

AMENDED AND RESTATED BYLAWS OF

THE SOUTH SUBURBAN CHAMBER OF COMMERCE, INC.

A WISCONSIN NONSTOCK, NOT-FOR-PROFIT CORPORATION

ARTICLE I NAME AND OFFICES

Section 1.01 Name and Business Office. The name of the organization is **The South Suburban Chamber of Commerce, Inc.** (the "**Organization**"). The Organization may have such principal and other business offices as the Board of Directors (the "**Board**") may designate or as the purposes of the Organization may require from time to time.

Section 1.02 Registered Agent and Office. The office of the Registered Agent may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board or by the Registered Agent.

ARTICLE II PURPOSE

Section 2.01 Mission. The purpose of the Organization is to promote the interests of its members, and to enhance the regional business climate, economy, and community.

Section 2.02 Tax Exempt Status. Notwithstanding any other provisions of these Amended and Restated Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code ("IRC") as an organization described in Section 501(c)(6) of the IRC.

Section 2.03 No Stock. No part of the Organization's income is distributable to its members, directors or officers, and the Organization shall not have or issue shares of stock or pay dividends.

Section 2.04 No Personal Benefit. No part of the net earnings of the Organization shall inure to the material or financial benefit of any private individual, and no trustee, member, director, agent, officer, sponsor, or employee of the Organization shall receive any profit from the operation thereof except reasonable compensation for services rendered in effecting the aforesaid purposes of the Organization, provided such compensation was previously contracted in writing with the Board. No director, member or officer shall have any claim to any compensation whatsoever unless previously contracted for in writing with the Board.

Section 2.05 Advocacy. The Organization shall be non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment, or in opposition to the nomination, election, or appointment, of any candidate for political office, except for providing access and attendance at political events. The Organization may advocate in support of or in opposition to legislation that may affect the economic, industrial, professional, cultural, or civic welfare of the Southeastern Wisconsin business community.

Section 2.06 Neutral Issues. Notwithstanding Section 2.04 above, the Organization shall remain neutral on the following issues: (i) members of the Organization relocation within communities serviced by the Organization; (ii) competition for economic development opportunities between municipalities serviced by the Organization; (iii) disputes between Members; (iv) local and national politics (including but not limited to the endorsement of candidates for political office); and (v) disputes between municipalities serviced by the Organization.

Section 2.07 Endorsement of Businesses Policy. The Board has adopted a written policy regarding the procedures for referrals and endorsements of individual businesses. A copy of the written policy regarding endorsement of individual businesses is attached hereto as Exhibit A.

ARTICLE III MEMBERS

Section 3.01 Membership. Membership in the Organization shall be open to any corporation, partnership, limited liability company, self-employed individual, civic entity, non-profit organization interested in the Company's purpose and located, or otherwise conducting business, in the southeastern Wisconsin community. Other criteria with respect to eligibility and qualifications for membership, the application for and admission into membership (including the amount and manner of membership dues and fees), and the respective rights, privileges, duties, and obligations of the Members may be adopted by the Board.

Section 3.02 Membership Dues. The Board may establish such other criteria for Membership such as a schedule of membership dues as it deems appropriate. A Member will be considered in "good standing" provided the Member is current with respect to payment of said Member's Membership Dues. The Board shall review the dues annually and approve of Membership Dues for each calendar year at the Board meeting held in November of each year.

Section 3.03 Membership Applications. An applicant shall be accepted into membership upon the Organization's receipt of membership dues.

Section 3.04 Classes of Membership. The Organization shall have one (1) class of Members.

Section 3.05 Annual Meeting. The annual meeting of the Members for the election of Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and

date, in the month of January, as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board (the "**Annual Meeting of the Members**"). The Board may, in its sole discretion, determine that the Annual Meeting of the Members be held solely by means of electronic communication, as more fully set forth in Section 3.07.

Section 3.06 Special Meetings. Special meetings of the Members shall be held whenever called by resolution of the Board, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 3.08, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President of the Organization shall preside at the meetings of the Members, or in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Organization shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present. The Board may, in its sole discretion, determine that the meeting be held solely by means of electronic communication, as more fully set forth in Section 3.07.

Section 3.07 Electronic Communication. If the Board, in its sole discretion, determines that the Annual Meeting of the Members or any special meeting of the members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the members at such meeting by means of electronic communication. A member participating in a members' meeting by such means is deemed to be present in person at the meeting and may vote, by written ballot in accordance with Section 181.0708, Wis. Stats., provided that a quorum is present at such virtual meeting.

Section 3.08 Notice of Meetings. Written or electronic notice of each member meeting shall be given, personally or by mail or electronic transmission, to each Member entitled to vote at such meeting at least fourteen (14) days before the date of the meeting. The notice shall state (i) the place, date, and hour of the meeting, (ii) the means of electronic communications, if any, by which members and proxyholders may participate in the proceedings of the meeting and vote or grant proxies at such meeting, and (iii) unless it is the Annual Meeting of the Members, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting.

Section 3.09 Quorum. At all meetings of Members, five percent (5%) of the Members eligible to vote present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.10 Voting. A Member must be in good-standing in order to be eligible to vote. Except as otherwise provided by statute or these Amended and Restated Bylaws, the vote

of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, in good standing, and has fully paid his or her Membership Dues shall be entitled to one (1) vote. For purposes of these Amended and Restated Bylaws, a Member shall be considered to be in “good standing” if and only if: (i) the Member is current with respect to all dues owed to the Organization; and (2) the Board has not determined that the Member, through its actions and intentions, no longer continues to promote the mission, vision, and values of the Organization. In the event of a tie with respect to any Member vote, the Board shall be permitted to cast the tie-breaking vote.

