



AREA CHAMBER OF COMMERCE CONSTITUTION AND BYLAWS

Article I NAME:

The name of this association shall be the Brillion Chamber of Commerce, Inc.

Article II OBJECT:

- (A.) **OBJECT:** The Brillion Chamber of Commerce, Inc (Chamber) is organized for the purpose of advancing the Commercial, Industrial, Retail, Wholesale/Civic and General interests of Brillion and the surrounding area.
- (B.) **LIMITATIONS OF METHODS:** The Chamber in its activities shall be non-partisan, non-sectional, and non- sectarian.

Article III MEMBERSHIP:

- (A.) **REGULAR:** Any or all persons or businesses located in, or regularly conducting business in Brillion and the surrounding area or those persons or businesses interested in the commercial, industrial, retail, wholesale, professional, and civic progress of Brillion and the surrounding area and are in good standing shall be eligible for regular membership. Regular members shall enjoy all the rights and privileges of the Chamber including the right to vote and hold office. Regular membership applications shall be accepted by a majority vote of the Board of Directors (BoD) at the next monthly BoD meeting.

Article IV DUES:

- (A.) **AMOUNT:** The annual dues of each member, Regular and Associate shall be determined by the Board of Directors at the September meeting for the following year.
- (B.) **WHEN PAYABLE:** Dues statements shall be prepared and sent to all members, regular and associate, by the Secretary-Treasurer, shall be due on January 1st, and paid annually in advance. Members joining after April 1st shall have their dues prorated on a quarterly basis.

- (C.) **GOOD STANDING:** Any Member who fails to pay the membership dues by the end of the first quarter of the year shall be given notice of the delinquency by the Treasurer. If the membership dues are not paid within 10 business days of that notice, the membership shall automatically cease.
- (D.) **COMPLIMENTARY MEMBERS:** The BoD may, from time to time, designate any member as a Complimentary Member for which no dues shall be required. The BoD shall decide this collectively by a 2/3rds vote at any regular or special meeting.

Article V - Board of Directors:

- (A.) **RESPONSIBILITY AND NUMBER:** The government of the Chamber, the direction of its work, and the control of its property shall be vested in the BoD consisting of nine (9) Directors, including the President and the President-Elect, who shall be elected as hereafter provided.
- (B.) **CONSISTENCY:** The BoD will, whenever possible, include one (1) member from the Ariens Company, one (1) member from Endries International, and one (1) member from Zander Press as designated by the same; and six (6) who shall be elected as hereafter provided.
- (C.) **DUTIES:** The duties of the Directors shall be those that usually involve Directors of any Corporation.
- (D.) **QUORUM:** Five voting members or a majority of the voting members of the BoD shall constitute a quorum for the transaction of business at any regular or special meeting of the BoD.
- (E.) **NON VOTING BOARD MEMBERS:** The paid Secretary-Treasurer if there is one, an immediate past President whose term has expired, any Brillion School District Representative designated by the Brillion School District and any City of Brillion Representative designated by the City of Brillion
- (F.) **TERMINATION OF BoD MEMBERS:** Board members are required to attend all meetings. A voting board member that has three (3) consecutive, unexcused absences shall, at the discretion of the Board, be removed as Director, by vote of said Board.

Article VI - Officers:

- (A.) **PRESIDENT:** The President shall have served at least one (1) year as the President-Elect before assuming office. The President shall preside at all meetings of the Chamber and the BoD. He/she shall perform all duties incident to the office and advise such action as may be deemed by him/her likely to increase the usefulness of the Chamber. The President can be re-elected for multiple terms as determined by the voting of the BoD, not to exceed 3 consecutive terms. (See Article IX-C).
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Duties can include:

- Creates meeting agendas
- Appoints committees and committee chairpersons
- Serves as the primary contact for the board
- Leads conversations on goals and objectives for the board
- Holds members accountable for attending meetings

(B.) **President-Elect:** In the absence of the BoD President, the President-Elect shall assume the role of President. In the absence or disability of a named officer, a member of the BoD shall be chosen to act temporarily in their place. Term length one year.

(C.) **Secretary:** The Secretary shall conduct official correspondence, preserve all documents and communications, distributes agendas and relevant documents before board meetings, prepares meeting minutes, schedules meetings, and holds members accountable for their tasks. Term length is one year.

(D.) **Treasurer:** The Treasurer shall receive and disburse the funds of the Chamber. They shall keep all monies of the Chamber deposited in its name and be required to report at each meeting. Other duties include reconciling bank accounts and producing financial statements, filing legal forms on time, and lead the annual budget preparation. Term length is one year.

- The board at their discretion, can hire a Secretary/Treasurer, whose duties would be as follows: The Secretary-Treasurer shall be appointed by the BoD and will be a non-voting member. The Secretary-Treasurer shall receive and disburse the funds of the Chamber. He/she shall keep all monies of the Chamber deposited in its name and be required to report at each meeting. He/she shall also conduct the official correspondence, preserve all the books, documents, and communications, keep all books, of account and accurately record the proceedings of the Chamber and the Board of Directors. The annual salary of the Secretary- Treasurer shall be determined by the Board of Directors. He/she shall perform such other duties as may be incident to his/her office and prescribed from time to time by the President, Board of Directors or as may be prescribed from time to time by the Constitution and By-Laws.

(E.) **Past President:** Serves as board advisor for one year, even if board term has expired.

Article VII - Committees:

(A.) **APPOINTMENT:** The BoD may, from time to time, appoint advisory committees.

(B.) **AUTHORITY OF COMMITTEES:** It shall be the function of the committees to investigate and make recommendations to the BoD. No committee shall represent the Chamber in advocacy of or opposition to any project without the specific confirmation of the BoD. Each committee shall have a Chairperson that will be a BoD member. The Chairperson can select other members of the BoD or other individuals from the Chamber Members to serve on the committee with him/her. These committee members will be selected based on his/her talents and are beneficial to the committee. These committees will be in charge of determining the frequency of meetings. The Chairperson will select one of the committee members to keep notes of what was discussed in each meeting. These notes will be provided to the Secretary for safe-keeping. The Chairperson will be the one to report to the entire BoD at regular or Special Meetings what the committee has been up to.

(C.) **AUDIT COMMITTEE:** An Audit Committee shall be appointed by the President and consist of two (2) uninterested board members to verify financial records. The Audit will be conducted after each fiscal year and findings will be reported to the BoD.

(D.) **COMMITTEE MEETINGS:** Meetings of the committees may be called at any time by the President or by the Chairman of such committees.

ARTICLE VIII - Meetings:

(A.) **TIME OF MEETINGS:** The annual meeting of the Chamber shall be held as determined by the BoD. Special meetings may be called by the President whenever it is necessary to do so. Meetings of the BoD shall be held monthly with the date, time, and place to be determined by the President. A minimum of six (6) board meetings shall be held.

(B.) **NOTICE:** Members of the Chamber shall be given notice of every regular or special meeting of the Chamber at least 24 hours in advance of said regular or special meetings.

Article IX - Elections:

(A.) **ELECTIONS:** The election of the BoD shall take place at the annual meeting and newly elected members shall take office on the first day of January following their election.

(B.) **DIRECTORS:** Directors shall be Chamber Members in good standing. Each are elected for a three (3) year term subject to the extension of a President's term to serve as President as necessary, with 2 to 3 terms expiring every year.



- (C.) **OFFICERS:** After the Membership Meeting, the board shall elect the President-Elect. Officers will be elected from members of the new board. Officers shall take office on the first day of the new year and serve for a term of 1 year or until a successor is voted in to assume the duties of office (not to exceed 3 consecutive terms). They shall be voting members of the board of directors. (See Article VI)
- (D.) **NOMINATING COMMITTEE:** The President shall appoint, subject to approval of the BoD, a nominating committee of 4 members of the chamber. The President shall designate the chairperson of the nominating committee. Prior to November 1st, the nominating committee shall present to the President a slate of candidates to serve a 3 year term to replace the Board members whose regular terms are expiring. Each candidate must have agreed to accept the responsibility of a directorship.
- (E.) **Public Notice of Nominations:** Upon receipt of the nominating committee's report, the President shall immediately notify the Chamber membership by email of the names of persons nominated as candidates for Directors.
- (F.) **RESULTS:** The candidates receiving the highest number of votes cast at the annual meeting shall be declared as such elected Board members.
- (G.) **VOTING:** All voting shall be by ballot. Votes may be cast only by Chamber members who are present at the annual meeting with one (1) vote accorded to each member or business. A person can be elected to a maximum of 2 consecutive 3 year terms. A person must then be off 1 year before being elected again.
- (H.) **VACANCIES:** Vacancies among the BoD shall be filled by the BoD for the remainder of such term at the first regular or special board meeting after such vacancies occur, whenever possible. Vacancies on the BoD, or among the officers, shall be filled by the BoD by a majority vote.

Article X Disbursements:

- (A.) **DISBURSE FUNDS:** Disbursements of the funds of the Chamber shall be made by the Treasurer in accordance with instructions by the BoD of the Chamber. Checks shall be signed by BoD authorized designate.
- (B.) **RULES:** The proceedings of the Chamber meetings shall be governed by and conducted according to the Roberts Rules of Order.

Article XI - Amendments:

- (A.) **APPROVAL:** All proposed amendments to this Constitution and By-laws shall first receive the approval by the BoD.
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(B.) **CONSTITUTION AND BY-LAWS:** This Constitution and By-Laws may be approved, amended or altered, by a two-thirds vote of those present at the annual or any special meeting of the Chamber.

This Constitution and By-Laws were revised and approved on March 11, 2022.. The previous revisions were done on December 12, 2018, March 15, 2017, October 9, 2014, October 6, 2011, October 14, 2010, October 8, 2008, and November 9, 1977.

