

Bylaws of the Land O' Lakes Chamber of Commerce, Inc.

Article I. General	1
Article II. Membership	2
Article III. Meetings of Members	4
Article IV. Board of Directors	4
Article V. Officers and Executive Director	7
Article VI Committees and Workgroups	9
Article VII Finances	9
Article VIII Distribution and Amendment of Bylaws	10
Article IX Dissolution	10

Article I. General

Section 1.01 Name: The name of the organization shall be the Land O' Lakes Chamber of Commerce, Inc.

Section 1.02 Organization: The Land O' Lakes Chamber of Commerce, Inc. was incorporated in Wisconsin on April 3rd, 1987, as an organization not for profit, pursuant to Chapter 181 of the Wisconsin Statutes. It is organized within the meaning of Section 501(c)(6) of the United States Internal Revenue Code. The Land O' Lakes Chamber of Commerce, Inc. is a membership organization.

Section 1.03 Mission: The mission of the Land O' Lakes Chamber of Commerce, Inc. is to increase the prosperity of the Land O' Lakes region through promotion of local opportunities and support of the business community.

Section 1.04 Definitions and Clarifications:

1. Abbreviated Terms:

- a. "Chamber" means Land O' Lakes Chamber of Commerce, Inc.
- b. "Board" or "Board of Directors" means the board of directors of the Chamber.
- c. "Bylaws" means this document.
- d. "Director" means an elected member of the Board of Directors.
- e. "Executive Director" means the Executive Director of the Chamber.
- f. "Member" means a member of the Chamber.
- g. "Officer" means President, Vice President, Secretary, or Treasurer of the Board.
- h. "President" means the president of the Board.
- i. "Secretary" means the secretary of the Board.
- j. "Treasurer" means the treasurer of the Board.
- k. "Vice President" means the vice president of the Board.
- l. "Voting Members" means those with Business or Non-Profit membership status with the Chamber.

2. Fiscal Year: The fiscal year of the Chamber shall run from January 1st through December 31st.

3. Membership Year: The membership year shall run from June 1st through May 31st of the following year.

4. Rules of Order: Except where specific rules are set forth in these Bylaws, the deliberations of the Board, membership meetings, and committees shall be conducted with guidance from the current *Robert's Rules of Order* at the discretion of the President.

5. Quorum:

- a. When a meeting of the Voting Members has been properly noticed, those members in good standing and present at the meeting shall comprise a quorum.
 - b. At any duly called meeting of the Board of Directors, a majority of the elected Directors currently in office shall constitute a quorum.
6. Meeting Format: Any meeting of the Chamber may be held in person, via telephone conference call, video over internet, other electronic means of communication, or a combination of the preceding provided that notice of the meeting clearly states how the meeting will be conducted and how participants may be included. Participation of a person in such a meeting constitutes the presence of that person at the meeting.
7. Limitation of Authority: No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber unless or until it shall have been approved or ratified by the Board.

Article II. Membership

Section 2.01 Eligibility: Any person, association, corporation, partnership, or entity having an interest in supporting the mission of the Chamber, and which is non-discriminatory, shall be eligible to apply for membership.

Section 2.02 Classes of Membership

1. **Business Member:** Shall include any sole proprietorship, corporation, partnership, limited partnership, association, or limited liability company engaged in business in the Town of Land O' Lakes or surrounding area and operating with the required governmental licenses and permits. Business members may operate for profit or non-profit purposes.
 - a. Benefits: Each business membership, as described above, shall be entitled to benefits defined in the most recently approved membership benefits schedule.
 - b. Dues: Business membership dues are set by the most recently approved dues rate schedule.
 - i. The owner or manager of said business is responsible for the membership dues of their business.
 - ii. Businesses operating outside the Town of Land O' Lakes may be subject to a surcharge in addition to the membership dues.
 - c. Voting rights: Each business membership, as described above, shall have one vote at the annual or special membership meetings. Members must be present at a meeting when voting takes place in order to cast a vote on agenda items. See below for the voting procedure for elections and questions placed on the ballot for the annual meeting.
2. **Multiple Business Membership:** When an individual is operating more than one business, as described above, they may elect to reduce the dues on their businesses in exchange for reduced voting privileges.
 - a. Benefits: Each business membership, as described above, shall be entitled to benefits defined in the most recently approved membership benefits schedule.
 - b. Dues: Owners of multiple businesses pay full dues for their business that would have the highest dues and reduced dues for their additional businesses based on the most recently approved membership dues schedule.
 - c. Voting rights: Only businesses paying full business membership dues have voting rights. Should an owner of multiple businesses want voting rights for each business, a full business membership must be paid for each.

