

AMENDED & RESTATED BYLAWS
of
ARCADIA CHAMBER OF COMMERCE INC.

ARTICLE I

Section 1. Name. This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Arcadia Chamber of Commerce, Inc., hereinafter referred to as the Chamber.

Section 2. Purpose. The Chamber is organized to achieve the objectives of:

(a) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise.

(b) Promoting business and community growth and developments by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community.

Section 3. Limitation of Methods. The Arcadia Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit corporation as defined in Section 501(C)(6) of the Internal Revenue Code.

ARTICLE II

Section 1. Eligibility. Any business firm, individual, association, corporation, partnership, or estate having an interest in the above objectives shall be eligible to apply for membership.

Section 2. Application. Application for membership shall be in writing on the form specified and shall be submitted to the Board of Directors.

(a) Active Members – Any individual, firm, corporation, or organization shall be eligible for active membership upon the payment of the prescribed membership investment established by the Board of Directors and shall be entitled to the rights and privileges of the Chamber.

(b) Honorary Members – An individual who has rendered service of distinction to the Chamber or community may be elected to the honorary membership by the Board of Directors at any regular meeting, such member being entitled to all membership privileges, except voting rights, and being exempt from all dues and fees.

(c) Organization – Civic groups, governments and quasi government organizations, associations, clubs, fraternal lodges, or others may be accepted to membership (such membership investments may be established by the Board of Directors) and may appoint one of their members to represent the organization and be entitled to all membership privileges.

Section 3. Continuous Membership. All individual, firm, corporation, and organization memberships shall be continuous from the date thereof until the member has resigned or is terminated in conformity to the Bylaws herein provided.

Section 4. Membership Rights. Members in good standing are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board or members. A member of the Chamber may not transfer a membership or a right arising from it.

Section 5. Termination. Any member who fails to make the prescribed membership investment or an installment with sixty (60) days written notice shall be considered delinquent and written notice of his/her status shall be given to him/her. If at the end of the additional sixty (60) days he/she still remains delinquent, his/her membership shall be terminated. A member may be reinstated at any time upon payment to the Chamber of the entire delinquent membership investment then due and owing. Any member may be expelled for cause by the Board of Directors after written notice an opportunity for hearing.

Section 6. Voting. Unless otherwise provided by these Bylaws, each member entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members. No member may cast or authorize the casting of a vote by filing of a written appointment of a proxy.

Section 7. Orientation. Annually, during the first Board meeting after the annual meeting, members of the Board of Directors shall participate in an orientation program outlining their responsibilities prior to assuming their duties. As part of the orientation a thorough review of the Bylaws will be undertaken. This training program will be the responsibility of the President or his/her designate and the Executive Secretary.

Section 8. Determining Members Entitled to Notice and Vote. The Board of Directors may fix a date not more than sixty (60) days before the date of a meeting of members as the date for the determination of the members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only voting members on that date are entitled to notice of and permitted to vote at the meeting of members. When a determination of members entitled to vote at a meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

ARTICLE III

Section 1. Schedule. Membership investments shall be at such rate or schedule as prescribed by the Board of Directors and shall be payable annually, semi-annually or quarterly. Membership investment accounts shall be adjusted on an anniversary date basis.

Section 2. Disbursements. Disbursements shall be by payment methods and persons authorized to make payments as approved, from time to time, by the Board of Directors.

Section 3. Indebtedness. Except as provided in Article III, Section 2 (a), hereof, all indebtedness to which the Chamber shall be obligated shall be approved by a Two-thirds (2/3's) majority vote of a duly constituted quorum of the Board of Directors.

Section 4. Annual Audit. Financial records of the Chamber shall be audited annually by an audit committee appointed by the President in July of each year. The audit shall be completed no later than November in each year.

Section 5. Operating Year. The operating year of the Chamber shall be the fiscal year beginning January 1 and ending December 31.

ARTICLE IV

Section 1. Annual Meetings. The annual meeting of the members of the Chamber shall be held between January 1st and February 15th of each fiscal year at such time and place as determined by the Board of Directors and written notice thereof mailed or sent via electronic mail to each member at least ten (10) but not more than thirty (30) days before said meeting.

Section 2. Regular Board Meetings. The Board of Directors shall meet at least once a month, at a time and place designated by the Board.

Section 3. Additional Meetings.

(a) Special meetings of the members of the Chamber may be called by the President at any time or upon petition in writing of at least twenty (20) members with voting rights or ten (10%) percent of the members with voting rights, whichever is less. Notice of special meetings (including the purpose of the meeting) shall be publicly announced at least five (5) days prior to such meetings.

(b) Board meetings may be called by the President or shall be called by him/her upon written application of three (3) members of the Board. Notice shall be given to each Director at least one (1) day prior to said meeting.

(c) Committee meetings may be called at any time by the President, Vice-President, or the respective Committee Chairperson(s).

Section 4. Quorums.

(a) At any duly called general meeting of the Chamber, twenty (20) members in good standing shall constitute a quorum.

(b) A majority of the Directors shall constitute a quorum of the Board of Directors.

- (c) At committee and task force meetings a majority shall constitute a quorum.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of seven (7) elected members. All elected Directors shall serve staggered three (3) year terms and shall commence his/her term on February 1 following the election. No Director shall be eligible for election to more than two (2) consecutive three (3) year terms. The Board will establish a method of numbering the Director positions to track the staggered terms.

Section 2. Nominating Committee. No later than November 15 of each year the President shall recommend for Board approval a Nominating Committee consisting of a minimum of three (3) members of the Chamber in good standing, at least one of who shall be a Director. The President shall designate the Chairperson.