Section 3.11 Proxy. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Organization or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 3.12 Authorization of Person to Act on Behalf of a Member. In order to exercise their power and authority hereunder, each Member that is not an individual and who maintains a paid membership with the Organization shall authorize one person (the “Authorized Representative”) to act on behalf of the Member with respect to the exercise of the Member’s power and authority. In the event a corporate entity has multiple paying Members (for example, certain real estate brokerages, financial institutions, etc.), such corporate entity shall have multiple Authorized Representatives and voting Members, which such number of Authorized Representatives shall match the number of paid Memberships with the Organization.

Section 3.13 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by at least sixty percent (60%) of the Members of the Organization. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Member.

Section 3.14 Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Members:

- (a) A majority of the votes cast at a meeting of the Members is required for:
 - (i) The election of Directors of the Organization; or
 - (ii) Any amendment of the Articles of Incorporation.
- (b) Two-thirds of the votes cast at a meeting of the Members is required for:
 - (i) Disposing of all, or substantially all, of the assets of the Organization,

- (ii) A petition for judicial dissolution,
- (iii) Approval of a plan of merger,
- (iv) Authorization of a plan of non-judicial dissolution, or
- (v) Revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any action described in this subsection (b) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

Section 3.15 Resignation. A Member may resign from the Organization upon written notice to the Organization. A Member who resigns from the Organization shall not be entitled to a refund of membership dues.

Section 3.16 Canceled Event Reservations Policy. The Board has adopted a policy for canceled event reservations for Organization events. A copy of the Canceled Event Reservations Policy is attached hereto as Exhibit B.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Organization shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. The number of directors shall be eleven (11). Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these Amended and Restated Bylaws, the term "**Entire Board**" shall mean the total number of directors entitled to vote which the Organization would have if there were no vacancies on the Board. The Organization has approved a written policy with respect to expectations of members of the Board. A copy of the written policy for Board member expectations is attached hereto as Exhibit C.

Section 4.02 Qualification for Directors. Each director shall be at least 18 years of age. Only persons designated as eligible current Members in good-standing may be elected to the Board. Directors may also serve as Officers of the Organization. No director may be a spouse, parent, child, or dependent of another director, and no director shall commence or maintain a sexual relationship with an employee of the Organization. No two directors may work for any Member that is not an individual (i.e. a corporate entity or association), except in the event of that the Member is a franchise and each franchise has separate ownership.

Section 4.03 Nominations for Board of Director Positions. The Nominations Committee shall solicit nominations for Director candidates from the Organization's membership and shall interview and research the background of potential candidates prior to placing their

names on the ballot. The Nominations Committee shall also secure each candidate's pledge to carry-out the assigned Board responsibilities and to serve the Organization's membership faithfully, if elected. Members may self-nominate or be nominated by another Member. The Nominations Committee shall present candidates for election that will ensure the Board members have varied personal and business backgrounds. At each November Board meeting, the Nominations Committee shall present a minimum of one (1) candidate for each pending vacancy on the Board; however, additional nominations may be accepted from the floor at the November Board meeting. A ballot listing the nominated candidates for election (together with a summary of each candidate's background and qualifications), as well as providing space for write-in candidates, shall be provided to each Member in good-standing, either by e-mail, fax, or regular mail, as determined by the Board, with ballots distributed in January of each year. Completed ballots shall be returned for tally by a deadline established by the Board.

Section 4.04 Election and Term of Office. Elections shall be held in January of each year. Directors shall hold office for a term of two (2) years and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be elected to a maximum of two (2) consecutive two (2) year terms, except as set forth in Section 4.05. For the purpose of staggering the directors' terms of office, six (6) Board seats shall be elected in even calendar years, and the remaining six (6) Board seats shall be elected in odd calendar years. Each Member in good-standing shall have one vote for each Director-position up for election, and candidate(s) receiving the highest number of votes shall be elected to fill the Director positions. The results of the election to the Board shall be presented prior to the February Board meeting and communicated to the Members following the February Board meeting. The newly elected Directors shall join the Board in March.

Section 4.05 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director elected for a newly-created directorship shall serve a two-year term commencing on the date of their election. Each director elected to fill a vacancy shall complete the remainder of the term of the outgoing director, and shall remain eligible for subsequent election to two (2) consecutive two (2) year terms as set forth in Section 4.04.

Section 4.06 Removal. Any director may be removed at any time for cause (including but not limited to because the Member has (i) failed to attend three (3) or more consecutive Board meetings, (ii) violated the Organization's Code of Ethics, (iii) failed to comply with the Organization's Board Member Expectations (as set forth on Exhibit C), or (iv) because the Member has otherwise failed to fulfill their obligations as a Director) at a regular or special meeting called for that purpose by a two-thirds vote of the Entire Board.

Section 4.07 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Organization. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.08 Meetings. Regular monthly meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting, and may include regular Board meetings and Board meetings with respect to Committee updates. Special meetings of the Board may be held at any time upon the call of the President or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.09 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, electronic mail, or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the Organization. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than three (3) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than three (3) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission, or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such director.

