

PRAIRIE DU CHIEN AREA CHAMBER OF COMMERCE, INC.
BY-LAWS
9/14/2017

ARTICLE I – ORGANIZATION

Section 1 – Name

This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Prairie du Chien Area Chamber of Commerce, Inc., hereinafter referred to as the “Chamber”.

Section 2 – Purpose

The Chamber is organized to advance the general welfare and prosperity of the Prairie du Chien area so that its citizens and all segments of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis given to the economic, civic, tourism promotion, commercial, tangible municipal development, industrial and educational interests of the area.

Section 3 – Area

The Prairie du Chien area is defined to include the cities of Prairie du Chien, Wisconsin; McGregor and Marquette, Iowa; and all surrounding area townships.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

Any person, association, corporation, foundation, partnership or estate, etc., with an interest in the purpose and objectives of the Chamber shall be eligible to apply for membership.

Section 2 – Election to Membership

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Chamber Board of Directors shall review all applications and election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues investment as provided in Article II, Section 3.

Section 3 – Dues Investment

Non-refundable membership dues investment shall be at such rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors and are payable annually, in advance.

Section 4 – Termination

- (a) Any member may resign from the Chamber upon written request to the Board of Directors.
- (b) The Board of Directors may expel any member by a two-thirds vote for non-payment of dues after ninety (90) days from that date due, unless otherwise extended for good cause.

(c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims and reputation of the Chamber, after notice and opportunity for a hearing are afforded the member against whom a complaint is lodged.

(d) Any member so expelled as provided in Article II, Section 4, (b) and (c) shall be refunded, pro-rata, the dues investment paid for the current year.

Section 5 – Voting Restriction of Members

Every member of the Chamber in good standing is entitled to one (1) vote in any election, referendum or membership meeting. No voting by proxy shall be permitted.

Section 6 – Exercise of Privileges

Any firm, association, corporation, foundation, partnership or estate holding membership may designate individuals whom the holder desires to participate in Chamber activities and serve on project committees and shall have the right to change its designation upon written notice.

Section 7 – Orientation

At regular intervals, orientation on the purposes and activities of the Chamber shall be conducted for the following groups: new directors, officers and directors, committee chairpersons, committees, and new members. A detailed outline for orientation for each of these groups shall be part of the Chamber's Policy Manual.

Section 8 – Honorary Membership

Distinction in public affairs by individuals shall confer eligibility to honorary membership. Honorary membership shall have all of the privileges of members, except the right to hold office, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III – MEETINGS

Section 1 – Annual Meeting

The Annual Meeting of the Chamber shall be held during the fall of each year. The time and place shall be fixed by the Chamber Chief Executive Officer & Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2 – Additional Meetings

The Board President may call general meetings of the Chamber at any time or upon petition in writing of twenty (20) members in good standing.

Section 3 – Quorum

The following shall be considered a quorum: (a) general meeting of the Chamber membership - twenty (20) members; (b) Board of Directors' meeting - a simple majority of Directors of seats filled; and (c) committee meetings - a simple majority of committee members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Directors

The Board of Directors of the Chamber shall direct the affairs of the Chamber. The Directors must be members of the Chamber in good standing or their designated representative, but need not be residents of Prairie du Chien, Wisconsin; or McGregor or Marquette, Iowa.

Section 2 – Composition of the Board

- (a) The Board of Directors shall be composed of a minimum of thirteen (13) members representing individual business categories as authorized and determined by the Board of Directors from time to time. Up to five (5) Directors shall be elected annually to serve for a three (3) year term not to exceed two terms. Should a Director, for whatever reason, be unable to complete his/her term, the remaining Directors shall appoint a successor to complete the term of the absent Director.
- (b) The Board President, Vice President & Vice President Elect will serve two years in each, for a total of six years. Once an individual is elected to the Executive Committee they are no longer under the two (2) terms, Three (3) Year Terms as other Board Members.

