

Boulder Junction Chamber of Commerce ~ Constitution and Bylaws

Article I. NAME

Section 1.01 The name of the Corporation shall be the Boulder Junction Chamber of Commerce.

Section 1.02 The registered trademark of the Corporation shall be "The Musky Capital of the World." The trademark shall be used to publicize and advertise the Boulder Junction area, when appropriate.

Section 1.03 The Corporation shall function within the Boulder Junction area of Vilas County, Wisconsin.

Section 1.04 The office of the Corporation shall be in Boulder Junction, Wisconsin.

Article II. PURPOSE

Section 2.01 The purpose of the Corporation shall be to support a healthy, vibrant local economy. The Corporation shall:

- (a) Promote the Boulder Junction area and its businesses.
- (b) Encourage the relocation and development of appropriate businesses in the area.
- (c) Protect the resources that are central to the appeal of the area.
- (d) Encourage and support development of the area's recreational facilities.

Article III. MEMBERSHIP

Section 3.01 CLASSES OF MEMBERSHIP

- (a) **BUSINESS MEMBERSHIP:** Shall include any sole proprietorship, partnership, corporation or limited liability company engaged in business in the Town of Boulder Junction or surrounding areas and operating with the required governmental licenses and permits.
 - (i) Owner or manager of said business is responsible for the membership dues of their business. Establishment(s) leasing space from said business is a separate entity and will pay full membership dues as a regular member.
 - (ii) Businesses operating outside the Town of Boulder Junction may be subject to a surcharge in addition to the full membership dues.
 - (iii) Voting rights: Each business membership as described above shall have one vote at the annual or special membership meeting. Members must be present at a meeting when voting takes place in order to cast a vote on agenda items. See Article IX, Section 9.03 for election voting procedure.
- (b) **MULTIPLE BUSINESS MEMBERSHIP:**
 - (i) When a business, as described in Article III, Section 3.01(a) is operating more than one business, they must pay full membership dues for their first businesses. For each additional business, they will be responsible for half of the full membership dues.
 - (ii) Voting rights: Multiple businesses paying half of the full membership dues do not have voting rights at the annual or special membership meetings. Should said business want voting rights for each multiple business membership, a full business membership must be paid for each.

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- (c) **NON-PROFIT MEMBERSHIP:** Shall include be open to any non-profit organization, club, school or Governmental body not engaged in representing a business and whose main intent in joining the Chamber is to show support of its purpose.
 - (i) Voting right: Each non-profit member, as described above, shall have one vote at the annual or special membership meetings. Members must be present at a meeting when voting takes place in order to cast a vote on agenda items. See Article IX, Section 9.03 for election voting procedure.
- (d) **FRIENDS OF THE CHAMBER:** Shall include any individuals, resident or non-resident, who make an annual donation to the Corporation in accordance with the current dues schedule established by the Board of Directors.
 - (i) Voting rights: Friends of the Chamber shall not have voting rights at the annual or special membership meetings.
 - (ii) Honorary Friends of the Chamber: The Board of Directors shall have the power to grant Friends of the Chamber annual memberships to persons who are deemed worthy because of outstanding service to the community or to the Corporation or who contribute financially other than established dues.

Section 3.02 CODE OF CONDUCT: No member shall act in such a manner as to cause harm to the Corporation or its members. All members shall conduct their business in an honorable manner, with the best interests of the Corporation and community of Boulder Junction in mind and treat the visitors in our area with every possible courtesy.

Section 3.03 PROCEDURE FOR APPLICATION FOR MEMBERSHIP

- (a) Written application must be submitted on the approved form to the Executive Director with the appropriate dues for the class of membership for which the applicant is applying. Such dues are to be prorated for the months remaining between the date of application and June 30.
- (b) The Executive Director shall ensure necessary licenses and permits are current for proposed member before submitting application to the Board of Directors.
- (c) The Board of Directors shall consider each application for membership to be sure evidence of all required licenses and permits is provided, and that the application business will help to advance the purposes of the Corporation as stated in Article II.
- (d) If the Board of Directors considers that an applicant business would be detrimental to the area business community it shall not approve the application.
- (e) If the issues detailed in Article III, Section 3.01 are met, a 2/3 votes of the Board of Directors is required for approval.
- (f) Dues: See Article VIII, Section 8.02.

Section 3.04 TRANSFER OF MEMBERHSIP: In the event any members conveys or otherwise transfers its business during a fiscal year for which dues have been paid, the transferee of such business shall be entitled to continue membership with the Corporation for the balance of the year.

Section 3.05 RESIGNATION OF MEMBERSHIP: Should a member resign their membership for any reason after the beginning of the membership year, refunds on dues paid will not be given.