Section 4.10 Quorum. At each meeting of the Board, except as otherwise provided by law, or these Amended and Restated Bylaws, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 4.11 Action by the Board. Except as otherwise provided by law, the Articles of Incorporation, or these Amended and Restated Bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.12 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 4.13 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the

Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.14 School Districts. Representatives of Southeastern Wisconsin municipalities may attend Board meetings to (i) report information on their municipalities that is relevant to the Organization; (ii) discuss ongoing or new issues of mutual relevance; or (iii) facilitate participation in Organization programs and events. No representatives of any school district, without otherwise serving as a Member on the Board, shall have any rights as a director, including the right to vote at any meeting of the directors.

Section 4.15 Compensation. The Organization shall not pay compensation to directors for services rendered to the Organization in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Organization. A director may receive reasonable compensation for the performance of services provided to the Organization in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office.

ARTICLE V COMMITTEES

Section 5.01 Committees Generally. Committees are vehicles of the Board which are designed to facilitate the actions of the Board. Committees do not expand or restrict the responsibilities or authorities of the Board but enable the Board to function more efficiently and effectively.

Section 5.02 Quorum and Voting Requirements. Two-thirds (2/3) of the members of a committee must be present to constitute a quorum for the transaction of business. The vote of a majority of the Members present at a meeting at which a quorum is present shall constitute the act of the committee.

Section 5.03 Executive Committee. The Executive Committee shall be a standing advisory committee consisting of the Officers of the Organization, and the Executive Director. The President shall preside over the Executive Committee. The Executive Committee shall prepare the agenda for meetings of the Entire Board and shall act of the Entire Board when there exists an inability to convene a quorum of the Board in emergencies or special circumstances as directed by the Board.

Section 5.04 Standing Committees. The Organization shall have the following standing committees: (i) Finance Committee; (ii) Nominations Committee; (iii) Membership Committee; and (iv) Ethics Committee.

Section 5.05 Other Committees. The Organization shall have such other committees as the Board may deem fit to authorize from time to time.

Section 5.06 Term. Committee appointment will expire as of February of each year, unless the Board (in the succeeding year) extends such appointments.

Section 5.07 Chairperson. The President shall appoint a chairperson of each of the committees, provided that an Officer may not serve as a chairperson or co-chairperson of any committee, other than in an interim manner.

Section 5.08 Notice. Committee Members shall be notified of a meeting at least two (2) days in advance of the meeting by electronic mail.

Section 5.09 Officer Liaisons. The Executive Director shall serve as a liaison to each committee, and the Executive Director shall report to the Board.

Section 5.10 Manner of Notice. Each Committee Member shall provide the Secretary with his/her electronic mail address where notice may be delivered. The Organization may provide notice by electronic mail, U.S. Mail, or in person. If notice is provided by U.S. Mail, notice is deemed provided five (5) days after it is deposited in the United States Mail, addressed to the person to whom notice is to be provided with postage prepaid. If notice is given by electronic mail, facsimile, or by delivery service, delivery is deemed provided when delivered (verification shall be retained by the Secretary).

Section 5.11 Waiver of Notice. Whenever any notice is required to be given to any Committee Member of the Organization under the Articles of Incorporation or Amended and Restated Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the Committee Member entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Committee Member at a meeting shall also constitute a waiver of notice of such meeting, except where a Committee Member attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Committee Members, need be specified in the waiver of such meeting.

ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01 Officers. The officers of the Organization shall be elected from among the Directors. The officers of the Organization consist of at least a President, a Vice-President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers as it may determine.

Section 6.02 Election, Term of Office, and Qualifications. Except as set forth in Section 6.06, the officers of the Organization shall be elected annually at the January meeting of the Board by a majority vote of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. One person may hold, and perform, the duties of only one officer position. Members of the Board may self-nominate to serve as an officer at the January meeting of the Board. All officers shall be subject to the supervision and direction of the Board.

Section 6.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a two-thirds vote of the Entire Board.

Section 6.04 Resignations. Any officer may resign at any time by giving written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by a two-thirds vote of the Entire Board. Officers elected to fill a vacancy shall serve for the remainder of the vacated term.

Section 6.06 President. The President shall serve one two-year term, and, if approved by the Board, may run for a second two-year term. Notwithstanding the foregoing, the acting President of the Organization (as of January 1, 2023) shall continue to serve as President of the Organization for an additional term of one (1) year, which such additional one-year term shall expire upon the Board's election of a new President at the January 2024 Board meeting to elect officers. The President shall preside at all meetings of the Board, Executive Committee, and Members. The President shall have the general powers and duties of supervision and management of the Organization which usually pertain to the President's office, and shall keep the Board fully informed of the activities of the Organization. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the Organization all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President (or the President's designee) shall be the official spokesperson of the Organization in matters of public policy, subject to the advice and direction of the Board. The President shall be responsible for overseeing the Organization's strategic planning.

Section 6.07 Vice President. The Vice President shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to the Vice President's office or as are properly required of the Vice President by the Board.