Section 3 – Nomination Committee

Not later than September 1 of each year, the Board President, with the approval of the Board of Directors, shall appoint a Nomination Committee consisting of three (3) Board members in good standing. One of the members of the Nomination Committee shall be designated chairperson.

Section 4 – Nominations

By October 1, the Nomination Committee shall present to the Chamber Chief Executive Officer a slate of candidates (minimum of two candidates per position), to be known as the official “List of Nominees,” to replace the Directors whose regular terms are expiring. Each candidate must be an active Chamber member in good standing and must have agreed to accept the responsibility of the Directorship. The List of Nominees shall be distributed to the Board with the notice of the October Board meeting.

Section 5 – Ballots

The List of Nominees, including the names of all nominees, shall be prepared and mailed to each Chamber member of the appropriate category not later than one (1) week after the November regular Board meeting. The notice shall contain a ballot and invite the membership to respond to the nominations or submit additional nominees.

Section 6 – Voting

Voting shall be by secret ballot. No proxies shall be allowed. Chamber members shall be limited to one vote for any candidate at any election. The official ballot shall be mailed by Chamber members to the Chamber office.

Section 7 – Seating of New Directors

All newly elected Directors shall be seated at the regular December Board meeting and shall become voting members as of January 1. Retiring Directors shall continue to serve until December 31.

Section 8 – Vacancies

A member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confirmed by illness or otherwise excused by a majority of the Board. The Board of Directors shall fill vacancies on the Board, or among the officers, by a majority vote to complete the term of the absent Director.

Section 9 – Policy

The Board of Directors is responsible for formulating Chamber policies. These policies shall be maintained in a Policy Manual and may be reviewed annually and revised as necessary.

Section 10 – Management

The Board of Directors shall employ a Chief Executive Officer and shall fix his/her salary and other considerations of employment. The duties of the Chief Executive Officer shall be outlined in a position/job description and in the current Policy Manual. The Chief Executive Officer shall be a non-voting member of the Board of Directors.

ARTICLE V – OFFICERS

Section 1 – Determination of Officers

As soon as practical after its election, the new Board members and the holdover Directors shall meet and elect from its membership a President, Vice-President, and Vice President Elect. The officers shall serve for a term of one (1) year starting the following January 1, or until their successor assumes the duties of the office. They shall be voting members of the Board.

Section 2 – Duties of the Officers

The duties of the officers shall be as outlined in the current Policy Manual.

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 action. It shall be composed of the President, Vice President, Vice President Elect, and Chamber Chief Executive Officer. The Board President shall serve as chairperson.

ARTICLE VI – COMMITTEES, DIVISIONS, BUREAUS, AND COUNCILS

Section 1 – Appointment and Authority of Committees

The Chief Executive Officer, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. In no event shall the committee appointments exceed the term of the appointing Board President.

It shall be the function of the any committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

Once committee action has been approved by the Board of Directors, it shall be the duty of the committee chairperson, or whosoever may be designated from the committee, as being familiar enough with the issue, to make public any and all information regarding the work of each committee.

Committees shall be discharged by the Board President when their work has been completed and their reports received, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 2 – Divisions, Bureaus, and Councils

The Board of Directors may create such divisions, bureaus, or councils as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, and councils. The Board shall, on a monthly basis, review and approve all activities, proposals, recommendations, and programs of such divisions, bureaus, and councils.

No action of any kind shall be taken by divisions, bureaus, or councils having bearing upon, or expressive of the work or position of the Chamber, unless first approved by the Board of Directors.

Section 3 – Limitation of Authority

No action by any member, committee, division, bureau, council, employee, director or officer, shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board of Directors.

ARTICLE VII – FINANCES

Section 1 – Funds

All money paid to the Chamber shall be placed in a general fund or designated Chamber depositories. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall be distributed to Chamber members or Chamber affiliated organizations without the majority approval of the Board of Directors.

