

WATERFORD AREA CHAMBER OF COMMERCE BY-LAWS

ARTICLE I: GENERAL

Section 1. NAME and ADDRESS

This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Waterford Area Chamber of Commerce, Incorporated. The organization shall be referenced as the “Chamber” hereafter. The official mailing address of the Chamber shall be 229 E. Main St. Waterford, WI 53185, unless changed by vote of the Board of Directors.

Section 2. MISSION AND GOALS

The mission of the Waterford Area Chamber of Commerce is to promote responsible business development, tourism and growth in the overall best interest of the Waterford area through services and representation of the business community.

This will be accomplished by:

- a. Building a strong, diverse representative constituency of business persons into the Chamber membership.
- b. Promoting family-oriented commerce, events and activities to be enjoyed by local residents and out-of-town visitors.
- c. Promoting and supporting businesses in the primary service area.
- d. Advocating for our community and the resources that are available for our community enjoyment.
- e. Forming cooperative relationships with the villages, townships, county and state governments as well as the local civic and service organizations.
- f. Promoting the benefits of network networking and the benefits of interactive activities associated with Chamber membership.
- g. By promoting the business development in the community, which shall be performed at the discretion of the Board of Directors.
- h. Providing services to the Chamber membership, which shall be performed at the discretion of the Board of Directors.
- i. Developing and reviewing the Chamber goals by a committee appointed by the President to evaluate the past year and make recommendations for the ensuing year.

Section 3. PRIMARY SERVICE AREA

The Primary Service Area will include the villages of Waterford and Rochester, the townships of Waterford and Rochester, along with the surrounding periphery areas. Periphery areas shall include part of the townships of Norway and Dover.

ARTICLE II: MEMBERSHIP

Section 1. ELIGIBILITY

The Waterford Area Chamber of Commerce shall be composed of active members and honorary members. Men and women interested in commercial industrial, agricultural, professional, tourist and civic progress of the Waterford area shall be eligible for membership. Members from outside the Primary Service Area must realize that the focus of the Chamber activities will not include their location.

Section 2. APPLICATION FOR MEMBERSHIP

Application for membership shall be in writing, on forms provided by the Chamber for that purpose and signed by the applicant or the applicant's designee. All applications will be subject to approval by the Board of Directors. Any approved applicant shall become a member upon payment of the specified annual dues.

Section 3. MEMBER INVESTMENT

The Board of Directors shall have the authority to set the schedule of the annual investment for membership dues.

Each member shall pay annual dues, according to the current dues schedule, to be used toward the maintenance of the Chamber as established and approved by the Board of Directors. These dues shall be payable in advance and the membership year shall be the same as the calendar year.

New members accepted during the year shall pay dues on a pro rata basis, computed at 1/12th of the applicable annual dues for each month of the remaining membership year. No credit shall be allowed for partial months.

Section 4. TERMINATION

a. Any member may resign from the Chamber upon written notice to the Board of Directors. A resignation received after a payment is due shall not relieve the member presenting such a resignation from liability for the dues of the year entered upon. In the event said member should want to re-enroll at a later date, upon re-enrollment, all delinquent dues shall be due and payable. The amount due and payable may be adjusted at the discretion of the Board of Directors in the event of extenuating circumstances.

b. Any member may be expelled from the Chamber if dues are 90 days delinquent. Said delinquent member shall be notified of his delinquency, in writing, at the end of the

six-month period. If the dues are not paid within 10 days of receipt of the delinquency notice, the membership shall be terminated.

Section 5. VOTING

- a. Every member in good standing shall be allowed one vote during elections of officers and directors and for the purposes of amending by-laws which shall be by sealed ballot through the U.S or by personal delivery to the chamber office not later than two days prior to the December general membership meeting. A member shall be defined as any business, organization, association, society, partnership, sole proprietorship, trust, or company who holds membership in the Chambers. Votes for the purposes of election and amendment of by-laws shall be cast by the one Authorized Representative of each paid membership. If the authorized representative is someone other than the name on the membership application, that name shall be registered, in writing, with the chamber office prior to the mailing of the ballots.
- b. Other voting that takes place at the meetings of the chamber shall be by a show of hands of the persons assembled at the meeting or by a paper ballot if so requested by any of the membership in attendance.