Section 6.08 Secretary. The Secretary shall (a) keep the minutes of the Board meetings in one or more books provided for that purpose; (b) provide all notices in accordance with the provisions of these Amended and Restated Bylaws or as required by law; (c) maintain an up-to-date list of Members and paid memberships; (d) keep a register of the name, post office address, electronic mail address, and telephone number of each Director and Member; and (e) in general perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

Section 6.09 Treasurer. At the Organization's expense, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine. The Board may elect to require that the Treasurer, prior to an election as set forth in Section 6.02 of these Amended and Restated Bylaws, pass a background check to screen for any matters pertaining to financial crimes and/or general trustworthiness. The Treasurer shall have the care and custody of all the funds and securities of the Organization and shall keep full and

accurate accounts of all moneys received and paid by the Treasurer on account of the Organization. The Treasurer shall exhibit at all reasonable times the Organization's books of account and records to any of the directors of the Organization upon request at the office of the Organization. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Organization monthly (which such report shall include copies of bank statements and a report of all credit card activity and purchases), and at the annual meeting of the Board, and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board. The Treasurer shall be required to work in conjunction with the Executive Director and the President in maintaining the ongoing daily financial records of the Organization.

Section 6.10 Executive Director. The Board is authorized to hire an Executive Director, either part-time or full-time, as is deemed necessary for the proper growth and functioning of the Organization. The Executive Director's duties and compensation shall be determined by the Board. The duties and compensation of the Executive Director, as of the Effective Date, are set forth on Exhibit D. The Executive Director shall at all times report to the Board, and shall receive daily operation direction from the President. The Executive Director shall be responsible for the day-to-day functions and operations of the Organization, shall attend all Committee meetings, shall have the authority to sign checks for expenditures up to One Thousand and 00/100 Dollars (\$1,000), and shall attend all meetings of the Board (though the Executive Director shall not have the right to vote at any meeting of the Board). A check for any payment in excess of One Thousand and 00/100 Dollars (\$1,000) shall require the signature of the Executive Director and either the President or the Treasurer.

Section 6.11 Employees and Other Agents. In addition to the Executive Director, the Board may from time to time appoint such other employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties. All employees shall be subject to annual performance reviews, which such reviews are subject to approval by the Board. All annual performance reviews are to be completed by December 30 of each year, and all Officers and Board members shall comply with deadlines established by the Board for completion of performance reviews.

Section 6.12 Compensation. The Organization shall not pay compensation to officers for services rendered to the Organization in their capacity as officers, except that officers may be reimbursed for reasonable expenses incurred in the performance of their duties to the Organization.

ARTICLE VII FINANCES

Section 7.01 Budget. A yearly budget shall be established and approved by the Board (no later than December 31) to cover operating expenses.

Section 7.02 Contracts and Instruments. The President may authorize the himself or herself, as President, or the Vice-President or Executive Director, to enter into any contract, to

execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Organization. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.03 Deposits. The funds of the Organization shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

Section 7.04 Loans. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

Section 7.05 Special Projects. Special projects shall be undertaken only when fund for this purpose have been previously collected or financing arrangements outlined and approved by the Board.

ARTICLE VIII LIABILITY AND INDEMNITY; INSURANCE

Section 8.01 Indemnification. All Officers and Directors of the Organization, whether or not currently serving in such role(s) shall be indemnified and shall be entitled to allowance of expenses as permitted by Wisconsin law governing nonstock corporations in effect at the time the incident leading to the request for indemnification occurs. This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons. The Organization, by its Board, may indemnify in like manner or with any limitations, any employee, agent, former employee or agent, of the Organization with respect to any action taken or not taken in his or her capacity as such employee or agent. This indemnification right shall inure to the benefit of the heirs and representatives of such persons.

Section 8.02 Successful Defense. To the extent that a Director, Officer, employee or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article VIII, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 8.03 Determination of Right to Indemnification. Any indemnification under this Article VIII, unless ordered by a court, shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct and other requirements set forth in this Article VIII. Pursuant to Section 181.0873 of the Wisconsin Statutes, an Officer, Director, and, in addition, an employee or agent, seeking indemnification under these Amended and Restated Bylaws shall have his or her right to indemnification determined as follows:

Any person selecting a right to indemnification under these Amended and Restated Bylaws shall request such indemnification in writing from the Board and the Board shall determine such right to indemnification by a majority vote of the quorum of the Board consisting of Directors not parties to the same or related proceedings as those causing the pending request for indemnification (disinterested Directors). If a quorum of disinterested Directors cannot be obtained, the right to indemnification shall be determined by a majority vote of a committee duly appointed by the Board and consisting of at least two (2) disinterested Directors. Only disinterested Directors shall participate in the designation of members of the committee called for herein.

Section 8.04 Advance Payments. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in this Article VIII upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Organization as authorized in this Article VIII.

Section 8.05 Nonexclusivity. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of the Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8.06 Officers and Directors Liability Insurance. The Organization shall purchase and maintain Directors' and Officers' liability insurance for the Directors and Officers of the Organization in amounts to be determined by the Board as reasonably sufficient to protect the Organization and individual Directors and Officers against any liability asserted against the Directors and Officers arising out of his or her status as such.

Section 8.07 Insurance. The Organization shall have the power to purchase and maintain any other insurance, including but not limited to a policy of commercial general liability insurance (with a policy limit of no less than One Million and 00/100 Dollars (\$1,000,000), liquor liability insurance, workers' compensation insurance, or insurance to indemnify the Organization for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to this Article VIII, all in such amounts as determined by the Board as reasonably necessary for operations of the Organization.

Section 8.08 Liberal Construction. In order for the Organization to obtain and retain qualified Directors, Officers, employees and agents, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of Directors, Officers, employees, and agents and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent, or public policy.

ARTICLE IX DISTRIBUTION AND DISSOLUTION

Section 9.01 Distributions. The Organization shall be authorized to make distributions or other payments to another domestic or foreign corporation, as provided in Section 181.1302(3) of the Wisconsin Statutes, as amended; provided, however, no such distribution or payment shall be made unless, at the time of such distribution or payment, all of the following are true:

(a) The distribution or other payment is made in accordance with the purposes of the Organization, as set forth in Article II above;

(b) Notwithstanding the distribution or payment, the Organization would be able to pay its debts as they become due in the usual course of its activities, and the Organization's total assets would equal at least the sum of its total liabilities; and

(c) The recipient of such distribution or payment may not distribute any part of its income to Members, Directors, or Officers and is exempt from taxation under Section 501(a) of the IRC as an organization described in Section 501(c)(6) of the IRC.

Section 9.02 Dissolution. The Organization may be dissolved and liquidated only by vote of the Members, and as approved by the Board by a two-thirds vote of the Entire Board. Upon dissolution and liquidation of the Organization, the entire net assets remaining after the payment or satisfaction of any and all liabilities and obligations of the Organization, shall be distributed in such manner and to such qualified organizations as the Board shall determine. An organization is a "qualified organization" only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 501I(3) of the IRC (or the corresponding provision of any future Internal Revenue Law of the United States). Any of such assets not so distributed shall be distributed by a court of appropriate jurisdiction of the county in which the principal office of the Organization is then located, exclusively for the charitable, educational, or other community advancement purposes of the Organization or to such qualified organization or organizations as said court shall determine.

ARTICLE X CONFLICTS OF INTEREST

Section 10.01 Policy. Any duality of interest or possible conflict of interest on the part of any Director, Officer, Executive Director, administrative staff member, volunteer, or an employees associated with the Organization, shall be disclosed and made a matter of record on an annual basis as well as when the interest develops, and before the transaction in question is consummated. Any Director have a duality of interest or a possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter and he/she shall not be counted in determining the quorum for voting on any such transactions. The minutes of the meeting shall reflect that the disclosure was made and abstention from voting in the quorum situation. This duality of interest shall not be construed as preventing the Director from briefly stating his/her position in the matter, or from answering pertinent questions of other Directors if his/her knowledge can be of assistance. Other procedures designed to ensure disclosure may be developed by the Board from time to time and carried out.

Section 10.02 Transactions with the Organization. Any contract or other transaction between the Organization and one or more of its Directors or Officers, or between the Organization and any firm of which one or more of the Organization's Directors or Officers are members or employees, or in which such Directors or Officers are interested, or between the Organization and any other corporation or association of which one or more of the Organization's Directors or Officers are members, directors, officers, or employees of the other corporation or association, or in which such Officers or Directors are interested, shall not be per se invalid, notwithstanding the presence of such Director(s) or Officer(s) at the meeting of the Board of the Organization, which acts upon, or in reference to such contract or transaction, and also notwithstanding their participation in such action, if the fact of such interest shall be disclosed. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 10.03 Certain Conflicts of Appointed Directors. A Director may have an inherent conflict of interest related to his or her status as both a Director of the Organization and a director, officer, employee, or appointee of a Member. Notwithstanding any contrary provision set forth herein, a Director shall not be prohibited from voting on a matter due to a conflict of interest or potential conflict of interest if (a) such matter does not relate to a transaction between the Organization and a Member that employs the Director, and (b) the conflict of interest or potential conflict of interest exists solely because of such Director's status as a director, officer, employee, or appointee of the Member.

Section 10.04 Good Faith Standard. Directors, Committee Members, Officers, administrative staff, employees, and volunteers shall exercise the utmost good faith in all transactions touching upon their duties with the Organization and its operation. In their dealings with and on behalf of the Organization, they shall be held to a strict rule of honest and fair dealing. All acts of such persons shall be in the best interest of the Organization. Such persons shall not accept any material gifts, favors, or hospitality that might influence their decision-making or actions affecting the Organization. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the interest of the Organization and that of the individual. Any new Director, Officer, administrative staff member, volunteer, or other employee shall be informed of this policy concurrent with the assumption of such responsibilities.

ARTICLE XI GENERAL PROVISIONS

Section 11.01 Fiscal Year. The fiscal year of the Organization shall be the calendar year (January – December) unless otherwise provided by the Board.

Section 11.02 Parliamentary Procedure. Except where inconsistent with these Amended and Restated Bylaws, meetings of the Organization shall be conducted in accordance with the latest revised edition of Roberts Rules of Order.

Section 11.03 Ethics. Ethical standards applicable to all Members shall be those set forth by the Ethics Committee and approved by the Board. The Board may elect to develop and publish a "Code of Ethics" to be published separately from these Amended and Restated Bylaws,

a copy of such the Code of Ethics currently in effect is attached hereto as Exhibit E. Members shall at all times be subject to the Code of Ethics and compliance with the Code of Ethics is a requirement for Membership. A violation of the Code of Ethics, or the engagement in any other conduct or action that degrades the objectives and purposes of the Organization, may serve as grounds for reprimand, suspension, and revocation of Membership in accordance with Article XII of these Amended and Restated Bylaws.

