

BAYFIELD CHAMBER OF COMMERCE & VISITOR BUREAU LIMITED BYLAWS

ARTICLE 1 NAME, PURPOSE, AND CHARACTER

- SECTION 1. The name of this organization shall be The Bayfield Chamber of Commerce & Visitor Bureau, Limited, and its location and principal office shall be in Bayfield, Wisconsin.
- SECTION 2. The Bayfield Chamber of Commerce & Visitor Bureau, Limited (herein after called the Chamber) is organized under chapter 181 of the Wisconsin Statutes for the purpose of advancing the commercial, industrial, agricultural, educational and civic interests of the Bayfield community and its vicinity. It is empowered to enter into any and all lawful contracts, agreements, or negotiations necessary, advisable or proper for the realization of this purpose.
- SECTION 3. The Chamber in its activities shall be non-partisan, nonsectarian, and shall take no part in, nor lend its influence to, the election or appointment of any candidate for federal, state, county, or local government office.
- SECTION 4. The Chamber shall be non-stock and non profit. No dividends nor pecuniary profits shall be declared or paid to any members thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.

ARTICLE 2 MEMBERSHIP

- SECTION 1. Any person, firm or association, corporation or partnership having an interest in the objectives of the organization shall be eligible to apply for membership, Applications for membership shall be made in writing and signed by the Applicant on forms provided for that purpose accompanied by the payment of the regularly scheduled dues established by the Board of Directors, in force at the time of application. The voting privileges of Chamber membership do not extend to the Friends membership category.
- SECTION 2. Any member may resign from the Chamber upon written request to the Board of Directors. Any member may be expelled by the Board of Directors by a majority vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct that is in conflict with the Chamber Mission statement after notice and opportunity for a hearing are afforded the member so charged.
- SECTION 3. A Chamber member shall be entitled to cast one vote by its designated representative at any membership meeting and may also designate an individual within its business operation to exercise the privileges of its membership.
- SECTION 4. The Board of Directors may confer Honorary Lifetime Membership to an individual who has distinguished himself/herself in public affairs and/or made significant

contributions to the Bayfield area. Honorary members shall have all the privileges of membership, except the right to hold office and vote on issues, and shall be exempt from the payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE 3 BOARD OF DIRECTORS

- SECTION 1. The Board of Directors shall be composed of the immediate past president and up to nine (9) voting Chamber members, one-third of whom shall be elected at each Annual Meeting to serve for 3 years or until their successors are elected. The governing and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. The Executive Director of the Chamber shall be an ex-officio, non-voting member of the Board. No Director may be elected to more than three (3) consecutive terms. Any vacancy occurring in the membership of the Board may be filled by a majority vote of the Directors for the unexpired term per Article 7, Section 6.
- SECTION 2. The Executive Committee (Article 5 Section 2) and the Executive Director shall act as the Nominating Committee to determine the slate of three (3) nominees to replace the Directors whose regular terms are expiring. The proposed slate shall be submitted for Board approval at the September Board meeting. Upon approval, the Executive Director shall immediately notify the membership by US mail or e-mail of the names of persons nominated for membership on the Board of Directors and of the right of members to submit a nominee by petition.
- SECTION 3. Additional Director candidates may be nominated by petition bearing the genuine signatures, printed names, and business name of at least ten (10) members, in good standing at the time of the petition, of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice have been given of the names of those nominated. No more than one signature from each Chamber business shall be allowed.
- The determination of the Nominating Committee as to the legality of the petition(s) filed shall be final. If no petition is filed within such ten (10) day period, the nominations shall be closed. If a valid petition is presented to the Nominating Committee, pursuant to this section, nominating additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. No identification shall be made on the ballot to identify those candidates named by the Nominating Committee or those nominated by petition.
- SECTION 4. A member of the Board of Directors who incurs four (4) absences in a calendar year from the regular monthly meetings of the Board of Directors shall be automatically removed from membership of the Board. The Board of Directors may fill vacancies on the Board of Directors or among the officers, by a majority vote.
- SECTION 5. The Board of Directors shall formulate the policies of the organization. These policies shall be managed by the Executive Director. The Board of Directors shall

review said policies one year after the adoption of the policy and as needed per the advice of the Executive Director or by request of the Board of Directors.