Section 6. TYPES OF MEMBERSHIPS

- a. BUSINESS MEMBERS. Business members shall be *legally* established business, individual (self-employed), corporations, or partnerships who are (1) actively engaged in conducting business enterprise in the Waterford Area Chamber of Commerce primary service area, the periphery area, or any other area whose interests shall be enhanced by membership in our local Chamber. (2) who are in sympathy with the purposes of the Waterford Area Chamber of Commerce (3) who will agree to abide by the by-laws, and (4) have paid all current dues for the year in which they desire to be listed as members. These shall be deemed business members with full rights and privileges, including the right of their representative to vote and hold office in the Chamber and serve as a director, if so elected.
- b. ASSOCIATE MEMBERS. There are (3) three types of Associate Members and each may be considered separately when setting dues obligations. Associate Members shall be deemed members with full rights and privileges including the right to serve as a director or officer. They shall be entitled to serve and vote within appointed committees.
 1. SERVICE ORGANIZATIONS: Non-profit associations, clubs, churches, or societies who are not directly engaged in a business enterprise of any nature who are individually or collectively interested in working with the Chamber of Commerce, and its purposes.
 2. BUSINESS ASSOCIATE: Individuals who work as an employee or independent contractor, under the umbrella of a business (e.g., insurance or real estate salesperson or other licensed professional.)
 3. INDIVIDUAL ASSOCIATE: Those individuals who are not engaged in business, but desire to dedicate some of their energies

toward the betterment of the Waterford Area Chamber of Commerce and the surrounding area.

c. **HONORARY MEMBERSHIP**

Any person or business may be given a complimentary, honorary membership in the Chamber as a reward for public distinction and meritorious service to the Chamber. Honorary members shall have all the privileges of regular members except that of holding office and the right to membership vote, and shall be exempt from payment of dues during the period of their honorary membership. Honorary members may serve and vote within appointed committees. The Board of Directors shall confer or revoke an honorary membership by a 2/3 vote of the full Board.

ARTICLE III: GENERAL MEETINGS

This section pertains to General Membership meeting only and does not apply to meetings of the Executive Committee or the Board of Directors.

Section 1. ANNUAL MEMBERSHIP MEETING

The annual meeting of the corporation, in compliance with State law, shall be held during the month of January or not later than the first Saturday of February of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten(10) days before the said meeting. The annual meeting shall be a dinner meeting unless decided differently by a majority vote of the Board of Directors.

Section 2. QUARTERLY MEMBERSHIP MEETINGS

Full membership meetings shall be held at least on a quarterly basis. The date, hour and the place of the meetings shall be set by the Board of Directors. Monthly luncheons that may be scheduled shall fulfill the requirements of the full-membership meeting.

Section 3. ADDITIONAL GENERAL MEETINGS

Special meetings of the Chamber may be called whenever the Board of Directors deem it desirable. A special meeting shall also be called upon the request of the President or upon the request of at least three members of the Board of Directors, or upon written petition of at least 10% of the members in good standing. The time and the place of such special meetings shall be fixed by the Board of Directors no later than thirty (30) days after receipt of such petition.

a. At all special meetings called for a specific purpose, only such business as the meeting was called to consider shall be discussed and acted upon.

b. A resolution offered at any meeting must be in writing, copies of which shall be provided to the Executive Committee prior to the meeting. No member shall read or offer for action any communication or resolution without first making a general statement of subject matter thereof.

Section 4. QUORUM

At any duly called general meeting of the Chamber, ten (10) percent of members in good standing shall constitute a quorum.

