



MANITOWISH WATERS CHAMBER OF COMMERCE

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ARTICLE 1: GENERAL

Section 1: NAME: The organization shall be known as the Manitowish Waters Chamber of Commerce.

Section 2: PURPOSE: To promote the Manitowish Waters region and to support and expand the prosperity of our members.

Section 3: FISCAL YEAR: The Chamber's fiscal year shall be October 1 - September 30.

Section 4: LIMITATION OF METHODS: The Manitowish Waters Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501c(6) of the Internal Revenue Code.

ARTICLE 2: MEMBERSHIPS

Section 1: BUSINESS AND SERVICE

Business and Service membership shall be open to all persons engaged in lawful enterprise. Business properties may be physically located within or outside of the Manitowish Waters township, but a different dues structure applies to each. Business and Service membership includes the right to vote (one vote per business) in Chamber affairs and the right for one business representative to run for a Board of Directors position, receive and advertise in Chamber publications, be listed on the Chamber's website, fully participate in all activities of the Manitowish Waters Chamber, and take full advantage of all membership benefits.

Section 2: FRIENDS OF THE CHAMBER

Friends of the Chamber membership shall be open to any person(s) not engaged in representing a business and whose main intent in joining the Chamber to show their personal support of the organization. Friends of the Chamber members will receive all Chamber correspondence and be included, by first & last name(s), in the annual guide and on the Chamber's website. Friends of the Chamber members are encouraged to volunteer at and participate in Chamber events and other functions. Friends of the Chamber membership includes the right to run for a Board of Directors position.

Section 3: NON-PROFITS

Non-Profit membership shall be open to any non-profit organization/ club and school or Governmental body not engaged in representing a business and whose main intent in joining the Chamber is to show support for its organization. Non-Profits will receive all Chamber correspondence and be listed in the annual guide and on the Chamber's website along with a contact phone number and website link if applicable. Non-Profit literature may also be displayed in the Chamber office. Non-Profit members are encouraged to volunteer at and participate in Chamber events and other functions. Non-Profits should realize that a membership with the Chamber does not signify that all individual members of that association are members of the Chamber. Non-Profit membership includes the right for one of the association's members to run for a Board of Directors position.

Section 4: APPLICATION FOR MEMBERSHIP

Application for membership must receive a favorable vote of the Board of Directors. Necessary application forms must be filled out when applying for membership. Membership renewal information for the upcoming fiscal year shall be mailed to current members from the Chamber no later than mid-August. Information about inclusion in the annual guide may be included with this mailing.

Section 5: TRANSFER OF MEMBERSHIP

In the event any member conveys or otherwise transfers its business during a fiscal year for which dues have been paid, the transferee of such business shall be entitled to continue membership in the Chamber for the balance of the fiscal year.

Section 6: VOTING

All members may voice their opinions on matters pertaining to the Chamber. When matters need membership vote, only one vote shall be allowed per Business, Friend or Non-Profit. Any Association, Corporation, partnership or sole proprietor shall identify one individual as the main contact to exercise the privilege of membership.

Section 7: ADVERTISING

No misrepresentation in Chamber of Commerce advertising shall be allowed. The Chamber reserves the right to revise all copy used in connection with its advertising. No person shall contract any advertising for the Manitowish Waters Chamber without prior approval of the Board of Directors. Whenever this organization participates in any sport shows or any other advertising program, no literature shall be distributed except that of the members of this organization. No officers or members shall use the name or property of the Chamber without permission from the Board of Directors. Such permission must be requested in writing and approval obtained in like manner. No person(s) shall obligate the Chamber to sponsor any event without the prior approval of the Board of Directors.

Section 8: CONDUCT OF MEMBERS

No member of this organization shall use the Chamber as a means of personal gain. No member shall act in such a manner as to cause harm to the organization or members. All members shall conduct their business in an honorable manner, with the best interests of the Chamber in mind, and treat the guests of our region with every possible courtesy. Violations of any of the articles or unfair business methods shall be considered just cause for suspension. Membership may be revoked by a majority vote of the Board of Directors for any reason deemed appropriate by the Board.

ARTICLE 3: DUES

Section 1: AMOUNT

1.1 The membership fee structure shall be reviewed annually by the Board of Directors and subject to change. Any modifications in the membership dues shall be made prior to the membership's receipt of dues notification for the upcoming year. Friends of the Chamber and Non-Profit members shall pay dues not more than one-half (½) the base rate of Business and Service members. Business properties whose physical location is within the Manitowish Waters, Wisconsin, township shall be assessed the in-area base rate. Business properties whose physical location is outside of the Manitowish Waters township shall be assessed the out-of-area base rate. A Partner Member may also be given to businesses who don't have a physical location but that do a majority of their business in the Manitowish Waters area. Businesses with multiple operations under one location (i.e. Restaurant & Motel, Motel & gift shop) will be assessed one base rate, and an additional listing fee for each operation. These additional operations will have listing in multiple sections on the website and in our print guide.