3. **Non-profit Membership:** Shall be open to any non-profit organization, club, school, or Governmental Body not engaged in representing a business.
 - a. Benefits: Each non-profit membership shall be entitled to benefits laid out in the most recently approved membership benefits schedule. Should a non-profit organization want the benefits of a business member, they must apply in that class.
 - b. Dues: non-profit membership dues are set by the most recently approved dues rate schedule.
 - c. Voting rights: Each non-profit membership, as described above, shall have one vote at the annual or special membership meetings. Members must be present at a meeting when voting takes place in order to cast a vote on agenda items. See below for the voting procedure for elections and questions placed on the ballot for the annual meeting.

4. **Friend of Land O' Lakes Chamber Membership:** Shall include individuals, resident and non-resident, who wish to demonstrate support for the Chamber, its mission, and the prosperity of Land O' Lakes.
 - a. Benefits: Friend of Land O' Lakes members shall be entitled to benefits laid out in the most recently approved membership benefits schedule.
 - b. Dues: Friend of Land O' Lakes membership dues are set by the most recently approved dues rate schedule.
 - c. Voting rights: Friend of Land O' Lakes members shall not have voting rights at the annual or special membership meetings.
 - d. Honorary Friends: The Board shall have the power to grant Friend of Land O' Lakes Chamber memberships to persons who are deemed worthy due to outstanding service to the community or to the Chamber.
 - e. Town Chairman and Supervisors: In recognition of the desire by the Chamber to maintain a close and positive relationship with the Town of Land O' Lakes, the Town Chairman and Town Supervisors are granted irrevocable Friend of Land O' Lakes membership status while in office.

Section 2.03 Exercise of Privilege: Each voting membership shall nominate one individual to exercise the privileges of its membership, including voting. Members may change their nominations upon written notice filed with the Executive Director.

Section 2.04 Code of Conduct: No member shall act in such a manner as to cause harm to the Chamber or its members. All members shall conduct their business in an honorable manner, with the best interests of the Chamber and the community of Land O' Lakes in mind. Members shall treat the visitors to our area with every courtesy.

Section 2.05 Application for Membership:

1. Business and Non-profit memberships: Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant, its agent, or its representative. An applicant will become a member upon payment of dues in full and positive review by the Board.
2. Friend of Land O' Lakes memberships: Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An applicant will become a member upon payment of dues in full. Friend of Land O' Lakes membership dues are not tax deductible.

Section 2.06 Transfer of Membership: In the event any Voting Member conveys or otherwise transfers its business during a membership year for which dues have been paid, the transferee of such business shall be entitled to continue membership with the Chamber for the balance of the membership year after which their membership renewal shall be considered their application for membership.

Section 2.07 Termination of Membership:

1. Resignation of Membership: Should a Member resign their membership for any reason after the beginning of the membership year, refunds on dues will not be given and a period of at least 12 months must pass before application to rejoin the Chamber will be considered.
2. Nonpayment of Dues: Any Member may be expelled by the Board for nonpayment of dues after sixty (60) days from the due date, unless otherwise extended for good cause.
3. Conduct: Any Member may be expelled by the Board for conduct unbecoming of a Member, failure to operate with required governmental licenses and permits, or for conduct prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing by the Board are afforded the Member. Membership may be suspended pending the hearing.

Article III. Meetings of Members

Section 3.01 Annual Meeting: The annual meeting of the membership shall be held during the month of January each year. The time and place shall be fixed by the Board of Directors and notice shall be communicated to each member at least thirty (30) days in advance of such meeting. An agenda for the annual meeting, along with matters upon which a vote by the members is required at the annual meeting, shall be communicated to each member at least fifteen (15) days in advance of the meeting.

Section 3.02 Regular Meetings of the Board: Members are invited to participate at the regular meetings of the Board. Members can present issues during Membership Forum (a standing agenda item) or request to be placed on the agenda as a separate item. All members and their guests shall be entitled to attend meetings. Only members in good standing shall be entitled to be heard.

Section 3.03 Special Meetings: Special meetings of the Voting Members shall be called by the President upon the written request of a majority of the Board or upon request of at least ten (10) percent of the Voting Members. The President shall call a special meeting within fifteen (15) days after receipt of such request. Communication of any such special meeting stating the purpose of the meeting shall be communicated to all Voting Members not less than ten (10) days in advance of such meeting.

Article IV. Board of Directors

Section 4.01 Management: The governance of the Chamber, the direction of its work, and the control of its property and finances shall be vested in the Board of Directors.

Section 4.02 Membership: The Board of Directors shall consist of seven (7) voting Directors and the non-voting Executive Director.

Section 4.03 Qualifications and Selection:

1. Voting Board members must be Business Members, Non-Profit Members, or Friend of Land O' Lakes members.
2. At least one (1) member of the Board must be a representative of a lodging facility that collects room tax and is located within the Town of Land O' Lakes in order to conform to Wisconsin State Statute sec. 66.0615. They must also be a Business Member in good standing.
3. No more than one (1) Friend of Land O' Lakes Chamber member shall sit on the Board. A Friend of Land O' Lakes Chamber member, while elected to the Board, will have full voting rights in all membership and Board meetings.

4. No more than one (1) individual per voting membership may sit on the Board.

Section 4.04 Election of Directors:

1. Oversight: A Director, who is not running for election, shall be appointed by the Board to oversee the election process.
2. Transfer of Authority: The current Board shall remain in office until the election is final.
3. Open positions: Every third year there shall be three open positions, during other years there shall be two.
4. Nominations: At least thirty days prior to ballot completion, a call for nominations will be sent to all members in good standing. Interested parties wishing to nominate themselves or other members must respond to the Chamber electronically, in person, or by mail within twenty days of the call for nominations. Nominations of Friend of Land O' Lakes Chamber members for the Board will only be accepted if there will be no Friend of Land O' Lakes Chamber members among the Directors whose terms have not expired.
5. Verification of Intent: Each nominated individual will be required to verify that they intend to serve on the Board if elected and their agreement with the goals and purposes of the Chamber.
6. Candidate Statement: Nominees have the option of submitting a statement providing biographical information and why they wish to serve. Such statements shall be provided to the voting membership and limited to 300 words.
7. Announcement of Nominees: At least 15 days prior to the Annual Membership Meeting, the slate of candidates and their statements will be communicated to the voting membership.
8. Ballots:
 - a. The names of all candidates shall be arranged on a ballot in alphabetical order.
 - b. The membership affiliation of the candidates shall be included on the ballot.
 - c. The number of candidates to vote for shall be clearly displayed on the ballot.
 - d. The ballot shall include as many write-in spots as there are candidates to vote for.
9. Additional Questions: The Board may, at its discretion, place additional questions for which it desires Voting Member input on the ballot.
10. Voting: In order to facilitate voting by all interested members, members may cast their vote by:
 - a. Receiving a ballot when they check-in for the Annual Membership meeting.
 - b. Visiting the Chamber building to complete their ballot, no later than 24 hours prior to the Annual Membership.
 - c. By requesting an absentee ballot from the Chamber and returning it either electronically or via standard mail no later than 24 hours prior to the Annual Membership meeting.
11. Vote Count: Votes will be tallied at the Annual Membership meeting by the overseeing Board member, Executive Director, and one meeting attendee with no direct affiliation with the slate of candidates.
 - a. Assuring Lodging Representation: In years when none of the returning Board members are representatives of lodging establishments that are subject to Land O' Lakes room tax, then it is the responsibility of the Board to assure that at least one of the candidates on the ballot is such a representative. In such a year, the lodging candidate with the greatest number of votes is elected to the Board, regardless of whether other candidates received more votes.
 - b. Friend of Land O' Lakes: At most one Friend of Land O' Lakes may be elected to the Board each year. If there is more than one Friend of the Chamber on the ballot, only that Friend of the Chamber candidate that gets the most votes will be considered.
 - c. Election Results: After taking into account (a) and (b) above, the candidates with the most votes are elected to fill the vacant seats on the Chamber Board.

Section 4.05 Duties of the Directors: The Board may exercise all such powers of the Chamber and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws including:

1. Exercise management of the business of the Chamber.
2. Approve the annual budget.
3. Approve the expenditure of any item over budget.
4. Employ an Executive Director.
5. Establish and approve policy.
6. Take a leadership role in at least one (1) committee or activity of the Chamber and participate in at least two (2) others.
7. Attend all Board of Directors meetings. Should any Director miss three (3) meetings within any one (1) year time period; they shall be subject to replacement, at the discretion of the Board of Directors.
8. Notify the Executive Director if unable to attend scheduled meetings.

Section 4.06 Regular Meetings of the Board of Directors:

1. Date: The Board of Directors shall meet monthly on the third Thursday of each month unless there is a compelling reason to change the standard schedule.
2. Time & Place: Unless circumstances warrant otherwise, the meeting shall occur in the morning at the Land O' Lakes Chamber of Commerce building. The time and place for the meeting will be set at the preceding meeting.
3. Agenda: The agenda for the meeting and draft minutes of the previous meeting shall be made available to members one week in advance of the meeting.
4. Minutes: The Secretary shall arrange for minutes of the meeting to be taken. Minutes of regular meetings shall be available for inspection by members, except for minutes from Closed Sessions.
5. Attendees:
 - a. All members in good standing and their guests shall be entitled to attend meetings.
 - b. Only members shall be entitled to be heard.
 - c. Members are invited to participate at the regular Board of Director meetings. Members can present issues during Membership Forum (a standing agenda item) or request to be placed on the agenda as a separate item.
 - d. Non-members who wish to present issues or announcements to the Board need to request to be placed on the agenda at least 24 hours prior to the meeting. All such requests need to be approved by at least two Directors.
 - e. Non-members who wish to attend regular meetings of the Board may do so as guests accompanying members, by becoming Friend of Land O' Lakes members, as a guest of the Executive Director, or as a guest of a Board member.

Section 4.07 Special Meetings of the Board of Directors:

1. Other meetings may be called by the President or upon the written request of three Directors.
2. Notice shall be given to each Director at least one day prior to the meeting.
3. Minutes of Special Meetings shall be taken and submitted for approval at the next Regular Meeting of the Board of Directors.
4. Minutes of Special Meetings shall be available for inspection by members, except for minutes from Closed Sessions.

Section 4.08 Resignation or Removal:

1. Any resignation by a Board member shall be made with written notice delivered to the President.

2. A Board member may be removed from the Board by a majority vote of the Board of Directors for any reason deemed appropriate by the Board.
3. A Director who resigns or is removed from the Board is ineligible for nomination to the Board for five (5) years.

Section 4.09 Board Vacancies: In the event of any midterm vacancy on the Board of Directors, the President shall appoint a qualified person to fulfill the position. The appointee shall serve the remainder of the vacated term. If the vacancy has removed the only lodging representative from the Board, then the President must appoint a lodging representative.

Section 4.10 Indemnification: The Chamber shall indemnify to the extent outlined in the mandatory indemnification section of Wisconsin Statute 181, subchapter VIII which states in part, “a corporation shall indemnify a director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty that he or she owes to the corporation.”

Section 4.11 Compensation: No Director shall be entitled to compensation for services rendered to the Chamber in the course of holding their Board position. The Board may authorize reasonable reimbursement for services performed by a Director independent of their Board position.

