



BYLAWS

Seymour Business District Council

ARTICLE I: NAME & LOCATION

The Seymour Business District Council, used herein as “council” shall refer to the organization of members and businesses defined below and shall include property located within the physical boundaries as defined below. The principal business office of the council shall be maintained in the city of Seymour, Outagamie County, Wisconsin. The area in which this council is set to serve includes the city and town of Seymour, and surrounding communities within the Seymour Community School District (herein referred to as “District” or “Area”).

ARTICLE II: PURPOSE

Section 1: Mission Statement

The Seymour Business District Council is a community focused council dedicated to serving Seymour businesses and helping the greater Seymour area prosper culturally and economically through stimulating dialog, facilitating community events, and developing Seymour’s job market.

Section 2: Objectives

The SBDC is organized to achieve these objectives: (1) Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area; promoting programs of a civic, social, and cultural nature that are designed to increase the function and aesthetic values of the community; and discovering and correcting conditions that prevent the advancement of business expansion and community growth. (2) Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business within a community; preventing or addressing controversies that may surround the potential expansion and growth of business in the community.

Section 3: Limitation of Methods

The council shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 4: Notification of Methods

The SBDC members will be notified by electronic correspondence for the annual meeting of the corporation, general membership meetings, board meetings, committee meetings, and any other additional meetings.

Selection and Election of Directors, Special Elections and Petitions for Election will be notified by electronic correspondence.

Members may elect to be notified by mail upon written request to the Seymour Business District Council.



ARTICLE III: MEMBERSHIP

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the council shall be eligible for membership. The SBDC shall not discriminate based on race, age, ethnicity, creed, religion, sexual orientation or marital status.

Section 2: Classes of Membership

There shall be (3) classes of membership

- **Business Membership:** Shall include any sole proprietorship, partnership, corporation, or limited liability company engaged in business in the City of Seymour and surrounding areas, and operating with the required governmental licenses and permits.
- **Friends of the Council:** Shall include any individuals who live within the defined District Area who meet the Membership expectations.
 - **Honorary Membership:** Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.
- **Student Membership:** Shall include any students within local educational municipalities. This membership level extends to these students whom attend secondary education outside the Seymour-area.

Section 3: Election

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any meeting thereof. Any applicant elected shall become a member upon payment of the regularly scheduled investment, as provided in Section 4 of Article III.

Section 4: Investments

Membership investments shall be at such rates, schedule or formula as may be from time to time prescribed by the board of directors, payable annually, semiannually, quarterly or monthly.

Section 5: Termination

1. Any member may resign from the council upon written request to the board of directors;
2. Any member shall be expelled by the board of directors by two-thirds vote for nonpayment of dues after 90-days from the date due unless otherwise extended for good cause;
3. Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or repute of the



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chamber, after notice and opportunity for a hearing are afforded the member complained against. If a member is expelled for reason #3, paid dues will not be reimbursed. The company representing said member will be able to replace with another individual from their company.

4. Reinstatement: Members who resign or are expelled from the SBDC are eligible for membership reinstatement upon application and approval by the board, following due process.

Section 6: Voting

In any case in which voting by members is called for, each member and business shall be entitled to 1 single vote. Should businesses, firms, associations or corporations have multiple members on the Council, their collective vote will be counted as one vote.

Section 7: Exercise of Privileges

Any firm, association, corporation, partnership, or estate-holding membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

Section 8: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members. A detailed outline for each of these groups shall be a part of the organization's procedures manual or orientation handbook.

ARTICLE IV: MEETINGS

Section 1: Annual Meeting

The annual meeting of the council, in compliance with state law, shall be held during September of each year. The time and place shall be fixed by the board of directors and notice thereof communicated to each member at least 10 days before said meeting.

Section 2: Additional Meetings

General meetings of the council will occur at least quarterly, and may be called by the chair of the board at any other time, or upon petition in writing of 50% or more of good standing members: notice of special meetings shall be communicated to each member at least 5 days prior to such meetings.

Board meetings may be called by the chair of the board or by the board of directors upon appropriate communication by at least 50% members of the board. Notice, including the purpose of the meetings, shall be given to each director at least 1 day prior to said meeting.



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Committee meetings may be called at any time by the chair of the board, respective department vice chair, or by the committee's chair.

Section 3: Quorums

At any duly called general meeting of the council, 30% of members shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum.

At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

Being "present" at a board, committee or general meeting includes attendance by members in-person, virtually or by phone.

Section 4: Notices, Agendas & Minutes

Notice of all council meetings must be provided at least 10 days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the council's procedures manual.

ARTICLE V : BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors

The board of directors shall be composed of five (5) members. The past President shall serve as a member of the board. The board of directors shall be the governing body of the council. As elected representatives of the membership, the Board shall be responsible for formulation and approval of policies consistent with objectives of the corporation. The Board is responsible for annual review and approval of the business plan and budget and for assessing performance of the council.

The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.

The board of directors shall consist of a President, Vice President, Treasurer, Executive Secretary and Strategic Planning Director or Past President. All members of the board shall be elected at the annual meeting for three year terms of office, beginning September 1 of the year. Any officer may be reelected for another term in office, not to exceed 2 consecutive terms in the same capacity.



