

Constitution and By-Laws of Pewaukee Chamber of Commerce
Amended 11/7/2012

ARTICLE I – GENERAL

Section 1 – Definitions Wherever used in these By-Laws, unless the context otherwise required, the following words, when capitalized, shall be defined as follow:

“Chamber” means Chamber of Commerce

“By-Laws” mean the by-laws of the Pewaukee Chamber of Commerce as amended from time to time

“Board” means the Board of Directors of the Pewaukee Chamber of Commerce

“Officer” means an officer of the Board of Directors of the Pewaukee Chamber of Commerce

“Member” means a regular member of the Pewaukee Chamber of Commerce

Section 2 - The name of this organization shall be the Pewaukee Chamber of Commerce and its location and principal office shall be in the City or Village of Pewaukee, Waukesha County, Wisconsin. The Chamber shall, in all of its activities, observe all local, state and federal laws which apply to non-profit business organizations (501(c)(6) organizations under the Internal Revenue code.

Section 3 - The Pewaukee Chamber of Commerce is an organization dedicated to providing the services and support to encourage the ongoing economic development in the area. The Chamber shall work for the advancement of commercial, industrial, professional, educational, and civic interests of the community. It is empowered to enter into any and all lawful contracts, agreements, or negotiations necessary, advisable, or proper to a realization of this purpose.

Section 4 - The Chamber in its activities shall be non-partisan and non-sectarian. The Chamber may adopt positions or convey the opinions of its members in regards to current issues and pending legislation affecting the business community. The Chamber, however, shall at all times remain independent of and shall make no contributions to any political party or lobbying organization.

Section 5 - The Chamber shall be non stock and non profit, no dividends, or pecuniary profits shall be declared or paid to any members thereof, and no part nor any net earning shall inure to the benefit of any private member or individual.

ARTICLE II – MEMBERSHIP

Section 1 - There shall be three (3) classes of Membership: Regular, Associate, and Honorary.

Section 2 - Regular membership shall be available to any person, firm, association, corporation or partnership interested in the commercial, industrial, professional, educational and civic progress of the area. Regular members shall be limited to one vote.

Section 3 - Associate membership shall be available to employees of regular members. Any number of persons may be designated as associate members by a regular member. Associate members shall be entitled to all privileges enjoyed by regular members except voting.

Section 4 - Honorary membership shall include all the privileges of active membership, except that of voting and holding office, with exemption from dues payment. Election to honorary individual membership shall require the affirmation by a majority vote of the Board of Directors.

Section 5 - All prospective members shall become tentative members upon payment of the annual investment. The Board of Directors will have the right to reject the initial application and refund the investment should they determine the membership could be detrimental to the purpose of the Chamber.

Section 6 - Each regular member shall pay an investment in the sum and amount as determined by the Board who will have the responsibility to review the dues amount from time to time and to adjust that amount as it deems necessary. The investment shall be payable on the member's anniversary date.

Section 7 - If any member shall fail to pay their investment or any other financial obligation within thirty (30) days after the due date, a written notice of delinquency shall be given to them. If, at the end of sixty (60) days thereafter, the member still remains delinquent, the Executive Director will call the delinquent member. After 90 days the membership will be removed from the database.

Section 8 - Members including officers and directors may be expelled by two-thirds (2/3) vote of the Board of Directors for conduct detrimental to the purpose for which the Chamber is organized.

ARTICLE III – BOARD OF DIRECTORS

Section 1 - Management of this Chamber shall be vested in a Board of Directors, consisting of nine to twelve Directors. Each elected Director shall be elected for a term of three (3) years and has an additional three (3) year term option with the approval of the board. Board positions will be filled with qualified individuals based on their merits, not on their business affiliation.

Section 2 - The President shall announce through the Chamber email the acceptance of the nominees for the annual election of members of the Board. A nominating committee shall be appointed by the President. This Committee shall submit a slate of at least one name per vacancy on the Board of Directors and at least one name for each officer position. This slate shall be presented to the Board of Directors no later than the November Board of Directors Meeting. If there are more nominations than Board positions, ballots will be sent out via email by the Executive Director to the members of the Chamber for a vote. Two (2) Chamber members selected from the Board will audit returned ballots.

Section 3 - Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote. Any candidate for the vacancy shall be presented through the nominating committee. Such appointed member shall serve the unexpired portion of the vacated Directorship.

