

Constitution and Bylaws

of

MUSKEGO AREA CHAMBER OF COMMERCE & TOURISM

Reviewed

February 1988
Robert Kreuser

July 1988

Board of Directors

Approved by Membership

October 1988
November 1988

Amended

June 1997

Amended

December 2001
Gerald S. Boisits, Esq.

Amended and Approved by Membership

September 10, 2003

Amended and Approved by Membership

September 2012

Gerald Boisits (Board President)

Jeff Hoeser (Board Member)

Robb Kurudza (Board Treasurer)

Dr. Jason Thompson (Board Member)

Tina Weiss (Executive Director)

Amended and Approved by Membership

November 20 2015

Jeff Hoeser (Board President)

Deborah Skurulsky (Executive Director)

Amended and Approved by Membership

January 28, 2025

Shelly Wohler (Board President)

Krisann Durnford (Executive Director)

**MUSKEGO AREA CHAMBER OF COMMERCE & TOURISM, INC.
CONSTITUTION AND BYLAWS**

PREAMBLE

We, the members of this association, in order to further the mutual interests of our members in our service areas of Muskego, Big Bend, Town of Norway, and Wind Lake, do hereby dedicate ourselves to combine our efforts for serving our community and its residents. It is our purpose to enhance the community's economic development and prosperity. With this purpose in mind, we hereby formulate the following rules by which to govern ourselves.

ARTICLE I

NAME

The name of this association shall be the Muskego Area Chamber of Commerce & Tourism, Inc., (herein referred to as "Chamber") currently with a mailing address of P.O. Box 234, Muskego, WI 53150 (www.muskego.org), a nonprofit organization as defined in *Article 501 (c) (6) of the Internal Revenue Code*. The Chamber shall observe all local, state, and federal laws which apply to this nonprofit status.

ARTICLE II

MEMBERSHIP

Section 1. Eligibility

Any individual, corporation, partnership, association, or governmental body having an interest in the purpose of the association shall be eligible to apply for membership.

Section 2. Classes of Membership

This Chamber shall recognize three (3) classes of membership: regular, service organizations, and honorary.

Subsection 2.1 Regular Members

Any regular members having an interest in the purpose of the Chamber may be eligible for membership in this Chamber. This shall include individuals (when not representing a business), corporations, limited liability companies, partnerships, associations, or governmental bodies that have registered as a business entity and received a tax identification number. Separate locations may require separate memberships as set out in the policies of the Chamber. Applicants shall become members upon payment of the regularly scheduled dues.

Subsection 2.2 Service Organizations

Any nonprofit service organization having an interest in the purpose of the Chamber may be eligible for membership in this Chamber. This shall include any entity that has registered as a nonprofit organization and received a tax identification number. Applicants shall become members upon payment of the regularly scheduled dues.

Subsection 2.3 Honorary Members

The Board of Directors shall have the option of recognizing any individual as an honorary member of the Chamber. The proposed candidate for honorary membership shall have a distinguished record of promoting and advancing the Chamber's mission. Designation of an individual as an honorary member shall require a majority vote of the Board of Directors at any duly called meeting. Honorary members shall be entitled to all rights and privileges of regular membership. Honorary members shall not be responsible for payment of membership dues.

Section 3. Membership Dues

Membership dues shall be determined by the Board of Directors who will review dues pricing and schedules on an annual basis. Membership dues shall be paid at least annually, but individual payment arrangements may be established at the discretion of the Executive Director. Annual renewals shall be on the first of the month that a member joins. Exceptions to the renewal date occur if the Chamber offers membership renewal specials that set a specific renewal date or if the initial payment is received after the 25th of the month which sets renewal on the first of the next month.

Paid membership dues are nonrefundable. Memberships shall be delinquent if not paid within ninety (90) days of the renewal date.

Section 4. Membership Privileges

Any person, firm, association, corporation or legal entity eligible for membership under this constitution may acquire more than one membership by paying the annual dues of each membership and designating an individual to represent each membership.

Section 5. Voting Rights

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. These voting rights are nontransferable. If a member is unable to attend a general meeting of the membership, the vote may be submitted by absentee ballot or approved electronic means.