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All newly elected and approved board members shall be seated at the regular (monthly) board meetings and shall be participating members thereafter.

Section 2: Selection and Election of Directors

No later than June 15 of each year, the President shall recommend for Board approval a Nominating Committee consisting of a minimum of three (3) members of the council in good standing, at least one of who shall be a Director.

On or before August 1 of each year, the Nominating Committee shall submit to the President its nomination of candidates to replace the Directors whose terms are set to expire. The Executive Secretary shall notify all members of the council via the annual meeting notice, the names of individuals nominated as Directors, and of the right to nominate additional Directors at the time of the annual meeting.

The Directors shall be elected by a plurality of the general membership entitled to vote at the annual meeting. If a ballot vote by the general membership is requested or if an individual is nominated as a Director from the floor at the annual meeting, the President shall then appoint an Election Committee composed of the two (2) council members in good standing whose duty it is to see that the election of members to the board of directors is carried out according to the Bylaws and to properly tally the ballots and certify the outcome to the President.

Section 3: Vacancies

In the event that a member of the board of directors is absent from 3 consecutive regular meetings of the board, said member shall automatically cease membership rights and responsibilities to the board, unless confined by illness or other absence approved by majority vote of those voting at any meeting thereof.

An unexpected vacancy occurring on the board shall be filled by a member nominated for the position and confirmed by a majority vote of the board members. The person so elected shall hold office for the unexpired term of the board member whom they are replacing.

Section 4: Eligibility

Any member of the Seymour Business District Council in good standing shall be eligible for election by the members as a board member. No membership - elected and approved - may serve as a member of the board unless they are a member in good standing.

Section 5: Duties of Board

President - The President shall be the presiding officer of the Board of Directors. He/she shall preside over all membership, Board, and shall exercise such duties and responsibilities incidental to his/her office and as may be prescribed by the Board of Directors. It shall be the duty of the President to determine all Communities, select all Chairperson(s), as may be necessary to accomplish the purposes of the council. The



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President or the President's designee shall, with the Executive Secretary, sign all deeds, contracts and other instruments affecting the operations of the council or any of its properties.

Vice President - The Vice President shall act in the absence of the President and shall exercise such duties and responsibilities incidental to his/her office and as may be prescribed by the Board of Directors.

Treasurer - The Treasurer shall serve as financial officer, shall oversee the collection and expenditures of all funds of the council and shall make recommendations to the board of directors and Executive Secretary as needed. The Treasurer, in concert with the Secretary shall present a monthly financial report to the board of directors and an annual report to the members of the council at the Annual Meeting.

Executive Secretary - The Executive Secretary shall be charged with the general supervision and management of the Council. The Executive Secretary shall serve as corporate secretary, his/her duties consist of, but not being limited to, recording all proceedings of the board of directors and the council organization, conducting the official correspondence, and preserving the records, documents and communications of the organization. The Executive Secretary shall keep register of the post office address of each member which shall be furnished to the Executive Secretary by such members. Upon the expiration of his/her term, the Executive Secretary shall deliver to the board of directors all records and property.

Director of Marketing & Operations - The Director of Marketing & Operations is responsible for developing and executing the council's marketing and advertising initiatives to generate awareness of the Council and area businesses, and to ensure the council's message is distributed across channels to targeted audiences.

ARTICLE VI : COMMITTEES

Section 1: Appointment and Authority

The President of the Board, by and with the approval of the board of directors, shall appoint all committees and committee chairs. The President may also appoint such other special committees as may be authorized or required from time to time and such appointments do not require prior approval by the board.

Section 2: Limitation of Authority

No action, written or oral, by any member, committee, Director or officer shall be binding upon, or constitute an expression of, the police of the council until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the



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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.

Section 3: Responsibilities

It shall be the function of each individual committee to conduct research, make recommendations, and carry out activities as delegated within themselves. Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chair or, in their absence the individuals they designate as being familiar enough with the issue to provide updates and/or relevant information to the board of directors regularly either at monthly meetings or through written update to the board of directors.

ARTICLE VII: FINANCES

Section 1: Funds

All money paid to the council shall be placed in a general operating fund. Unused funds from the current year's budgets can be placed in a reserve account.

Section 2: Disbursements

The monies in the council shall be deposited in the name of the council in such bank or financial institutions as the board of directors shall designate and shall be withdrawn only by check or debit by persons designated by the board of directors.

Section 3: Fiscal Year

The fiscal year of the council shall close on August 31st.

Section 4: Budget

As soon as possible after the election of new directors or officers, the board of directors shall adopt the budget for the coming year.

Section 5: Annual Audit

The accounts of the council shall be audited annually as of the close of business on August 31 by a public accountant. The audit shall at all times be available to members of the organization within the offices of the council.

ARTICLE VIII: DISSOLUTION

Section 1: Procedure

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, 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



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more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors as defined in IRS Section 501(c)(3).

ARTICLE IX: PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the council.

ARTICLE X: AMENDMENTS

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Adopted Date:

Amended Date: