

STEWARTVILLE AREA CHAMBER OF COMMERCE
REVISED

ARTICLE I: NAME

Section 1:

The name of this corporation shall be the Stewartville Area Chamber of Commerce.

ARTICLE II: PURPOSE

Section 1:

The Stewartville Area Chamber of Commerce is organized for the purpose of enhancing the community of Stewartville and vicinity.

Section 2:

This Chamber, in its activities, shall be non-partisan and non-sectarian, and shall take no part in or lend its influence to the election or appointment of any candidate for State, County, or City offices. However, this Chamber may take a public position on a community issue or referendum if the position is approved at a general or annual meeting by two-thirds of the members present; or approved in a poll taken by ballot which is mailed, faxed or e-mailed to members. "Yes" votes on such a ballot must equal two-thirds of those voting.

Section 3:

This Chamber is a non-profit organization. Proceeds derived from fund-raising activities shall be used directly toward the objectives and activities of the membership at large. Funds should not be donated for the benefit of individuals or organizations, which are for for-profit, non-profit, charitable, or otherwise. Funds may be used with other non-profit organizations for co-sponsored Chamber of Commerce events.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

Any person, association, corporation, partnership, estate or other type of business entity regardless of place of residence, interested in the purpose of this Chamber of Commerce, shall be eligible for membership.

Section 2: Application

Any person or entity desiring to become a member of this chamber, and willing to adhere to the by-laws, policies, and procedures adopted by the Board of Directors, may do so by completing and submitting an application on the form prescribed by the Board of Directors.

The application shall be accompanied by an amount of dues in accordance with the applicable dues schedule, and shall constitute an agreement to invest annually in the Chamber of Commerce. Election to membership requires a two-thirds vote of a quorum of Directors.

Section 3: Classifications

- A. All members and applicants shall have the right to appeal their membership classifications to the Board of Directors. Such appeal should be presented in writing, and shall include any evidence supporting the request. Board decisions are final.
- B. The Board of Directors shall have the right to assess members as needed in support of approved items.

Section 4: Dues

- A. Dues shall be approved annually by the Board of Directors and communicated to the general membership in December of each year. Said dues shall be paid on or before March of each year.
- B. New memberships to the Chamber shall receive an Ambassador Visit and be awarded with a Stewartville Chamber of Commerce Membership plaque and a picture in the Stewartville Star. If it is a new business or new building, a ribbon cutting will be performed at the Ambassador Visit. The first year of membership will be given to that new business at a pro-rated amount determined by month that they join. These new members shall have all the rights and privileges of active members including the right to vote.
- C. Individuals or businesses achieve membership by paying their annual dues. In the case of common ownership of multiple businesses, each business must pay dues to qualify as a member.

Section 5: Voting

All members shall be entitled to vote in general elections, referenda, and on issues for which a vote is ordered or requested at membership meetings. Each member shall be entitled to one vote.

Section 6: Delinquency

- A. Dues shall be paid on or before March of each year. The chamber shall present a statement indicating the amount due at least fifteen days prior to the due date.
- B. Members whose dues are unpaid on their annual (or other) due date shall be considered delinquent. Delinquent members shall retain all rights or membership, except the right to vote, to hold office, or to be a nominee for office until membership dues are paid.
- C. Each month the Board of Directors, and the committee authorized by the board to review delinquent accounts, shall be informed in writing of all members who are delinquent by

thirty days or more. The President, and Chair of the authorized committee, shall encourage personal contact with delinquent members, and such members shall be provided with monthly statements of amounts due.

- D. Following ninety days of delinquency, membership accounts shall be submitted to the Board of Directors for action. A majority vote at any meeting where a quorum is present shall be required to expel a member.

Section 7: Termination

- A. Any member, upon notice to the Board of Directors, may resign from the Chamber of Commerce. A member who resigns remains responsible for payment of all dues and other financial obligations due at the time of termination.
- B. In the event of death, transferring from the area of a member, or in consideration of business changes or reverses, the Board of Directors may cancel all dues or other financial obligations.
- C. Any member, including designated representatives, may be expelled by the Board of Directors for such causes as, but not limited to, illegal or fraudulent business practices. Members being considered for expulsion may request a hearing before the Board of Directors.
- D. When a member resigns, and their membership investment is paid to some future date, the member is not eligible a refund without specific approval of the Board of Directors.

