

AMENDED BYLAWS OF DE PERE AREA CHAMBER OF COMMERCE, INC.

ARTICLE I: GENERAL

Section 1: *NAME*

This organization is incorporated under the laws of the State of Wisconsin and is known as “De Pere Area Chamber of Commerce, Inc.” (the “Chamber”).

Section 2: *PURPOSE OF ORGANIZATION*

The Chamber, a business organization, is organized to stimulate economic development, advance and protect the general welfare and prosperity of the De Pere area so that the business community and its citizens shall prosper. All appropriate and necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, financial, commercial, industrial, governmental, cultural, and civic interests of the area.

Section 3: *AREA SERVED*

The area shall include the City of De Pere, Brown County and other jurisdictions that have an economic, political or social inter-relationship to the area.

Section 4: *LIMITATIONS*

The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)6 of the Internal Revenue Code.

The property, assets, profits and net income of the Chamber are dedicated irrevocably to the purposes set forth in Section 2 above. No part of the profits or net earnings of the Chamber shall ever inure to the benefit of any of its Directors, trustees, officers, members, employees, or to the benefit of any private individual.

Section 5: *OFFICES*

The principal office of the Corporation in the State of Wisconsin shall be located in the 54115 zip code area. The Corporation may have such other offices within the State of Wisconsin as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent whose office is identical with such registered office as required by the applicable Wisconsin acts. The registered office may be, but not need be, identical with the principal office in the State of Wisconsin and the address of the registered office may be changed from time to time by the Board of Directors.

The registered agent of the Corporation required by the State of Wisconsin Department of Financial Institutions may be either an individual resident of the State of Wisconsin whose business office is identical with the registered office of the Corporation or a domestic corporation or a foreign corporation authorized to transact business in the State of Wisconsin, having a business office identical with the registered office of the Corporation. The registered agent of the Corporation may be changed from time to time by the Board of Directors.

By-laws of the De Pere Area Chamber of Commerce, Revised: 12/16/09; 10/27/11; 12/19/2013;
8/14/2019; 10/18/2024

ARTICLE II: MEMBERSHIP

Section 1: MEMBERSHIP

The following shall be eligible to become a member of the Chamber provided the applicant's objectives are compatible with those of the Chamber: (i) any firm, corporation, partnership, sole proprietor, association or other organization with a business interest in the City of De Pere or its vicinity and (ii) any individual with a business interest in the City of De Pere or its vicinity who is not an owner, manager or employee of an organization described in clause (i). Each Member shall have one individual designated as its member representative, and shall be entitled to designate, from among its owners, managers and employees, additional individual contacts. The member representative and individual contacts of member business are entitled to all of the privileges of membership (as are individual members) except that only the member representative of a member business may cast such member business's vote.

Section 2: MEMBERSHIP INVESTMENT

Membership investment ("Dues") shall be at such rate or rates, schedules, or formulas as may be from time to time prescribed by the Board of Directors.

Section 3: TERMINATION OF MEMBERSHIP

- (a) Any member may resign from membership by giving written notice thereof to the Board of Directors.
- (b) Any membership may be terminated by the Board of Directors for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- (c) Any membership may be terminated by a vote of the Board of Directors at a regularly scheduled meeting thereof for conduct prejudicial to the aims or repute of the Chamber, after notice, and opportunity for a hearing are afforded the member against whom a complaint has been made. In the case of a Member business, such notice shall be sent to the member representative of the member in question.

Section 4: VOTING

Each member in good standing shall have one (1) vote on each matter submitted to the membership. The member representative of each member business shall be entitled to cast such member's vote.

ARTICLE III: MEETINGS

Section 1: ANNUAL MEETING

An annual business meeting of the membership of the Chamber may be held as agreed upon by the Board of Directors. The time and place shall be fixed by the Board of Directors and reasonable notice thereof as determined in the discretion of the Board of Directors shall be made through the Chamber's newsletter and via email to the primary representative of each member.