Section 11.04 Non-Endorsement of Products, Services, and Causes. No Member, Officer, or Director shall expressly or implicitly support or endorse a particular product, service, or cause (including with respect to politics) on behalf of the Organization without receiving prior written approval from the Board. This prohibition includes, but is not limited to, all internet and social media postings. The penalty for any such violation may include, but is not limited to, suspension or expulsion of such Member. In addition, the Member shall provide a formal, public written retraction of the breach in question within ten (10) days of written notification from the Board. The retraction shall be made in the medium in which the original product or service endorsement was made, and all costs of the retraction shall be borne solely by the Member, Officer, or Director. Should the violation cause the Organization to incur cost to affect a correction, the Member, Officer, or Director may be assessed additional dues, payable upon receipt, to cover such cost incurred by the Organization.

Section 11.05 Books and Records. The Organization shall keep at the office of the Organization correct and complete books and records of the activities and transactions of the Organization, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Amended and Restated Bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 11.06 Annual Returns. The Entire Board shall review and approve the Organization's annual filing with the Internal Revenue Service prior to it being filed.

Section 11.07 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XII DISCIPLINARY ACTION

Section 12.01 Ethics Committee. The Ethics Committee shall determine whether a violation of the Code of Ethics has been committed, or whether a member has engaged in conduct, action, or inaction that degrades the objectives and purposes of the Organization, and shall make a recommendation of the appropriate discipline to the Board.

Section 12.02 Disciplinary Investigation. A Member may present to the Board a written statement of facts pertinent to a disciplinary issue with respect to a Member. Upon receipt of such written statement, the Ethics Committee shall review the written statement of facts, and at that time, the Ethics Committee may either dismiss the matter as being without merit, or may schedule the matter for formal review by the Board. If formal review is merited, the written statement shall be presented to the Board and the Executive Director shall provide a

copy of the written statement to the offending Member. The Offending Member shall be presented an invitation to appear before the Board, either at the next regular Board meeting or at a special meeting (if called for that purpose), to respond to and/or refute the facts presented. The Member offering the statement of facts to the Board will also be invited to attend and speak at the Board meeting. The Board may proceed to take action, in its discretion, in accordance with Section 12.03 of these Amended and Restated Bylaws.

Section 12.03 Discipline. Members may be subject to discipline if they are deemed in violation of the Code of Ethics and/or these Amended and Restated Bylaws, or if their conduction, action or inaction has degraded the objectives and purposes of the Organization, which may include, but is not limited to, the following: (i) unethical business practices, (ii) unprofessional business practices, (iii) malfeasance while serving as an Officer of the Organization or on a Committee of the Organization, (iv) violation of, or neglect of, the duties and obligations of such Member as set forth in these Amended and Restated Bylaws, (v) harassment or defamation of another Member, or (vi) non-payment of membership dues within ninety (90) days of the due date for such membership dues. The Board shall make the ultimate determination of the appropriate discipline for such violations and/or conduct.

(a) **Reprimand.** A reprimand is a written warning to the Member that identifies the violation. A reprimand does not affect a Member's status as a Member.

(b) **Suspension.** A Member is suspended for the time designated in the suspension notice for violation(s) of the Code of Ethics and/or these Amended and Restated Bylaws, or for conduct, action, or inaction that has degraded the objectives and purposes of the Organization. During a suspension, all membership rights shall terminate.

(c) **Revocation.** A Member's Membership status and all rights associated with being a Member may be revoked for a violation and/or a series of violations of the Code of Ethics and/or these Amended and Restated Bylaws, or for conduct, action, or inaction that has degraded the objectives and purposes of the Organization, and permanently ends eligibility as a Member.

Any Member suspended or removed will forfeit all membership dues paid to the Organization.

ARTICLE XIII AMENDMENTS

Section 13.01 These Amended and Restated Bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds of the Entire Board present at any meeting of the Board at which a quorum is present, and provided such alteration, amendment, or repeal has been reviewed and approved by the Organization's legal counsel. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these Amended and Restated Bylaws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of

directors the Amended and Restated Bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.

**ARTICLE XIV
NON-DISCRIMINATION**

Section 14.01 In all of its dealings, neither the Organization nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

**ARTICLE XV
REFERENCE TO ARTICLES OF INCORPORATION**

Section 15.01 References in these Amended and Restated Bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Amended and Restated Bylaws.

**ARTICLE XVI
AMENDED AND RESTATED BYLAWS**

Section 16.01 Amended and Restated Bylaws. These Amended and Restated Bylaws shall be adopted at a special meeting of the Board. Prior to the adoption, the proposed Amended and Restated Bylaws shall be circulated to the Members no later than fifteen (15) days prior to the meeting to adopt the Amended and Restated Bylaws. The Board may give consideration to any feedback received from the Members, but shall have no obligation to do so. If revisions are made, the Members shall receive a copy of the revised Amended and Restated Bylaws via e-mail. These Amended and Restated Bylaws shall supersede and replace any and all previous Bylaws for the Organization, including but not limited to the Constitution and Bylaws of the Organization, as amended.

[SIGNATURE PAGE FOLLOWS]

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Amended and Restated Bylaws of The South Suburban Chamber of Commerce, Inc., a State of Wisconsin non-stock, not-for-profit Corporation, as in effect on the date hereof.

The South Suburban Chamber of
Commerce, Inc.

By _____

Name: _____

Title: Secretary

EXHIBIT A

Endorsement of Individual Businesses Policy

Policy Purpose

The purpose of this procedure is to allow for the South Suburban Chamber of Commerce, Inc. (the “Chamber”) to take public positions on endorsements of individual businesses and to assure that positions taken by the Chamber are in compliance and alignment with the mission, vision, and core values of the Chamber.