ARTICLE IV: OFFICERS

Section 1: Powers

The corporate powers of the Chamber of Commerce shall be exercised, its business and affairs directed, and its property controlled by a Board of Directors. It may adopt such policies, procedures, rules, and regulations as may be deemed advisable to further the purpose of the Chamber of Commerce, or to improve its government or operations.

Section 2: Eligibility and Representation

- A. Any member in good standing at the time of nomination shall be eligible for election as a Director. Members of the Board of Directors who have been elected to a full term shall need a unanimous vote from the Board of Directors to be eligible for re-election for the next ensuing term.
- B. Because of the area wide interests of the Chamber of Commerce, and its intent to be representative of opinions throughout the area it serves, Director nominees and appointees shall be sought who will reflect to the greatest degree possible the interests and opinions of the area served.

Section 3: Size and Terms

- A. The Executive Committee shall consist of a President, First Vice-President, Second Vice-President, Past President, Treasurer and/or Secretary who may be the Chamber Administrative Assistant. Each year a new Second Vice-President should be elected by the membership. Each year the previous Second Vice-President moves up to First Vice-President, the First Vice-President to President, and the President to Past President.
- B. The Board of Directors shall be composed of the Executive Committee (president, first vice-president, second vice-president and past president) and five other directors, all serving staggered three-year terms. Directors not serving on the Executive Committee may serve as chairpersons of various committees created by the Board of Directors. The Board of Directors shall initiate action in all areas of the Chamber and then take recommendations to the full membership for considerations.
- C. The Executive Committee shall select a nominating committee to nominate Board of Director candidates. Terms of Board of Directors shall be for three years, with their replacements elected at each annual meeting.
- D. The Chamber Administrative Assistant is not a Director or voting member within the Chamber. This office is a paid position with responsibilities and pay scale set by the Board of Directors prior to the annual meeting.

Section 4: Nominations

A vote will be held when there are more Board of Director candidates than positions open. All voting shall be by voice or ballot. No proxies shall be allowed. The Executive Committee shall be responsible for the counting of the ballots. A majority of the votes cast shall constitute an election.

Section 5: Responsibilities of the Board of Directors

The Board of Directors shall be responsible for determining the financial requirements of the chamber, and for establishing the dues schedule needed to meet the organization's financial requirements.

The Board of Directors, by majority vote, may declare vacant the seat of any Director who has been absent from three consecutive meetings without cause, and fill such vacancies or vacancies resulting from death or resignation. A Director may request, and therefore receive, an excused absent by notifying any officer or Director prior to the meetings of the Board of Directors.

- A. **President:** The President presides over all meetings of the Chamber and its Board of Directors, carries out the bylaws and policies of the chamber, oversees operations and calls meetings of the membership. The President proposes the monthly agenda for the Board of Directors, quarterly or monthly membership meetings and for the annual meeting. The President shall present to the Board of Directors the selection of

committee chairmen for the chamber committees and shall be an ex-officio member of all committees. The President shall be the official representative and spokesperson for the Chamber. The President shall perform all duties customary to the office commenced to the membership or the Board of Directors such matters as may tend to promote the programs and increase the usefulness of the chamber, and coordinates all activities and programs to assure goal accomplishments. The President delegates responsibilities to the First Vice-President, the Second Vice-President, and others as needed.

- B. First Vice-President: The First Vice-President of the Board of Directors assists the President of the Board, assumes the responsibility of the office of President of the Board in the absence of the President of the Board, attends all meetings called by the President of the Board and official Chamber functions, and prepares to succeed to the Chairmanship subject to election by the membership. Based on the President of the Board's and/or Board of Directors action, the First Vice-President may chair and/or act as a liaison to various committees. The First Vice-President shall be a member of the Executive Committee.
- C. Second Vice-President: The Second Vice-President shall assist the President of the Board, attend all meetings called by the President of the Board and official Chamber functions, and from their group shall be elected a person to chair the organization in the absence of the President of the Board and First Vice-President of the Board. As Second Vice-President of the Board, they shall directly assist in carrying out the program of work. Based on the President of the Board's and/or Board of Directors action, the Second Vice-President may chair and/or act as a liaison to various committees. The Second Vice-President shall be a member of the Executive Committee.
- D. Treasurer: The Treasurer, who may be the Chamber Administrative Assistant, shall supervise the receipt and disbursement of the funds of the chamber and maintain the organization's financial records, through the Chamber office and staff. The Treasurer shall cause financial reports to be prepared and submitted to the Board of Directors. The Treasurer shall cause all monies of the chamber to be deposited in its name in such depositories as determined by the Board of Directors. The Treasurer shall attend all meetings called by the President of the Board and official Chamber functions, and service as a member of the Executive Committee.
- E. Past President: The Past President of the Board shall advise the President of the Board and the Board of Directors on issues and programs where continuity is deemed advisable. The Past President of the Board shall be a member of the Board of Directors and of the Executive Committee.
- F. Secretary: The Secretary, who may be the Chamber Administrative Assistant, shall cause the permanent records of the chamber to be maintained, shall attest to all official corporate documents, and shall perform all other duties incident to this office. The