Section 5. NOTICES AND AGENDAS

Written notice of all general meetings of the Chamber shall be mailed, e-mailed or faxed to each member at least ten (10) days in advance of the meeting. Such notice shall indicate an outline for the agenda of the meeting. If the meeting is for the purpose of networking, a statement of that fact shall be considered sufficient.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. RESPONSIBILITIES OF THE BOARD

- To authorize the program of work and provide general direction for the Chamber
- To ensure that actions and decisions are consistent with mission and goal statements. Members shall demonstrate an understanding of, and actively seek to implement the mission and goals of the Chamber.
- To ensure that committees are in place and actively functioning to accomplish the mission and goals of the Chamber.
- To provide general fiscal oversight of the Chamber on not less than an annual basis.
- To establish a general budget and methods of raising income to insure responsible leadership and to promote the general welfare of the chamber..
- To understand the Chamber’s budget, budget process and financial situation

Section 2. EXECUTIVE COMMITTEE

The five officers of the Board (listed above) will constitute the voting members of the Executive Committee. Any two officers of the board may call a meeting of the Executive Committee, and the Past President will preside over meetings of this group. A quorum for the Executive committee shall be three (3) officers.

The Executive Committee shall be charged with hiring, firing, supervising, and setting salaries of all paid staff persons working in the Chamber Office, subject to approval of the Board of Directors.

The Executive Committee may also meet, as needed, to handle urgent matters that cannot wait until the next regular Board Meeting, but such meetings should be infrequent and such stop-gap decisions and actions will be temporary in nature and subject to approval by the Board of Directors (e.g. temporary halting of bill payments, provisional hiring of staff person, temporary suspension of employee, etc.)

Unless specifically stated in advance, the Executive Director, or the ED’s designee, shall attend each Executive Committee meeting so as to be well informed of decisions made by that committee. Staff workers, however, will not have a vote.

- To assist committees in budgeting expenses and generating income

- Each Board member shall be asked to select and participate in one of the three major program areas of the Chamber: Planning, Community, Development, Marketing, Fund-raising
- Directors shall not usurp the authority of the Executive Committee, use their position for personal gain, legally obligate or act in the capacity of a director unless at an official Board meeting unless specifically directed to do so by the Executive Committee and the majority of the other directors present at a regularly scheduled board meeting.
- Represent the Chamber at the monthly meetings of the Village and Town Board meetings on an assigned basis.

Section 3. BOARD COMPOSITION

The Board of Directors shall be composed of Chamber members in good standing from the Primary Service Area, representing a wide variety of expertise and a fair representation of the general membership.

Members of the Executive Committee (with the exception of the Past President) and the five directors shall be elected by the general membership of the Chamber during the annual elections to be held at the December membership meeting. Installation of officers for the ensuing year shall occur at the Annual dinner meeting, which is held not later than the first week of February for that calendar year.

Section 4. NOMINATIONS

a. The Past President shall appoint, subject to Board approval, at least three (3) members of the Chamber to act as a Nominating Committee by the month of September of each year. The Nominating Committee shall be charged with the responsibility of notifying the general membership of upcoming Board vacancies, inviting submissions of eligible candidates and preparing a slate of at least enough names to fill the vacancies of retiring elected officers and directors.

b. Any Chamber member in good standing is eligible to be nominated, but all nominees must agree in advance to serve if elected. The Nominating Committee will be charged with the responsibility of producing a slate of candidates that helps maintain good representation on the Board for all types and locations of member businesses

c. It is recommended that the 2nd Vice President shall be nominated as 1st Vice president and the 1st Vice President shall be nominated as the President for the ensuing year. The candidate nominated for 2nd Vice President should be made cognizant of the fact that this position assumes ascension to the Presidency in three years. It is recommended that the nominee for 2nd Vice President shall be a member of the current Board of Directors. If a current Board member is not available, the nominee shall qualify through meritorious service and commitment to the Waterford Area Chamber of Commerce.

Section 5. ELECTION

The slate of nominees will be presented to the Board of Directors at the normal monthly Board meeting in November of each year. A ballot must be prepared and mailed to all

member businesses for general election. Ballots shall be mailed to the general membership no later than November 15, due for return to the Chamber office by mail no later than two days prior to the scheduled general meeting for the month of December or hand delivered to said general meeting. No ballots received after the date and start-time of the December general membership meeting will be valid.

In the event that no open positions are contested, the Board of Directors may elect to mail the slate of nominees to all members stating the Board's intention to present the uncontested slate of officers to the December general meeting for a vote of unanimous approval.

A vote of the majority of the eligible membership shall constitute an election. If there are more than two candidates for a position, that candidate with the most votes shall constitute an election. Each member of the Chamber shall be entitled to one vote, either in person or by proxy.

Section 6. ELECTION JUDGES

The President of the Board shall appoint 3 non-board members to act as election judges to count ballots and report to the Board the election results by the December general membership meeting.

Section 7. TERMS FOR ELECTED OFFICERS AND DIRECTORS

The elected Officers – President, 1st Vice President, 2nd Vice President, Secretary, treasurer shall be for the term of one year. The President will automatically serve as Past President following the term as President. The 1st Vice President shall automatically be elevated to the office of President. The 2nd Vice President shall be expected to elevate to 1st Vice President or to any other elected position on the Board. The term of service shall be from the date following the annual membership dinner meeting, but not later than February 1 of that calendar year.

The Directors shall be elected to a term of two years with a maximum of two consecutive, two-year terms.

Section 8. OFFICERS OF THE EXECUTIVE COMMITTEE

- **PAST PRESIDENT.** This is an automatic appointment after serving as President. The Past President shall attend all meetings of the Board of Directors and the Executive Committee, having a vote in both. The Past President shall be responsible to call and preside over all meetings of the Executive committee. In the absence of the Past President, the President shall preside over the meetings of the Executive Committee.
- **PRESIDENT.** The President shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee. The President shall be the Chief Executive officer of the corporation and shall preside over all meetings of the membership and the Board of Directors. The President shall perform such duties and exercise such powers as are necessary or incidental to the

supervision and management of the business and affairs of the chamber. The President and one other officer shall sign all contracts, mortgages, deeds, bonds, or other instruments requiring officer's signatures, subject to Board approval. In the absence of the President the 1st Vice President shall assume the duties of the President. The President shall have other duties as assigned or directed by the membership or the Board of Directors. Term of office is one year with a maximum of two consecutive years.

- **FIRST VICE PRESIDENT.** The 1st Vice President shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee, exercising the duties and authorities of the President in the event of the latter's absence, death, disqualification or incapacity. In the absence of the 1st Vice President, the 2nd Vice President shall assume the duties of the 1st Vice President. The 1st Vice President shall have other duties as assigned or directed by the President or the Executive Committee, and may hold a dual position as a committee representative if so elected or assigned by the committee or the Board of Directors. Term of office is one year with a maximum of two consecutive years. The 1st Vice President shall work with the Executive Director to oversee the Community Liaison Committees, which shall represent the interests of the Commercial/Industrial, the Professional, the Retail, and the Service Industry members of the Chamber. The 1st VP shall act as the Chair of the Planning Committee and shall participate as a member of the Budget Committee.
- **SECOND VICE PRESIDENT.** The 2nd Vice President shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee and shall succeed to the office of 1st Vice President and act in the absence or disability of the 1st Vice President. Term of office is one year with a maximum of two consecutive terms. The 2nd Vice President shall work with the Executive Director to oversee the Marketing Committee and the Fund Raising Committees, including but not limited to the Home Show, the Christmas Parade, The Golf Outing, The Auction, The Tour of Homes and other social and fund-raising events as planned. Works closely with the Executive director and oversees other events as sponsored by the Chamber
- **SECRETARY.** The Secretary shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee and shall record the proceeds of those meetings to be preserved by the Chamber. The Secretary shall work with the President and shall prepare the meeting agendas for the Board of Directors meetings. The Secretary shall work with the Executive Director to cause notice of meetings of the membership and meetings of the Board of Directors. The Secretary will work with the Executive Director to preserve and maintain a permanent record of all Chamber meetings. The Secretary shall cause to be maintained a policy manual regarding the salaried personnel of the Chamber. The Secretary shall perform other duties prescribed by the Executive Committee, Board of Directors or the President. The term of office shall be one year with a maximum of two consecutive years.

