

BY-LAWS
FORT ATKINSON AREA CHAMBER OF COMMERCE

ARTICLE I
NAME AND PLACE OF BUSINESS

This organization is incorporated under the laws of the State of Wisconsin and shall be known as the FORT ATKINSON AREA CHAMBER OF COMMERCE (hereafter the "Chamber"). Its headquarters shall be located in Fort Atkinson, Wisconsin.

ARTICLE II
OBJECTIVES

The objectives of the Chamber are: To develop, encourage, promote and protect the cultural, commercial, professional, industrial, financial, general business, agribusiness and residential interests of Fort Atkinson.

ARTICLE III
LIMITATIONS

The Chamber is incorporated under and shall observe all local, state and federal laws which may apply to a non-profit organization as defined in section 501(c)6 of the Internal Revenue Code.

The Chamber shall be nonpartisan, non-sectional, non-sectarian and shall take no part in or lend its influence to the election or appointment of any candidate(s) for political office.

The Chamber prohibits harassment or discrimination on the basis of gender, race, age, color, national origin, sexual orientation, religion, disability, marital status, arrest/conviction record, political affiliation, military participation and any other protected class.

ARTICLE IV
MEMBERSHIP ELIGIBILITY

Any person, firm, association or corporation of good standing in the community, as determined at the sole and absolute discretion of the Board of Directors, who are interested in the commercial, industrial, civic, recreational, and agricultural progress of the Fort Atkinson area shall be eligible for membership. All employees of a member firm, association or corporation are eligible for member benefits with the exception of voting privileges, which are limited to one vote per member firm, association or organization.

ARTICLE V
MEMBERSHIP DUES – VOTING PRIVILEGE

Section 1. All such persons, firms, associations or corporations originally forming this association shall be charter members thereof. All such persons, firms, or associations who qualify under Article IV can join the organization upon application.

Section 2. Membership shall be divided into as many classes as determined by the Board of Directors.

Section 3. The annual dues for each member shall be determined by the Board of Directors according to a "Fair Share Schedule" to be adopted by the Board of Directors.

Section 4. A person, firm, association, or corporation holding more than one membership shall be entitled to cast only one vote.

Section 5. Membership of said association will be discontinued for non-payment of dues.

Section 6. As a precondition to a member being eligible to vote on any matter or to serve on the Board of Directors, said member must be in good standing, which includes but not limited to having fully paid up dues for the preceding year.

Section 7. Membership may be terminated with or without cause any time by an affirmative vote of at least two-thirds vote of the Board of Directors. Any dues received from the terminated member may be refunded, prorated or adjusted at the discretion of the Chamber. Refund requests must be done in writing and addressed to the Chamber's Executive Director, who shall be afforded reasonable time and opportunity to examine the terminated member's request together with all other information the Executive Director may consider to be relevant.

ARTICLE VI MEMBER MEETINGS

Section 1. All meetings of the members shall be held at the principal office of this organization unless otherwise stated in the notice calling the meeting.

Section 2. An annual meeting shall be held in January of each year at such date, place and hour as the Board of Directors may select, unless otherwise designated by the Board. As of the revision date for these Bylaws noted below, this annual meeting has taken the form of a social function where the Members are invited to attend an Annual Dinner. To foster a stronger sense of collaboration and engagement by and between all Chamber members and the Board of Directors, regardless if a member intends to attend the Annual Dinner, voting on Chamber-related matters will take the form of proxy voting, as discussed below.

a. Proxy Voting and Inclusion with Renewal Materials

1. Inclusion of Proxy Statement with Membership Renewal Materials: Chamber staff shall include a proxy statement with all membership renewal materials distributed to potential new and returning members. This proxy statement will provide members with the opportunity to cast their votes on all matters that are presented to the Board of Directors for decision-making, including but not limited to elections, amendments to Chamber policies, and other significant Chamber-related issues.
2. Scope of Proxy Voting: Members, through the proxy statement, shall be entitled to vote on all matters brought before the Board of Directors, including elections of officers, amendments to these Bylaws, approval of the annual budget, and any other material decisions requiring membership input as determined by the Board.
3. Execution and Submission of Proxy Votes: Members wishing to have their proxy vote counted must complete the proxy statement along with the member's renewal application and return the same to the Chamber office no later than 20 days prior to the Annual Dinner to ensure that their votes are

counted. The proxy may be executed in writing, by email, or through an electronic voting system if provided by the Chamber.

4. Effect of Proxy Voting: A properly executed proxy shall have the same effect as if the member were personally present and voting at the Annual Dinner. Proxies will be counted toward quorum requirements for meetings at which votes are conducted.
5. Revocation of Proxy: A member may revoke their proxy at any time prior to the vote by submitting a written notice of revocation to the Chamber staff within 20 days of the Annual Dinner.
6. Record Keeping: The Chamber staff shall maintain records of all proxy votes submitted in connection with any given matter, ensuring transparency and accountability in the voting process. Results of the proxy vote will be reported to the members at the Annual Dinner.