Secretary shall attend all meetings called by the President of the Board and official Chamber functions, and serve as a member of the Executive Committee.

- G. Chamber Administrative Assistant: The Chamber Administrative Assistant shall be hired by and serve at the pleasure of the Board of Directors, and shall:
1. Be accountable to the Board of Directors for such functions and duties as may be delegated by the Board of Directors.
 2. Be an ex-officio, non-voting member of all committees of the Chamber and assist each committee.
 3. Within the policies and budgets set by the Board of Directors, appoint and fix the number and compensation of other employees of the Chamber, and have general supervision over all such employees.
 4. Under the director of the Treasurer, receive all monies paid to the Chamber, maintained books of account, and submit monthly and year end financial statements to the Board of Directors.
 5. Conduct the official correspondence, preserve all books, documents communications, and archives, and maintain a record of the proceedings of the chamber, Board of Directors in all committees.
 6. Perform all such other duties as may be incident to the office, subject to the direction of the Board of Directors, and shall, at the expiration at the term of office, deliver to the Board of Directors all books, papers, and property of the Chamber.

ARTICLE V: COMMITTEES

Section 1: Powers and Duties

The Board of Directors shall authorize and define the powers and duties of all committees subject to the provisions of these bylaws. No committee except the Executive Committee shall commit the Chamber to advocacy or opposition to any position without the specific authority of the Board of Directors.

Section 2: Executive Committee

An Executive Committee, comprised of the President of the Board, First Vice-President of the Board, and Second Vice-President, Past President of the Board, Treasurer and/or Secretary who may be the Chamber Administrator, shall be empowered to conduct the chamber's business in the interim between meetings of the Board of Directors. The Executive Committee must report any action taken to the next meeting of the Board of Directors.

They shall review the priorities and goals for the organization and recommend policy: recommend an annual budget for the Board of Directors' approval: monitor the process on and provide direction to the Chambers' adopted program, annually review the organizational structure and recommend to the Board of Directors any changes in such structures that are deemed appropriate.

The Executive Committee may not act contrary to the policies of the Chamber, and may not overrule actions or policies of the Board of Directors. A majority of its membership shall constitute a quorum. The President of the Board chairs the meetings of the Executive Committee.

Section 3: Responsibility

The Board of Directors shall establish such other committees as are necessary for the proper implementation of the Chamber's program. Each committee shall study, investigate and make recommendations to the Board of Directors on subjects within the general scope of the authority allotted to them. Subject to the approval of the Board of Directors, committees shall be empowered to act upon, publicize, and implement such subjects or activities as recommended, within the limitations imposed then or later by the Board of Directors. A complete written summary of all committee activities should be submitted to the Board of Directors following completion of the project.

Section 4: Membership

The President of the Board appoints all committee chairpersons. New members are added by appointment of the committee chairpersons. Certain committees may require the President of the Board to appoint all of the members. The President of the Board may appoint non-chamber members to any committee: such committee members shall have committee-voting status only upon specific approval of the Board of Directors. All chamber committee meetings are open to any chamber member. Non-chamber members may attend with the permission of the committee chairmen.

Section 5: Record-keeping

All minutes' reports and correspondence generated by committees shall be maintained in the permanent office file. The chairperson or Chamber Administrative Assistant shall report the committees' activity to the Board of Directors as required.

Section 6: Chairperson Terms

Committee chairpersons and members shall serve during the term of the appointing President of the Board subject to reappointment by succeeding President of the Board.

ARTICLE VI: FINANCES

Section 1: Budget Responsibility

A committee will be designated by the President, which shall include the Executive Committee to act as the chamber's budget and finance committee. At least thirty days prior to the beginning of each year, it shall receive from the President a proposed budget of expenditures, and shall prepare an annual budget of estimated income and expenses, which shall be submitted to the Board of Directors at its organizational meeting, and will then be presented to the membership at the annual meeting.

Section 2: Appropriations

- A. When adopted by the Board of Directors and membership, with or without modifications, the budget shall be the appropriate measure of the Chamber. In establishing the annual budget, the Board of Directors shall also determine the depositories for the Chambers' accounts.
- B. All requests for expenditures outside of the adopted budget shall be submitted to the budget and finance committee, who will submit their recommendations to the Board of Directors for action.
- C. At the end of each year, the unexpended balances in any and all budget allocations shall revert to the General Fund of the chamber, unless specific carry over provisions are authorized by the Board of Directors
- D. The President shall have discretion to spend up to \$100 for an unbudgeted but appropriate expense. Anything more than \$100 shall be approved by the Executive Committee.

Section 3: Disbursements

- A. All disbursements shall be made by check, signed by the President and Chamber Administrative Assistant as approved by the Board of Directors.
- B. No disbursements of the funds of the Chamber of Commerce shall be made unless the same shall have been budgeted and authorized by the Board of Directors.
- C. In the absence of the President, the Board of Directors may order the disbursement of funds, and any authorized officer-signature shall be authorized to counter sign the disbursement checks of the chamber.
- D. All disbursements shall be made on the checks issued by the chamber.

Section 4: Committee Budgets

- A. No committee or any other group provided for in the Chamber's annual budgeting process expends more than its allocated funds without the approval of the Board of Directors.
- B. The Board of Directors may at any time revise the amount originally budgeted to any group and may assign any unexpended budget balances to other groups upon recommendation of the budget and finance committee.

Section 5: Bond

- A. Within ninety (90) days after the close of each year, an annual review of the finances shall have been completed. The procedure may take the form of an assessment or higher level of reporting.

- B. The Treasurer, President, and other officers and staff who have the opportunity to handle funds of the chamber, shall be covered by Employee Dishonesty and Money & Securities Insurance or similar coverage.

Section 6: Financial Statements

Financial statements, including all receipts and disbursements of the chamber, shall be prepared and submitted to each member of the Board of Directors on a monthly basis.

Section 7: Wages

- A. All paid employees will receive a training wage at the start of their employment. After 90 days the Board of Directors will review the employee and award a wage according to their skills and experience.
- B. All paid employees will receive a review of their performance in October of each year. If a pay raise is awarded it will be effective in January to be factored into the upcoming budget.

ARTICLE VII: MEETINGS

Section 1

A minimum of three general membership meetings shall take place throughout the year. Board of Directors shall designate the month, day, time and place of each meeting as the need arises. Regular monthly meetings of the Board of Directors shall be held each month with the day, time and place of each meeting designated by the Board as the need arises.

Section 2

The annual meeting of the Chamber of Commerce shall be held in January of each year. The date, time, and place are to be set by the Board of Directors. The Executive Committee is responsible for the arrangements.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Stewartville Area Chamber of Commerce shall begin on January 1st of each year and end on December 31st.

ARTICLE IX: PARLIAMENTARY PROCEDURE

The proceedings of the meetings of the Chamber of Commerce shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rule, unless otherwise provided by the Articles, Bylaws, or policies of this corporation.

ARTICLE X: AMENDMENTS

Section 1

These Bylaws may be amended or altered by a two-thirds vote of those present at any regular meeting, provided that notice of the proposed change shall have been mailed, emailed, or faxed by the Chamber Administrator to each member no less than five days prior to such a meeting.

ARTICLE XI: DISSOLUTION

The Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure to the benefit of, or is distributed to, the members of the Chamber. Upon dissolution of the Chamber of Commerce, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, to be selected by the Board of Directors, as defined in Minnesota's Statutes 317.57, subdivision one (1), subparagraph five (5).

ARTICLE XII: INDEMNIFICATION

To the full extent permitted by the Minnesota Non-Profit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint-venture, trust or other enterprise, shall be indemnified by the corporation of the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding: provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint-venture, trust or other enterprise shall apply to only to the extent such person is not indemnified by such other corporation, partnership, joint-venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

Note: Minor editing has been done to this document to correct typographical errors and errors of grammar, achieve consistency (replacing the word chairman with chairperson, for example),

and provide clarity. The editing was done by Roger Matz, an executive board member, who makes no claim that all errors have been corrected.

Roger Matz,
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