Section 2 – Disbursements

Disbursements shall be by check and completed in the following manner:

- (a) Disbursements greater than \$500.00, payroll, and payroll taxes shall require two (2) signatures, that being any of the following: Board President; Vice President; Vice President Elect; Chief Executive Officer; or other designee.
- (b) The Chief Executive Officer or designee shall have authority to sign checks for routine operations, and budgeted expenditures less than \$500.00.

Section 3 – Fiscal Year

The fiscal year of the Chamber shall begin January 1 and close December 31.

Section 4 – Budget

The Annual Budget process shall be carried out according to the policies of the Chamber. The Board of Directors shall hold a strategic planning meeting in September to develop guidelines for activities of the upcoming year. The Chief Executive Officer, with the guidance of the Executive Committee, shall prepare the budget showing the expected revenue and expenditures. The budget will be presented to the Board of Directors for review at their regular monthly meeting in November.

Section 5 – Annual Audit

The Chamber accounts shall be audited in the following manner:

- (a) At the discretion and direction of the Board of Directors.
- (b) At least, but not limited to, every five (5) years.
- (c) At any time when there is a change in the Chief Executive Officer or Chamber Administrative Assistant position.

Section 6 – Bonding

The Chief Executive Officer, or such other officers or staff as the Board may designate, may be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

Section 7 – Borrowing

The Chamber Board of Directors shall be responsible for and shall first approve the borrowing of any funds on behalf of the Chamber. Any legal documents required for borrowing must be signed by any two (2) members of the Chamber Executive Committee.

ARTICLE VIII – DISSOLUTION

The Chamber may be dissolved in the manner provided by Wis. Stat. Chapter 181. 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.

ARTICLE IX – PARLIMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Revised shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

ARTICLE X – AMMENDMENTS

These By-Laws may be amended or altered by a majority of the membership present at any Annual or special meeting, providing the notice for the meeting included the proposals for the amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least ten (10) days before the meeting at which they are to be acted upon.

ARTICLE XI – REVOCATION OF PREVIOUS BY-LAWS

The adoption of these By-Laws revokes all previous By-Laws adopted by the Chamber.

APPROVAL

Approved by majority vote at the Chamber Annual Member meeting on this 14th day of September 2017.

Prairie du Chien Area Chamber of Commerce, Inc.
By:

President, Curt Zinkle

Vice President, Steve Kleist

Attest: _____
Vice President Elect, _____

Annual Calendar of Responsibilities per these By-Laws

When	What	Article, Section	Page
Annually	Review Policy Manual	Article IV, Section 9	4
By Sept 1	Nomination Committee appointed by President	Article IV, Section 3	3
By Oct 1	Nomination Committee presents slate of candidates to President/CEO	Article IV, Section 4	3
Oct Mtg	List of Nominees presented to Board	Article IV, Section 4	3
November	List of Nominees mailed to Chamber membership of applicable categories	Article IV, Section 5	3
September	Strategic Planning session	Article VII, Section 4	6
Before Nov Mtg	President/CEO/Executive Committee prepare budget	Article VII, Section 4	6
Dec Mtg	Newly elected Directors are seated	Article IV, Section 7	3
Dec Mtg	Election of Board Officers (President, Vice President)	Article V, Section 1	4
Dec Mtg	Present budget to Board	Article IV, Section 4	6
Dec 31	End of Board Officers' one (1) year term	Article IV, Section 2	3
Dec 31	End of retiring Directors' three (3) year term	Article IV, Section 7	3
Dec 31	End fiscal year	Article VII, Section 3	5
Jan 1	Begin fiscal year	Article VII, Section 3	5
Jan 1	Begin Board Officers' one (1) year term	Article V, Section 1	4

Jan 1	Begin newly seated Directors' three (3) year term	Article IV, Section 7	4
Fall	Annual Meeting (Usually 4 th Tuesday of September) Mail notice to members at least ten (10) days before	Article III, Section 1	2
Regular Intervals	Orientation for new directors, officers/directors, committees, chairmen, committees, and new members	Article II, Section 7	2