Section 3. Special meetings shall be called on the written request of three or more members of the Board of Directors, or ten percent or more active members, or whenever the President deems it desirable. Notice of the time and place of holding such special meetings shall be properly communicated at least five (5) days prior to the holding thereof, to each active member. These meetings must be conducted according to the latest edition of Robert's Manual of Parliamentary Procedure and minutes must be recorded and approved as at any regularly held meeting.

Section 4. At any regular or special meeting, forty percent of members shall constitute a quorum.

Section 5. Proper communication at least five (5) days in advance of all meetings shall be given by the Executive Vice President, except in case of emergency meetings, three days' notice shall be sufficient.

Section 6. The Officers will determine the most fair and efficient method of member voting. Acceptable methods will include faxed, mailed or e-mailed votes prior to member meetings and in person votes at any time during the meeting. If voting is performed prior to the meeting section 4 (related to quorum level) and section 5 (related to proper communication in advance of meetings) both apply. The officers must ensure that sufficient controls are employed to administer an accurate vote count regardless of the voting method utilized.

ARTICLE VII DIRECTORS

Section 1. The government of the Chamber of Commerce, the direction of its work and control of its property shall be vested in the Board of Directors. The Board of Directors, consisting of no more than twelve (12) Chamber members, shall be elected annually for a term of three years, except the first Board elected. Such Board at its first meeting shall by lot – unless some other method be unanimously adopted – classify its members so that one-third hold office for one year, one-third hold office for two years and one-third hold office for three years. Thereafter Directors, the number to be determined by the Board of Directors, shall be elected each year for a term of three years.

Section 2. The Board of Directors shall in addition to their usual governmental functions:

- a. Elect the officers of the association.

- b. Accept resignations and fill vacancies on the Board.
- c. Employ a full-time paid Executive Vice President.
- d. Report in full at the annual meeting, in writing, on:
 - o The work of the organization.
 - o The finances of the organization.
- e. Hold six regular meetings, every other month. Should any Director be absent from three consecutive meetings for any less reason than absence from the city or illness, the position may be deemed vacant. Directors will be considered in attendance at any meeting that they participate in via teleconference.

Section 3. The Executive Vice President of the Chamber, and such other persons as may be designated by the Board of Directors, shall be ex-officio members of the Board of Directors.

Section 4. Special meetings of the Directors may be called at any time by the President and shall be called on the written request of three members. Five days' notice in writing shall be given by proper communication method, except emergency meetings may be called without advance notice.

Section 5. At all meetings a majority of the Directors shall constitute a quorum.

Section 6.

- a. The immediate past president of this corporation shall automatically become a member of the Board of Directors for the year following his or her presidency of said corporation. Said one-year term is not subject to the election requirements under Article VII.
- b. The current duly elected chairman of the Membership Engagement Committee within this corporation shall automatically become a member of the Board of Directors during the year that he or she serves as chairman. Said one-year term is not subject to the election requirements under Article VII.
- c. The current duly elected chairman of the Ambassadors Committee within this corporation shall automatically become a member of the Board of Directors during the year of their appointment as chairman of said Ambassadors Committee.

ARTICLE VIII OFFICERS

Section 1. The officers of the organization (to be elected from its Board of Directors) shall be a President, President-Elect, Vice President and a Treasurer. Their duties shall be those set forth in the articles of organization and such others as the Directors shall determine.

Section 2. Duties of the Officers:

President: The President shall be the chief officer of the Chamber, shall preside at meetings of the Board of Directors, shall have general supervision of the business affairs of the corporation, shall assist in formulating and promoting the general program of the Chamber; shall, subject to approval of the Board, appoint all committees; shall, with the Executive Vice President, sign all contracts and obligations of the Chamber; shall preside at all meetings of the Chamber. The President shall submit an annual report of the activities of the Chamber to the membership.

President Elect: The President-Elect may be delegated by the President to perform the duties of the President in the event of the President's temporary disability or absence from meetings. The President shall preside as chairman of the budget and finance committee of the Chamber.

Vice President: The Vice President shall perform such duties as may be delegated by the President or the Board of Directors.

Treasurer: The Treasurer shall be the custodian of all funds of the Chamber and, under direction of the Board of Directors, shall deposit, invest and disburse the same. The Treasurer shall make written reports monthly to the Board of Directors and to the annual meeting of the membership. All disbursements, except from petty cash, shall be made by duly signed checks countersigned by the Executive Vice President. In the absence of the Treasurer, checks, drafts, and other orders for payment of money may be signed by the President.

Executive Vice President: The Board of Directors shall appoint an Executive Director, who shall be the executive officer of the Chamber. The Executive Director shall have charge of the management of the property, business and affairs of the corporation and shall perform such functions and duties as may be delegated by the Board of Directors or the President or both. The board shall fix the compensation for service. The Executive Director shall be an ex-officio member of all committees of the Chamber except the nominating committee, where the Executive Director may consult, but not nominate or vote. The Executive Director shall appoint and fix the number and compensation of other employees of the Chamber and shall have authority to dismiss any such employees. The Executive Director, with the President, shall sign all contracts and obligations of the corporation and shall, with the Treasurer, sign all checks, drafts and other orders for payment of money. In the absence of the Executive Director, the President may sign, with the treasurer, checks, drafts, and other orders for payment of money. The Executive Director shall receive all monies paid to the Chamber and shall keep the books of account of the corporation. The Executive Director shall act as Secretary of the corporation and in such capacity, it shall be his/her duty to conduct official correspondence, to preserve all books, documents, communications and archives, to maintain a complete and accurate record of all proceedings of the Chamber, its Board of Directors and all committees and to perform such other duties as are useful for such official.

Other provisions of Article VIII notwithstanding, any two of the following parties shall be authorized to sign and negotiate all checks, drafts and other orders for payment: President, Treasurer and Executive Director.

Section 3. Officers' Ethics:

- a. Officers shall act with honesty, integrity, and openness in all their dealings as representatives of the Chamber.
- b. Officers shall be knowledgeable of and comply with all laws and regulations.
- c. Officers shall promote good working relationships with other officers, directors, staff and members that are based on mutual respect, fairness and openness.

Section 4. Any officer may be terminated with or without cause any time by an affirmative vote of at least two-thirds vote of the Board of Directors.

ARTICLE IX

DIRECTOR ELECTIONS

Section 1. The Board of Directors, prior to the first of October each year, shall determine the number of directors to be elected to the Board providing that the total membership of the Board shall be no more than twelve (12).

Section 2. **NOMINATING COMMITTEE:** The Nominating Committee, consisting of the immediate past president, the current president, the president-elect, will meet prior to the October Board of Directors meeting to nominate candidates for the number of vacancies to be filled (such number having been previously determined by the Board of Directors. See Section 1, this Article).

Section 3. **NOMINATIONS BY NOMINATING COMMITTEE:** The nominating committee has the unlimited authority to select the slate of directors. Consideration should be given to achieve a reasonable balance in representation of membership categories. The names of such nominees shall be submitted to the members by mail or other appropriate communication method by the first of November along with a notice of the member's right to make additional nominations as set forth in the next succeeding paragraph.

Section 4. **NOMINATIONS BY MEMBERS:** Additional nominations may be made by any Chamber member in good standing who circulates a petition on behalf of a member in good standing. This petition must contain not less than 10 signatures of Chamber members in good standing and must be returned to the Chamber office ten days after notification of the nominating committee slate is announced. If no petitions are received, the nominated slate of the candidates shall be declared elected by the Board of Directors at the regular December Board meeting. Should the nominating committee receive petitions, and they are ruled valid, an election shall be declared necessary and election ballots will be prepared.

Section 5. The Board of Directors shall meet in December for organization purposes.

Section 6. No director may serve more than two successive terms, and a lapse of one year must occur before any subsequent service; except that the immediate past president of this corporation along with the current duly elected Chairmans of the Membership Engagement Committee and Ambassadors Committee within this corporation may all serve as directors for an additional year pursuant to Article VII, specifically Sections 6(a), 6(b) and 6(c).

Section 7. **DIRECTORS' ETHICS:** Each director, before being qualified to act as such, shall agree to be bound by any Code of Conduct policy as may be adopted by the Board of Directors. This Code of Conduct policy is intended to guide the Board in the performance of their responsibilities through general principles of courteous and ethical conduct. For purposes of this section, each director shall both individually and annually sign a copy of this policy signifying his/her agreement.

Section 8. The Board of Directors may remove or request the resignation at the request by a majority of the chamber members or on its own initiative, any director if that director's conduct is deemed to be (a) continually antagonistic or counter-productive, (b) a dereliction of his or her duties as a director, (c) inconsistent with the mission of the Chamber, and/or (d) prohibited by state and/or federal law or these Bylaws, including but not limited to the ethical standards for directors outlined in Article IX, Section 7 above. A director shall be removed from office by the affirmative vote of a two-thirds majority vote of the Board of Directors.

ARTICLE X COMMITTEES – APPOINTMENTS – FUNCTIONS - AUTHORITY

The Board of Directors shall authorize and define the powers and duties of all standing and special committees or task forces, except those committees whose functions are set forth in these by-laws. Subject to confirmation by the Board of Directors, the President shall appoint all committee chairpersons. Committee appointments shall serve at the will and pleasure of the President and in no event shall exceed the term of the appointing President. Notwithstanding the foregoing, the term of any appointed committee chairperson may be extended for up-to an additional term if said chairperson's appointment was reaffirmed by the President-elect on or before the December Board meeting.

It shall be the function of the committees and task forces to make investigations, conduct hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. They shall examine into and report on such subjects as may be referred to them by the Board or by the Chamber and they may originate and report to the Board such views, as they may deem proper for its consideration.

No committee or task force shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber of Commerce on a question of policy, or on matters of general public interest, without first having received the proper approval as designated under Section XII of these bylaws. No committee or task force shall, without specific approval of the Board of Directors, solicit any funds or make expenditures exceeding the amount allowed to it out of the Chamber's operating budget.

Special Committees or Task Forces shall be discharged by the President when their work has been completed and their reports accepted. Or when, in the opinion of the Board of Directors, it is deemed wise to discontinue a committee or task force, as demonstrated by an affirmative vote by a quorum of the Board of Directors.

ARTICLE XI STANDING COMMITTEES

Section 1. BUDGET AND FINANCE COMMITTEE

A budget and finance committee, composed of the President-elect as chairman and not to exceed four other Chamber members, shall be appointed by the President yearly. The committee shall from time to time advise the Board of Directors with respect to the financial position and financial policies of the Chamber and shall suggest ways and means of conserving and increasing membership and revenues of the corporation. The Budget and Finance Committee shall compile a budget of estimated expenses, including a stated amount of each committee and submit it to the Board of Directors for approval at the reorganizational meeting in December. The committee shall cause the books and accounts of the Treasurer and Executive Vice President to be examined and audited at the close of the year's business and shall report the findings to the Chamber at its annual meeting.

Section 2. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, President-elect, Vice President, Treasurer, Immediate Past President and Executive Vice President of the Chamber. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber. The Executive Committee may refer matters brought before it to the Board at large, an appropriate committee, or a designated taskforce, which may be comprised of Chamber Members and non-Chamber members possessing the requisite knowledge and skills useful to the taskforce.

Section 3. AMBASSADOR COMMITTEE

The Ambassador Committee shall be headed by a current member of the Board of Directors, the same serving as the principal officer and President of the Ambassador Committee along with and President-Elect. The committee ranks shall further be comprised of those business and community leaders deemed by the Ambassador President and President-Elect to be willing and able to dedicate their time and efforts to advance the Chamber's mission of helping businesses connect, grow and thrive. Through their volunteer efforts, they engage with current and prospective members and help them find value in the tools, resources and relationships available to them through a Chamber investment.

Section 4. LIMITATION OF AUTHORITY

No action by any member(s) of any committee provided for above shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

ARTICLE XII TAKING A POSITION

A process for taking a public and/or published position that directly impacts the Fort Atkinson Area Chamber of Commerce and its membership, shall have the following:

Section 1. The issue or issues must be introduced by a member of the chamber board for it to be considered by our board of directors.

Section 2. If two thirds (2/3) of the Board deems the issue to have merit, the Board may:

- a. Research the issue;
- b. Consider taking a position;
- c. Or it may defer to an appropriate committee or taskforce for research and ask for an advisory recommendation or a summary response indicating pros and cons to the Board; and/or
- d. Seek input from the membership

Section 3. The Board shall have at their discretion the ability upon two thirds (2/3) vote to ratify a formulated position. The board shall determine how best to communicate its position.

ARTICLE XIII FISCAL YEAR

The fiscal Year shall be from January 1 to December 31.

ARTICLE XIV PARLIAMENTARY PROCEDURE

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Procedure.

ARTICLE XV AMENDMENTS

By-laws may be adopted, amended or repealed at any regular meeting of the members, or at any special meeting called for that purpose, by a majority vote of those present and constituting a quorum. For purposes of the above, voting may be made in person at the above or by proxy vote.

ARTICLE XVI DISSOLUTION

In the event of dissolution or liquidation of this corporation, no liquidating or other dividends and distribution of property owned by the corporation shall be declared or paid to any member or private individual. The assets after paying or making provision for the payment of all liabilities of the corporation shall be distributed to the Fort Atkinson Community Foundation. If said Foundation is not in existence or is then not a charitable, tax-exempt organization described in Section 70©, 2055 (a), 2522(a), 501(3), or 502 (c) of the Internal Revenue Code of 1984 as amended, then the net assets shall be distributed to one or more other organizations selected by the Board of Directors of this corporation which qualify as a tax-exempt organization under the above sections of the Internal Revenue Code.

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