Section 6. Termination (Resignation, Delinquency, or Misconduct)

Any member may resign from membership upon written request. Membership renewals are delinquent when not paid after ninety (90) days from notice of renewal and will be terminated for nonpayment. Prior to termination, the Executive Director will make reasonable efforts to contact the member to discuss payment options. The Executive Director shall give a monthly report on cancellations to the Board of Directors.

Any membership may be terminated by a two-thirds (2/3) vote of the Board of Directors at a duly called meeting for failure to honor the terms and conditions of Section 7 herein. Such action will occur after a ten (10) day written notice and the opportunity for a hearing by the Board of Directors are afforded the member. Membership may be suspended pending the hearing.

Section 7. Code of Conduct

The Chamber serves the areas of Muskego, Big Bend, Town of Norway, and Wind Lake. It recognizes the importance of a strong, unified membership and promotes the interests of its members without preference or prejudice. As the individual character and ethics of its members plays an important role

among the membership and community at large, the Chamber encourages its business members to foster high ethical standards in their occupations, professions, and personal lives.

To clarify and accomplish these goals, the Chamber adopts and requests its members to follow this Code of Conduct. Failure by any member to honor it shall be grounds for immediate termination of Chamber membership (See the Chamber's Bylaws *Article II. Section 6.*)

Subsection 7.1 Business Conduct

All members agree to conduct business with honesty, integrity, impartiality, and fairness toward all customers, clients, and employees and will not engage in conduct or activity that raises questions regarding the Chamber's integrity, impartiality, or reputation.

Subsection 7.2 Best Interest of Customers and Clients

All members agree to be accessible and accountable to customers and clients while making reasonable effort to act in the best interest of those customers and clients.

Subsection 7.3 No Discrimination

All members agree not to discriminate as to age, color, disability, gender, marital status, military participation, national origin, political affiliation, race, religion, or sexual orientation.

Subsection 7.4 Truthful Advertisement and Promotions

All members agree to be responsible in providing truthful, non-deceptive advertising and promotion regarding business activities, products, or services.

Subsection 7.5 Good Relationships

All members agree to promote good relationships within the business community and partner with community and government to problem solve in areas of mutual concern.

Subsection 7.6 Business Ethics and Practices

All members agree to conduct business in accordance with generally accepted business ethics and practices while adhering to federal, state, and local laws and in accordance with business or professional codes within their specific industry.

Subsection 7.7 Chamber Meetings and Events

All members agree to be respectful and undisruptive during Chamber meetings and events while understanding that any member that engages in conduct that violates this code, fails to operate within required governmental license or permits, or behaves with conduct prejudicial to the aims or repute of the Chamber will be subject to removal of membership. If such a situation arises, the Board of Directors shall give notice and opportunity to said member for a hearing by the Board of Directors. Membership may be suspended pending such a hearing.

Section 8. Definition of Good Standing

A member shall be in good standing when:

- Membership dues are current.
- Said member abides by the Chamber's *Code of Conduct* (See Section 7 above.)

ARTICLE III

BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall consist of thirteen (13) members. No Chamber member business can have more than one (1) representative on the Board at one time. Nine of the Board of Directors shall be elected annually for a term of three (3) years, as hereinafter provided. Four (4) of the Board of Directors shall be elected for a term of one (1) year, as hereinafter provided. The applicable respective term of each Director shall end on March 31st and begin on April 1st. (See *Section 2* below.)

Section 2. Powers of the Board

The Board of Directors shall have the power to remove from office any Director or Officer for just cause or absence from three (3) consecutive board meetings without a valid excuse.

The Board of Directors shall have the power to employ/terminate an Executive Director, fix salary, and determine other considerations of employment. Should the role of Executive Director have a sudden vacancy due to illness, personal circumstances, or termination, the Executive Committee shall have the power to explore outsourcing the position to an interim director until such time as the Board of Directors fulfills the process of hiring a new Executive Director. The structure and process of selecting an interim director and hiring a new director shall be described in the policy manual under _____ (*list the appropriate policy once the policy manual is completed*).

The government and policymaking responsibilities of the Chamber shall be vested in the Board of Directors who shall:

- Adopt such rules as is necessary to conduct the Chamber's business.
- Be responsible for its finances.
- Control its property.
- Direct its affairs.