SECTION 6. The Board of Directors shall employ an Executive Director and shall fix his or her salary and other considerations of employment. Regarding employment of any staff, the Bayfield Chamber of Commerce shall be an Equal Opportunity Employer. The Executive Committee (Article 5 Section 2) shall annually review the performance of the Executive Director and report the results of said review to the Board of Directors.

ARTICLE 4 OFFICERS

SECTION 1. The officers shall consist of a Past President, President, Vice President, Secretary and Treasurer who shall be elected from the membership of the Board of Directors by the Board at the first Board meeting following the Annual membership meeting.

SECTION 2. Duties:

President: The President shall serve as administrative officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

Past President: The office of Past President shall be filled automatically by the outgoing President for a term of one year. In the event there is no outgoing President this office shall remain vacant. If a President is removed under the provisions of Article 3, Section 4, he/she shall not be eligible for the position of Past President and the office shall remain vacant.

Vice 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, as well as such duties that may be assigned to him or her, by the President and/or the Board of Directors.

Secretary: The secretary shall maintain or supervise the maintenance of an accurate record of the proceedings of the Chamber and the Board and shall be responsible for official correspondence, documents and communications, and membership records, and shall perform other duties as may be assigned by the President or the Board of Directors.

Treasurer: The Treasurer shall be responsible for ensuring adequate controls are in place to safeguard all funds received by the Chamber and for proper disbursement thereof. Such funds shall be kept on deposit in financial institutions and/or appropriate fiduciary instruments approved by the Treasurer and the Executive Director, or, in the absence of either or both, by any two (2) officers. The Treasurer shall cause a monthly financial report to be made to the Executive Committee and quarterly financial reports to the Board of Directors.

ARTICLE 5 COMMITTEES

SECTION 1. Committee Appointments:

The President, by and with the approval of the Board of Directors shall direct the appointment of all committees and committee chairpersons, except for the Standing Committees defined in Section 2. He or she may appoint such ad hoc committees and chairpersons as deemed necessary to carry out the programs of the Chamber. All ad hoc committees will be advisory to the Executive Director and/or Board of Directors. Directors shall chair at least one committee and report to the Board, at regularly scheduled Board meetings, the findings of the committee.

SECTION 2. Standing Committees

Executive Committee: Composed of the President, Past President, Vice President, Treasurer, Secretary and Executive Director. The President will serve a chairperson. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions.

The Executive Committee shall only meet without the Executive Director being present to:

- a. Review the performance of the Executive Director on an annual basis.
- b. Review any complaints about the Executive Director.
- c. Determine the Executive Director's compensation.

The Executive Committee shall report to the full Board the results of all meetings concerning the Executive Director.

Finance Committee: Shall consist of the Treasurer, Executive Director and one Board member. This committee shall provide oversight for the financial operations of the Chamber and shall draft an annual budget for presentation to the Board. The committee shall provide quarterly financial updates to the Board of Directors and twice a year, financial updates to the membership.

ARTICLE 6 EXECUTIVE DIRECTOR

SECTION 1. The Executive Director shall be the chief executive officer. He or she shall prepare notices, agendas, and minutes of the Chamber Board Meetings. The Executive Director shall serve as a member of the Executive Committee. The Executive Director shall be a non-voting member of the Board of Directors and all Chamber committees. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees, and for all other such duties and responsibilities as may be delegated to him or her by the Board of Directors. The Executive Director is responsible for employee annual performance reviews and changes in salaries consistent with the approved annual budget. The Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors and shall be responsible for expenditures within the approved budget allocation.

