

RESTATED BYLAWS OF THE  
BELLEVILLE CHAMBER OF COMMERCE, INC.

ARTICLE I  
DECLARATION

Section 1. Purpose/Mission

The purpose of the Belleville Chamber of Commerce is to help shape and promote the growth and prosperity of our community businesses, in order to foster and encourage a higher quality of life.

Section 2. Name

The name of this association shall be the Belleville Chamber of Commerce, hereinafter referred to as “Chamber.”

Section 3. Location

The Chamber’s principal office shall be in the Village of Belleville, Counties of Dane & Green, in the State of Wisconsin.

Section 4. Limitations

This Chamber shall be non-partisan and non-sectarian in its activities. The Belleville Chamber of Commerce is a not-for-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code and shall observe all local, state, and federal laws which apply to a 501(c)(6).

Section 5. Contracts

For the purposes herein named, said Chamber may purchase, acquire, hold, convey, lease, improve, mortgage, and sell property, whether real, personal or mixed. All new contracts shall be approved by the Board of Directors, and endorsed (signed) by the Secretary, or the Secretary’s appointed designee. Contracts, both active and from the past year, shall be noted in the ordinary annual financial report at the annual membership meeting. Any active contract may be reviewed by a member in good standing. The Secretary shall have up to 90 days to comply with any reasonable request to review a contract.

Section 6. No Capital Stock

The said Chamber shall be without capital stock and no dividend or pecuniary profits shall accrue to the members.

## ARTICLE II MEMBERSHIP

### Section 1. Eligibility

The Belleville Chamber of Commerce shall not discriminate based on race, religion, color, sex, marital status, familial status, national origin, age, mental or physical ability, sexual orientation, gender identity, source of income, or political affiliation for any provide programs, activities, services, benefits or general participation.

Any individual representing a business, of any type of an organization, association, firm, partnership, corporation or state, in good standing, who actively serves said same in the greater Belleville Community, or through such aforementioned, serves the residents in the greater Belleville Community, shall be eligible for membership.

- a. Memberships may be categorized by type; Member rights, benefits and responsibilities shall be applied equally regardless of the individual's position (owner, manager, employee, etc) except that:
  - I. While any member may seek election to serve on the board of directors, only one (1) person representing any business may serve on the Board of Directors at any time, AND
  - II. As determined by the Board of Directors or their designee, certain membership programming benefits (such as directory listings, or significant business signage for a location, etc...) may only apply once per business as is reasonable. The business owner shall have final say, should a conflict in such area arise, AND
  - III. As determined by the Board of Directors or their designee, certain membership responsibilities (such as providing public contact information or service category listings) may only apply to those members legally allowed to represent the business, AND
  - IV. Other such rights, benefits and responsibilities as is determined by the Board of Directors or their designee and ratified by a vote of attending membership at the Chamber Annual Meeting.

### Section 2. Types

Types or categories of membership shall be

- a. **Active Members-** Firms, partnerships, associations, corporations, and persons of good standing actively involved in business in the Belleville area shall be eligible for active membership.
- b. **Honorary/Ambassador Members-** Honorary/Ambassador membership may be conferred by the Board of Directors upon any

person deemed worthy, and such honorary members shall be exempt from the payment of dues. Such honorary membership shall confer all the privileges of active membership, except that of voting and holding office.

Section 2. Application

- a. Applications for membership shall be in writing, on forms provided for that purpose, and signed by applicant. An officer of the Board of Directors, or their designee, shall review all applications and submit them to the Chamber Board of Directors with a recommendation. Approval of members shall be by the Board of Directors at any regular or called meeting. Any applicant so approved shall become a member upon payment of the regularly scheduled fee or fee waiver agreement if applicable.

Section 3. Resignation

- a. Each member shall be liable for dues until written resignation has been received by the Chamber Board of Directors or their designee, or upon death or relocation from the area.
- b. An institution and/or personal members who resign will not receive any refund of investment paid.