Standing committees and operating committees exist to carry out the duties set forth by and at the will of the Board of Directors. Standing committees address administrative and operational concerns. Operating committees address membership issues and concerns.

Actions by committees are advisory only. A committee cannot act on behalf of the Board of Directors and only actions by the full Board of Directors have authority. Individual Board Directors and Officers may only perform official actions on behalf of and with specific authorization of the Board of Directors.

The Board of Directors shall set and follow the Chamber's Policy & Procedures Manual, which shall be reviewed annually or when specific changes are necessary. These can be modified, deleted, or appended by the Board of Directors as required to support daily operations. Any approval for change is subject to an attorney's review and recommended revisions.

Per license, permits, and tax documents, certain Chamber activities, events, or functions may require a list and/or signatures of the Board of Directors or Executive Committee.

Section 3. Selection and Election of Directors

Subsection 3.1 Selection of Directors

The Directors of the Chamber shall be elected to a one (1) or three (3) year term during the annual election process as described hereinafter. Nominations shall be solicited from the Chamber membership. At least one (1) individual shall be nominated to fill each vacant seat on the Board. Any representative of a Chamber member in good standing is eligible to be nominated, but all nominees must agree in advance to serve if elected. The Executive Director shall send/email a list of the members so nominated to all members of the Chamber thirty (30) days prior to the election. Unless otherwise stated herein, notice to the membership shall be deemed made when posted on the Chamber website.

Subsection 3.2 Voting by Ballot

All voting shall be by ballot. Voting may be made by absentee ballot or electronic means for those not able to attend the Annual Membership Meeting. The nominated candidates who receive the highest number of votes shall be declared elected. The President shall determine which Directors serve in the vacant terms.

Subsection 3.3 Nominating Committee

The President shall appoint a Nominating Committee of two (2) to three (3) Chamber members who are not members of the Board of Directors nor candidates for the election. The Committee shall have supervision over the nomination and election process until the results have been ascertained. The Committee shall be charged with the responsibility of producing a slate of candidates that maintain good representation on the Board for all industries and locations of member businesses. The Committee and/or the Executive Director may appoint other non-board members to assist them in their duties if necessary.

Section 4. Meetings

The Board of Directors shall meet monthly unless it is deemed unnecessary. The dates and times will be determined on a yearly basis. In addition, special meetings of the Board may be called at any time by the President, his/her designate, or by the Executive Committee.

The Board of Directors may hold a duly called meeting by phone conference call or other electronic means in which all participants can hear each other unless state law dictates otherwise. The notice of a meeting by electronic means or conference call must state that said meeting will be held by electronic means and reference all other meeting agenda items. Participation of an individual in a conference call meeting constitutes the presence of that individual at the meeting.

The Board of Directors may vote by email under the following conditions:

- Every member responds in writing (email) for the call to vote.
- The vote must be unanimous less any legitimate recusals or abstentions such as a conflict of interest.

With such a vote, the President of the Board shall declare the motion passed by unanimous written (email) consent. The Board of Directors shall affirm and record the email vote in the minutes of the next duly called meeting.

Section 5. Vacancies

With the concurrence of the majority of remaining Directors, the President shall have the power to appoint a current member to fill the unexpired term of any Director or Officer that occurs due to death, resignation, or other cause. This power of appointment shall not apply if said vacancy occurs within thirty (30) days of the new election for such an unexpired term.

Section 6. Indemnification of Directors/Officers

The Chamber shall provide for the indemnification by the Chamber of any and all of its Directors, Officers, or former Directors and Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors, Officers, or Employees of the Chamber as set forth in *Chapter 181, Wisconsin Statutes*. As such, a sufficient fiduciary bond in an amount set by the Board shall be obtained and paid for by the Chamber.

Section 7. Executive Committee

The Executive Committee shall be composed of the President, Vice President, Past President, Treasurer, and Executive Director. The President will serve as chair. The Executive Director shall participate in all Executive Committee meetings but shall have no vote.

The Executive Committee shall act for and on behalf of the Board of Directors on an emergency basis when the Board is not in session but shall be accountable to the Board for its actions and shall report its actions at the next duly called Board of Directors meeting for discussion and approval or rejection of the actions taken.

ARTICLE IV

OFFICERS

Section 1. Determination of Officers

The Board of Directors shall meet and elect new officers no later than April 30th of each year.