Scope

This procedure applies to all issues or considerations where an endorsement of an individual business is taken by the Chamber. Issues and considerations which the Chamber may want to take a position on may include but is not limited to:

- Providing information, without bias, about and referral of all members who manufacture the product or provide the service being sought,
- Will not recommend a particular member over another even if such recommendations or endorsements are requested by the party seeking information
- It is up to the individual or business seeking and receiving such information to conduct their own due diligence and form their own opinions as to whether their needs can be met by Chamber member(s) and their products/services.

Procedure

Individuals or businesses seeking endorsement from the Chamber shall make a written request to the President. Upon receipt of the request, the President shall present it to the Executive Committee.

The Board of Directors shall determine and consider:

- Does the endorsement fit the Chamber’s vision, mission, and core values?
- Does the issue directly affect the economic climate for business in our region?
- Does the endorsement focus on a single industry or company or across a broader range?
- Does the Chamber endorsement have a significant impact on an issue or its resolutions?
- What member or organization may be at odds with the Chamber’s endorsement?

The Board of Directors shall consider the request and shall then vote upon the request (the Board of Directors may table the request in order to obtain additional information, approve the endorsement, or take no position at all). A simple majority by the Board is required to approve this endorsement.

The determination of the Board will then be communicated to the requesting individual or business in writing by the President.

Note: Only the President or their designee may serve as a spokesperson on a particular endorsement. No other Board member may speak publicly on behalf of the Chamber.

EXHIBIT B

Canceled Event Reservations Policy

The Chamber incurs significant expenses and expends significant staff hours to plan events and process Member registrations. In an effort to keep registration fees manageable for Chamber events, the Chamber has implemented this policy to create a bright-line rule for refunds of membership fees for Chamber events.

Event registrations may be canceled by delivering written notice to the Executive Director **on or before the event registration closing date (the “Cancellation Deadline”)**. Written cancellations received prior to the Cancellation Deadline will result in a credit to the registrant in the amount of the registration fee paid, which such credit shall be valid for a future Chamber event occurring within twelve (12) months of the canceled event. A timely cancellation shall only entitle the registration to a credit for a future Chamber event, and no registrant shall be entitled to receive a refund. Notwithstanding this written cancellation policy, the Board reserves the right to grant a waiver of the cancellation policy in extreme or extraordinary circumstances.

Cancellations received after the Cancellation Deadline will result in forfeiture of the entire registration fee. No refund or credit will be given for events/functions not attended, or for cancellations received after the Cancellation Deadline. Non-attendance at an event does not constitute a cancellation. Payment must accompany registration; you will not be confirmed as a registrant for an event until your payment is received and verified.

EXHIBIT C

Board Member Conduct Expectations

As a Board Member of the South Suburban Chamber of Commerce, Inc. (SSCC), I am fully committed to the mission and pledge to help advance the mission of the SSCC at all times. I understand that my duties and responsibilities include, but are not limited to, the following:

1. As a Chamber board member I understand that I am elected for a two (2) year term (unless I have been appointed to complete an unexpired term) and may be elected for one additional two-year term.
2. As a Chamber board member I will:
 - a. Understand and be able to passionately articulate the SSCC's mission and overall goals as an advocate for business and industry in the Southeastern Wisconsin communities;
 - b. Familiarize myself with the SSCC's events, programs, and opportunities available to members and constituents;
 - c. Help facilitate relationships with businesses and collaborations with other chambers, community and service organizations and act as an advocate of the SSCC;
 - d. Identify gaps/needs with local businesses and work to foster relevant and meaningful programs, workshops, classes and partnerships;
 - e. Intentionally connect the SSCC to new potential members;
 - f. Open doors to business/civic/community leaders;
 - g. Actively serve as a committee chairperson or serve on a committee;
 - h. Actively promote the SSCC in the community and encourage and support the chamber staff;
 - i. Regularly attend board meetings; an SSCC board member is expected to attend at least nine of the twelve scheduled regular board meetings each year, come prepared to participate and serve on at least one committee, including the executive committee;
 - j. Participate in a minimum of 6 other events offered by the SSCC, to include the monthly SSCC breakfasts, Annual Awards Celebration, golf outing, business after hours events, ribbon cuttings, legislative updates, State of the Cities, etc.
3. As a Board Member I understand I am provided free breakfast for our monthly networking breakfasts (charged without proper notice for cancelation) and am provided a name badge (charged if lost/stolen/damaged).

Signature Page to Board Member Conduct Expectations

If I am not able to fulfill my obligations as a South Suburban Chamber of Commerce Board Member, I will offer my resignation. In signing this document, I commit to the above expectations and will perform them to the best of my ability.

Board Member Name _____

Signature _____

Date _____

President Name _____

Signature _____

Date _____

EXHIBIT D

Executive Director Duties and Compensation

Job Title: Executive Director

Location: Oak Creek, WI

Travel Required: 5% local travel required

Position Type: Hourly

Reports to: President

The South Suburban Chamber of Commerce Executive Director is responsible for assisting the Chamber of Commerce Board of Directors in fulfilling the objectives and mission of the chamber. The Executive Director acts as the liaison for the Chamber with other organizations, chamber membership, staff, and the community. The Executive Director is responsible for a full range of Chamber activities including but not limited to administration, membership development and retention, fundraising, recruiting, and motivating volunteer and paid staff, managing income and expenses, and marketing the Chamber to local businesses. The Executive Director holds a high-profile position, representing the voice of the business community with good judgement and executive presence in relationship all business services, and government officials.

