

# BRILLION CHAMBER OF COMMERCE CONSTITUTION AND BYLAWS

## **Article I NAME:**

The name of this association shall be the Brillion Chamber of Commerce.

## **Article II OBJECT:**

- (A.) **OBJECT:** The Brillion Chamber of Commerce is organized for the purpose of advancing the Commercial, Industrial, Retail, Whole-sale/Civic and General interests of the City of Brillion.
- (B.) **LIMITATIONS OF METHODS:** This Chamber in its activities shall be non-partisan, non-sectional, and non sectarian.

## **Article III MEMBERSHIP:**

- (A.) **REGULAR:** Any or all persons or businesses located in, or regularly conducting business in, the City of Brillion of good standing and interested in the Commercial, Industrial, Retail, Wholesale, Professional, and Civic progress of the City of Brillion shall be eligible for Regular membership. Regular membership shall enjoy all the rights and privileges of the Chamber including the right to vote and hold office. Members shall be accepted by a majority vote of the Board of Directors at the Director's Meeting.
- (B.) **ASSOCIATE:** Any and all persons or businesses desiring to associate with the Brillion Area Chamber of Commerce for the sole purpose of obtaining Chamber sponsored health insurance shall be eligible for Associate Membership. Associate Members shall not enjoy any rights or privileges of Regular Members.
- (C.) **INSURANCE AGENTS:** Insurance agents desiring to sell health insurance to Associate members shall be Regular members in good standing of the Brillion Area Chamber of Commerce.

## **Article IV DUES:**

- (A.) **AMOUNT:** The annual dues of each member , Regular and Associate, shall be determined by the Board of Directors at the ~~November~~September meeting for the prospective year.
- (B.) **WHEN PAYABLE:** Dues shall be prepared and sent to all members, Regular and Associate, by the Secretary-Treasurer ~~on December 1<sup>st</sup>~~ and shall be due on January 1<sup>st</sup> and paid annually in advance. Dues of new members shall not be paid on a pro-rata basis.
- (C.) **GOOD STANDING:** Any Regular or Associate member who fails to pay his dues with-in three months after date of maturity shall be given notice of his delinquency by the Secretary-Treasurer. -If at the end of ten days he still remains delinquent his membership shall

automatically cease. The Secretary-Treasurer shall notify the health insurance provider of the termination of any Associate member.

(D.) **COMPLIMENTARY MEMBERS:** The Board of Directors may, from time to time, designate any member as a Complimentary Member for which no dues shall be required.

## **Article V – Board of Directors:**

(A.) **RESPONSIBILITY AND NUMBER:** The government of the Chamber, the direction of its work and the control of its property, shall be vested in the Board of Directors consisting of nine (9) Directors, including the President and the President-Elect, who shall be elected as hereafter provided.

(B.) **CONSISTENCY:** The Board of Directors will, whenever possible, include (1) one member from the Brillion Iron Works, one (1) member from the Ariens Company, and one (1) member from Endries International (Ferguson), as designated by the same; and six (6) who shall be elected as hereafter provided.

(C.) **DUTIES:** The duties of the Directors shall be those that usually involve Directors of any Corporation.

(D.) **QUORUM:** Five members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

(E.) **NON VOTING BOARD MEMBERS:** The Secretary-Treasurer, ~~the immediate~~any Past President, any Brillion School District Representative designated by the Board, and any City of Brillion Representative designated by the Board shall be non-voting members of the Board of Directors.

(F.) **TERMINATION OF BOARD MEMBERS:** Directors are required to attend all meetings. A board member that has three (3) consecutive unexcused absences shall, at the discretion of the board, be removed as director, by vote of said board.

~~(E-)(G.)~~ \_\_\_\_\_

## **Article VI – Officers:**

(A.) **PRESIDENT:** The President shall have served at least one (1) year as a Director before assuming office. The President shall preside at all meetings of the Chamber and the Board of Directors. He/she shall perform all duties incident to the office and advise such action as may be deemed by him/her likely to increase the usefulness of the Chamber.

(B.) **PRESIDENT-ELECT:** The President-Elect shall act in the absence of the President and in the absence or disability of the Officers named, a member of the Board of Directors shall be chosen to act temporarily.

(C.) **SECRETARY-TREASURER:** The Secretary/Treasurer shall be elected by the Board of Directors and will be a non-voting member of the Board of Directors. The Secretary-Treasurer shall receive and disburse the funds of the Chamber. He/she shall keep all monies of the Chamber deposited in its name and be required to report at each meeting. He/she shall also conduct the official correspondence, preserve all the books, documents and communications, keep all books of account and accurately record the proceedings of the Chamber and the Board of Directors. The annual salary of the Secretary-Treasurer shall be determined by the Board of Directors. He/she shall perform such other duties as may be incident to his/her office and prescribed from time to time by the President, Board of Directors or as may be prescribed from time to time by the Constitution and By-laws.

## **Article VII – Committees:**

(A.) **APPOINTMENT:** The Board of Directors may, from time to time, appoint advisory committees.

(B.) **AUTHORITY OF COMMITTEES:** It shall be the function of committees to investigate and make recommendations to the Board of Directors. No committee shall represent the Chamber in advocacy of or opposition to any project without the specific confirmation of the Board of Directors.

~~(B.)~~(C.) **AUDIT COMMITTEE:** An audit committee shall be appointed by the incoming President consisting of 2 uninterested board members to verify financial records. This audit will be conducted after each fiscal year.

~~(C.)~~(D.) **COMMITTEE MEETINGS:** Meetings of the committees may be called at any time by the President or by the Chairman of such committees.

## **ARTICLE VIII – Meetings:**

(A.) **TIME OF MEETINGS:** The annual meeting of the Chamber shall be held as determined by the Board of Directors. Special meetings may be called by the President whenever it is necessary to do so. Meetings of the Board of Directors shall be held monthly with the date, time, and place to be determined by the President. A minimum of 6 board meetings a year shall be held.

(B.) **NOTICE:** Each member of the Chamber shall be given notice of every regular or special meeting of the Chamber in writing at least three (3) days in advance of said regular or special meeting.

(C.) **QUORUM:** The members present shall constitute a quorum.

## **Article IX – Elections:**

- (A.) **ELECTIONS:** The election of the Board of Directors shall take place at the annual meeting and newly elected members shall take office on the first day of January following their election.
- (B.) **DIRECTORS:** Directors shall be elected for a three (3) year term subject to the extension of a President's term to serve as President as necessary.
- (C.) **OFFICERS:** There shall be a President and President-Elect to be elected by the regular members at the annual meeting.
- (D.) **NOMINATING COMMITTEE:** The Board of Directors shall act as the nominating committee and shall present a slate of at least 1 candidates for each Director's term expiring at the annual meeting.
- (E.) **RESULTS:** The candidates receiving the highest number of votes cast at the annual election shall be ~~reconstituted and~~ declared as such elected members.
- (F.) **VOTING:** All voting shall be by ballot. Votes may be cast only by members who are present at the annual meeting with one (1) vote accorded to each member or business.
- (G.) **VACANCIES:** Vacancies among the Board of Directors shall be filled by the Board of Directors for the remainder of such term at the first regular or special board meeting after such vacancies occur, whenever possible.

## **Article X Disbursements:**

- (A.) **DISBURSE FUNDS:** ~~Disbursement of the funds of the Chamber shall be made by the secretary-treasurer in accordance with instructions by the Board of Directors of the Chamber. No disbursements of the funds of the Chamber shall be made unless the same shall have been approved and ordered by the Board of Directors of the Chamber. Checks shall be signed by Secretary-Treasurer.~~ Checks Shall be signed by board authorized designate.
- (B.) **RULES:** The proceedings of the Chamber meetings shall be governed by and conducted according to the Roberts Rules of Order.

## **Article XI – Amendments:**

- (A.) **APPROVAL:** All proposed amendments to this Constitution and By-laws shall first receive the approval by the Board of Directors.

(B.) **CONSTITUTION AND BY-LAWS:** This Constitution and By-Laws may be approved, amended or altered, by a two-thirds vote of those presents at the annual or any special meeting of the Chamber.

This Constitution and By-Laws were revised and approved October 6, 2011. The previous revisions were done on October 14, 2010, October 8, 2008, and November 9, 1977.