Section 2. Duties of Officers

Subsection 2.1 President

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. With the advice and counsel of the Executive Director, the President shall assign duties to the Vice President. With advice and counsel of the Vice President and the Executive Director, the President shall determine all committees of the board. The President shall automatically assume ascension to the Past Presidency after serving one (1) term as President. The President's term as a Board member shall be automatically extended to accommodate future service as Past President as needed.

Subsection 2.2 Vice President

The duties of the Vice President shall be to serve on the Executive Committee and perform those duties that may be assigned by the President. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall automatically assume ascension to the Presidency after serving one (1) term as Vice President. The

Vice President's term as a Board member shall be automatically extended to accommodate future service as President and Past President as needed.

Subsection 2.3 Treasurer

The Treasurer shall perform all duties incident to the office and such other duties as from time to time may be assigned by the President.

The Treasurer shall meet with the Executive Director to review the accounting of all monies received and expended for the use of the Chamber and of the disbursements as approved by the Board of Directors. This shall be done explicitly or through the annual budget.

The Chamber's funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. All payment methods and actual payments shall be approved and handled by the Executive Director. The Treasurer, Executive Director, and any Board approved accountant may be signers on all bank accounts, credit accounts, or investment accounts as deemed necessary for daily operations. The Treasurer shall provide current financial reports to the Board of Directors no less than two (2) days before scheduled board meetings.

Subsection 2.4 Secretary

The Executive Director shall serve as Secretary of the Board of Directors and perform such duties as outlined in *Subsection 2.5* herein.

Subsection 2.5 Executive Director

The Executive Director shall have no vote and shall perform the following duties:

- Act as chief administrative and executive officer.
- Assemble information and dates for prepared special reports or as directed by the President of the Board.
- Be custodian of the corporate records, the execution of which on behalf of the Chamber is duly authorized in accordance with the provisions herein.
- Be responsible that all deposits, expenditures, and approved budget allocations occur in a timely manner.
- Be responsible for hiring, discharging, directing, and supervising all employees.
- Record and safeguard the minutes for Board meetings.
- See that all notices are duly given in accordance with these Bylaws or as required by law.
- Serve as Secretary and advisor to the Board of Directors and cause to be prepared notices, agendas, and minutes of Board of Director meetings.
- Work with the Executive Committee to prepare any operating budget that covers all Chamber activities and submit such budget for Board approval.
- Work with Committee Chairs and be responsible for the administration of any Business Plan developed by and in accordance with any policies and regulation from the Board of Directors.

In the absence of an Executive Director, the Executive Committee is responsible for ensuring the duties of the Executive Director are fulfilled until the position is filled.

ARTICLE V

MEETINGS

Section 1. Date of Annual Membership Meetings

The Annual Membership Meeting of the Chamber shall be held during January of each year or as otherwise designated by the President to present the Annual Report to the membership. The time and place shall be fixed by the Board of Directors and notice thereof mailed/e-mailed to each member at least ten (10) days before said meeting.

Section 2. Notices, Agenda, and Board Minutes

Written/electronic notice of all Chamber Board meetings must be given at least seven (7) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings except committee meetings.

Section 3. Committee Meetings

Meetings may be called at any time by the President of the Board, Vice President, Executive Director, or by the committee's chairperson.

Section 4. Quorum

A quorum at any Board of Directors meeting shall be (7) seven.

Section 5. Parliamentary Procedure

Unless otherwise stated herein, all questions of parliamentary procedure shall be determined according to the latest edition of *Robert's Rules of Order Revised*.

ARTICLE VI

AMENDMENTS

This Constitution and Bylaws may be amended at the Annual Membership Meeting or special meeting called for that purpose by a two-thirds (2/3) vote of members attending said meeting. The Secretary shall notify all members of the proposed changes at least ten (10) days before such meeting is to be held.

ARTICLE VII

INTENT

This Chamber shall be non-partisan, non-sectarian and shall take no part in or lend its support to the election or appointment of any candidate for public office.

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

ARTICLE VIII

FISCAL YEAR

The Chamber fiscal year shall extend from January 1st to December 31st.

ARTICLE IX

DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to 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 as defined in the *IRS Section 501 (c)(6)* with any amendments thereto.