Section 4.12 Conflict of Interest: Directors will complete a conflict of interest disclosure form each year.

Section 4.13 Term Limits: After serving on the Board for three full consecutive three year terms, Directors may not run again for one year.

Article V. Officers and Executive Director

Section 5.01 Officers of the Chamber: The officers of the Chamber shall consist of a President, Vice President, Treasurer, and Secretary. Collectively this group shall be called the Executive Committee.

Section 5.02 Selection of Officers: Within thirty (30) days of the annual election of the Board of Directors, the Directors shall elect from among themselves the following Executive Officers of the Board: President, Vice-President, Secretary, and Treasurer. Any of the officers may be reelected for another term of office.

Section 5.03 Duties of Officers: The duties of the executive officers include, but are not limited to:

1. President:
 - a. The President serves as the chief elected and top ranking officer of the Chamber.
 - b. The President shall preside at all meetings of the Board and of the membership.
 - c. The President shall, with the advice and counsel of the Vice President, determine all committees.
 - d. The President shall be an authorized signature on checks, contracts, bonds and other obligations of the Chamber.
2. Vice President:
 - a. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence, refusal, or inability of the President to serve.
 - b. The Vice President shall assist new members to the Board and work with them as needed to help them understand their new responsibilities in a timely manner.
 - c. The Vice President will succeed the office of President in the event of the inability of the President to complete their term of office.

- d. The Vice President shall be presumed to be considering running for the office of President in the future and shall work to understand the duties and responsibilities of the President's position.
 - e. The Vice President shall be an authorized signature on checks, contracts, bonds and other obligations of the Chamber.
3. Treasurer:
- a. The Treasurer shall keep the Board apprised of key financial events, trends and concerns, and their assessments of the organization's fiscal health.
 - b. The Treasurer shall work with the President, Executive Director and other members of the Board on creating the annual budget, subject to Board approval.
 - c. The Treasurer shall review, with the Executive Director, 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, either explicitly or through the annual budget.
 - d. The Treasurer shall work with the Executive Director to assure that all reporting related to financial matters, as mandated by local, state, or federal law, is completed in a timely and accurate manner.
 - e. The Treasurer shall be responsible for providing the Board with a monthly financial report.
 - f. The Treasurer shall be an authorized signature on checks, contracts, bonds and other obligations of the Chamber.
 - g. This office position may be combined with the Secretary position if the Board deems that prudent.
4. Secretary
- a. The Secretary shall arrange for minutes of all meetings of the Board of Directors and of the membership to be taken and delivered to the Executive Director for distribution in a timely fashion.
 - b. The Secretary shall work with the Executive Director to assure that Chamber records are appropriately maintained.
 - c. The Secretary shall work with the Executive Director to assure that all reporting beyond that related to financial matters, as mandated by local, state, or federal law, is completed in a timely and accurate manner.
 - d. This office position may be combined with the Treasurer position if the Board deems that prudent.

Section 5.04 Executive Committee:

- 1. The Executive Committee shall be composed of the President, Vice President, Treasurer, and Secretary.
- 2. The Executive Committee shall, with Board approval:
 - a. be responsible for the hiring, evaluation, promotion, and termination of the Executive Director,
 - b. set the compensation for the Executive Director, and
 - c. establish and update the job description of the Executive Director.
- 3. In the absence of an Executive Director, members of the Executive Committee are responsible for making sure the duties of the Executive Director are fulfilled until the position is filled.

Section 5.05 Executive Director:

- 1. There shall be an Executive Director who shall serve as the paid administrator of the Chamber.
- 2. The Executive Director shall act in an advisory capacity to the Board and the Executive Committee.
- 3. The Executive Director shall be responsible for administration of the various programs at work in

accordance with the directives, policies, and regulations of the Board.

4. The Executive Director is solely responsible for the hiring, evaluation, promotion, and termination of additional staff, when such staff positions are authorized by the Board.
5. The Executive Director shall work with the Board officers as described under **Duties of Officers** above.
6. The Executive Director shall be an authorized signature on checks, contracts, bonds and other obligations of the Chamber.