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Section 3.06 TERMINATION OF MEMBERSHIP:

- (a) Any member will be deleted from membership for nonpayment of full dues by July 31 of each year.
- (b) Any member may be expelled from membership for conduct or business practices deemed detrimental to the purposes of the Corporation. A 2/3 vote by the Board of Directors shall be required for such an expulsion. Any member so expelled may appeal at the annual membership meeting but shall stand suspended until action is taken by the membership. No refund of dues will be made to any member so expelled.

Article IV. OFFICERS & EXECUTIVE DIRECTOR

Section 4.01 OFFICERS OF THE CORPORATION shall consist of a President, Vice President, Treasurer, and Immediate Past President. The Executive Director shall serve as Secretary.

Section 4.02 METHOD OF SELECTION:

The President, Vice President, and Treasurer shall be elected at the annual meeting for one-year terms of office beginning at the next regular board meeting immediately following the elections. The Immediate Past President (IPP) shall be the most recent Past President who is available to serve.

- (a) Any of the Officers may be reelected for another term of office.
- (b) In the event a President is unable to complete his terms of office, the Vice President would immediately become President.

Section 4.03 QUALIFICATIONS: The President and Vice President shall have served one complete year on the Board of Directors before taking office, which shall have been the year immediately preceding the year for which nomination to office is sought.

Section 4.04 DUTIES OF OFFICERS:

- (a) **PRESIDENT:** The President must be a Business Member or Non-Profit Member of the Corporation. The President shall have general supervision of the affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, Executive Committee meetings, and meetings of the general membership. The President shall appoint all committee chairs and committee members with the approval of the Board of Directors. The President shall be expected to chair any committee for which a chair cannot be found.
- (b) **VICE PRESIDENT:** The Vice President must be a Business Member or Non-Profit Member of the Corporation. The Vice President shall discharge the duties of the President in the absence of the President. The Vice President will succeed the office of President in the event of the inability of the President to complete his term of office. The Vice President shall be presumed to be planning to run for the office of President the following year and should be preparing for the event by selecting committees and becoming knowledgeable of the duties of the Presidency. The Vice President will be expected to chair a committee.
- (c) **TREASURER:** The Treasurer must be a Business Member or Non-Profit Member of the Corporation. The Treasurer shall supervise the collection, safekeeping, and expenditure of all funds of the Corporation and the keeping of accurate financial records. The Treasurer shall work closely with the Executive Director who is responsible for the collections, disbursements, and record keeping. The Treasurer, Executive Director or other Executive Committee member will co-sign checks written in payment of obligations. The Treasurer, with the Finance Committee, will assist in preparing the annual budget and will serve as Chair of the Finance Committee. The Treasurer shall submit a financial report at each membership and Board of Directors' meeting.

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- (d) **IMMEDIATE PAST PRESIDENT:** The IPP shall serve in an advisory capacity to the President. The IPP shall be a member of the Board of Directors and the Executive Committee and shall chair the nominating committee. The IPP does not have voting rights at Board Meetings.
- (e) **EXECUTIVE DIRECTOR:** There shall be an Executive Director who shall serve as the paid administrator of the Corporation and will serve as Secretary on the Board of Directors without a vote. The Executive Director shall report to the Executive Committee. The Executive Committee shall have the power to hire and terminate the services of the Executive Director with approval of the Board of Directors. The Executive Committee shall set the compensation and shall establish and update the job description of the Executive Director with Board approval.
 - 1) All deeds, leases, contracts and other documents for the Corporation, shall be signed by the Executive Director and one Executive Committee member.
 - 2) In the event that the Executive Director is not available, two (2) Executive Committee members must sign.
 - 3) No two (2) who are immediately related may sign the above items

Article V. BOARD OF DIRECTORS

Section 5.01 MANAGEMENT: The government of the Corporation, the direction of its work and the control of its property and finances shall be vested in the Board of Directors.

Section 5.02 MEMBERSHIP:

- (a) The Board of Directors shall consist of six (6) elected Directors plus the Officers (President, Vice President, Treasurer, and Immediate Past President).
- (b) To conform to Wisconsin State Statute sec. 66.0615, at least one (1) member of the Board must be an owner or operator of a Lodging facility that collects Room Tax and is located within the Town of Boulder Junction. They must be a Business Member in good standing.
- (c) The Executive Director shall serve as Secretary to the Board of Directors, without vote.

Section 5.03 QUALIFICATIONS AND SELECTION:

- (a) Board of Directors members must be Business Member, Non-Profit Member or Friend of the Corporation.
- (b) No more than two (2) members operating businesses outside of the Boulder Junction township shall sit on the Board.
- (c) No more than one (1) Friend of the Chamber shall sit on the Board, with voting rights at Board Meetings and at the annual or special membership meetings. A Friend of the Chamber may not sit on the Executive Board.
- (d) Terms of Directors shall be for three (3) years, which shall be staggered with two (2) members to be elected each year. Directors may stand for reelection.
- (e) Directors will be elected at the annual membership meeting by vote of the membership. Terms of office begin at the next regular board meeting immediately following the elections.

