Luxemburg Area Chamber of Commerce

By-Laws

Article I – General

Section 1: Name

This organization is a corporation under the laws of the state of Wisconsin and shall be known as the Luxemburg Area Chamber of Commerce, located in Luxemburg, Wisconsin.

Section 2: Purpose

The Luxemburg Area Chamber of Commerce exists to provide education, support and connections to help businesses thrive.

Section 3: Limitations of Methods

The Chamber shall observe all local, state and federal laws which apply to a non-profit (501c6) organization as defined in the Internal Revenue Code.

Article II – Membership

Section 1: Eligibility

Any individual, corporation, estate, partnership or any other entity of good standing within 50 miles of the village of Luxemburg, Wisconsin interested in the promotion of the objectives of this organization shall be eligible for regular membership, providing the requirements of the By-Laws are met and an application for regular membership is submitted to and approved by the Board of Directors. Each regular membership shall be entitled to cast one vote at any annual or special meeting of the members or in any other membership action under the By-Laws.

Section 2: Investments / Dues

Members' first year of membership will be pro-rated. Dues thereafter will be on an annual basis. Invoices will be mailed out in November; dues will then be due no later than January 1 for each year. Membership dues, subject to change, shall be at such rate or rates, as may be from time to time prescribed by the Board of Directors, payable in advance. This is a self-renewing contract that must be cancelled if membership is not to be renewed.

Section 3: Termination

Subsection A: Resignation

Any member may resign from the Chamber upon written request and reporting to the Board of Directors; pre-paid dues are non-refundable.

Subsection B: Expulsion

Any member may be expelled by the Board of Directors for non-payment of dues. Membership may be terminated by the Board of Directors for cause or non-payment of dues not paid by two (2) months after due date.

Subsection C: Delinquency

Any member may be expelled by a two-thirds vote of the Board of Directors, at a meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. Any member, the termination of whose membership is being considered, shall be given ten (10) day written notice to appear before the Board of Directors before any action is taken in the matter.

Section 4: Reinstatement

Upon written request made by a former member of good standing and filed with the Board of Directors, the member may be reinstated upon such terms as the Board of Directors deems appropriate.

Section 5: Transfer of Membership

Membership in this corporation is not transferrable or assignable, unless approval from the Board of Directors has been obtained.

Article III – Meetings

Section 1: Annual Meetings

An annual meeting of the Chamber shall be held in the month of October each year, at a time and place determined by the Board of Directors and notice shall be given to each member at least ten (10) days before said meeting.

Section 2: Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or by not less than ten percent (10%) of the members having voting rights.

Notice of the place, day and hour of said meeting shall be delivered, either personally, by phone or e-mail to the membership not less than two (2) business days prior to such meeting. The purpose for which a meeting is called shall be stated in the notice.

Committee meetings may be called at any time by the President, Vice President or by an operating or standing committee chair.

Section 3: Board Meetings

Subsection A: Regular Meetings

Regular meetings of the Board of Directors shall be held at a place, date and time determined by the Board of Directors.

Subsection B: Special Meetings

Special meetings of the Board of Directors may be called by the President or on the request of a majority of the Board of Directors at any time or place.

Subsection C: Meeting Notice

Notice of meetings shall be given to members of the board at least ten (10) days prior to the date set for the meeting, except that in emergencies notice of meeting shall be given so as to advise members of the Board not less than twenty-four (24) hours prior to the time set for such meeting.

Article IV – Board of Directors

Section 1: Composition of the Board

The Board shall consist of a minimum of seven (7) Directors and a maximum of fifteen (15). Directors shall be elected to a one (1) year term. The business, property and affairs of the corporation shall be managed by the Board of Directors and Officers unless specified otherwise.

Section 2: Policies

The Board of Directors is responsible for establishing procedures and formulating policy of the organization. It is also responsible for adapting all policies of the organization. These policies may be maintained in a policy manual, to be reviewed as necessary.

Section 3: Indemnification

The Chamber shall provide indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessary incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or are party, by reason of having been officers, directors or employees of the Chamber as set forth in Chapter 181 of the Wisconsin Statutes.

Section 4: Quorum

At any duly called general meeting of the Chamber, ten percent (10%) of the members shall constitute a quorum. At a Board meeting, a majority of the Directors shall constitute a quorum. At committee meetings, a majority of the committee members shall constitute a quorum except when a committee consists of more than nine (9) members, in which case five (5) members shall constitute a quorum. Proxy votes may be entered for a quorum to be reached.

Section 5: Confidentiality

Board members may have access to confidential information. This may include information regarding donations, the Chamber's financial status, the Chamber's business practices, employee records and membership information.

As such it is the sole responsibility of the Board of Directors or President to handle press releases and information provided to the media.

All Board members are responsible for maintaining and protecting the confidentiality of all Chamber information. A violation of the policy will subject a Board member to disciplinary action that may include termination of board membership.

Section 6: Vacancies to the Board

Subsection A: Cause for Vacancy

If any member of the Board of Directors shall fail to attend three (3) successive Board meetings, the President shall, in writing, call it to his/her attention and if sufficient reason for absence is not given, he/she may be removed from office by action of a majority vote of the Board of Directors.

Subsection B: Relief for Vacancy

Vacancies on the Board of Directors, or among officers, shall be filled by a majority vote of the Board of Directors for the unexpired term of the predecessor, at any regular or special meeting.

Section 7: Elections

The Board of Directors shall present to the membership at the October meeting a slate of candidates from which the members shall elect the President, Vice President, Secretary, Treasurer, and the Board members to conduct the activities of the Chamber for the following year.

Section 8: Seating New Directors & Officers

Newly elected Directors and Officers shall be seated at the regular January Board meeting and shall be participating members of the Board thereafter. Each Director may be elected to a term of one (1) year and until a successor shall have been elected and qualified except as otherwise set forth in these bylaws.

Subsection A: Term Limits & Lengths

The leadership Officer roles of President, Vice President, Secretary, and Treasurer are critical to the functionality and strategic direction of an organization. To maintain a balance of experience and innovation, these positions will adhere to the following term limits:

Each role shall serve a term length of two (2) years.

Individuals in these positions are allowed to serve up to three (3) terms, which need not be consecutive, equating to a maximum of 6 years, provided there are no challengers to the incumbent role.

Section 9: Duties of Officers

Subsection A: Duties of the President

The President shall preside at all meetings of the members and Board of Directors and perform all duties of the office. The President shall, subject to the approval of the Board of Directors, appoint all committees and be ex-officio member of all committees. The President shall, with the Vice President, sign all contracts and obligations of the corporation.

Subsection B: Duties of the Past President

It is recommended that the Past President serve as ex-officio member on the Board for one year after their term as President, to oversee consistent transfer.

Subsection C: Duties of the Vice President

The Vice President may be designated by the President to perform his/her duties in the event of the President's absence.

Subsection D: Duties of the Treasurer

The Treasurer shall receive and disburse the funds of the corporation as are authorized under these By-Laws or as may be authorized by the Board. The Treasurer shall keep all money of the corporation deposited in its name. Each month he/she shall make reports to the Board on the conditions of the finances of the corporation.

Subsection E: Duties of the Secretary

The Secretary shall take minutes at all organized meetings to include all main points brought up in the meeting, all action items, and the appointed Board members assigned to execute the action. Minutes and relevant documents shall be retained, until such time as a future Board of Directors deems the documents insignificant or of no value to support the history or operation of the organization.

Article V – Committees

Section 1: Powers & Duties

The Board shall authorize and define the duties of all committees.

Section 2: Ex-Officio Members

The heads of various Chamber Committees shall be ex-officio members of the Board of Directors without voting rights.

Section 3: Appointment

The Board of Directors shall appoint all committees necessary to accomplish the Chamber's goals.

Section 4: Authority to Bind the Corporation

No committee or individual shall represent or commit the corporation in advocacy of or opposition to any project no previously approved by the Board of Directors unless such authority may be clearly granted by the Board to that committee.

Section 5: Debts

A committee operating to execute Chamber business shall have the authority to authorize expenditures based on a proposed budget submitted to the Chamber in advance.

Section 6: Term of Office

Each member of a committee shall continue until the annual meeting and his/her successor is appointed, until the committee is terminated, or until the member is removed from such committee.

Section 7: Report to the Board

All committees shall have a designated representative report to the Board of Directors at regular meetings.

Section 8: Discharge of Committees

Committees shall be discharged by the President when their work has been completed and their reports accepted, or, when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Article VI – Finance & Disbursements

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating or designated fund.

Section 2: Fiscal Year

The fiscal year of the Chamber shall be from January 1 to December 31.

Section 3: Disbursements

Subsection A: Form of Payment

Disbursements shall be made by check or Bank Card. Checks over $1000.00 shall be signed by the Treasurer and President. Checks under $1000.00 may be signed by the Treasurer or President.

Subsection B: Donation Request Approval

Any donation request must be presented to and approved by the Board of Directors, prior to going to the general membership for approval. The Board of Directors shall have the authority to incur expenses for any project up to a maximum of $500.00 per project without specific approval by vote of the general membership at any meeting.

Section 4: Dissolution

Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more local non-profit, charitable, educational or service organizations to be selected by the Board of Directors. The Chamber shall use its funds only to accomplish specific objectives and purposes specific in these By-Laws and no part of said funds shall be used by, or distributed to, the members of the Chamber.

Section 5: Budget

A projected budget may be drafted for the succeeding year submitted to the Board of Directors by the Treasurer. The Board of Directors shall adopt an estimated budget for the coming year no later than the last meeting of the year.

Section 6: Annual Financial Review

Accounts of the Chamber shall be reviewed annually. A report of its findings shall be presented to the Board of Directors and to the general membership.

Article VII – Rules of Order

Section 1: Parliamentary Procedures

The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedure when such rules are not in conflict with specific provisions of these By-Laws.

Article VIII – Amendments

Section 1: Procedure

These By-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or the general membership in writing, at least ten (10) days in advance of the meeting.

Section 2: Approved Amendments

2025 Amendments

As of June 24th, 2025, the chamber membership approved the following change to the bylaws:

1. Article I, Section 2: Purpose.

The Luxemburg Area Chamber of Commerce exists to provide education, support and connections to help businesses thrive.

As of August 18th, 2025, the board of directors approved the following changes, clarifications, and additions to the bylaws:

1. Term Length and Limits – Article IV, Section 8 - President, Vice President, Secretary, and Treasurer

The leadership roles of President, Vice President, Secretary, and Treasurer are critical to the functionality and strategic direction of an organization. To maintain a balance of experience and innovation, these positions will adhere to the following term limits:

· Each role is limited to a term length of up to 2 years.

· Individuals in these positions are allowed to serve up to 3 terms (do not need to be consecutive), equating to a maximum of 6 years, provided there are no challengers to the incumbent role.

2. Committee Authority to Authorize Expenditures – Article V, Section 5 (replace current language)

A committee operating to execute Chamber business shall have the authority to authorize expenditures based on a proposed budget submitted to the Chamber Board in advance.

3. Policy on Board Member and Officer Membership Fee Compliance – Article II, Section 3 Clause C (move C to D)

Board members are required to maintain their membership in good standing by ensuring timely payment of all membership fees. Failure to pay membership fees within the designated timeline will result in immediate ineligibility to serve on the board or hold any officer position. This policy ensures accountability and emphasizes the importance of active participation in the organization's financial obligations.

This version of the by-laws was finalized August 18th, 2025 and published November 3rd, 2026.