

1 **The Hales Corners Chamber of Commerce, Inc.**

2 **Bylaws**

3 **Article I – Name & Location**

4 Section 1.1 The name of this organization shall be the Hales Corners Chamber of
5 Commerce, Inc. This organization is incorporated under Chapter 181 of the Wisconsin Statutes
6 and Acts amendatory thereto.

7 Section 1.2 The Chamber shall maintain a mailing address, which may be changed
8 from time to time by resolution of the Board of Directors and filing of a statement with the
9 Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

10 **Article II – Purpose**

11 The Chamber is organized for the purpose of promoting economic development, fostering
12 community relations and advancing the general welfare and prosperity of the Hales Corners
13 business community.
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15 **Article III – Limitation of Methods**

16 The Chamber shall be non-partisan and non-sectarian and shall take no part in or lend its
17 influence or facilities, either directly or indirectly, in the nomination, election or appointment of
18 any candidate for national, state, county or Village office.
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20 **Article IV – Members**

21 Section 4.1 Membership in the Chamber shall be open to any sole-proprietor, firm,
22 partnership, corporation, individual, association, profit or non-profit organization in accord with
23 the Chamber’s purpose. Each membership shall be entitled to one vote.
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25 Section 4.2 The Board of Directors may establish membership categories. Such
26 membership shall confer upon the recipient the privileges of the Chamber.

27 Section 4.3 The establishment of dues is at the discretion of the Board of Directors.
28 Dues will be payable annually in January. The membership year is January through December.
29 For new members only, dues may be prorated based on the month of payment. Renewing
30 members shall pay their dues by March 31st in order to have their name on the membership
31 roster. A termination of membership shall mean a forfeiture of all rights associated with
32 membership.

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Article V – Member Meetings

34 Section 5.1 Member meetings shall be held monthly. Notice of meetings shall be
35 mailed to the general membership by the Chamber and shall be posted on the Chamber website
36 at least ten (10) days before the meeting.

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38 Section 5.2 An annual meeting shall be held on a date in the month of March to be
39 determined by the Board of Directors for the purpose of electing Directors and officers and for
40 the transaction of such other business as may come before the meeting. Members shall be
41 notified in writing at least two weeks prior to the date of the meeting. Notice of the annual
42 meeting shall be posted on the Chamber website.

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44 Section 5.3 For the annual meeting, fifty percent (50%) of the membership shall
45 constitute a quorum. The treasurer and membership chair shall provide a current list of members
46 at the annual meeting.

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48 Section 5.4 Each Member may appoint a proxy once a year by signing an appointment
49 form as part of their membership dues, to vote or otherwise act for him or her. Any member that
50 appears in person at any meeting shall be free to exercise their right to vote. Under those
51 circumstances, the proxy shall not apply.

52

53 Section 5.5 At the annual meeting, each Member shall be entitled to one vote on each
54 matter submitted to a vote. Each Member may vote either in person or by proxy as provided in
55 Section 5.4 of this Article. Voting on any question or in any election may be by voice unless the
56 presiding officer shall order or any regular member shall demand that voting be by ballot.

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Article VI – Board of Directors

59 Section 6.1 The Board of Directors shall manage the affairs of the Chamber, and shall
60 have and exercise on its behalf all the rights, powers, and duties of the organizations.

61 Section 6.2 The Board of Directors shall consist of the seven (7) Officers, five (5)
62 Directors (serving as chairpersons of the standing committees), two (2) Directors at Large and
63 the Village Liaison as an ex officio member.

64 Section 6.3 Directors, except for officers, shall be elected for three-year terms. These
65 terms shall be staggered so that not more than three directors shall retire in one year. Directors
66 shall be elected by vote of the Members at the annual meeting. The terms of office shall begin on
67 April 1st following the Annual Meeting in March.

68 Section 6.4 Elected officers and directors shall not receive compensation for serving
69 on the Board of Directors. However, officers and directors may receive reimbursement for
70 reasonable expenses incurred in connection with the carrying out of their duties as provided
71 herein, provided that such reimbursement is authorized by the affirmative vote of a majority of
72 present at a meeting of Directors at which a quorum is present.

146 any obligation to indemnify, nor create any right to indemnification by (i) any employee or staff
147 or contractor of the Chamber, as to any claim, action or matter arising from or concerning his or
148 her employment, his, her or its retention contract, or termination of any employment or retention
149 contract, in which such individual or individuals are adverse parties to the Board of Directors or
150 officers of the Chamber or the Chamber, or (ii) any firm or organization which supplies staff or
151 staff assistance to the Chamber.

152 Section 11.2 The Chamber shall, if possible, secure insurance or other indemnification
153 agreements in order to comply with the commitment to support Chamber members.

154 **Article XII – Corporate Acts, Loans, and Deposits**

155 Section 12.1 Unless otherwise directed by resolution of the Board of Directors or by
156 law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of
157 the Chamber, and all deeds, mortgages, conveyances, and other written contracts, agreements
158 and instruments to which the Chamber shall be a party, and all assignments or endorsements of
159 stock certificates, registered bonds, or other securities owned by the Chamber shall be signed by
160 the President and by any one of the following officers who is a different person: Vice President,
161 Secretary, or Treasurer. The Board of Directors may, however, delegate such authority, or may
162 authorize any one of such officers or one or more other officers or agents to sign any of such
163 instruments for and on behalf of the Chamber without necessity of counter signature.

164 Section 12.2 No funded indebtedness shall be contracted on behalf of the Chamber and
165 no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of
166 the Board of Directors. Such authority may be general or confined to specific instances.

167 Section 12.3 All funds of the Corporation, not otherwise employed, or subject to
168 immediate distribution, shall be deposited from time to time to the credit of the Chamber in such
169 banks, savings and loans, trust companies or other depositories as the Board of Directors may
170 select.

171 **Article XIII – Amendments**

172 Section 13.1 These Bylaws may be amended or altered by a vote of two-thirds (2/3rd) of
173 the membership present at any regular Member or special meeting.

174 Section 13.2 Members proposing changes to the Bylaws must present them to the
175 membership at one meeting; be sent out to the membership in a special mailing and published on
176 the Chamber website and voted on at the next Member meeting following mailing/publication of
177 the proposed changes.