Section 5.04 DUTIES OF THE BOARD OF DIRECTORS:

- (a) Attend all Board of Directors' meetings.
- (b) Notify the Executive Director if unable to attend scheduled meetings.
- (c) Serve as the Chair of at least one Committee of the Corporation and serve on at least two other committees.
- (d) Exercise management of the business of the Corporation through its regular meetings.
- (e) Approve the expenditure of any item over budget.
- (f) Establish and approve policy.

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Section 5.05 MEETINGS OF THE BOARD OF DIRECTORS:

- (a) The Board of Directors shall meet monthly (as needed) at a time and place agreeable to the majority of its members.
- (b) Special meetings of the Board of Directors may be called at any time by the President or by a vote of a majority of the Board of Directors.
- (c) Should any Director or Officer miss three (3) meetings within anyone (1) year time period; he or she shall be subject to replacement, at the discretion of the Board of Directors.

Section 5.06 EXECUTIVE COMMITTEE:

- (a) MEMBERSHIP:
 - 1) President, Vice President, Treasurer, and Immediate Past President.
 - 2) Executive Director, who shall serve without vote.
- (b) DUTIES OF THE EXECUTIVE COMMITTEE:
 - 1) Consult with and supervise the duties of the Executive Director.
 - 2) Set the compensation of all employees with Board approval.
 - 3) Act for the Board of Directors between regular meetings of the Board.
- (c) Meetings may be called at any time by the President, Vice President, Treasurer or Immediate Past President when business dictates the need.

Section 5.07 INDEMNIFICATION:

- (a) The Corporation may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 5.08 VACANCIES:

- (a) In the event of any midterm vacancy on the Board of Directors, the Board of Directors shall appoint a qualified person to fulfill the position. The appointee shall serve the remainder of the vacated term.

Article VI. MEETINGS

Section 6.01 BOARD OF DIRECTORS MEETINGS: See Article V, Section 5.04.

Section 6.02 EXECUTIVE COMMITTEE: See Article V, Section 5.05.

Section 6.03 COMMITTEE MEETINGS: Shall be called at the discretion of the Committee Chairs or President.

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Section 6.04 ANNUAL MEMBERSHIP:

(a) PURPOSE:

- 1) To inform the membership of current programs & priorities of the Corporation.
- 2) To facilitate member input into the affairs of the Corporation.
- 3) To approve Constitution and Bylaw changes.
- 4) For electing Officers and Board of Directors. See Article V, Section 5.02.

(b) NOTIFICATION:

- 1) The Executive Director shall email to members, or mail to members without email, a notice of the time and place of meetings and an agenda for the meeting 15 days prior to the meeting.
- 2) The slate of nominees for Officers and Board of Directors for the election shall be emailed to members or mailed to members without email.
- 3) Copies of proposed Bylaw changes shall be emailed to members, or mailed to members without email, at least 15 days prior to the meeting.

(c) DATE OF ANNUAL MEETING:

- 1) Membership meeting shall be held prior to June 1.
- 2) The Board of Directors shall set the meeting date and time.

Section 6.05 SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP:

- (a) A special meeting may be called at any time by the President or a majority of the Board of Directors or Executive Committee.
- (b) A special meeting may be called by a signed petition of ten (10) Business Members.
- (c) Special meetings require five (5) days written notice, via email or mail to members without email, to the membership giving the purpose, time and place of such meeting.

Article VII. COMMITTEES

Section 7.01 STANDING COMMITTEES: There shall be the following Standing Committees:

(a) Budget, Finance & Dues Committee: Treasurer will chair this committee.

- 1) Duties: Anticipate expenditures and revenues; request project and event budgets from other committees; develop and prepare annual budget for presentation to Board. Review dues structure and rates annually.

(b) Advertising and Publicity Committee:

- 1) Duties: Work with the Executive Director in maintaining the promotion, advertising, and publicity of the Corporation and keep the board informed.

(c) Membership & Welcome Committee:

- 1) Duties: Work with the Executive Director in maintaining and pursuing expansion of the membership of the Corporation. Welcome new businesses and conduct annual campaign to bring in new members.

(d) Events Committees:

- 1) Duties: Work with the Executive Director to promote special events to bring visitors into town to increase business and promote the community. See in-house Committee Roster for annual and special event committees and duties.

Section 7.02 OTHER COMMITTEES: The President may name such other committees as deemed necessary to carry out the needs of the Corporation.

