

**ARTICLES AND BY-LAWS  
OF  
WHITEHALL AREA CHAMBER OF COMMERCE, INC.**

ARTICLE I – GENERAL

- Section 1. Name and Location: Their organization is incorporated under the laws of the State of Wisconsin and shall be known as the Whitehall Area Chamber of Commerce, Inc.
- Section 2. Purpose: The Whitehall Area Chamber aims to promote business growth, community prosperity, and hometown beautification through collaboration and opportunity creation.
- Section 3. Limitation of Methods: Their Chamber in its activities shall be non-partisan, non-sectional, non-sectarian, and shall take no part in, nor lend its influence to, the election or appointment of any candidate for federal, state, county or local government office.
- Section 4. Financial Designation: Their 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 of any net earnings shall insure to the benefit of any private member or individual.

ARTICLE II – MEMBERSHIP

- Eligibility: Any person, organization, or business with interest in the growth of the Whitehall Area.
- Section 1. Exercise of Privileges: Any firm, association, corporation, partnership, or Estate-holding membership may nominate individuals within their operation whom the holder desires to exercise the privileges or membership covered by its subscription and shall have the right to change its membership nomination upon written notice.
- Section 2: Dues: Membership dues shall be at such rate or rates, schedule or formula as may from time to time prescribed by the Board of Directors, payable annually per fiscal year in advance.
- Section 3: Termination:
- A. Any member may resign from the Chamber upon request to the Board of Directors.
  - B. Any member shall be expelled by the Board of Directors by a two-thirds (2/3) vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

- C. Any member may be expelled by a two-thirds (2/3) vote of the membership, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded any member complained against.

Section 4. Voting: Each member person, firm, association or corporation shall be entitled to cast one vote.

### ARTICLE III – BOARD OF DIRECTORS

Section 1. Selection of Directors: The governing and policy-making responsibilities of their Chamber shall be vested in a Board of seven directors. Four members of the Board of Directors shall be the president from the year last past and president, treasurer and secretary from the current year. The remaining directors shall be elected at large by ballot of the membership present at the Annual Meeting.

Section 2. Term of Office: Each director serving by virtue of their being president from the last past or the president, secretary or treasurer for the current year shall serve for a term of one year and until their successor becomes a member of the Board of Directors by virtue of election as current president, secretary or Treasurer or succession as president from the year last past. Each at-large director shall serve for a term of three years and until their successor is elected, and one-third of the total number of directors shall be elected each year.

Notwithstanding the foregoing, at the first annual meeting, the total number of at large directors shall be elected, one-third of whom, chosen by lot, shall serve until the next annual meeting, one-third, chosen by lot, for two years, and the remaining one-third for three years.

No member of the Board of Directors who has completed a three-year term shall be eligible for re-election as an at-large director until the lapse of one year after the completion of their term.

No person may hold more than one seat on the Board of Directors at any one time. Any at large director who shall succeed to a seat on the Board of Directors by virtue of their becoming president of the year last past or president, secretary or treasurer for the current year shall, immediately upon their succession to that status, automatically lose their at large seat on the Board of Directors.

Section 3. Vacancies: A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote, for the unexpired term.

### ARTICLE IV – OFFICERS

Section 1. Designations: The officers shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected from the membership of the Chamber by the membership thereof.

Section 2. Duties:  
President: The President shall preside at all meetings of the Chamber, shall have general supervision over the affairs of the Chamber, and shall perform all the usual duties incident to their office. It shall be the duty of the President or presiding officer to determine all committees as may be necessary to accomplish the purposes of their Chamber, select all chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

Vice President: The Vice President shall act in the place of the President in the latter's absence. In the absence of both the President and Vice President, the Board of Directors shall choose one of its members to act temporarily.

Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer and/or President or Vice Chair as needed.

The Treasurer shall prepare a monthly financial report to be made and submitted in writing to the Board of Directors and the membership.

Secretary: It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications, keep books of account, and maintain an accurate record of the proceedings of the Chamber, and perform such other duties as may be assigned to them from time to time by the Board of Directors. At the expiration of their term of office, The Secretary shall deliver to the Chamber all books, papers and property of the Chamber.

## ARTICLES V – COMMITTEES

Section 1. Appointment and Authority: The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. He may appoint such ad hoc committees and their chairmen as he deems necessary to carry out the programs of the Chamber.  
It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority: No action by any member, committee, Director or officer 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.

Committees 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 the committee.

Section 3. Testimony: Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in their absence, whom he designates from their committee as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

## ARTICLE VI – MEETINGS

Section 1. Annual Meeting: The first annual meeting of the members shall be held on the second Monday of the first month after incorporation.

Thereafter, the annual meeting shall be held during the month of November each year. The exact date, time and place shall be fixed by the Board of Directors and notice thereof written notice to each member by at least ten (10) days before said meeting.

Section 2. Regular Meetings: Regular meetings of the Chamber shall take place on the second Monday of every other month, at a time and place designated by the Board.

Section 3. Special Meetings: Special meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any majority members in good standing. Notice of special meetings shall be given prior to each member at least five (5) business days prior to such meetings. Only such business as the meeting was called to consider shall be acted upon at special meetings.

Section 4. Board Meetings: Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board.

Special board meetings may be called by the President or request by four (4) members of the board upon written notice.

A quorum at any meeting of the Board shall consist of four (4) members of the Board.

Section 5. Committee Meetings: Committee meetings may be called at any time by the President or by the committee chairman. At committee meetings, a majority shall constitute a quorum.

Section 6. Quorums: At any duly called meeting of the general membership, those members present shall constitute a quorum for the transaction of any business.

## ARTICLE VII – FINANCES

Section 1. Funds: All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2. Disbursements: Upon approval of the budget, the President or Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval by the Board of Directors. Disbursements shall be made by check or card transaction.

- Section 3. Fiscal Year: The fiscal year of the Chamber shall close on December 31.
- Section 4. Budget: As soon as possible after election of the new Board of Directors and officers, the Budget Committee shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval.
- Section 5. Annual Audit: The accounts of the Chamber of Commerce may be audited annually as of the close of business on the date ending the Chamber's fiscal year by appointed committee, as the Board of Directors may direct. Any existing audit shall be at all times available to members of the organization from the Treasurer.

#### ARTICLE VIII – DISSOLUTION

- Section 1. Procedure: The Chamber shall use its funds only to accomplish the objects and purposes specified in these by-laws, and no part of said funds shall insure, or be distributed to, the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

#### ARTICLE IX – PARLIAMENTARY AUTHORITY

- Section 1. Procedures: The current edition of Roberts' Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

#### ARTICLE X – AMENDMENTS

- Section 1. Revision: These by-laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments.

Any proposed amendments or alterations shall be submitted to the Board of Directors in writing, at least ten (10) days before the meeting at which they are to be acted upon.