ARTICLE 7 MEETINGS

- SECTION 1. The annual membership meeting of the corporation shall be held during November, or on a date determined by the Board of Directors. The Board of Directors shall fix the time and place and notice thereof shall be mailed to each member at least fifteen (15) days before said meeting. At the Annual meeting, the President or his/her designee shall give a report of the previous year's activities and plans for the future. Electing of new Board members shall occur at the annual meeting.
- SECTION 2. Additional membership meetings of the Chamber of Commerce may be called at any time by the President or upon petition in writing by any ten (10) members in good standing. Notice of special meetings shall be mailed by US mail or by email to each member at least fifteen (15) days prior to such meetings
- SECTION 3. Directors' meetings will be called by the President upon the written request of three (3) members of the Board of Directors. Notice (including the purpose of the meeting) shall be given to each Director at least one day prior to said meeting.
- SECTION 4. Committee meetings may be called at any time by the President, Executive Director, Vice President(s), or by its chairpersons.
- SECTION 5. Regular meetings of the Board of Directors shall be monthly, on a date, and at a time and place designated by the President. The President may cancel a regularly scheduled meeting.
- SECTION 6. At any duly called annual or special membership meeting of the Chamber, 10% of the voting Chamber members shall constitute a quorum. A majority of Directors shall constitute a quorum of the Board of Directors. Vacated Board seats and the Past President shall not be counted when determining the quorum for the Board of Directors. At committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.
- SECTION 7. The current edition of Robert's Rules of Order shall be the final authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Chamber.

ARTICLE 8 BUDGET AND FINANCES

- SECTION 1. Budget: Within thirty days (30) after election of Board members and officers, the Finance Committee shall compile a budget of estimated expenses for the coming year and shall submit same to the Board of Directors for approval.
- SECTION 2. The accounts of the Chamber of Commerce shall be reviewed annually as of the close of business on December 31 by an independent public accountant. The review shall, at reasonable times, be available to members of the organization in the office of the Chamber.

SECTION 3. The Board of Directors may, at its discretion, require bonding of the President, Treasurer, Secretary, or any other officer or employee of the Chamber in an amount specified and paid for by the Chamber, and may require any person or entity entering into a contract with the Chamber to show evidence of sufficient bond.

SECTION 4. All monies acquired by the Chamber through the Accommodations Tax agreement shall be tracked in a separate account and in accordance with state statute.

SECTION 5. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

ARTICLE 9 AMENDMENTS

SECTION 1. These bylaws may be amended by a 2/3's majority vote of those present at any regular or special meeting of the Chamber membership. Notice of the proposed changes must be first presented in writing to the Board of Directors at a regularly scheduled board meeting. The secretary of the Board of Directors shall notify each voting Chamber member of the proposed changes, the time, date and place of the meeting as per Article 7 of these bylaws.

ARTICLE 10

SECTION 1. All previous bylaw rulings, decisions by the Directors, etc. affecting the operation and conduct of the Chamber business are superseded by these bylaws. Adopted by the membership of The Bayfield Chamber of Commerce & Visitor Bureau, Limited at a duly-called meeting held on November 12, 2019 with a quorum present, and with due notice thereof given, by an affirmative vote in excess of two-thirds of those present.

President

Date

Attest: Secretary

Date

Revised 11/12/2015:

Article 2, Section 3 to clarify that a member may select one person to cast one vote to represent the member at membership meetings.

Article 3, to include the Past President as a Board member and allows a seat to remain vacant for the remainder of a term.

Article 3, Section 3 clarifies how members may nominate Directors.

Article 3, Section 4 allows a seat to remain vacant for the remainder of a term.

Article 4, Section 1 and 2 to include Past President role.

Article 5, Section 1 clarifies that ad hoc committees are advisory, and that Directors shall chair ad hoc committees.

Article 5, Section 2 to include Past President on the Executive Committee.

Article 6 removed Secretary role from the Executive Director.

Article 7, Section 5 permits President to cancel a meeting.

Article 7, Section 6 clarifies quorum.

Article 8, Section 4 clarifies how room tax is to be accounted for.

Revised 11/06/2018:

Article 3, Section 4 to clarify removal of a Director due to meeting absences.

Revised 11/13/2019:

Article 5, Section 2 to allow Executive Committee to meet without the Executive Director being present.

Revised 11/2020:

Article 3, Section 1 reduced the Board from 12 to 9 directors. Article 2 Section 2 reduce number of directors nominated each year to match change to 9 directors.