Article VI Committees and Workgroups

Section 6.01 Committees and Workgroups:

1. The President, by and with the approval of the Board, shall appoint all standing and ad hoc committees as well as workgroups.
2. It shall be the function of committees and workgroups to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.
3. Leadership of committees and workgroups may be assigned by the Board or left to the discretion of the group, as determined by the Board.
4. Committees and workgroups shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Board, it is deemed wise to discontinue.
5. No action by any committee or workgroup 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.

Article VII Finances

Section 7.01 Annual Budget: An annual budget shall be prepared each year and presented to the Board of Directors for approval.

Section 7.02 Revenues and Disbursements: Upon approval of the budget, disbursements may be made on expenses provided for in the budget without additional approval by the Board. All other expenses must have Board approval.

Section 7.03 Safeguarding of Funds: Funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Board shall approve the amount of petty cash allowed to be held by the Executive Director.

Section 7.04 Financial Statements for Members: Upon request from a member of the Chamber, the Chamber shall provide a member with the opportunity to review at a minimum its latest annual financial statements and the most recent balance sheet and profit and loss reports provided to the Board of Directors at a regular meeting of the Board of Directors. Such an opportunity shall occur at the Chamber building at a time convenient to both the Executive Director and the requestor.

Section 7.05 Audit: An audit of the books of the Chamber for the previous fiscal year will be conducted by a qualified accounting firm every year as directed by the Board. The results of the audit shall be reported to the Board at a regularly scheduled meeting and reported at the next Annual Meeting of the membership.

Article VIII Distribution and Amendment of Bylaws

Section 8.01 Effect of Bylaws: These Bylaws shall supersede all bylaws heretofore adopted and all other rules

and regulations of the Land O' Lakes Chamber of Commerce, Inc. consistent herewith.

Section 8.02 Interpretation: The Board of Directors shall rule on all interpretations of the Bylaws.

Section 8.03 Amendment:

1. No changes in the Bylaws shall be made that conflict the corporate laws of Wisconsin.
2. Amendment by the Board of Directors
 - a. A vote of five (5) or more of the Directors is required to alter, amend, or repeal any section or element of these Bylaws.
 - b. Proposed changes to these Bylaws shall be submitted to the Board at least ten (10) days in advance of the meeting at which they are to be considered.
3. Amendment by the Membership
 - a. Members may propose, in writing, bylaws amendments to the Board of Directors.
 - b. The Board of Directors shall have at least ten (10) days to consider the proposed amendments before the amendments are considered at the next regularly scheduled Board of Directors meeting.
 - c. If the amendment is not approved by the Board of Directors, the member may petition to have the proposed amendment put to vote by the business and non-profit members.
 - d. A successful petition to amend the Bylaws requires endorsement by at least ten (10) percent of the voting membership.
 - e. The Secretary along with the Executive Director and one individual among those who petitioned for the amendment shall oversee the membership voting process.
 - f. The Voting Membership shall be informed of the vote at least fifteen (15) days prior to votes being due.
 - g. Voting on the petition shall be done by mail, email, and in person at the Chamber building.
 - h. A vote of two thirds ($\frac{2}{3}$) of the Voting Members is required to alter, amend, or repeal any section or element of these Bylaws.

Article IX Dissolution

Section 8.01 Call for Dissolution: Dissolution is authorized provided both:

1. The Board of Directors approves dissolution of the Chamber with a vote of five (5) or more Directors.
2. The question of dissolution is put to the Voting Members and requires at least two thirds ($\frac{2}{3}$) of the votes cast or a majority of the voting members, whichever is less, vote in favor of dissolution.

Section 8.02 Dissolution:

1. Following the adoption of Resolution of Dissolution, the affairs of the Chamber shall be concluded in accordance with the provision of Wis. Stat. Chapter 181, Subchapter XIV. In the event of dissolution, the Board of Directors shall dispose of all assets of the Chamber remaining after the claims of creditors have been satisfied.
2. All remaining Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber.

Amended: November 21, 2019

Amended: May 10, 2022