Section 3. Nominating Procedure. On or before January 1 of each year the Nominating Committee shall submit to the President, its nomination of candidates to replace the Directors whose three (3) year terms are to expire. The Executive Secretary shall notify the membership by mail or electronic mail, with the annual meeting notice, of the names of the individuals nominated as Directors, and of the right to nominate additional Directors at the time of the annual meeting.

Section 4. Election. The Directors shall be elected by a plurality of the general membership entitled to vote at the annual meeting. If a ballot vote by the general membership is requested or if an individual is nominated as a Director from the floor at the annual meeting, the President shall then appoint an Election Committee composed of the two (2) Chamber members in good standing whose duty it is to see that the election of members to the Board of Directors is carried out according to the Bylaws and to properly tally the ballots and certify the outcome to the President.

Section 5. Vacancies. Vacancies on the Board of Directors shall be filled by appointment by the President with the approval of the Board of Directors. The appointee shall serve the balance of the term of the vacated Director. The failure of any member of the Board of Directors to attend three (3) successive meetings shall be considered equivalent of his/her resignation, except for reasons considered valid by the Board. The vacancy shall be deemed to exist upon the death of a Director or upon his/her moving from the Arcadia area.

Section 6. Policy. The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors which shall establish its policies, control its properties, and oversee its financial affairs.

Section 7. Election of Officers. At the first Board meeting following the annual meeting, but no later than March 15 of each year, the Board will elect members of the Board of Directors to the following offices: President, Vice-President, Treasurer and Secretary. If the Executive Secretary is a member of the Chamber, the Executive Secretary is eligible for the office

of Secretary to the Board. The Executive Secretary may be an employee of the Chamber, entitled to compensation. All other officers shall serve without compensation.

Section 8. Limitation of Authority. No action, written or oral, by any member, committee, Director or officer 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. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

ARTICLE VI

OFFICERS

Section 1. President. The President shall be the presiding officer of the Board of Directors. He/she shall preside over all membership, Board, and shall exercise such duties and responsibilities incidental to his/her office and as may be prescribed by the Board of Directors. It shall be the duty of the President to determine all Communities, select all Chairperson(s), as may be necessary to accomplish the purposes of this Chamber. The President or the President's designee shall, with the Executive Secretary, sign all deeds, contracts, and other instruments affecting the operations of the Chamber or any of its properties. During those time when the Executive Secretary is a paid position, the President shall approve hours worked by the Executive Secretary and shall report the approved hours to the Treasurer and the accounting firm engaged for payroll.

Section 2. Vice President. The Vice President shall act in the absence of the President and shall exercise such duties and responsibilities incidental to his/her office and as may be prescribed by the Board of Directors.

Section 3. Treasurer. The Treasurer shall serve as financial officer, shall oversee the collection and expenditures of all funds of the Chamber and shall make recommendations to the Board of Directors and Executive Secretary as needed. The Treasurer, in concert with the Executive Secretary shall present a monthly financial report to the Board of Directors and an annual report to the members of the Chamber at the Annual Meeting.

Section 4. Executive Secretary/Secretary. The Executive Secretary shall be charged with the general supervision and management of the Chamber. The Executive Secretary shall serve as corporate secretary, his/her duties consist of, but not being limited to, recording all proceedings of the Board of Directors and the Chamber organization, conducting the official correspondence, and preserving the records, documents, and communications of the organization. The Executive Secretary shall be custodian of all funds of the Chamber and shall present monthly financial reports to the Board of Directors and an annual financial report. The Executive Secretary shall have immediate charge of the Chamber office. The Executive Secretary shall perform such duties as the Board of Directors may direct and at the expiration of his/her term deliver to the Board of Directors all records and property. The Executive Secretary shall keep a register of the post office address of each member which shall be furnished to the Executive Secretary by such

members. The Executive Secretary shall have general charge of the membership list of the Chamber.

Section 5. Secretary. If a Secretary is elected who is not also the Executive Secretary, the Secretary will assume the duties of the Executive Secretary if the Executive Secretary position becomes vacant or if the Executive Secretary is unable or fails to perform any such duties.

ARTICLE VII

TASK FORCE AND SPECIAL PROJECTS

Section 1. Appointment. The President may authorize the creation of special project committees, task forces, and standing committees and shall define their powers and duties.

Section 2. Function. It shall be the function of such special project committees, task forces, and standing committees to make investigations, conduct research, studies, and hearings, make recommendation to the Board of Directors, and carry out such activities as may be delegated.

Section 3. Limitation. No special project committees, task forces, or standing committees shall in any way commit the Chamber on policy.

Special project committees and task forces shall be discharged by the President when their work has been completed and their reports accepted.

ARTICLE VIII

PARLIAMENTARY PROCEDURES AND SEAL

Section 1. Authority. The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Roberts Rules of Order as revised.

Section 2. Seal. The Chamber may use a seal of such design as may be adopted by the Board of Directors.

ARTICLE IX

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended with the exception of Article III, Section 3, at any regular meeting of the Board of Directors by a majority vote of the entire Board providing written notice of such proposed amendments has been given to the Board members ten (10) days prior to the meeting. These Bylaws may also be amended by the members at an annual meeting, or at a special meeting called for that purpose, by majority vote of the members present, provided all members were provided with a copy of the proposed amendment with the notice of the annual or special meeting

ARTICLE X

DISSOLUTION

Section 1. Procedure. The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the Board of Directors.

These Amended & Restated Bylaws shall replace all prior bylaws of the Chamber in their entirety.


Duly adopted by unanimous vote of the Board of Directors on the 8th day of January, 2020.

ACKNOWLEDGED BY:



Cole Bawek, President

ATTESTED BY:



Barbara Oehninger, Executive Secretary