



Bylaws of the  
Hartford Area Chamber of Commerce

Revised April 18<sup>th</sup>, 2023

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Of  
Hartford Area Chamber of Commerce**

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# **ARTICLE I**

## **GENERAL**

### **Section 1 NAME**

This organization is incorporated under the laws of the State of Wisconsin on April 13, 1933 and again on March 8, 1978 and shall be known as the Hartford Area Chamber of Commerce, Incorporated, 501 (c) (6). Hence forth, corporation or the corporation refers to the Hartford Area Chamber of Commerce.

### **Section 2 PURPOSE**

The Hartford Area Chamber of Commerce is organized to achieve the objectives of:

Promoting business and community growth: Through the three pillars of guidance promote economic programs designed to strengthen and expand the income potential of all business within the Hartford area and support programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community.

*Three Pillars of Guidance:*

1. Exchanging Information - *For Business, For Community, For Relocation*
2. Nurturing Development - *In Leadership, Through Growth, With Skills Training*
3. Supporting Tourism - *For Business, For Leisure, Through the Visitor's Center*

MISSION: Revised October 15, 2018

MISSION STATEMENT:

Supporting and Nurturing Growth for the Hartford Area.

### **Section 3 AREA**

The Hartford Area shall mean to include the city of Hartford, Town of Hartford, and those rural Townships and Villages surrounding Hartford and beyond as a prospective member sees fit.

### **Section 4 LIMITATION OF METHODS**

The Chamber shall be nonprofit, nonpartisan, and nonsectarian.

No officer, director, committee, taskforce, chairman, program or operating group shall endorse in the name of, or on behalf of, the Chamber, any person or matter without authority of the Board of Directors.

## **ARTICLE II**

### **MEMBERSHIP**

#### **Section 1 ELIGIBILITY**

Any person, association, corporation, partnership or estate having an interest in carrying out or fulfilling the mission statement of the organization shall be eligible to apply for membership.

Membership within the Chamber is not transferable, not refundable or assignable.

#### **Section 2 DUES**

Membership dues and sponsorships packages shall be at a rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable semi-annually or quarterly in advance. Dues and or sponsorship paid are for membership valid for a twelve-month period.

#### **Section 3 TERMINATION**

- a) Any member may resign from the Chamber upon written request to the Board of Directors;
- b) Any member shall be expelled by the Board of Directors by a two-third vote for nonpayment of dues after 90 days from the due date, unless otherwise extended for good cause;
- c) Any member may be expelled by a two-thirds vote of Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims of reput of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

#### **Section 4 VOTING**

Members shall have no right to vote on any matter with respect to the Chamber unless such matter is expressly submitted to a vote of the members of the Chamber by resolution of the Board of Directors.

In any proceeding in which voting by the members of the Chamber is called for by resolution of the Board of Directors, each Chamber member shall be entitled to cast one vote at the Chamber's annual meeting, or any special meeting as convened by the seated Board of Directors.

#### **Section 5 EXERCISE OF PRIVILEGES**

Any Chamber member may nominate individuals, whom the holder desires to exercise the privilege of membership covered by its subscription and shall have the right to change its membership nomination upon written notice.

### **ARTICLE III**

#### **MEETINGS**

##### **Section 1 ANNUAL MEETING**

The annual meeting of the corporation shall be held within the first three calendar months of each year: January/February/March. The time, place, and method shall be fixed by the Board of Directors and notice thereof communicated to each member at least 20 days before said meeting.

##### **Section 2 ADDITIONAL MEETINGS**

The Board of Directors shall meet regularly as determined by the Board of Directors. In addition, the Board of Directors may provide.

General meetings of the Chamber of Commerce may be called by the President at any time or upon petition in writing from any thirty (30) members in good standing. a) Notice of special meetings shall be communicated to each member at least fifteen (15) days prior to such meetings; b) Board meetings may be called by the President or upon written application of three (3) members of the Board. Notice shall be given to each Director at least one (1) day prior to said meetings; c) Committee meetings may be called at any time by the President, respective department committee, or by its chairman.