Section 2: OTHER MEETINGS

- (a) Special meetings of the membership of the Chamber may be called by the Chair at any time or by any majority of the Executive Committee in writing. Notice of special meetings shall be made to each member via email or their noticed preferred method of communication.
- (b) Regular Board of Directors meetings shall be held not less than six (6) times per year according to the schedule agreed upon by the Board of Directors.

- (c) Special Board of Directors meetings may be called by the Chair at any time, or upon written application of three members of the Board. Notice of the meeting shall be sent to each director via email or their noticed preferred method of communication.
- (d) Task Forces and Committee meetings shall be scheduled on a regular basis with notice given via email or their noticed preferred method of communication.
- (e) The Executive Committee meetings shall be held not less than six (6) times per year according to the schedule agreed upon by the Board of Directors

Section 3: *QUORUM*

- (a) At any duly called general meeting of the membership of the Chamber, a quorum shall be considered the members in attendance. The act of the majority of the membership/directors present at a meeting at which a quorum is present shall be the act of the members/board.
- (b) One-half of the number of directors fixed in accordance with Section 1 of Article V of the Bylaws shall constitute a quorum for the transaction of business by the Board of Directors.
- (c) At Task Force and Committee meetings, one-third of the members of the task force or committee shall constitute a quorum.
- (d) One-half of the number of members fixed in accordance with Section 3 of Article VI of the Bylaws shall constitute a quorum for the transaction of business by the Executive Committee.

Section 4: *ACTION WITHOUT A MEETING*

- (a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent thereto in writing, setting forth the action so taken, and the I and effect as a unanimous vote of the Board of Directors.

ARTICLE IV: PRESIDENT

The Board of Directors shall employ a President and CEO to provide professional management of the Chamber, and in doing so, shall fix the salary and other considerations of the employment. The President and CEO shall be responsible for coordinating the implementation of the Organization's policies and projects and such other duties as the Board of Directors may require.

ARTICLE V: BOARD OF DIRECTORS

Section 1: *BOARD OF DIRECTORS GENERALLY.*

The Chamber shall be managed by or under the direction of a Board of Directors consisting of five (5) Executive Committee members, nine (9) Board Members in good standing, and the President and CEO of the organization as ex officio. The governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, as well as the responsibility for its finances and direction of its officers. Up to 2 Board members may be appointed that are not current members of the Organization, as "Citizen Board Members," at the discretion and decision of the Board of Directors.

Upon the resignation or removal of a Board of Directors Member, or the advancement to the Executive Committee, that Board of Directors' seat shall be filled by a nomination and vote of the Board of Directors. The elected Member shall complete the open term to which they were elected, and not start a new three (3) year term.

There shall be three (3) Board of Directors Members per same term, with three (3) new Board of Directors Members being nominated and voted in each year. This will allow 3 sets of members per 3 year term.

Section 2: *NOMINATION AND ELECTION OF DIRECTORS*

A. Nominations. Nominations for open Board of Director positions shall be submitted to the Executive Committee by the Board of Directors and the President and CEO. The Board of Directors and Executive Committee shall determine nominees for election by the Board of Directors at any regular or special meeting.

B. Voting. Not later than the October Board meeting of each year in which there are open positions on the Board of Directors, the nominating party shall present to the Chair the name of one Individual Member or one representative of a Member business in good standing for each position on the Board of Directors open for election. The Chair shall distribute the nomination list of proposed nominees to the members of the Executive Committee. Unless and except to the extent such list is modified by the Executive Committee, the Chairman shall, not later than November 15th, cause the nomination list of nominees to be submitted to a vote of the Board of Directors via their preferred communication method with a provision for additional write-in names. A period of two weeks from the posting date will be allowed for the return of ballots to the Chamber's offices. A final vote on open Board of Director seats shall be held and finalized at the December Board meeting. New Board of Director terms begin on January 1 of the following year. (*NOTE: The nomination process that occurs in 2024 may be allowed to start in November.*)

C. Term of Board Members. Except a member who is serving as Board Treasurer, no board member may be elected to more than two consecutive three (3)-year terms. The terms of the directors shall be staggered so that no more than one-third (1/3) of the Board is up for election in any given year. Due to the specialized nature of the position of treasurer, this director may serve indefinitely unless removed by a majority of the members of the Board of Directors. Active terms as of 12-31-2024 may be retrofitted to accomplish the need for no more than one-third (1/3) of the Board being up for election in a given year. A retiring Board Member must stay retired for a minimum of one (1) year before being nominated for additional terms.

Section 3: *SEATING OF NEW DIRECTORS*

All newly elected Board members shall be seated on January 1 of the new year, formally being welcomed at the first regular meeting of the year. Retiring Directors serve until December 31st.

Section 4: *BOARD VACANCIES*

A member of the Board of Directors who is absent from 6 meetings in 12 month period will be automatically dropped from the board. Any director may be removed from office at any time with or without cause by the affirmative vote of two-thirds (2/3) of the Board of Directors. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote at any regular or special meeting. A director elected to fill a vacancy shall fill the unexpired term of their predecessor if their predecessor is from the same Member (company). If a Member relinquishes their seat or a replacement acceptable to the Board of Directors is not made from the Member, the new member will take over the vacant seat's term and not start a new three-year term, and are then subject to Section 2, Part C "Term of Board Members" and can serve no more than two consecutive three-year terms. Recommendations to fill Board vacancies shall be made by the Executive Committee.

Section 5: *POLICIES OF ORGANIZATION*

The Board of Directors is responsible for formulating the policies of the organization.

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ARTICLE VI: COMMITTEES

Section 1: CREATION OF BOARD COMMITTEES.

The Board of Directors may create one or more committees of the Board of Directors (“Board Committees”) and appoint members of the Board of Directors to serve on them. Unless otherwise provided in these Bylaws, each Board Committee shall have at least one (1) Board of Directors Member assigned to it to act as a liaison between the Board Committee and the Board of Directors. The Board Committee Chair need not be a Board of Directors Member but shall be a Chamber Member in good standing. Except as provided in Section 3 of this Article, the creation of a Board Committee and the appointment of members to it shall be approved by a majority of all the directors in office when the action is taken.

Section 2: AUTHORITY OF BOARD COMMITTEES.

To the extent specified by the Board of Directors, each Board Committee may exercise the authority of the Board of Directors, except that a Board Committee may not (i) approve or recommend to members action that is required by law to be approved by members; (ii) fill vacancies on the Board of Directors or on any Board Committees; (iii) amend the Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; or (v) approve a plan of merger not requiring member approval.

Section 3: EXECUTIVE COMMITTEE.

The Board of Directors shall have an Executive Committee consisting of the Chair, the Chair-Elect, the Secretary, the Treasurer, and the Past Chair. The Board of Directors shall be responsible for establishing the overall direction and policy of the Chamber. The Executive Committee shall be responsible for: implementing the policies of the Board of Directors; in the development of the annual plan of action for the Chamber; provide ongoing advice and counsel to the Board of Directors and the President as requested; to fill un-expired terms for the Board of Directors; make “emergency” decisions between Board meetings; and perform such additional functions assigned to it by the Board of Directors.

The Executive Committee terms shall be separate from the Board of Directors terms. Each position shall be set up as:

- A. Secretary: The Secretary shall be nominated and elected by the Board of Directors, and this position shall serve on the Executive Committee until the end of their Board of Directors term. The Secretary will have a vote on the Executive Committee. The Secretary will not be required to proceed to higher-level seats on the Executive Committee but can choose to. The Secretary shall abide by their Board of Directors term(s) and may serve as Secretary for as long as the Board of Directors approves, on a yearly vote basis.
- B. Chair-Elect: The Chair Elect shall be nominated and elected by the Board of Directors. This position shall be served for one (1) year and will transition to the Chair in their second (2nd) year on the Executive Committee and will transition to the Past-Chair in their third (3rd) year on the Executive Committee.
- C. Chair: The Chair shall be the previous Chair-Elect, having served in that spot in their first (1st) year on the Executive Committee and now entering their second (2nd) year on the Executive Committee. This position shall be served for one (1) year and will transition to the Past-Chair in their third (3rd) year on the Executive Committee.
- D. Past-Chair: The Past-Chair shall be the immediate previous Chair, having served in that spot in their second (2nd) year on the Executive Committee and now entering their third (3rd) year on the Executive Committee. This position shall be served for one (1) year and will retire

from the Board of Directors for a minimum of one (1) year before being nominated and elected to the Board of Directors again.

- E. Treasurer: The Treasurer shall serve an unlimited term, either until resignation or upon Board of Directors removal.
- F. NOTE: Due to staffing changes within the Chamber, the make-up of the 2024 and 2025 Executive Committee may not, and is allowed to not, follow the above transitions and descriptions as written.

A member of the Board of Directors may only be considered for a position on the Executive Committee after completion of one (1) year of Board of Directors service and after completion of one (1) year of Board Committee service. The Secretary and Treasurer positions are exempt from this requirement and may have any Board of Directors Member nominated.

If the Secretary resigns or is removed prior to the end of their commitment, a replacement shall be nominated and voted on by the Board of Directors. If the Treasurer resigns or is removed prior to the end of their commitment, a replacement shall be nominated and voted on by the Board of Directors. If the Vice-Chair resigns or is removed prior to the end of their commitment, a replacement shall be nominated and voted on by the Board of Directors. If the Chair resigns or is removed prior to the end of their commitment, the Vice-Chair shall immediately replace them and the process of nominating and voting by the Board of Directors of a new Vice-Chair shall commence. If the Past-Chair resigns or is removed prior to the end of their commitment, the position shall remain vacant until December 31 of that year.

Section 4: *ADVISORY COMMITTEES.*

The Board of Directors, the Executive Committee or the senior staff of the Chamber may create advisory committees, appoint persons to serve on them and appoint the chairmen of such committees from among the members thereof. Advisory committees may be either standing or ad hoc committees. Persons appointed to serve on advisory committees need not be members of the Board of Directors. Advisory committees may not exercise any authority of the Board of Directors but shall advise the directors or the staff of the Corporation on such matters as the Board of Directors, the Executive Committee or the senior staff of the Chamber shall request.

ARTICLE VII: OFFICERS

Section 1: *DETERMINATION OF OFFICERS*

The Board of Directors, at its regular meeting prior to the close of the fiscal year, shall organize for the coming year. An Officer Nominating Committee appointed by the Chair and chaired by the Chair-Elect shall be directed by the Chair to prepare a slate of candidates for Chair, Chair-Elect, Treasurer, and Secretary. The Board of Directors shall elect all such officers by majority vote. The Chair, Chair-Elect, Treasurer, and Secretary shall be selected from among members of the Board of Directors. See Article VI, Section 3 for Executive Committee terms.

DUTIES OF OFFICERS

- A. **Chair** - The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

B. **Chair-Elect** - The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. He/she shall carry out other duties assigned by the Chair and shall also include duties of Secretary as described below. The Chair-Elect shall be the Chair in the year following his/her term of Chair-Elect

C. **President and CEO** - The President shall be the chief executive officer of the Chamber. Subject to the oversight of the Board of Directors, the President shall be responsible for managing daily operations, including but not limited to, hiring, fixing compensation, directing, discharging, and supervising of all employees and such other duties as the Board of Directors may require.

E. **Treasurer** - The Treasurer shall be directly responsible to the Executive Committee for seeing that all funds received by the Chamber are safeguarded and properly disbursed. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Chair and the Treasurer shall be responsible for accuracy and timeliness of all financial reports to the Executive Committee and Board of Directors.

F. **Secretary** - The Secretary shall prepare notices and minutes of meetings of the Board of Directors and Executive Committee and assume other duties as may be delegated by the Chair.

G. **Past-Chair** – The Past-Chair shall operate as an advisor to the Chair, and will lend information as a connection to past business to help the Chair as needed in their duties.

ARTICLE VIII: LIMITATION OF AUTHORITY

Section 1: *LIMITATION OF AUTHORITY*

No statement of policy or position by any member, committee, task force, employee, director, or officer shall be binding upon, or constitute an expression of, the policy or position of the Chamber until it shall have been approved or ratified by the Board of Directors.

ARTICLE IX: FINANCES

Section 1: *FUNDS*

All money paid to the Chamber, other than that designated as restricted by any donor, shall be placed in a general operating fund or such other specified fund as may be determined by the policies of the Board of Directors. Upon approval by the Board of Directors, funds unused from the current year's budget may be placed in a Board designated account or projected for use in the budget for the following year.

Section 2: *DISBURSEMENTS*

Upon approval of the budget, the President and CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3: *FISCAL YEAR/SEAL*

The fiscal year of the Chamber shall close on December 31st. There shall be no corporate seal.

Section 4: *BUDGET*

Prior to the final meeting of the year, the President and CEO and the Treasurer shall compile a budget of estimated expenses for the coming year and submit it to the Executive Committee for their review before submission to the Board of Directors for final approval.

Section 5: *ANNUAL AUDIT/REVIEW*

The accounts of the Chamber shall be reviewed annually as of the close of business on December 31st of each year by a certified public accountant and shall be Compiled with disclosure by said certified public accounting firm. The Compilation shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: *INSURING OF OFFICERS AND DIRECTORS*

(a) Liability of Directors and Officers: No person shall be liable to the Chamber for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her in good faith as a Director or officer at the request of the Chamber if such person:

(1) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs; or

(2) took or omitted to take such action in reliance upon advice of counsel for the Chamber or upon statements made or information furnished by officer or employees of the Chamber which they had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law.

(d) Indemnity of Officers and Directors: Insurance: The Chamber shall indemnify each person who is a party or threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding is by or in the right of the Chamber) by a reason of the fact that he/she is or was a Director or officer of the Chamber, or is or was serving at the request of the Chamber as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding to the full extent permitted under the law whether or not such right of indemnification is otherwise specifically required or authorized by the Wisconsin Statutes. This right of indemnification is not exclusive of other rights to which such officer or Director may be entitled and shall be in addition to such compensation for services rendered and reimbursement for expenses incurred, as shall be determined from time to time by the Board of Directors.

The Board of Directors is authorized and empowered to cause the Chamber to purchase and maintain insurance on behalf of any person who is or was Director, officer, employee or agent of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liabilities asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such whether or not the Corporation would have the power to indemnify him/her against such liability under the provision of the Wisconsin Statutes.

ARTICLE X: DISSOLUTION

Section 1: *PROCEDURE TO DISSOLVE ORGANIZATION*

The Chamber shall use its funds only to accomplish the objectives and purposes (Article I, Section 2) in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber.

Subject to the limitations set forth below, the Board of Directors may adopt a proposal for the dissolution of the Chamber and a plan for distributing the Chamber's assets. Any such dissolution shall be carried out in accordance with the provisions of applicable Wisconsin law.

The dissolution of the Chamber may be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of a majority of the directors in office.

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At any time after dissolution is authorized by the Board of Directors, the Chamber may dissolve by filing the appropriate paperwork with the Wisconsin Department of Financial Institutions.

Upon dissolution of the Chamber, the Chamber shall wind up, liquidate and distribute any remaining assets pursuant to a plan of distribution adopted by the vote of a majority of the directors in office to one or more regularly organized and qualified charitable, educational, scientific, philanthropic or other 501(c) 3 IRS approved non-profit organizations to be selected by the Board of Directors.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 1: *PARLIAMENTARY AUTHORITY*

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or Bylaws of the Chamber.

ARTICLE XII: AMENDMENTS

Section 1: *REVISION*

These Bylaws may be amended (1) by two-thirds vote of the directors present at any meeting of the Board of Directors or (2) by majority vote of the members present at any meeting of the members provided that, if being voted upon by the members, written notice of the proposed amendment shall be given to the members before the meeting.