

**BYLAWS OF SIREN CHAMBER OF COMMERCE, INC.
AS AMENDED SEPTEMBER 20, 2016**

ARTICLE I – NAME & OBJECT

- Section 1.** The name of this organization shall be the Siren Chamber of Commerce, Inc.
- Section 2.** The Siren Chamber of Commerce, Inc. is organized for the purpose of advancing the commercial, industrial, and civic interests of Siren and its trade area.
- Section 3.** The Chamber of Commerce shall be nonpartisan, non-sectional, nonsectarian, and shall take no part in, or lend its support to the election or appointment of any candidate for public office.
- Section 4.** The Chamber is a non-profit corporation organized under the Laws of the State of Wisconsin.

ARTICLE II – MEMBERSHIP

- Section 1.** Any business or professional firm, association, corporation, limited liability company, partnership, sole proprietorship, non-profit entity or government entity (hereinafter collectively referred to as “business”) having an interest in the objectives stated in Article I, Section 2, shall be eligible to apply for membership. In addition, any individual party having interest in the objectives stated in Article I, Section 2, shall also be eligible to apply for an individual membership.
- Section 2.** The amount of dues for membership shall be determined annually by the Board of Directors to adequately meet the needs of the Chamber. Membership dues shall be payable in advance (of the membership year). Dues are not refundable.
- Section 3.** Any business eligible for membership may acquire more than one membership by undertaking to pay the annual dues of each such membership, and may designate an individual to represent each such membership, subject to the approval of the Board of Directors.
- Section 4.** Any business holding more than one membership shall be entitled to cast only one vote.
- Section 5.** Any business holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber.
- Section 6.** Distinction in public affairs shall confer eligibility to honorary membership. With exemption from the payment of dues, honorary membership shall include all the privileges of active membership except membership voting. Election to Honorary Membership shall require the affirmative vote of the Board of Directors. Non-profit, school, church and civic organizations will also be

considered under honorary membership status, without voting requirements by the Board.

ARTICLE III – BOARD OF DIRECTORS

- Section 1.** The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of seven to nine members, 1/3rd of whom shall be elected annually for a term of three years, as hereinafter provided. A member of the Board of Directors who has completed a 3-year term shall be eligible for re-election after the completion of his/her term. If a member is appointed to fulfill a current member's term, that new Board member shall be eligible to fulfill the balance of the ongoing 3-year term and up to an additional 3-year term, if desired. No member of the Board of Directors who has completed two 3-year terms shall be eligible for re-election until after the lapse of one year after the completion of his/her term. The Directors shall have power to fill all vacancies on the Board. They may adopt rules for conducting the business of the Chamber. They shall meet not less frequently than once a month, at such time and place as will be determined by them.
- Section 2.** The Board of Directors shall be elected at the annual meeting of the Chamber in September and will take over office at the next Board meeting.
- Section 3.** A nominating committee of two or more members shall be appointed by the President 30 days prior to the election, whose duty it shall be to nominate from the membership candidates for each board vacancy to be filled. The nominating committee shall file a list of the recommended nominees with the Executive Director not later than 12 days before the election. Nominations may be made by any member from the floor, or by filing the name of the nominee with the Executive Director.
- Section 4.** The Executive Director shall mail, fax or email to all members of the Chamber ten days prior to the election a list of the nominees recommended by the nominating committee and any other nominees filed by him/her.
- Section 5.** All voting shall be by ballot. A number of nominees, corresponding with the number of directors to be elected, who receive the highest number of votes, shall be declared elected.
- Section 6.** Each Director shall possess voting rights at the Board of Directors meetings, regardless of membership category.

ARTICLE IV – OFFICERS

- Section 1.** At the next Board of Directors meeting, the Directors shall elect Officers for the ensuing year, a President, a Vice-President, a Secretary, a Treasurer, and a Membership Chair, if desired. The President and Vice-President shall be elected

from the members of the Board of Directors. The Secretary, Treasurer and Membership Chair, if any, may be elected from the members of the Board or from the membership of the Chamber.

Section 2. The President shall preside at all meetings of the Chamber and Board of Directors, and perform all duties incident to this office. He/She shall, subject to the approval of the Board, appoint all committees and shall be an ex-officio member of all committees.

Section 3. The Vice-President shall act in the absence of the President. In the absence of both the President and the Vice-President, a member of the Board shall be chosen to act temporarily. The Vice-President shall be appointed to the Presidency for the following year; this action will facilitate changes to the Board.

Section 4. The Secretary and Treasurer shall oversee and/or conduct the official correspondence, preserve the books, documents and communications, oversee books of account, and maintain an accurate record of the proceedings of the Chamber of Commerce Board of Directors meetings and the annual meeting. Membership meeting minutes will not be recorded unless there is a vote or action taken.

The Secretary and Treasurer, and the Executive Director if assigned, shall receive and disburse the funds of the Chamber. No disbursements shall be made unless they shall have been authorized and ordered by the Board of Directors. All disbursements shall be made by checks, which shall be signed by the Treasurer or Executive Director, as allowed. At frequent intervals, the Secretary and Treasurer shall make reports to the Board of Directors, which may at its discretion require him/her to give acceptable bond, in such sum as the Board may determine, for the faithful performance of his/her duties.

ARTICLE V – COMMITTEES

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The President shall appoint all committees, subject to confirmation by the Board.

ARTICLE VI – MEETINGS

Section 1. The Board may provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 2. The Board shall call a membership meeting upon petition signed by not less than 10% of the members.

Section 3. The Chamber shall hold an annual meeting once every fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof mailed, faxed or emailed to each member at least ten days before said meeting.

Section 4. Ten percent of the members in good standing shall constitute a quorum at all membership meetings.

ARTICLE VII – FISCAL YEAR

Section 1. The fiscal year shall end.....31, August.

ARTICLE VIII – PARLIAMENTARY PROCEDURE

Section 1. All questions of parliamentary procedure shall be determined according to the latest edition of Roberts’ Rules of Procedure or Order.”

ARTICLE IX – AMENDMENTS

Section 1. These bylaws may be amended by 2/3rds vote of those present at any regular or special meeting of the Chamber, provided notice of the proposed change shall have been given all members not less than ten days prior to such meeting.