##### **Section 3 QUORUMS**

At any duly called General Meeting of the Chamber, fifteen (15) members shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors. At Committee Meetings, a majority shall constitute a quorum,

except when a committee consists of more than nine (9) members, five (5) then shall constitute a quorum.

#### **Section 4 ATTENDANCE BY ELECTRONIC MEANS**

The Board of Directors, in addition to conducting meetings in which each director participates in person, may conduct any meeting by the use of any electronic means of communication, provided that all participating Directors may simultaneously hear each other during the meeting.

#### **Section 5 COMMUNICATION MEANS**

There are many forms of communication currently available in society. Informational communications not requiring Board or member involvement can be done by any means available to the Executive Director. Official communications that do require board or member involvement must be done by the following means: in person where notes and attendance of the meeting are recorded and or via tele or video conference where notes and attendance of the meeting are recorded, and that participating Directors may simultaneously hear each other during the meeting. Invitations / communications regarding events must at minimum be communicated via mail or by digital mail. Postings on the website and social media are good reminders but do not replace either direct mail or direct digital notifications.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

The Hartford Area Chamber of Commerce is managed by a twelve-member group of area business leaders. 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 1 COMPOSTITION OF THE BOARD**

The Board of Directors shall be composed of twelve (12) Directors representing Chamber members in good standing. Board consists of: Three (3) Directors representing the Retail and three (3) Directors representing the Industrial. The six (6) remaining Directors will be at large and includes representatives of other business and professions. *One (1) of the twelve shall be on the Business Improvement District (B.I.D.)* The Mayor and/or City of Hartford representation shall be a position of the Board of Directors. This position is a non-voting member of the board.

The term of office for each Director shall be three (3) years through the Board meeting immediately preceding the Annual Dinner.

## **Section 2 QUALIFICATIONS FOR OFFICE**

Any Chamber member of the corporation shall be eligible to hold the office of Director, provided, however that no person engaged by the corporation as an employee shall be eligible to hold such office.

## **Section 3 ELECTION AND LIMITATIONS OF TERMS**

Re-election of Directors is permissible, provided however; that no member of the Board of Directors shall serve no more than two (2) consecutive, three (3) year terms through the meeting immediately preceding the annual dinner meeting. Notwithstanding the foregoing limitation, a person who is or will be serving as President of the Board may be elected to serve additional terms. The members of the Board of Directors shall be approved annually by the membership.

## **Section 4 TERMINATION OF OFFICE**

A Director may be removed from office with cause by the affirmative vote of a majority of the members of the corporation present at a special meeting convened for that purpose, provided that five (5) days written notice shall have been given to such Director setting forth intention to his proposed expulsion, specific reason therefore and the right of the Director to appear and be heard in person at a meeting at which such expulsion shall be purposed.

## **Section 5 BOARD ATTENDANCE REQUIRMENTS**

### **Section 5.1 CHAMBER BOARD MEETINGS**

A member of the Board of Directors who incurs three (3) consecutive un-excused absences from regular meetings of the Board of Directors may be dropped from membership on the Board unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof.

The Board of Directors may accept the resignation of any Director by the affirmative vote of the majority of the Board members present at the meeting, at which such resignation shall be submitted.

### **Section 5.2 CHAMBER BOARD CHAIRMANSHIPS**

All Board members shall be expected to immediately assume a chairmanship or vice-chairmanship of a Chamber committee or task force if appointed.

### **Section 5.3 CHAMBER BOARD MEMBER PARTICIPATION**

Board members during their term of office shall participate in the activities of the Chamber in such a manner as to distinguish them from the general membership through their degree of involvement and assumption of leadership. This expectation shall be considered in filling the vacancy of the Board of Directors.

### **Section 6 VACANCIES**

Vacancies on the Board of Directors, due to death, resignation or other cause may be filled by election by the remaining members of the Board of Directors.

Members so elected shall hold office until the next annual meeting of corporation, at which time a successor shall be elected and shall hold office for the remainder of a term of a director, for whom a vacancy was created.