1.2 For new full memberships joining the Chamber, after the guide goes to print, said dues shall be pro-rated through the end of the current fiscal year.

Section 2: DELINQUENCY

If any member shall fail to pay dues as established by the Board of Directors by the last day of the fiscal year (Sept. 30), written notice of delinquency shall be given by the Executive Director. If at the end of 15 days delinquent dues still remain unpaid, the membership shall be forfeited.

ARTICLE 4: DIRECTORS

Section 1: MANAGEMENT

The government of the Chamber, the direction of its work, and the control of its property and finances shall be vested in a Board of Directors, consisting of nine (9) elected by the membership at the annual meeting. All Board members shall be members in good standing. A minimum of 5 Board members must be from the Business and Service membership, the remaining 4 Board members can be an Friends of the Chamber or Non-Profit members. The Board will operate with no less than five Business and Service members if the remaining seats are not filled at the annual meeting or appointed by the Board at a later date. In the case of an even number of Board members, the President will abstain from voting to avoid a tie.

Section 2: TERM LIMITATIONS

Board members shall serve two-year staggered terms.

Section 3: NOMINATION & ELECTION

Prior to the annual election, the President shall request at least two Board Directors to serve on a Nominating Committee. At the regular Board meeting, this committee shall present to the full Board of Directors a slate of candidates to be placed on the ballot for the annual elections at the annual meeting. The committee shall present members representative of demographics, namely type of business. The Board of Directors slate shall be shared with the full membership at least 7 days in advance of the annual meeting. Additional names of candidates seeking positions on the Board may be placed in nomination from the floor by any member holding full membership and in good standing at the annual meeting.

Section 4: MEETINGS OF THE BOARD

Meetings of the Board of Directors shall be held monthly, with exceptions and such other times as the President shall call a special meeting. The annual meeting shall be held during October, coinciding with the start of the new fiscal year. Meetings shall be called to order by the President, or by the Vice President or Secretary in the absence of the President. Special meetings, general meetings and annual meetings shall be called by the Board of Directors. In the absence of a Board meeting, or in the absence of all Board members physical presence, other avenues of voting may be pursued. Any action required or permitted by these By-Laws to be taken by the Board of Directors at a Board meeting, may be signed electronically, over the phone, or in print. All votes not made at a regular board meeting will be noted and included in the minutes of the next regularly scheduled Board meeting. Notice of time and place of each meeting and the agenda shall be delivered to each Director prior to meetings. Chamber members are welcome to attend Board meetings and may place items on the agenda with proper advance notice to the Chamber Director or President.

Section 5: REMOVAL OR RESIGNATION

Any resignation by a Board member shall be made with written notice delivered to the President. 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. Members who repeatedly fail to attend scheduled Board meetings shall be notified in writing by the President of possible removal from the Board. If an excuse satisfactory to the Executive Committee is not received within thirty days, said member automatically ceases to be a member of the Board. A 75% attendance rate shall be required during the fiscal year, Oct. 1 - Sept. 30, unless otherwise approved by the majority of the Board.

Section 6: VACANCIES

Vacancies shall be filled by the Board of Directors by a majority vote taken at the regular or special meeting following the creation of such vacancy. The appointee shall serve until the remainder of the vacated term.

Section 7: QUORUM

A quorum is defined as a majority of the Board of Directors.

Section 8: VOTE

The vote necessary for passage of any matter at any meeting of the Board of Directors shall be a simple majority of those present and eligible to vote.

Section 9: EXECUTIVE COMMITTEE

Shall consist of the President, Vice President, Secretary and Treasurer of the Board of Directors, and shall act for and on behalf of the Board of Directors when the Board is not in session. The Chamber Director shall be a non-voting member of the committee. The Executive Committee shall oversee the activities and review the performance of the Chamber Director.

Section 10: INDEMNIFICATION

Wis. Stat. Chapter 181, Subchapter VIII

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors and employees 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 officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE 5: OFFICERS

Section 1: ELECTION OF OFFICERS

The officers shall consist of a President, Vice President, Secretary and Treasurer who shall be elected from the Board of Directors and hold office until replaced by their successors. The term of office shall be one year corresponding with the fiscal year of the Chamber. The Board of Directors shall meet within thirty (30) days after their election at the annual meeting for the purpose of electing officers and any other business that may come before the Board at that time. If necessary, the officer positions of Secretary and Treasurer may be combined. Board officer positions of President, Vice President, Secretary and Treasurer may be held by any member of the Board of Directors.