Section 4. Expulsion

Members may be expelled by two-thirds vote of the Chamber Board of Directors at any meeting, for any cause deemed sufficient, including ethical and moral reasons that would be deemed not in the best interest of the Chamber. No member shall be expelled for any cause except upon due notice of the intended action and full opportunity to be heard at the meeting.

If necessary, the Chamber Board of Directors may choose to immediately and temporarily suspend a Member by a simple majority vote, until such time as the member has the opportunity to be heard. In such cases, if the ultimate decision is not expulsion, the member's good standing shall be immediately restored and a credit issued for the number of suspended days. The credit shall be applied to the following year's membership fee.

## ARTICLE III MEETINGS

### Section 1. Annual Meeting

The annual meeting of the Belleville Chamber shall be held no later than April 30<sup>th</sup> following the end of the fiscal year, at the direction of the Board of Directors. Members may be invited by phone, email or mailed invitation. Notices may also be posted for the annual meeting via print and electronic resources as time allows.

At a minimum, a report shall be given to the membership to include tax reporting and financial activities of the organization for the last fiscal year, as well as budgetary information for the current fiscal year. This report shall be made by the President and Treasurer or a designee from any Finance or Budget Committee.

Elections of the Chamber Board of Directors shall take place at the Annual Meeting.

Any changes, corrections or updates to the Belleville Chamber of Commerce Bylaws must be approved by the Chamber Board of Directors and ratified by a simple majority vote of Membership in attendance at the Annual Meeting.

Members shall have the opportunity to provide Chamber programming input and ask questions of the Chamber Board of Directors; All Board of Directors Members must be present (in-person, virtual, or via telephone) at the Annual Meeting. Failure to do so may be cause for expulsion.

### Section 2. Special Meetings

Special meetings of the Chamber Board of Directors may be called at any time by any Board Member or Committee Chair. Five (5) business days is the preferred notice for Special Meetings not considered “an emergency.”

A Special Meeting of the Chamber Board of Directors may be considered an emergency, if two (2) or more Board of Director Members determine it so. At least 24 hours advance notice is required, unless some emergency situation does not accommodate such notice. In the latter case, notice of this special “emergency” shall be given to each Board of Directors Member by telephone, with written follow-up via email or hand-delivered notice by the persons calling the meeting.

Special meetings of the general membership may also be called. A written application signed by ten (10) or more Chamber members in good standing must be sent to the President or the President's designee and at least one additional Board of Directors Member, at least 10 business days in advance. Email, or mail are acceptable methods of written delivery; Follow-up phone calls are recommended.

**Section 3. Regular Chamber Board of Director Meetings**

The Board shall hold regular monthly meetings at such time as the Board may determine. The President and Secretary and/or their designee shall prepare agendas for all regular meetings; Any Board of Directors Member, Committee Chair, or Member in good standing is encouraged to submit meeting agenda items for consideration at regular meetings.

Agenda items should be received by the President or Secretary, or their designee at least five (5) business days in advance for consideration.

Meeting notifications including the agenda shall be sent at least two (2) business days prior to the meeting date.

Regular meetings shall be open and members encouraged to attend. From time to time, the Board of Directors may close all or a portion of any meeting; in so long as the general topic of the closed session is revealed via appropriately discreet minutes. While donor or contributor information may be redacted at the request of the individual, no Chamber expense or disbursement shall ever be redacted.

**Section 4. Quorum**

Two-thirds (2/3) of Chamber Board of Directors Members or any Board designated Committee shall constitute a quorum for the transaction of business at any meeting.

**Section 5. Notice**

Notice of the annual meeting shall be given in writing or email and said notice shall be filed at least six (6) days prior to such meeting to each member at the last known real or electronic address on file with the Belleville Chamber.

**Section 6. Limitation of Debate**

Every member in good standing shall be entitled to speak on any subject brought before the Belleville Chamber Board of Directors for

consideration. At the discretion of the president, debate may be limited via time constraints.