### **Section 7 CONFLICTS OF INTERESTS**

Any duality of interest or a possible conflict of interest on the part of a Director shall be disclosed to the other Directors and made a matter of record and the interest becomes a matter of Board action.

Any Director having duality of interest or a possible conflict of interest on any matter shall not vote or use personal influence on the matter, even where permitted by law.

The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting in quorum situation.

The foregoing requirements shall not be construed as preventing the Director from briefly stating his position in the matter, nor from answering pertinent questions of other Board members, since his knowledge may be of great assistance.

Any new director will be advised of this policy upon entering the duties of his/her office by the President of the Board and or Executive Director during the new director's orientation.

### **Section 8 POLICY**

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

### **Section 9 MANAGEMENT**

The Board of Directors may employ an Executive Director and shall fix his/her salary and other considerations of employment.



## **ARTICLE V**

### **OFFICERS**

#### **Section 1 ELECTIONS OF OFFICERS**

The officers of the corporation shall be a President, Vice President, Treasurer and Past President and such other officers that the Board of Directors may authorize, all of whom shall be elected by the Board of Directors from among its own membership at the regular December meeting of the Board of Directors, which precedes the annual meeting of the corporation, and shall hold office for a period one (1) year OR until a successor shall have been duly elected and qualified. The outgoing Board President shall serve as the Past President.

#### **Section 2 DUTIES OF THE PRESIDENT**

The President shall preside at all meetings of the corporation and the Board of Directors, and shall be, ex officio, a member of all standing committees of the Board of Directors. President will also be responsible for selection the “President’s Award” for presentation at the Annual Dinner. Suggestions will be taken from the Board of Director’s but final decision will be made by the President.

In the event the Executive Director is no longer present due to resignation, termination, death, temporary leave of absence, or other cause, the current President assumes all their responsibilities. The President can then designate others to fulfill them accordingly until the current Executive Director returns or a replacement can be employed. Note, the President does not assume the Executive Directors vote during board meetings.

#### **Section 2.1 DUTIES OF THE PAST PRESIDENT**

The Past President shall be responsible for the smooth transition in leadership in the Executive Committee. He/she shall also serve in a leadership role in succession following the President, Vice President and Treasurer as needed.

#### **Section 3 DUTIES OF THE VICE PRESIDENT**

The Vice President shall act as President in the absence of the President and, when so acting, shall have the power and authority of the President. In the event the President and Vice President are unavailable, the Treasurer, followed by the Past President, shall have the power and authority as needed. The Vice President shall be the first nomination for the President of the Board of Directors.

#### **Section 4 DUTIES OF THE TREASURER**

The Treasurer and Executive Director shall be responsible for the safeguarding of all funds received by the Chamber and for their disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer or the Executive Director, or, in the absence of either or both, by any one officer. The Executive Director shall cause a monthly financial report to be made to the Board. The Treasurer, for continuity, shall serve a two-year term.

#### **Section 5 DUTIES OF THE EXECUTIVE DIRECTOR**

The Executive Director shall be the chief executive officer. The Executive Director shall designate the Ambassador Chair to serve as Secretary to the Board of Directors, and cause to prepare notices and minutes of meetings of the Board.

The Executive Director shall serve as advisor to the President. He/She shall assemble information and data and cause to prepare special reports as directed.

The Executive Director shall be voting member of the Board.

With assistance of the elected officers, the Executive Director shall be responsible for administration of the program of work in accordance with policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing, and supervising all employees.

With cooperation of the Board of Directors the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, in conjunction with the Budget Committee, subject to approval of the Board of Directors at December meeting. He/She shall be responsible for all expenditures with approved budget allocations.

#### **Section 6 DUTIES OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice President, Treasurer, immediate Past President and the Executive Director. The Executive Committee shall act for the Board of Directors between regular meetings of the Board of in the absence of a quorum. Three members of the Executive Committee shall constitute a quorum.

#### **Section 7 TERMINATION OF OFFICE**

Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the corporations will be served thereby.

A vacancy in any principal officer because death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the portion of the unexpired term.

### **Section 8 COMMITTEE**

At the regular September Board Meeting, the President shall appoint the Nominating, Membership, and Budget committees with a minimum of two (2) members of the Chamber Board, designating a Chairperson for each, to include the Vice President as Chair for the Nominating Committee, the President for the Membership Committee, and the Treasurer for the Budget Committee.

At the December Board meeting, the Nominating Committee shall present to the Board of Directors, a slate of candidates to serve two (2) consecutive, three (3) year terms not to exceed 9 consecutive years, to replace Directors whose regular terms are expiring, and any additional candidates to fill vacant/expiring terms. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of the directorship. Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership by mail or by digital mail the names of persons nominated as candidates for directors.

At the annual meetings, the names of candidates shall be presented by the Chairman of the Nominating Committee. Individuals nominated shall be confirmed by the membership present.

The officers and Directors shall serve without compensation.

## **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 their chairperson. The President may appoint such ad hoc committees and their chairman as he/she deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committees to make investigations, conduct studies and hearing, make recommendations, to the Board of Directors and to carry on 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 action has been approved or ratified by the Board of Directors.

When a decision is required by the Board of Directors, and time does not permit its inclusion on to the agenda of a regularly scheduled Board of Directors meeting; that item may be discussed and decided upon by the current Executive Committee.

Committees or Task Forces are advisory in nature and shall not establish policy for the Chamber; their actions are subject to the approval of the Board of Directors.

## **Section 3 TESTIMONY**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, his/her absence, who he/she designates from the committee as being familiar enough with the issues to give testimony to, or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

# **ARTICLE VII**

## **FINANCES**

### **Section 1 FUNDS**

All money paid to Chamber shall be placed in an appropriately designated account determined by the Treasurer.

### **Section 2 DISBURSEMENT**

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors up to \$1,000.00. Disbursements greater than \$1,000.00 require a second signature by any officer and Executive Director or two (2) officers.

Authorized signors include: Treasurer, President, Vice President, Past President and Executive Director. Signature cards for all financial institutions should be updated annually and upon election.

**Section 3 FISCAL YEAR**

The fiscal year of the Chamber shall close on December 31.

**Section 4 BUDGET**

The Executive Director, along with the budget committee, shall compile a budget of estimated expenses for the coming year and shall submit to Board of Directors for approval by the November Board of Directors meeting. Final approval will be made before beginning of the new year.

**Section 5 AUDIT**

The accounts of the Chamber of Commerce shall be audited when the Board of Directors so request, as of the close of business on December 31. The audit shall at times be available to members of the organization within the offices of the Chamber.

**Section 6 BONDING**

The Executive Director and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in amount set by the Board and paid for by the Chamber.

**ARTICLE VIII**

**DISSOLUTION**

**Section 1 PROCEDURE**

The Chamber shall use its funds only to accomplish the objective and purposes specified in the by laws, and no part of said funds shall inure, or be distributed to the members of the Chamber.

On dissolution of the Chamber, and funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization in the community to be selected by the Board of Directors.

## **ARTICLE IX**

### **ROBERT RULES OF ORDER**

#### **Section 1 PALIAMENTARY AUTHORITIES**

The current edition of Roberts Rules of Order shall be final source of authority in all question of parliamentary procedure when such rules are not inconsistent with the Chamber Charter or By-Laws of the Chamber.

## **ARTICLE X**

### **AMENDMENTS**

#### **Section 1 REVISIONS**

The By-Laws may be amended or altered by two thirds (2/3) vote of full Board or by a majority of the members at any regular meeting, providing the notice for the meeting includes the proposal for amendments.

Any proposed amendments or alterations shall be submitted to the Board and members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

#### **Section 2 REVISIONS**

The Mayor of the City of Hartford, or his/her appointee, should be an ex-officio member of the Board of Directors. He or she shall be a non-voting member of the Board of Directors. The mayor's presence is being requested to continue the communications between the City and the Board of Directors.