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Section 7.03 MEMBERSHIP OF ALL COMMITTEES:

- (a) All committees shall have a chair or co-chairs and at least two (2) other members appointed by the President.
- (b) All members of the Board of Directors are expected to chair at least one (1) committee and serve on at least two (2) other committees.
- (c) Every attempt should be made to involve other members as committee members to get the membership involved in the affairs of the Corporation.
- (d) The Board of Directors shall approve all committee appointments.
- (e) The President, Vice President, and Executive Director shall be ex-officio members of all committees.
- (f) Committees should regularly report their activities and progress to the meetings of the Board of Directors and announce dates of coming committee meetings and get Board approval of committee activities.
- (g) Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the Chamber and are not property of the individual committee.

Article VIII. FINANCES

Section 8.01 ANNUAL BUDGET: shall be prepared by the Finance Committee and the Executive Director and presented no later than the December Board of Directors' meeting for approval.

Section 8.02 MEMBERSHIP DUES:

- (a) The standard cost of living increase may be applied to the dues each year.
- (b) Dues are due by July 1 of each year and must be paid in full.
- (c) Dues will be considered delinquent by July 31 and if not paid, a former member shall be deleted from membership.

Section 8.03 AUDIT: An audit of the books of the Corporation will be conducted by an outside source every year.

Article IX. ELECTIONS

Section 9.01 NOMINATIONS: The Board of Directors along with the Executive Director will:

- (a) Develop a slate of candidates for officers and Directors for the elections.
- (b) Present the slate of candidates to be emailed, or mailed to members without email, to the membership 15 days prior to the annual meeting.
- (c) Conduct election at annual membership meeting.
- (d) Nominations from the floor at the annual membership meeting may be accepted for all positions being elected.
- (e) Prior to accepting any nomination, nominees shall review the Bylaws, particularly as they relate to the duties of the Board of Directors.

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Section 9.02 VOTING:

- (a) Each Business Member or Non-Profit Member, with voting rights, is required to check-in to receive the official numbered printed ballot at the annual membership meeting.
- (b) If the Business Member or Non-Profit Member, is unable to attend the meeting said member may come into the chamber office to obtain an absentee ballot and vote, in person, no later than 24 hours in advance of annual meeting.
- (c) No proxy voting is permitted. Only the owner, manager or main point of contact listed on the membership application or renewal form may vote. No exceptions.
- (d) Votes will be tallied at the annual meeting in an open area by the Executive Director, one Board Member and one random meeting attendee. Those selected to count ballots shall have no direct affiliation with the slate of candidates.

Section 9.03 OFFICER CANDIDATES: Candidates for President, Vice President, and Treasurer must receive a majority vote to be elected. If there are more than two (2) candidates for an office, the candidate receiving the fewest votes will be dropped and a second vote taken until the majority vote is received.

Section 9.04 DIRECTOR CANDIDATES: Each member will vote for the number of Director candidates for which there are vacancies. Those receiving the highest number of votes will win.

Article X. QUORUM

Section 10.01 BOARD OF DIRECTORS MEETINGS: a majority of members of the Board of Directors constitute a quorum to conduct business.

Section 10.02 ANNUAL AND SPECIAL MEMBERSHIP MEETINGS: All members present shall constitute a quorum for the transaction of business.

Article XI. PARLIMENTARY AUTHORITY

Section 11.01 All meetings of the Corporation shall be conducted under Robert's Rules of Order.

Article XII. AMENDMENTS

Section 12.01 This Constitution and Bylaws may be amended by a majority vote at any annual meeting, or at any special meeting called for that purpose.

Section 12.02 Proposed amendments must be submitted to the Board of Directors to insure proper format and constitutionality. The Board of Directors will take a stand on the proposal, the results of which will be stated to the membership prior to voting at the next annual meeting.

Section 12.03 Proposed amendments must be submitted in writing to the membership at least two (2) weeks before the meeting at which the vote will be taken.

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Article XIII. FISCAL YEAR

Section 13.01 The Fiscal Year of the Corporation shall be January 1 – December 31.

Article XIV. DISSOLUTION:

Section 14.01 The Chamber may be dissolved by resolution adopted at any annual meeting or special meeting of the membership. Following the adoption of Resolution of Dissolution, the affairs of the Chamber shall be concluded in accordance with the provision of Wis. Stat. Chapter 181, Subchapter XIV. In the event of dissolution, the Board of Directors shall dispose of all assets of the Chamber remaining after the claims of creditors have been satisfied. All valid claims must be to corporation operating solely for similarly non-profit public purposes and be qualified for exemption under Section 501 (c)(6) of the Internal Revenue Code of the United States, or to federal, state, county or city governments for public purposes.

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