## ARTICLE IV INVESTMENTS

### Section 1. Investments/Dues

Membership dues shall be at such rate or rates, schedule or formula, as may be from time to time prescribed by the Board of Directors and payable in advance.

### Section 2. Special Funds

If deemed necessary or advisable by the Board of Directors, special funds may be raised or accepted.

### Section 3. Disbursements

No disbursements of funds of the Belleville Chamber shall be made unless the same shall have been approved and ordered by the Chamber Board of Directors acting within such limitations as the Belleville Chamber may prescribe from time to time.

The Chamber Board of Directors shall regularly review a list of ordinary monthly expenses, and may approve payment of those to

All disbursements shall be made by check.

Signatories shall be two (2) Officers for all checks exceeding \$1000.

### Section 4. Fiscal Year

The fiscal year of the Belleville Chamber of Commerce shall commence January 1<sup>st</sup> and ending December 31<sup>st</sup> of each year.

### Section 5. Financial Reports & Budgets

The President and Treasurer shall prepare an annual financial statement and such other financial reports as requested by the Board of Directors. Such statements and reports shall at all times be available to members of the Belleville Chamber of Commerce.

An annual budget will be prepared by the President and Treasurer. They are encouraged to form a temporary Budget Committee; this body may include ordinary book-keeping, programming or legal staff regularly involved in the financial operations of the organization.

The President and Treasurer shall submit a draft budget to the Board of Directors at the December Board Meeting, to be approved by the Board. The Board may choose by simple majority vote to utilize the newly drafted budget or continue with the prior year's budget during

the interim between Chamber Board Approval and review by the general Chamber Membership.

The final, Board-approved budget shall be presented at the Annual Meeting to the Membership. And will take immediate affect after that date.

While donor or contributor information may be redacted at the request of the individual, no recipient of any Chamber expense or disbursement shall ever be redacted.

## ARTICLE V BOARD OF DIRECTORS NOMINATIONS AND ELECTIONS

### Section 1. Eligibility

Any Belleville Chamber of Commerce member in good standing may seek nomination, be elected and serve on the Board of Directors, including service as an officer, except that:

- a. Two (2) or more members who share the same household, are partners in the same business, or otherwise actually or perceptually hold financially entwined interests may not hold officer positions simultaneously, and
- b. Two (2) or more members who share the same household, are partners in the same business, or otherwise actually or perceptually hold financially entwined interests may not sign and execute the same check, contract or other Chamber financial expense document on behalf of the organization.

### Section 2. Nominations Deadlines for Chamber Board of Directors Elections

No later than November 30th, or as needed throughout the calendar year, the President shall appoint a nominating committee of three (3) members, whose duty it shall be to encourage any member in good standing to self-nominate as a Candidate for a role on the Board of Directors.

- a. Candidates may submit their nomination at any regular Chamber Board of Directors Meeting, including the Annual Meeting, so long as it is prior to the opening of Voting. All Candidates are required to attend the Annual Meeting.
- b. Candidates who self-nominate by 5:00 PM, February 28<sup>th</sup> or prior, shall be included in advance on any printed ballots, candidate lists, or other publications, including electronic variations (if applicable).

- c. Candidates who self-nominate at 5:01 PM or after on February 28<sup>th</sup>, must present themselves as a write-in Candidate at the Annual Meeting.

### Section 3. Ballot Preparation

It shall be the duty of the President to prepare a proper ballot for the annual election. The ballot shall include the names of all Candidates who correctly submitted their nomination by 5:00 PM, February 28<sup>th</sup> shall be included on this ballot. There should be a reasonable allowance of space for write-in candidates, regardless of format.

The final format of the ballot shall be presented to the Chamber Board of Directors for approval at the regular March meeting.

### Section 4. Voting Timelines for Board of Director Members

Each member in good standing is entitled to one vote. Members wishing to vote may do so at the Annual Meeting, or via any early absentee voting method or format as approved by the Board of Directors at the regular March meeting.

Absentee voting may be set for any duration or method, except that no voting shall occur for at least two (2) business days prior to the election. Any absentee ballot received during this period shall not be counted.

### Section 5. Count Ballots

The President shall appoint a committee of two (2) Board Members and one (1) general Member to open and count the ballots received, at the close of voting during the Annual Meeting. Preliminary results shall be read at the close of the annual meeting.

A written report of their findings shall be given to the President, and published as part of the Annual Meeting Minutes.

### Section 6. Election

Candidates receiving the highest number of votes shall be elected. In the event of one or more ties, such candidates shall determine their elections by drawing lots.

### Section 7. Disposition of Ballots

All ballots shall be kept at the Chamber office for no less than thirty (30) days.



## ARTICLE VI BOARD OF DIRECTORS

### Section 1. Composition/Powers of the Board

The Chamber shall be governed by the Board of Directors, which shall consist of up to nine (9) members. These members shall further be representatives (owners or employees) from Belleville Chamber of Commerce member businesses in good standing, and be elected as described in these bylaws.

### Section 2. Attendance

Any board member failing to attend three (3) consecutive meetings of the Board as unexcused may be dismissed from the Board. The President shall by written notice call such failure to said members' attention, and the Board may declare the seat vacant thirty (30) days after such notice.

### Section 6. Terms and Vacancies

The Board of Directors shall fill vacancies on the Board of Directors, as outlined in Section 1.

The Board of Director Members shall be elected for a term of two (2) years. Five (5) Board members shall have terms ending in April of odd years and four (4) board members shall have terms ending in April of even years.

There is a Board of Directors time of service limit of four (4) consecutive terms maximum for a total of a maximum of 8 consecutive years of service on the Chamber Board of Directors.

At the first meeting after the Annual Meeting Elections, Officers shall be elected by the Board of Directors for a term of one (1) year. These Officers shall be: President, Vice President, Treasurer and Secretary.

There is an Officer time of service limit of four (4) consecutive terms maximum, for a total of a maximum of four (4) consecutive years of service in any singular officer role. An Officer may be elected for a different officer role for an additional two (2) consecutive terms, or an additional two (2) years, for a maximum total six (6) years of consecutive service as an officer.

### Section 7. Authority

The governance and policy making responsibilities of this corporation shall be vested in the Board of Directors, which shall control its

property, be responsible for its finances, and direct its affairs, in accordance to local, state and federal law.

## ARTICLE VII BOARD AND OFFICER ROLES AND DUTIES

All officers and board of director members shall be ambassadors on behalf of the Belleville Chamber of Commerce, its members and the broader business community. As such, they are expected to actively attend required meetings and fulfill duties of assigned voluntary roles, plan and participate in Chamber programs and events, engage with the community for recruitment and retention of membership, and generally pursue and support the organization's goals, for the sustainability of the business community at large. Specific duties for officer roles also include, but are not limited to:

### Section 1. President

The President is responsible to, and shall take direction for regular tasks from the full Board of Directors or their designee, as determined if necessary, by a majority vote. The President shall preside at all meetings of the membership and Board of Directors; together with the Secretary, the President sets the agenda and oversees the notification of meetings. The President oversees general Chamber affairs and as such serves as the chief operations officer of the Chamber, except that Board of Director approved contracts shall be signed by the Secretary. The President shall work closely with other officers and board of director members to ensure they can fulfill their ordinary duties, and may access or obtain the information and materials needed to keep the corporation in good legal standing. If any officer is unable to fulfill all or a portion of their duties, the President has ultimate responsibility to report this to the Board of Directors and arrange for timely fulfillment. As such, the President shall work particularly close with the Vice-President, to encourage and ensure the Vice-President has an understanding of the President's duties. The President may assign all or portions of their approved duties to the Vice-President for singular, meetings events or actions without ADDITIONAL approval by the Board of Directors. However, long-term duties or tasks not already approved must be approved by the Board of Directors.

