

By-Laws of Sharon Chamber of Commerce

Effective January 2026

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the state of Wisconsin and shall be known as the Sharon Chamber of Commerce, Incorporated.

Section 2: Purposes

Mission: The purpose of this corporation is to promote community services, to perform charitable, philanthropic efforts, and to foster both business and community growth within the Greater Sharon, Wisconsin area. To acquire by memberships, gift, bequest or otherwise, real and personal property. To hold, manage, convey and dispose of the same for the purposes herein set forth. To engage in any other lawful activity within the purposes for which corporations may be organized under Chapter 181 of the Wisconsin Statutes, and complies with Section 501(c) of the internal Revenue Code., Wherein any net earnings from the activities above described shall be donate exclusively for charitable, educational, recreational purposes, as well as the promotion of businesses and industry for the betterment of the Greater area of Sharon, Wisconsin.

Vision: The promotion of Business, Industry, and Community Growth. By working with all organizations as a team with collaborative efforts. Through charitable, educational, and recreational resources for the betterment within the Greater Sharon, Wisconsin area.

Section 3: Area

The area or economic region shall include the communities of the Village of Sharon, Town of Sharon, and surrounding areas within Walworth County, Wisconsin.

Section 4: Limitation of Methods

The Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code and Chapter 181 Wisconsin Statutes.

ARTICLE II

Membership

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of annual membership dues.

Section 3: Membership Dues

Membership dues shall be at such rates, schedule, or formula set by the board annually. Membership dues shall be paid in advance of the upcoming year.

Section 4: Responsibility

Responsibilities and duties of the members are: to elect the Board of Directors, and vote to adopt, amend or repeal any provision of the Articles of Incorporation of the Corporation or Bylaws. Aside from the foregoing, members shall have no voting rights to participate in the management of the corporation.

Section 5: Voting

Every member shall have one vote at any annual or special meeting of the corporation on any matter on which members are entitled to vote, and votes may be cast either in person or by proxy.

Section 6: Termination

(1) Any member may resign from the chamber upon written request to the board of directors; (2) any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 60 days from the date due unless otherwise extended for good cause; (3) and any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing is afforded the member complained against.

Article III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during November of each year. The time and place shall be fixed by the board of directors and notice given to members at least 10 days before said meeting.

Section 2: Additional Meetings (general membership, board, and committee meetings)

General meetings of the chamber may be called by the President at any time, or upon petition in writing of 2/3 members in good standing: notice of special meetings shall published at least 5 days prior to such meetings; board meetings may be called by the President of the board or by the board of directors upon written application of 3 members of the board.

Notice, including the purpose of the meetings, shall be given to each director at least 1 day prior to said meeting; committee meetings may be called at any time by the President, Vice President, or by the committee's chair.

Section 3: Quorums

At any duly called general meeting of the chamber, 5 members shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

Section 4: Notices, Agendas, and Minutes

Written notice of all chamber meetings must be given at least 48 hours in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

Article IV

Board of Directors

Section 1: Composition of the Board

The board of directors shall be composed of six members, one-half of whom shall be elected annually to serve unlimited terms or until their successors are elected and have qualified. An elected director will not be eligible for re-election to an additional consecutive term if he or she has been absent from more than one-half of the regular meetings of the Board of Directors since his or her last election as a director.

The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Selection and Election of Directors

The President will appoint a nominating committee at the regular October board meeting to nominate and manage the election of the board of directors. The directors shall be nominated during the regular October board meeting, and elected by the members at the annual meeting in November or by the Board of Directors to fill vacancies.

Section 3: Seating of New Directors

All newly elected and appointed board members shall be seated at the regular December board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies

Any vacancy occurring in the Board of Directors may be filled until the next succeeding election by the affirmative vote of a majority of the directors then in office.

Section 5: Policy

The board of directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a members policy manual to be reviewed annually and revised as necessary.

Section 6: Indemnification

The chamber 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 any of them are made parties, or a party too, by reason of having been officers, directors, and 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.

Article V

Officers

Section 1: Determination of Officers

The board of directors (new and retiring) at its regular December meeting shall reorganize for the coming year. The Nominating Committee for directors shall also nominate officers each year. At this meeting, the board shall elect the President, Vice President, Secretary, and Treasurer. Officers will be elected from members of the new board. All officers shall take office on the first day of the new fiscal year and serve for a term of 1 year or until their successors assume the duties of office. They shall be voting members of the board of directors.

Section 2: Duties of Officers

A. President. The President shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, board of directors, and Executive Committee. The President shall, determine all committees, select all committee chair, assist in the selection of committee personnel, subject to approval of the board of directors. The President takes ownership in overseeing annual filings such as 1024, 990, State annual filing, and registered agent. The president shall also be responsible for all expenditures with approved budget allocations.

B. Vice President. The Vice President shall exercise the powers and authority and perform the duties of

the President in the absence or disability of the President.

D. Treasurer. The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the board of directors. Checks are to be signed by the treasurer and the president or, in the absence of either or both, by any two officers. The treasurer shall cause a monthly financial report to be made to the board. The treasurer is responsible for any annual tax or financial filings including but not limited to insurance, audits, 1024, 990, and sales tax.

E. Secretary. The secretary shall serve as secretary to the board of directors and prepare notices, agendas, and minutes of board meetings.

The president shall also be responsible for all expenditures with approved budget allocations.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the board of directors when the board is not in session but shall be accountable to the board for its actions. It shall be composed of the President, Vice President, Treasurer, and Secretary. The President will serve as chair of the Executive Committee.

Section 4: Indemnification

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber any of its officers or former officers as spelled out in Article IV, Section 6 of these bylaws.

Article VI

Committees and Divisions

Section 1: Appointment and Authority

The President, by and with the approval of the board of directors, shall appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrently with the term of the appointing President, unless a different term is approved by the board of directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and carry out such activities as may be delegated to

them by the board.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it has 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 committees.

Section 3: Testimony

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chair or, in their absence the individuals they designate as being familiar enough with the issue to give testimony, or make presentations before civic and governmental agencies.

Section 4: Division

The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations it deems advisable to handle the work of the chamber.

The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber unless approved by the board of directors.

Article VII

Finances

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. Unused funds from the current year's budget can be placed in a reserve account.

Section 2: Disbursements

Each month the Treasurer will present the financials including the disbursements for approval by the directors of the board.

Section 3: Fiscal Year

The fiscal year of the chamber shall close on 12/31.

Section 4: Budget

As soon as possible after the election of the new board of directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

Section 5: Annual Audit

The accounts of the chamber of commerce shall be audited annually as of the close of business on 12/31 by a public accountant. The audit shall at all times be available to members of the organization by request to the secretary of the chamber.

Article VII

Dissolution

Section 1: Procedure

The chamber shall use its funds only to accomplish the objectives 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 organizations to be selected by the board of directors as defined in IRS Section 501(c)(3).

Article IX

Section 1: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

Article X

Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds member vote.

Danielle Adams, President

Ashley Frederick, Treasurer

Stephanie Powell, Vice-President

Koren Dykstra, Secretary

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Revised Article IV and officers on last page January 2025