- **TREASURER.** The Treasurer shall be the Chief Financial Officer of the chamber and shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee. The Treasurer shall oversee and insure that accurate records of all financial transactions of the corporation, both income and expenses. The Treasurer shall have the power to endorse all deposits.
- a. Checks are to be signed by the Treasurer and the President, or in the absence of either or both, by any two members of the Executive Committee on behalf of the Chamber.
- b. The Treasurer shall preside over the Finance Committee and shall complete an annual budget for presentation to the membership at the Annual Membership Meeting in December. The Treasurer shall perform such other duties as directed by the Executive Committee, the Board of Directors, or the President. Term of office shall be one year with a maximum of two consecutive years.

Section 9. BOARD MEETINGS

The Board of Directors shall meet monthly, as a designated time and place. Such meetings shall be open to all members in good standing and their invited guests unless specified as a closed meeting ahead of time. Special meetings of the Board may be called as needed by the President or requested by three (3) Board members or petitioned by at least 10% of the general membership. Special meetings will require prior notifications to all Board members at least 24 hours before the meeting.

Section 10. QUORUM

At any duly called meeting of the Board of Directors, a majority of duly seated Board Members shall constitute a quorum.

Section 11. VOTING AT BOARD MEETINGS

Only duly seated Board Members shall vote on actions at Board meetings. Visiting Chamber Members, Honorary Chamber members, and employed staff people will not have a vote.

Section 12. REMOVAL/REPLACEMENT OF DIRECTORS and MEMBERS OF THE EXECUTIVE COMMITTEE

It shall be difficult, but not impossible to remove and replace members from the Board of Directors. This safeguard is to ensure that a minimum number of Board members remain inactive, that no one individual or faction dominates the Board and that no significant sector of the general membership remains unrepresented on the Board.

Any Board member who misses three (3) consecutive Board meetings may be subject to removal from the Board. Such removal will require prior notification of all Board members at least five (5) days before the meeting where the vote will take place. Then the action will require approval by 2/3 majority of the Board.

The Board of Directors may also remove any Board member who is determined, by a 2/3 majority of the Board, to be unqualified, uncooperative, or unproductive. Such removal will require prior notification of all Board members at least five (5) days before the meeting where the vote will take place. Then the action will require approval by 2/3 majority of the Board.

In cases of death, resignation, removal or disability of any of the officers or directors, it shall be the duty President to appoint a replacement for the vacated seat, subject to the approval of the Board of Directors to fill such vacancy for the remainder of the term. Said approval shall require a 2/3 majority of a quorum of the Board of Directors.

Section 13. INDEMNIFICATION

Each office, employee, or member of a committee of the Chamber, past or present, and each person who serves or may have served at the request of the Chamber as an office, employee, representative or agent of the Chamber, and their respective heirs, administrators and executors of which persons shall be indemnified by the Chamber, or its assigns, in accordance with applicable state laws. The Chamber shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by the resolution of the Board of Directors of the Chamber. The Chamber shall have the power to advance to such persons expenses incurred in defending any such proceeding to the maximum extent of the law. This section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this section by way of assignment, subrogation, or otherwise whether voluntarily, involuntarily, or by operation of law.

ARTICLE V: COMMITTEES

Section 1. GENERAL

The Board and the Executive Director will actively recruit committee members who are interested in the committee goals and willing to work toward accomplishing its goals. Each committee working within the Chamber shall be responsible to the Board of Directors and the membership for planning and executing all functions/activities described in this article. The Board of Directors hold final approval rights for any function that is carried out in the name of the Waterford Area Chamber of Commerce.

Each committee shall review the past year's mission and goals and develop same for the current year and provide meeting schedules to be reported to the Board of Directors annually, as determined by the Board. Committee programs and activities shall be self-funded wherever possible, and each committee shall work with the Finance Committee to submit a budget to the Board of Directors for approval. Such committee budget shall be provided at least two weeks prior to the submission of the budget to the Board of Directors. Committees shall make monthly reports to the Board of Directors during the

period of planning and execution for the project at hand. Non-event committees shall be prepared to provide a minimum of quarterly reports to the Board of Directors.

The Board of Directors may appoint and dissolve Ad Hoc Committees, as needed, to investigate and make reports to the Board on subjects of interest to the Chamber.

Section 2. COMMITTEE CHAIRPERSONS

a. Each committee chairperson, whether elected by their committee, or appointed by the membership or by the Board of Directors, shall participate in the budget process for the ensuing year. The committee chairperson shall be responsible for recruiting committee members as deemed necessary to accomplish the goals and the tasks for the committee they represent. The Chairperson shall determine committee member duties and delegate those duties to appropriate personnel.

b. Chairpersons shall assure that minutes of the meetings shall be kept and presented to the Executive Director for inclusion in the Chamber's Meeting Record file. The Chairperson shall be responsible for providing progress notes and update information for use in the periodic membership letter.

c. Chairpersons shall present the Board of Directors a full report regarding their budget, the plans for their event and other general information not later than 8 weeks prior to the event. No monies shall be spent except as specifically budgeted in the annual budget for the year of the event. Any additional expenditures must be approved by the Board of Directors at their regularly scheduled monthly meetings, unless the same qualifies under a special meeting called for an express purpose.

Section 3. LIST OF COMMITTEES AND CHAIRPERSON:

The dissolution of committees, other than those shown below as Administrative Committees, shall not require an amendment of the By-Laws, nor shall the addition of committees require an amendment of the By-Laws

ADMINISTRATIVE COMMITTEES:

a. FINANCE COMMITTEE.

Composed of one representative from each of the other Administrative Committees, and chaired by the Treasurer of the Chamber. Reviews budget requests from each other committee. Assists Board of Directors in monitoring committee budgets and provides oversight responsibility. Makes recommendations to the Board for any capital improvements, facilities rental or purchase, equipment expenses, and any other large investments.

b. AMBASSADORS COMMITTEE.

Recruits and welcomes new member businesses, recruits volunteers for other committees, events, and activities. The Ambassadors are responsible for promoting the goodwill and introducing businesses and members to customers,

neighbors, and our community. The Ambassadors shall host Chamber after-five functions, other social functions and shall conduct ribbon-cutting for new businesses in the area.

c. MARKETING AND PUBLIC RELATIONS COMMITTEE.

Promotes the Chamber and the community in the Primary Service Area of the Chamber. Coordinates advertising media, such as radio, television, newspaper, magazines, Visitors Guides, maps, etc. Develops a targeted marketing plan for the Chamber. Assists other committees in marketing efforts. Assists with public relations matters of the Chamber.

d. BUDGET COMMITTEE

Establishes the budget for the ensuing Chamber year. This committee shall consist of the President, the Past President, the 1st Vice President, Treasurer, one member of the Board of Directors and one member-at-large from the general membership. The Executive Director shall also participate in this committee. The chairs of all committees with a budget shall be consulted prior to the submission of the budget to the Board of Directors.

e. PLANNING COMMITTEE.

Reviews and updates strategic plan for the ensuing year and develops an annual operational plan. It shall be comprised of the Executive committee and the Chairpersons of all Fund-Raising and Event Committees.

f. FUND-RAISING COMMITTEE.

Develops an intra-committee structure whose task is to coordinate the annual fund-raising events. This committee shall be chaired by the 2nd Vice President and the members shall be the chairs of all fund-raising event committees. The Executive Director shall be present at all meetings of the Fund-Raising Committee.

FUND RAISING EVENTS INCLUDE, BUT ARE NOT LIMITED TO:

- | | |
|-------------------------|------------------------|
| 1) Home Show | 2) Golf Outing |
| 3) Waterford Wonderland | 4) Tour of Homes |
| 5) Auction | 6) Community Guide/Map |

The list of fund-raisers shall change as deemed appropriate by the Board of Directors.

g. BENEFITS COMMITTEE.

Develops and procures benefit plans which shall benefit the membership and the salaried staff. Conducts annual salary and benefits survey as it pertains to the salaried staff. This committee shall consist of the President, the 1st Vice President, the 2nd Vice President, a member of the board of Directors and a member of the membership-at-large. This committee shall also be responsible for the review, revision and updating of job descriptions for a;; officers, chairpersons, committees, and salaried personnel.

g. NOMINATING COMMITTEE

1. The Past President shall appoint, subject to Board approval, at least three (3) members of the Chamber to act as a Nominating Committee by the month of September of each year. The Nominating Committee shall be charged with the responsibility of notifying the general membership of upcoming Board vacancies, inviting submissions of eligible candidates and preparing a slate of at least enough names to fill the vacancies of retiring elected officers and directors.

COMMUNITY LIAISON COMMITTEES:

h. LIAISON COMMITTEE – COMMERCIAL/INDUSTRIAL.

Coordination, communication and representation of issues that concern the commercial/industrial membership of the Chamber. Said committee shall consist of the 1st Vice President and at least one member from the commercial/industrial membership. The 1st VP shall be responsible for staffing the committee.

k. LIAISON COMMITTEE - PROFESSIONAL

Coordination, communication and representation of issues that concern the professional membership of the Chamber. Said committee shall consist of the 1st Vice President and at least one member from the professional membership. The 1st VP shall be responsible for staffing the committee.

l. LIAISON COMMITTEE - RETAIL

Coordination, communication and representation of issues that concern the retail membership of the Chamber. Said committee shall consist of the 1st Vice President and at least one member from the retail membership. The 1st VP shall be responsible for staffing the committee.

m. LIAISON COMMITTEE – SERVICE

Coordination, communication and representation of issues that concern the service membership of the Chamber. Said committee shall consist of the 1st Vice President and at least one member from the service membership. The 1st VP shall be responsible for staffing the committee.

OPERATIONAL COMMITTEES:

n. WEB SITE COMMITTEE.

Recognizing the need for regular updating of the Chamber web site, this committee shall be responsible for enhancing the site and updating the information provided on the web site not less than once a year.

o. NEWSLETTER COMMITTEE.

Gathers information and works with the Executive Director to see that the membership newsletter is informative and provided in a timely fashion throughout the year.

Section 4. OTHER COMMITTEES

The Board of Directors may combine committees and/or establish additional committees, as needed, from time to time, in order to carry out the programs and activities of the Chamber.

Section 5. AUTHORITY

No action by any member, committee, division, employee, director or officer shall be binding or constitute an expression of, the policy of the Chamber until it shall be approved or ratified by the Board of Directors.

Before any member or employee of the Chamber gives testimony to or presentations before civic or governmental agencies pertaining to Chamber matters, such action shall be approved by the Board prior to the action/activity.

Section 6. DIVISIONS

The Board of Directors may create such divisions, bureaus, councils, or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all division, bureaus, departments, councils, committees, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, committees and subsidiary corporations having bearing upon or expressive of the Chamber unless approved by the Board of Directors.

ARTICLE VI: PAID OFFICE STAFF

Section 1. DUTIES AND RESPONSIBILITIES

Staff persons employed in the Chamber office shall work under the supervision of the Executive Committee. They shall carry out the work designated by the Board of Directors and in support of the various Chamber committees.

ARTICLE VII: FINANCES

Section 1. FUNDS

All money paid to the Chamber shall be placed in a general fund designated by account numbers for specific purposes and activities as required.

Section 2. DISBURSEMENTS

Upon approval of the budget, the President is authorized to make disbursement on account and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check. Non-budgeted items must be approved by the Board of Directors prior to disbursement.

Section 3. FISCAL YEAR

The fiscal year of the chamber shall run from January 1 through December 31

Section 4. BUDGET

The Executive Committee and/or Finance Committee, along with the Budget committee shall submit a budget for the coming year to the Board of Directors for approval. Said report shall be submitted not later than one week prior to the December Board of Directors meeting.

