

Bylaws

Oconto Falls Area Chamber of Commerce

Effective November 21, 2019

Article I - Purpose

- Section 1. The name of this organization shall be known as the Oconto Falls Area Chamber of Commerce (OFACC).
- Section 2. MISSION STATEMENT – The OFACC will be a valid and dynamic link between local business and the community. Its objective is to be an advocate for business interests and to promote business development, city beautification and tourism.
- Section 3. Membership is open to any interested business or resident of Oconto Falls or the surrounding area.
- Section 4. The OFACC will not be partisan towards any individual business, business interest or political issue as it represents the business community as a whole.

Article II – Board of Directors

- Section 1. OFACC shall be managed by a Board of Directors consisting of not less than 5 but no more than 7 board members.
- Section 2. Officers shall be President, Vice President, Secretary, and Treasurer. They shall be elected to serve a one year term and continue in office until their successors are elected and qualified.
- Section 3. The duties of the President shall be to preside at all meetings, to sign all documents, appoint committees and have general oversight of the organization.
- Section 4. It shall be the duty of the Vice President to perform the duties of the President in case of absence or inability to serve. The President and Vice President will make arrangements for meetings and announce them as they are set.
- Section 5. The duties of the Secretary shall be to document, save, and distribute minutes to the OFACC Board of Directors.
- Section 6. The Treasurer shall be the custodian of all monies of the OFACC. Duties include: submit monthly financial reports at meetings, sign checks, and administer annual dues statements to members. The Treasurer will also pick up mail and distribute accordingly.
- Section 7. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors may be filled by the

remaining directors. A director elected to fill a vacancy shall serve the remaining term of his/her predecessor or until a successor has been elected.

- Section 8. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, the President can postpone the action until the next called meeting or vote by electronic means. (See Article VI, Section 3.)

Article III – Dues and Membership

- Section 1. If a change in dues is desired, they shall be agreed upon by a membership vote either at the annual November business meeting or at any time via email.
- Section 2. All memberships shall expire December 31 annually. All dues shall be payable within 30 days after the first of the year.
- Section 3. One member from the business will be listed as the designated delegate and will have voting privileges and are eligible to hold office.

Article IV – Nominations and Elections

- Section 1. The President shall appoint members to serve as a nomination committee preceding the election at the annual November business meeting. The nomination committee shall conduct the election.
- Section 2. No one shall be nominated whose consent to serve has not been obtained prior to the meeting.
- Section 3. Election of Board of Directors shall be held at the annual November business meeting. The election shall be conducted by a ballot vote. Those who are elected will take office on January 1.
- Section 4. The Board of Directors shall be elected at the annual November business meeting. Each board member shall serve a one year term. The Board of Directors will select the officers at the January board meeting to serve a one year term.

Article V – Committees

- Section 1. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

Article VI – Meetings and Order of Business

- Section 1. Regular meetings of the OFACC membership will generally be held on the third Thursday of the month, as designated by the President and Vice President.
- Section 2. The OFACC Board of Directors monthly meetings will be held as designated by the President. Special meetings can be called and committees will meet whenever it is deemed necessary.
- Section 3. The Board of Directors can use electronic communication when a vote is needed by the board members. They will have up to midnight of the following business day to raise objections and have discussion. After the deadline, a quorum will decide the vote.
- Section 4. The Board of Directors can use electronic communication when a vote is needed by the membership. They will have up to three business days to raise objections and have discussion. After the deadline, a majority will decide the vote.
- Section 5. An annual budget shall be presented annually in October in writing to membership for voting approval at the annual November business meeting. Financial expenditures over \$500, not previously budgeted, are contingent upon approval by members. Requests for expenditures will be presented in advance of the next scheduled meeting or take place via electronic communication.

Article VII – Amendments

- Section 1. A proposed amendment of the bylaw(s) shall be given in writing one month prior to the meeting date of which the change shall be voted upon. The bylaw(s) are amended at a business meeting and majority present will decide the vote.

Article VIII – Indemnification

- Section 1. Any Board of Director who is involved in litigation by reason of his or her position as board member of the organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights.)

Article IX – Dissolution

Section 1. The organization may be dissolved only with the authorization of its membership at a special meeting called for that purpose and with approval by majority present.

Section 2. In the event of dissolution of the organization, the assets shall be applied and distributed as follows: all liabilities and obligations shall be paid, satisfied and discharged, or adequate provisions shall be made therefore; and/or assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distribution, transferred or conveyed in trust to organization(s) selected by membership majority.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by membership on _____.

Dated this _____ day of _____, _____.

(Representative Name)

(Position), Oconto Falls Area Chamber of Commerce