Section 4 - A member of the Board of Directors who shall be absent from three regular meetings of the Board of Directors in a calendar year shall automatically be dropped from membership of the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Section 5 - Policy of the Pewaukee Chamber shall be established by the Board of Directors. All actions taken by a Committee must conform to established policy or have prior Board approval. The Executive Director shall record, file and cause to be published the statements of policy as determined by the Board.

Section 6 - Management of the Chamber may be vested by the Board of Directors in an Executive Director hired by the Board. The salary and terms of employment of the Executive Director shall be set by the Board of Directors. The Executive Director shall be responsible for the implementation of the Chamber's policy; shall oversee all procedures dealing with the official correspondence, documents and communication; and shall perform such other duties as may be designated by the President. The Executive Director shall further have the responsibility for hiring, supervising and dismissing of any staff employees.

Section 7 - Members of the Board of Directors may be assigned to a Committee by the President. If assigned, the Board member shall serve as chair/co-chair to provide direction and oversight, assign duties, hold members accountable, and serve as a direct communication link to the full Board. All members of the Board shall be expected to serve on committees and committee positions.

Section 8 – The Board of Directors may appoint as an ex-officio member of the Board with non-voting rights; Pewaukee City Mayor, Pewaukee Village President, Pewaukee City or Village Administrators, and the Pewaukee School Superintendent.

ARTICLE IV – OFFICERS

Section 1 - The Board of Directors shall meet during the month of December and elect officers to a term of one year, effective after inauguration at the annual meeting in the following year. The officers shall consist of a President, Vice-President, Secretary, and Treasurer, who shall be elected from the membership of the Board of Directors by the Board. Any two offices may be held by any one person except the President. Upon a Board officer's ending term, he/she will remain with the Board in an ex-officio position for one year.

Section 2 - Duties

- A. President – The President shall preside at all meetings of the Chamber, shall have general supervision over the affairs of the Chamber, shall direct the long-term planning activities of the Chamber and shall perform all the usual duties incident to his/her office.
- B. Vice-President – The Vice President shall act in the place of the President in the latter's absence.
- C. Treasurer – The Treasurer shall supervise the organizations' financial affairs; shall examine the books of the Chamber on a regular basis and render or cause to be rendered, statements of condition monthly to the Board of Directors.
- D. Secretary – The Secretary shall record all proceedings of the Board of Directors monthly meetings to include action items to be followed through as Old Business and reviewed during the next meeting. He/she shall perform other such duties as may be assigned to him/her from time to time by the Board of Directors. The Secretary shall preside over meetings in the absence of the President and Vice President.

Section 3 – Executive Committee

- A. Composition - The Executive Committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer, and any chairperson of a committee so chosen relevant to the issue at hand. The executive Committee shall be chaired by the President.
- B. Powers - The Executive Committee shall possess and exercise only emergency powers of the board of directors between meetings of the board. It

shall report its action at the next meeting of the full board for its discussion and approval or rejection of the action taken.

ARTICLE V – COMMITTEES

Section 1 - Committees shall be created by the President as may be necessary to accomplish the purpose of this Chamber with the approval of the Board of Directors. Appointment of Committee chairperson(s) shall be made by the President with approval of the Board of Directors.

Section 2 - Committees shall not establish policy for the Chamber. Their actions are subject to the approval of the Board of Directors. Committees will be responsible for planning, organizing, and executing all related activities including recruiting volunteers, securing sponsorships, or other duties as assigned.

Section 3 – The Executive Director shall be an Ex-Officio member of all Committees.

ARTICLE VI – MEETINGS

Section 1 - The annual meeting of the members shall be held in January of each year. Annual meetings shall be held in or near the Village of Pewaukee as determined by the Board.

Section 2 - General membership meetings will be held at a time and place designated by the Board of Directors.

Section 3 - Special meetings of the members may be called by the Board of Directors or any member of the Board upon written request of fifteen members of the Chamber. Only such business as the meeting was called to consider shall be acted upon at special meetings.

Section 4 - A quorum at any annual, general, or special meeting of the members is defined as meaning a representation of not less than 10 percent of the voting membership of the Pewaukee Chamber of Commerce. However, in no case shall a quorum be less than 15 (fifteen) voting members.

Section 5 - Notice of annual, general membership and special meetings of the Chamber shall be given by the Executive Director by emailing a notice at least five (5) days in advance. If the member does not have email, the notice will be mailed to his last address shown in the database.