Duties to the Board of Directors

1. Work with the Board of Directors to develop the long-term strategic plan of the chamber and to define annual business plan for the upcoming year.
2. Coordinate all chamber activities including board meetings, general membership meetings, special chamber projects and events and chamber committee projects.
3. Provide regular activity, financial, and membership reports.
4. Other duties or special projects as directed by the president or by the board of directors through the president.

Roles and Responsibilities

Membership:

- Foster and grow relationships within our community with all active and members as well as prospected membership.
- Responsible for chamber member management and retention using ChamberMaster: send quarterly invoices, track response, apply payments, follow-up with late invoices per collection policy, drop members as required.
- Answer calls and e-mails of current members, engage prospect members to join the chamber, onboard new members through welcome e-mail and benefit review session.
- Prepare reports on membership counts and work closely with the membership chair person and board of directors.
- Oversee chamber ambassador group initiatives and actives, enforce ambassador guidelines, develop and advance yearly goals.
- Provide committee with accurate reporting of members and provide timely support for membership committee initiatives.

- Solicit new members by actively introducing the Chamber to local businesses and working closely with the Membership chair person.

Marketing:

- Enhance membership engagement through sales of marketing and advertising benefits; use follow-up calls and meetings to see the sale through to completion.
- Develop the monthly member newsletter and send out no later than the 3rd Thursday of each month.
- Create and edit membership management materials, including membership renewal cover letters, thank you letters, and payment receipts.
- Coordinate membership events, programs, and webinars; create engaging event materials and sponsorship flyers.
- Create an engaging social media presence to highlight member businesses through weekly posts.
- Keep content on the southsuburbanchamber.com fresh by adding homepage content regularly.
- Ensure all materials are uniform with our brand values and mission.

Public Relations:

- Acts as spokesperson and liaison for the Chamber of Commerce in all interactions with media or organizations and individuals as per directions of the Board of Directors.
- Attend local meetings with city officials and have knowledge of upcoming developments within the communities we serve.

Administrative:

- Plan and facilitate board of directors meetings as well as committee meetings with the board chair. Responsible for overseeing all board chair committee monthly meetings.
- Responsible for the leadership of all operation jobs staff in the development and implementation of all policies, goals, and other activities of the Board of Directors.
- Responsible for financial management which would include the creation and implementation of any annual budget. The Executive Director typically is involved in all organization goal setting.
- Responsible for periodic reporting to the Board of Directors about the development, implementation and accomplishments of all activity conducted by the Chamber of Commerce as per the programs and goals set by the Board of Directors.
- Other duties may be assigned at the discretion of the Board of Directors as deemed necessary.

Skills

- Ability to multitask at a high level in a fast-paced environment of overlapping priorities and the agility to shift between executive and tactical responsibilities.
- Ability to work positively with the business community, partners, sponsors, and volunteers.
- High level of diplomacy, executive presence, and tact.

- Ability to present/speak to groups of all sizes.
- Excellent verbal and written communication skills.
- Excellent organizational skills.
- Knowledgeable in member management and retention procedures.
- Knowledge of ChamberMaster or other CRM database.

Education Requirements

- Bachelor's Degree preferred

Additional Notes

- Must work occasional nights and weekends to support Chamber events

Benefits Offered

- 15 Days PTO
- Paid Holidays
- Temporary Cell phone reimbursement (chamber will be providing a business cell phone)
- Flex Time for event-heavy work weeks
- Simple IRA Plan

Health Insurance is not offered in this role

EXHIBIT E

Ethics Code

Goal: To establish a set of principles and practices of the South Suburban Chamber of Commerce Inc. (the “Organization”) that will set parameters and provide guidance and direction for Member conduct.

Code: The Members and Board of Directors of the Organization are committed to observing and promoting the highest standards of ethical conduct in their membership in the Organization and the performance of their responsibilities, if applicable, as an officer or director of the Organization. All Members of the Organization pledge to accept this code as a minimum guideline for ethical conduct and shall:

Accountability

1. Faithfully abide by the Articles of Incorporation, the Bylaws, and policies of the Organization.
2. Exercise reasonable care, good faith and due diligence in organizational affairs.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
4. Fully disclose, at the earliest opportunity, information of fact that would have significance in decision-making by the Board of Directors.
5. Remain accountable for prudent fiscal management to association members, the board, and nonprofit sector, and where applicable, to government and funding bodies.

Professional Excellence

6. Maintain a professional level of courtesy, respect, and objectivity in all Organization activities.
7. Strive to uphold those practices and assist other Organization members in upholding the highest standards of conduct.

Personal Gain

8. Exercise the powers invested for the good of all Members of the Organization rather than for his or her personal benefit.

Equal Opportunity

9. Ensure the right of all Members to appropriate and effective services without discrimination on the basis of geography, political, religious, or socio-economical characteristics.
10. Ensure the right of all Members to appropriate and effective services without discrimination on the basis of gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

Confidential Information

11. Respect the confidentiality of sensitive information known due to membership in the Organization, status as officer or director, or otherwise.

Collaboration and Cooperation

12. Respect the diversity of opinions as expressed or acted upon by the Organization

Board, committees and membership, and formally register dissent as appropriate.
13. Promote collaboration, cooperation, and partnership among all organization Members.

Approved: South Suburban Chamber of Commerce Board of Directors, 10/17/2022

Source: **National Council of Nonprofit Associations**