construed as constituting a vacancy on the Board. A special meeting of the Board of Directors may be called at any time by the President or by three Directors provided that when notified otherwise than by the President, a call shall be issued to each Director stating the purpose of the meeting.

Section 7: Quorum

At any meeting of the Board of Directors a majority of the board of directors shall constitute a quorum.

Section 8. Open Meetings

All meetings of the Board of Directors shall be open to the membership.

ARTICLE V

OFFICERS

Section 1: Offices to be Filled

The officers of the PESHTIGO AREA CHAMBER OF COMMERCE shall be President, Vice President, Secretary and Treasurer and shall be elected from the Board of Directors, and one Secretary-Treasurer who shall be appointed by the Board of Directors. The President shall remain on the Board in a Past President, non-voting, advisory capacity for one year. This may extend the term beyond his/her term by one year if it has expired or for another three years if re-elected for another term.

Section 2. Duties

Brief Description of Officer Duties

President: Conducts board meetings and ensures the board directors are implemented and monitored. The president creates committees directly related to the chamber goals and mission.

Vice President: Prepared to assume role of president and or be responsible for special action items issued by president.

Secretary: Provides members and directors with required meeting minutes, prepares agenda and provides guidance and proper meeting procedure. Secretary takes minutes and distributes at next meeting for approval. Secretary prepares and keeps board records such as minutes, financial statements and committee reports. Secretary is prepared to assume leadership role if president or VP is not available. Secretary is also responsible to track all income and expenses with the oversight of Budget/Finance Chairperson.

Treasurer: Serves as Financial Officer. Treasurer uses accounting knowledge while preparing financial reports and summaries for the board. The treasurer is accountable to the chair of the Budget/Finance Committee.

The office of Secretary and Treasurer can be voted to be held by one person. Therefore, title can be listed as Secretary/Treasurer.

Section 3: Designation of Authorized Signatures

The Secretary and or Treasurer shall be authorized to sign all checks issued by the PESHTIGO AREA CHAMBER OF COMMERCE. All payments in the amount of \$300 and over will require the approval of an executive board member.

Section 4: Secretary-Treasurer's Report

It shall be the duty of the Secretary and or Treasurer to issue a monthly report to the Board of Directors for approval.

Section 5: Annual Financial Review

An annual review shall take place within 60 days of the new fiscal year. Whenever a change occurs in the office of the Secretary and or Treasurer, a financial review shall be made prior to the installation.

ARTICLE VI

COMMITTEES

Section 1: Committees

The committees of the PESHTIGO AREA CHAMBER OF COMMERCE are required but not limited to a Budget/Finance Committee and an Executive Committee. Other committees will be created to support the mission of the chamber.

Section 2: Executive Committee

There shall be an Executive Committee, which shall consist of the President, Vice President and Secretary/Treasurer. The Executive Committee shall meet at the call of the President, and shall serve in an advisory capacity. They shall possess emergency powers to act in between meetings of the Board of Directors, in any matter requiring action or an immediate or urgent nature. Such actions shall be reported at the next meeting of the Board of Directors. The Board of Directors may delegate other responsibilities to the Executive Committee from time to time. The President shall, serve as Chairperson of this committee, and in his/her absence, the Vice President.

Section 3. Appointment

The President shall appoint Chairpersons for the various committees as he/she deems appropriate, or as provided in these By-Laws. Subsequent to the original appointments, the President may name additional committees and may make such changes in committee personnel as may appear to him/her to become necessary or desirable.

Section 4: Meetings

All committees shall meet at regular periods or at the call of the Chairperson.

ARTICLE VII

MEETINGS

Section 1: Annual Meeting

The annual meeting of the members shall normally be held in April of each year.

Section 2: Membership Meetings

Additional meetings of the members shall be held when deemed necessary by the Board of Directors.

Section 3: Special Meetings

Special meetings of the members may be called at any time by the President, or in his/her absence by the Vice President. Notice of any special meetings shall be given to all members not less than seven days prior to the meeting date.

Section 4: Voting

Electronic voting is valid.

ARTICLE VIII

RULES OF ORDER

All questions of parliamentary procedures shall be settled according to Roberts Rule of Order.

ARTICLE IX

FISCAL YEAR

Unless changed by a majority vote of the Board of Directors, the fiscal year shall be April 1 to March 31.

ARTICLE X

AMENDMENTS

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, 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 in advance of the meeting at which they are to be acted upon.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Bylaws, comprised of Eight (8) pages including this page, constitute the Bylaws of the Peshtigo Area Chamber of Commerce as duly adopted and made effective by the Board of Directors at a meeting held on June 8th 2020.

DATED: June 8th, 2020

Kirsten Peters
Secretary/Treasurer

APPROVAL BY BOARD of DIRECTORS

Member Board of Directors

Anthony O’Neill

Member Board of Directors

Marquita Limberg

Member Board of Directors

Maddie Bohaczek-Stibbe

Member Board of Directors

Sheryl Fugere

Member Board of Directors

Ruth Johnson

Member Board of Directors

Melissa DeMoulin

Member Board of Directors
Nicole Swanson