Section 5. ANNUAL AUDIT

Chamber accounts shall be reviewed annually, as of the close of business at the end of the fiscal year. The review shall at all times be available to members of the organization within the offices of the Chamber. At such time as the annual budget is in excess of \$125,000, an annual review shall be performed by a public accountant outside the membership of the Board of Directors. Funds for this review shall be included in the annual budget for the ensuing year.

Section 6. BONDING

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

ARTICLE VIII: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more non-profit or not-for-profit organizations qualifying under IRS Section 501c, to be selected by the Board.

ARTICLE IX: PARLIAMENTARY AUTHORITY

The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedures. In the event the Chamber By-Laws are inconsistent with Robert's Rules of Order, our By-Laws shall prevail. In the event of dispute, the Chamber Parliamentary Officer shall have final authority for decision.

ARTICLE X: AMENDMENTS

These bylaws may be amended or altered by a vote of the general membership. Such voting will be conducted by mailed ballots, clearly indicating the changes desired and the reasons for said changes, and specifying a deadline for return of completed ballots no less than fifteen (15) days from the date the ballots are mailed to the membership. A minimum of twenty (0) percent of the members in good standing must return completed ballots to constitute a quorum. A simple majority vote shall carry the motion (s).

Revised 01/01/04

ARTICLE XI: AMENDMENT

SEXUAL HARASSMENT POLICY

It is the policy of the Waterford Area Chamber of Commerce that it will not tolerate verbal or physical conduct by any employee which harasses, disrupts, or interferes with another's work performance or which creates an intimidating, offensive or hostile environment.

While all forms of harassment are prohibited, it is the Company's policy to emphasize that sexual harassment is specifically prohibited. Harassment on the basis of sex is a violation of Sec. 703 of Title VII. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment (including hiring, compensation, promotion, or retention)
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Sexual harassment may take various forms. These include:

1. VERBAL
Sexual innuendoes or stories, suggestive comments, jokes, teasing, remarks, and/or questions of a sexual nature, sexual propositions, suggestive or insulting sounds, whistling, threats, or telephone calls.
2. NON-VERBAL
Sexually suggestive objects, pictures, drawings, cartoons, leering, obscene gestures, letters or e-mail with sexual or suggestive content.
3. PHYSICAL
Unwanted physical contact including cornering, touching, pinching, brushing the body, coerced sexual relations, assault.

All employees must avoid any action or conduct which could be viewed as sexual harassment. Employees who believe they are being sexually harassed should let the person(s) know the conduct is offensive. Employees are also responsible for promptly reporting, preferably in writing, the alleged act immediately to President or Past President of the Board of Directors.

All complaints will be promptly, thoroughly, and fairly investigated. The results of any investigation will be considered confidential and will only be shared on a “need to know” basis. Corrective actions will be taken as warranted by the results of the investigation, which may include disciplinary action up to and including termination of employment. Your cooperation is essential in assuring that all employees at WACC can enjoy a workplace free from sexual harassment or discrimination of any kind. WACC recognizes that false accusations of sexual harassment can have serious effects on innocent women and men. We trust that all of our employees will continue to act responsibly to establish a pleasant working environment free from sexual harassment in any of its varied, subtle forms. We encourage any employee to raise questions they may have regarding sexual harassment with the President or Past President of the Board of Directors.

Grievance Policy

It is the policy of the Waterford Area Chamber of Commerce to address grievances between any current Member or Board member in the following manner:

- A written statement will be requested of any person(s), including members, non-members and employees who have a grievance that they would like addressed by the Chamber Board.
- Depending upon the seriousness of the grievance, a decision will be made by the acting President as to whether the grievance needs to be addressed by the Executive Board immediately or whether it will be added to the agenda of the next Board meeting.
- The Executive Board will review the written grievance and will discuss any action that might be necessary.

- The Executive Board will provide a written response, listing any action that will take place, or possible alternatives to solve the situation.

The Executive Board will provide this response to the person initiating the grievance procedure within a 2-week period after the review.