Section 2: DUTIES

2.1 The PRESIDENT shall serve as the executive head of the Chamber and shall preside at all meetings of the Board of Directors and of the general membership. Contracts, bonds, checks and other obligations of the

Chamber shall be signed by the President. The President shall work with the Treasurer, Chamber Director and any other member of the Board on creating the annual budget.

- 2.2 The VICE PRESIDENT shall exercise the powers of authority and perform the duties of the President in the absence or disability of the President. The Vice President shall be an authorized signature on checks, contracts, bonds and other obligations of the Chamber.
- 2.3 The TREASURER shall review with the Chamber 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. The Treasurer shall work with the President, Chamber Director and any other member of the Board on creating the annual budget. The Treasurer shall be an authorized signature on checks, contracts, bonds and other obligations of the Chamber. This officer position may be combined with the Secretary position if necessary.
- 2.4 The SECRETARY shall maintain an accurate record of the proceedings of membership, Board, advisory and special meetings. The Secretary shall be an authorized signature on checks, contracts, bonds and other obligations of the Chamber. This officer position may be combined with the Treasurer position if necessary.

Whenever the position of Chamber Director is declared vacant by the Board of Directors, the Executive Committee shall assume the duties of the Chamber Director until such time as the Board fills the Chamber Director's position.

At the end of each officer's term, all books and property of the Chamber shall be given to the Chamber Board.

No officers of this organization shall use the Chamber as a means of personal gain. No officers shall act in such a manner as to cause harm to the organization or members.

Whenever a director or employee has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of

disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

If the executive director or Chamber team/employee would like to join a board of directors of an organization that is a Chamber Member, and he/she would like to represent the Chamber of Commerce, there needs to be board discussion and approval.

ARTICLE 6: COMMITTEES

The Board of Directors shall set up committees as it deems appropriate.

ARTICLE 7: FINANCE

Section 1: The President, Treasurer and Chamber Director, along with any other Board Director, shall create a budget for the upcoming fiscal year. This budget shall be presented to the Board and approved before the start of the new fiscal year.

Section 2: Manitowish Waters has a Room Tax Ordinance 320-2, enforced by the Town Treasurer, by which 4-1/2% of gross accommodation receipts of accommodations located in Manitowish Waters must be reported and paid to the Town on a quarterly basis (75% is issued to the Chamber for advertising and promotion of hospitality and tourist businesses, while 25% stays in the Town's Room Tax fund).

Section 3: All money paid to the chamber shall be placed in a general operating fund or an investment account and any remaining will rollover into the next fiscal year's budget as approved by the Board of Directors.

ARTICLE 8: MEMBERSHIP MEETINGS

Section 1: ANNUAL MEETING

The annual membership meeting of the Chamber shall be held in October, at which time election of members to the Board of Directors shall be conducted as well as a general meeting to include any matters that may need action from the membership. The time and place of the annual meeting shall be determined by the Board of Directors, and notice shall be given to the membership at least thirty (30) days prior to the annual meeting. Membership dues MUST be paid for the new fiscal year in order to vote in the Board elections.

Section 2: SPECIAL MEETINGS

Special meetings of the members may be called by the President or Board of Directors if 10% of the membership requests such a meeting. Only business designated to be conducted in the notice of such special meeting may be conducted and acted upon by the members present at such meeting.

Section 3: PARLIAMENTARY PROCEDURES

Parliamentary procedures, when not in conflict with these By-laws, shall be governed by the latest edition of Roberts Rules of Order.

ARTICLE 9: BY-LAWS

No changes in the By-Laws shall be made that conflict with the corporate laws of Wisconsin. The Board of Directors shall draft all By-Laws and changes thereto. They shall also rule on all interpretations of same. Changes in By-Laws may be made in writing to the Board of Directors who shall deliberate and report either favorable or unfavorable. If unfavorable, no further actions shall be taken. If favorable, a vote of confirmation must be made by a majority of the membership entitled to vote before changes are made. If the Board wishes to send a member proxy for by-law changes, the proxy shall be sent at least thirty (30) days prior to the meeting at which time the by-law changes will be accepted/denied. An unreturned proxy shall signify a vote in agreement with the ruling of the Board of Directors.

ARTICLE 10: DISSOLUTION

The Chamber may be dissolved by resolution adopted at any annual meeting or special meeting of the membership. 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. All valid claims must be to corporation operating solely for similarly non-profit public purposes and be qualified for exemption under Section 501 (c)(6) of the Internal Revenue Code of the United States, or to federal, state, county or city governments for public purposes.