Section 6 - The Board of Directors shall hold regular meetings monthly at a time and place designated by the President. Special meetings of the Board of Directors shall

be held upon the call of the President or upon request of three (3) members of the Board to the Secretary, who shall notify all members of the Board. A quorum at any meetings of the Board of Directors shall consist of a majority of the members of the Board.

ARTICLE VII – FINANCES

Section 1 - General Operating Funds shall be maintained in a checking account. Unused funds may be invested in a manner designated by the Board of Directors.

Section 2 - All disbursements shall be made by check, debit card, or credit card except those for incidental amounts made by the Executive Director from a petty cash fund in an amount designated by the Board. Budgeted expenditures may be made without authorization from the Board of Directors. All budgeted check disbursements will require only one signature. All non-budgeted disbursements over \$500 by the Executive Director will require the approval of the President.

Section 3 - The fiscal year of the corporation shall start on the first day of January and end on the 31st day of December. The fiscal and term years may be changed by the Board of Directors.

ARTICLE VIII – AMENDMENTS

This constitution and or by-laws may be amended by a two-thirds vote of total membership attending any regular or special meeting of the Chamber. Provided notice of the proposed change shall have been emailed by the Executive Director to each member not less than 10 (ten) days prior to such meeting.

ARTICLE IX – INDEMNIFICATION

Section 1 - The Chamber shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a Director, Officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Chamber, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2 - The Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Chamber to procure a judgment in its favor, by reason of the fact that they are or were a Director, Officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Chamber and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Chamber unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which court shall deem proper.

Section 3 - To the extent that a Director, Officer, employee or agent of the Chamber has been successful on the merits of otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred in connection therewith.

Section 4 - Any indemnification under Sections 1 and 2 of this article, unless ordered by a court, shall be made by the Chamber only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstance because they have met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made:

- a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding; or
- b) If such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5 - Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chamber in advance of the final disposition of such action or proceeding as authorized in a manner provided in Section 4 of this article upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Chamber as authorized in this article.

Section 6 - The indemnification provided by this article shall not be deemed exclusive of any other rights to which any person indemnified hereunder may be entitled under any by-law, agreement, vote of Members or disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while

holding such office, and shall continue as to a person who has ceased to be Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7 - The assumption by a person of a term of office as a Director, Officer, employee or agent of the Chamber or, at the request of the Chamber, as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and the continuance in office or service of those persons who are any such Directors, Officers, employees or agents as of the adoption of this article, shall constitute a contract between such person and the Chamber entitling him during such term of office or service to all of the rights and privileges of indemnification afforded by this article as in effect as of the date of their assumption or continuance in such term of office or service, but such contract shall not prevent, and shall be subject to modification by, amendment of actual notice of a claim giving rise to any such person's entitlement to indemnification hereunder.

Section 8 - The Chamber shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Chamber, or is or was serving at the request of Chamber as a director, officer, employee or agent of another corporation, or is or was serving at the request of Chamber as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this article or Section 181.045 of the Wisconsin Non-Stock Corporation Law.

Section 9 - Notwithstanding any other provision of this article to the contrary, no person shall be entitled to indemnification hereunder if such indemnification or the payment by the Chamber of any monies in connection therewith constitutes, or would constitute, an act of "self-dealing" within the meaning of Section 4941 of the Internal Revenue Code of 1954 or any successor provision thereto. The Chamber shall have the right to rely on a written opinion of independent legal counsel with respect to any determination of "self-dealing" hereunder which shall be binding and conclusive unless a contrary determination shall be made in any administrative or court proceeding and the time for appeal by either party to such proceeding shall have expired. If the Chamber shall have made any payment under this article prior to a determination that such payment constitutes an act of "self-dealing", the person to whom or for whose benefit such payment was made shall repay the amount thereof to the Chamber on demand if it should subsequently be determined that such payment constituted an act of "self-dealing". Nothing herein shall be construed as placing upon the Chamber any obligation to contest by court or administrative proceedings, or otherwise, any assertion that any indemnification or payment pursuant to this article constitutes an act of self-dealing.

Section 10 - The validity or enforceability of any provision of the article shall not affect the validity or enforceability of any other provision of this article or of these by-laws.

ARTICLE X – BY-LAWS

Section 1 - By-laws to govern the conduct of the Chamber's business may be adopted and amended by an affirmative vote of not less than two-thirds of the membership in good standing attending the meeting. The membership shall be notified of such changes in advance by the Executive Director by emailing a notice at least five (5) days in advance. If the member does not have email, the notice will be mailed to his last address shown in the database.