

Bylaws
Of
Geneva lake west chamber of commerce, inc.

ARTICLE i
Corporation

Section 1.

Composition

- a) **Name:** The name of this organization shall be Geneva Lake West Chamber of Commerce, Inc.
- b) **Address:** The Corporation shall maintain a principal office in the State of Wisconsin, currently located in Fontana Village Hall, 175 Valley View Drive, Fontana, Wisconsin 53125. The Corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.
- c) **Limitations of Methods:** Geneva Lake West Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 © of the Internal Revenue Code. This Chamber shall be non-partisan and non-sectarian in its activities.
- d) **Governing Body:** The Geneva Lake West Chamber of Commerce shall be governed by a Board of Directors.

Section 2. Responsibilities:

- a) **Purpose:** The Object and Purpose of this organization is to
 - a. Encourage, foster, promote and advance the civic, commercial, industrial, agricultural, professional and service industries of the Geneva Lake West Chamber of Commerce.
 - b. Develop and coordinate creative leadership in helping solve community problems and in initiating community action
 - c. Develop aggressive and dynamic programs which will fully utilize the human and economic resources of the Geneva Lake West chamber of Commerce.
 - d. Foster a culture in which all residents have opportunities and a quality environment with good educational, health and recreational advantages.
- B) **mission:** The Geneva Lake West Chamber of Commerce is dedicated to assisting local business to grow economically while maintaining the cultural beauty and civic welfare of the communities we serve.

article ii
Membership

Section 1. Classes of Members.

- (a) Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

- (b) Honorary memberships may be conferred upon any member who has rendered distinguished service to the community or the corporation. Election to honorary membership shall be recommended by the Board of Directors and by a majority vote of the membership. Honorary members pay no dues, but have all the rights and privileges of membership except the right to vote, hold office or endorse for membership.
- (c) One representative from each of the community public libraries shall be entitled to full membership privileges but are exempt from paying dues.

Section 2. responsibilities and voting rights of members.

- (a) Attendance and participation is requested of all active members.
- (b) Payment of dues is required to be considered to be a member in good standing, entitling the member to one vote.
- (c) Membership shall be subject to forfeiture by any conduct, which shall be deemed by the Board of Directors as detrimental to the best interest of the organization. Forfeiting members shall be notified by the secretary and shall not be entitled to any refund of dues.

Section 3. Manner of acting; proxies:

The members may vote or execute consent in person or through their duly authorized officer(s), or by one or more agents authorized by a written proxy executed by the members, and filed with the Secretary of the corporation. No proxy shall be valid after 11 months following the date of its execution, unless the member specifies the length of time for which it is to continue in force. The effectiveness of the proxies and the manner of their execution, replication and exercise shall be governed by the laws of the State of Wisconsin.

Section 4. meetings:

Meetings shall be held at noon on the first Monday of every month, unless otherwise provided by the Board of Directors. Meetings of the corporation shall last approximately one and one-half hours, or as necessary.

Section 5. special meetings:

Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of the Board of Directors.

Section 6, notice :

- (a) Notice: Notice of any annual or special meeting shall be given by oral or written notice delivered to each member not less than three (3) days or more than thirty (30) days before the date of the meeting, either personally or by mail or email by or at the direction of the President, or the Secretary, or other officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon

prepaid. If emailed such notice shall be deemed to be delivered when transmitted.

Section 7. quorum:

The members present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members.

Section 8. conduct of the meetings:

The President, and in his or her absence, the Vice-President, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 9. transfers:

No member may transfer membership or any right or rights arising therefrom.

Article III

Dues

Section 1. amount:

The dues shall be in the amount as established by the Board of Directors.

Article IV

Board of directors

Section 1. general powers:

The affairs of the corporation shall be managed by its board of directors.

Section 2. number:

The number of directors shall be seven (7). The elected directors shall serve for the term provided in section 4 of this article.

Section 3. Qualifications of Directors:

The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer, immediate Past President and two Directors At Large. *Should the immediate Past President choose not to serve, then there shall be Three Directors at Large.*

- (a) **Method of Elections:** The nominating committee shall prepare a slate consisting of candidates for each expired position to be presented at the November meeting. Additional nominations may be made from the floor. Elections shall be made by ballot except when only one candidate is nominated for any office. The majority of all votes cast is necessary to elect. New

directors shall be installed at the first meeting of the members of the new calendar year following elections.

Section 4. TERM OF OFFICE:

The term of all directors shall be two years. No director may hold office for more than four consecutive years except when filling out an unexpired term of less than two years or except when holding office as immediate Past President.

Section 5. resignation:

A director may resign at any time by filing a written resignation with the Secretary of the corporation.

Section 6. removal:

A director may be removed with or without cause by an affirmative vote of the majority of the present members or a majority of the Directors then in office.

Section 7. Vacancies:

In the event a vacancy occurs on the Board of Directors, an interim director shall be appointed by the Board of Directors and shall hold office until a successor is elected or the expiration of the term of office for that director.

Section 8. regular meetings:

The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without other notice than such resolution.

Section 9. special meetings:

Special meetings of the Board of Directors may be called at any time upon notice by the President or Secretary of the corporation or shall be called by the Secretary upon written request of five members or any two directors of the corporation.

Section 10. NOTICE:

- (a) Except for regular or stated meetings by resolution per section 8, the Secretary shall give at least three days notice to each member of the Board of Directors before all regular meetings and reasonable notice of special meetings.

Section 11. Quorum:

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of acting:

The act of a majority of the directors present at a meeting which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the corporation.

Section 13. INFORMAL ACTION BY DIRECTORS:

Any action required by the Articles of Incorporation Bylaws of the corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if the consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 14. PRESUMPTION OF ASSENT:

A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment therefore or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Conflict of Interest:

- a) Any Director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.
- b) The minutes of the meeting involving any conflict of interest situation shall reflect the disclosure made, the abstention from voting, and the quorum situation.
- c) If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by a majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

Section 16. Compensation:

No director as such shall receive any compensation, either by way of salary or fees for attendance at meetings or otherwise, provided, however, directors may be reimbursed for their reasonable travel expenses, corporation business expenses and other expenses as specifically approved by the board. This paragraph shall not preclude

any director from serving the corporation in any other capacity or from receiving compensation for such services and reimbursement for his/her related expenses.

Section 17. Meetings by conference telephone , email

All Board members will sign an ELECTRONIC DOCUMENT DELEVERY AGREEMENT at the commencement of their term. Unless required otherwise by law, these Bylaws or the Articles of Incorporation, any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Article v
Officers**

Section 1. number:

The principal officers of the corporation shall be a President, Vice-president, Secretary, Treasurer, and 3 Directors.

Section 2. Election and Term of Office.

The officers of the corporation shall be elected at the November meeting of the members every other year. At the September meeting of the members every other year, the President shall appoint a nominating committee of three (3) members, one of whom shall be a member of the Board of Directors.

Section 3. REMOVAL:

Any officer elected may be removed by the affirmative vote of a majority of the members, whenever in it's judgment the best interest of the corporation shall be served thereby, such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

Section 5. President:

The President shall call and preside at all meetings of the Board of Directors, and shall be, ex officio, a member of all committees of the Board of Directors. The President shall appoint the Chairperson of all committees with the approval of the Board.

Section 6. Vice-President:

The Vice-President shall perform the duties of the President in the President's absence as well as any additional duties which the President and/or the Board may from time to time prescribe.

Section 7. Secretary:

The Secretary shall:

- a) validate filing and storage of the minutes of the Board of Directors meetings in one or more locations.
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c) be custodian of the corporate records and of the seal of the corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the corporation is affixed to all documents executed by anyone authorized by the Board of Directors.

Section 8. treasurer:

The Treasurer shall be responsible for the safeguarding and oversight of all funds received by the Chamber. Such funds shall be kept on deposit in financial institutions as directed and approved by the Board of Directors. The treasurer shall cause a monthly financial report to be made to the board.

Section 9. Other assistants and acting officers:

The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impractical for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. additional officers:

Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

**Article vi
Committees**

Section 1. standing committees:

The Board of Directors designates the standing committees of the Chamber and outlines their duties.

Section 2. other committees:

Besides the standing committees, others shall be formed and chairmen appointed by the president as necessary.

Article vii
Indemnification

Section 1. Good Faith indemnity:

No person shall be liable to Geneva Lake West Chamber of Commerce, Inc. for any loss or damage suffered by Geneva Lake West Chamber of Commerce, Inc. on account of any action taken or omitted to be taken by him or her as a Director or Officer of said corporation.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the corporation.

Article viii
Fiscal year

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Article ix
Seal

The Board of Directors may provide a corporate seal and prescribe the form thereof.

Article x
Corporate acts, loans and deposits

Section 1. corporate acts:

Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation shall be signed by the President and by any one of the following officers who is a different person: Vice-President, Secretary or Treasurer. The Board of Directors may, however authorize any one of such officers or one or more other officers or agents to sign any of such instruments for and on behalf of the corporation without necessity of counter signature.

Section 2. loans:

No funded indebtedness shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. deposits:

All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such bank, savings and loan association, trust companies or other depositories as the Board of Directors may select.

Article xi
Rules of order

The rules contained in Roberts's Rules of Order, revised, shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws.

Article xii
Dissolution:

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be in use to the members of the Chamber. On dissolution of the Corporation, 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 xiii
Amendments

Section 1. amendments by the members:

These Bylaws may be amended at any regular or special meeting of the members by a two-thirds vote of the members present and voting, provided that the amendment has first been presented to the Board of Directors and at the last preceding regular meeting of the members.

Certified a true and correct copy of the Bylaws, adopted on the _____ date if _____, 2010, by the Board of Directors of Geneva Lake West Chamber of Commerce, Inc.

Secretary