### Section 2. Vice-President

The Vice-President is ordinarily responsible to, and shall take direction from the President and the Board of Directors, or their designee. The Vice-President shall perform the duties of the President in President's absence and perform such other duties such as may be delegated by the President or Board of Directors. The Vice-President shall work closely with all other officers and Board of

Director Members; Particularly the President, so that a succession of duties may occur should it be needed for either short-term or long-term instances.

### Section 3. Treasurer

The Treasurer is ordinarily responsible to, and shall take direction from the President and the Board of Directors, or their designee - except that all expenses and disbursements must be approved by, and reported to, the Board of Directors directly. The Treasurer shall regularly review, maintain and safeguard all funds received by the Chamber and oversee their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall pay or arrange for the payment of any bills as designated by the Board of Directors, except that checks written for an amount of one-thousand dollars (\$1,000.00) or more must be signed by two (2) officers, or otherwise approved signatories. The Treasurer shall work with the President to coordinate and oversee the preparation of certain financial reports as may be required by federal and state law, including but not limited to required tax filing, Department of Financial Institutions Annual Report Filing, finance & budget reports to the Chamber membership for the Annual Meeting. The Treasurer will also reconcile the all monthly deposit accounts present a monthly financial report which includes this reconciliation, to the Board of Directors. Additionally, the Treasurer may perform all duties incident to the office and, such other duties as from time to time may be assigned by the President or by the Board of Directors.

### Section 4. Secretary

The Secretary is ordinarily responsible to, and shall take direction from the President and the Board of Directors, or their designee. The Secretary shall be responsible for, and oversee the safeguarding of all original corporate documents of establishment, letters of determination, bylaws, contracts and other program records, such as membership contacts lists or records of program activities and events. Contracts, approved by the Board of Directors, shall be endorsed by the Secretary. The Secretary, together with the President, confirms the agenda and ensures meetings are duly noticed. The Secretary shall keep minutes of all Chamber Board or Director meetings. With the exception of certain member information, all records including minutes, will be regularly backed-up and/or printed, and subject to inspection by membership upon reasonable request. While maintaining financial records is not the primary responsibility of the Secretary, all such records presented to the Board of Director's or membership shall be duplicated and incorporated into the minutes or other record; appropriate redaction

may occur for contributions, and no redactions may be made for disbursements. All aforementioned information, including membership and contributions, shall be regularly shared with the Board of Directors.

## ARTICLE VIII COMMITTEES AND OPERATING COMMITTEES

### Section 1. Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committee and committee chairpersons. The President may appoint such ad hoc committees and their chairperson as deemed necessary to carry out the program of the Chamber. Committee appointments shall be made by the President and shall serve concurrent with the term of the appointing President, unless the Board of Directors approves a different term.

### Section 2. Limitation of Authority

No singular action by any member, committee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Belleville Chamber of Commerce until it shall have been approved or ratified by the Board, and when appropriate, the membership.

## ARTICLE IX AMENDMENTS

### Section 1. Revisions

These bylaws may be amended or revised by two-thirds (2/3) vote of those present at any regular or special Board meeting, providing prior notice of the changes was given to each Board member in accordance with notifications required for the next scheduled meeting.

## ARTICLE X DISSOLUTION

### Section 1. Procedure

The Belleville Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall insure, 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 organizations to be selected by the Board of Directors as defined in the IRS Section 501 (c) (6).

Approved by board: 2-16-2021  
Ratified by Membership: 4-24-2021

Amendments Drafted: 02-10-2021  
Amendments Reviewed; 02-16-2021  
Amended by vote of the Board of Directors: 02-16-2021  
Ratified by Membership on: **DATE HERE, Likely Annual Membership Meeting**

Belleville Chamber of Commerce

Endorsed by those present, whose signatures are below.

\_\_\_\_\_  
Print Name/Title                      Date

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Print Name/Title                      Date

\_\_\_\_\_  
Signature

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Signature

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Print Name/Title                      Date

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Print Name/Title                      Date

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Signature

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Signature

Additional Supporting Member Signatures, here: