

## BYLAWS

### ST. ANTHONY AREA CHAMBER OF COMMERCE

#### ARTICLE I GENERAL INFORMATION

**Section 1. Name.** The name of this organization shall be St. Anthony Area Chamber of Commerce.

**Section 2. Purpose.** The St. Anthony Area Chamber of Commerce is organized for the purpose of promoting the general welfare and strengthening the business, civic, and general interests of the City of St. Anthony and its trade area.

**Section 3. Limitations of activities.** The Chamber shall be non-partisan, non-sectional, non-sectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate for public office. The Chamber shall observe all local, state, and federal laws which apply to a non-profit mutual benefit corporation organized under the laws of the State of Minnesota.

#### ARTICLE II MEMBERSHIP

**Section 1. Eligibility.** Any reputable person, association, corporation or partnership having an interest in the purpose of this organization may subscribe to membership in the St. Anthony Area Chamber of Commerce.

**Section 2. Applications.** Applications for membership shall be in writing and completed by said applicant as prescribed by the Board of Directors and submitted to the Board of Directors. The application shall be regarded as a guarantee on the part of the applicant of the applicant's interest in and agreement with the purposes of the Chamber, and of the applicant's adherence, if elected, to its bylaws, policies and procedures.

**Section 3. Dues.** Members shall pay annual dues in accordance with a schedule established by the Board of Directors.

**Section 4. Plural memberships.** Any person, firm, association or corporation eligible for membership may acquire more than one membership by undertaking to pay annual dues of each such membership, and may designate an individual to represent each such membership.

**Section 5. Voting by plural memberships.** Any person, firm, association or corporation holding more than one membership shall be entitled to cast only one vote, except those individuals who have been designated to represent said additional membership shall vote as members. Any person, firm, association or corporation holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber of Commerce, subject to approval of the Board of Directors.

**Section 6. Honorary membership.** Distinction in public affairs or leaders of non-profit civic groups shall confer eligibility for honorary membership. Honorary membership shall include all the privileges of active membership, except that of voting privileges, or holding office or a position as director, with exemption from the payment of dues. Election to honorary membership shall

require the majority vote of the Board of Directors. The Board of Directors may revoke any honorary membership at any time.

**Section 7. Expulsion.** Members may be expelled by the Board of Directors for cause or for non-payment of dues within a reasonable time as fixed by the Board of Directors. No member may be expelled without the opportunity for a hearing before the Board of Directors at a proposed time and place and after a reasonable written notice from the Board of Directors of the Board of Director's intent to expel the member. A three-fourths (3/4ths) vote of all directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Chamber; and upon member's written request, the member must be allowed to make such an appeal at the next annual meeting or special meeting within thirty (30) days of such a request. The expulsion or overturning of the expulsion shall be determined by a majority vote of the membership.

**Section 8. Forfeiture of interest.** The death, dissolution or bankruptcy of a corporation, resignation or expulsion of a member shall work a forfeiture of all interest of the member in and to the property of the Chamber, and the member shall thereafter have no right thereto or any part thereof. The substitution of a new assignee for the holder of a plural membership shall in no case terminate the particular membership.

### ARTICLE III MEETINGS

**Section 1. Membership meetings.** The Board of Directors may provide for the holding of membership meetings whenever it may be considered necessary or desirable as decided by the Board of Directors.

**Section 2. Special meetings.** The Board of Directors shall call a special meeting upon petitions signed by not less than ten percent (10%) of the members. The president also has the authority to call for a special meeting of the Board of Directors. Notice of any such meeting shall be given in person, by email, or by mailing notice to the last known address at least five (5) days but not more than forty-five (45) days in advance of the day of the meeting. Said notice shall generally state the nature of the business proposed to be transacted at the meeting.

**Section 3. Annual meeting.** The annual membership meeting of the Chamber shall be held in the month of April to conduct such business as may come before the meeting.

**Section 4. Quorum.** At all membership meetings, ten percent (10%) of the members or their representatives in good standing shall constitute a quorum.

**Section 5. Notice.** Notice of both regular and special membership meetings shall be given to each member in person, by email, or by mailing notice to the last known address at least five (5) days, but not more than forty-five (45) days in advance of the day of the meeting.

### ARTICLE IV BOARD OF DIRECTORS

**Section 1. Governance and elections.** The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors having nine (9) board members. The Board of Directors shall consist of: (a) Eight (8) members who are chosen by election, one-third (1/3rd) of whom shall be elected annually by the membership at their March

general membership meeting, or at a special meeting of the members called for the purpose, and (b) the past president of the Chamber.

**Section 2. Nominating committee.** A nominating committee of no fewer than three (3) members of the Chamber shall be appointed by the president at least thirty (30) days prior to the election of the Board of Directors, whose duty it shall be to nominate from the members of the Chamber a slate of members of the Chamber to be voted on for each position on the Board to be filled. Said committee shall file a list of nominees recommended with the secretary not later than fifteen (15) days before the election. Nominations other than those recommended by the committee may be made by any member from the floor or by filing the name of the nominee with the secretary in writing.

**Section 3. Voting.** All voting shall be by voice vote or by written ballot. Members shall not be allowed to vote for directors by proxy. Each member shall be entitled to one (1) vote for each position to be filled. Such votes are non-cumulative.

**Section 4. Board meetings.** The Board shall meet not less frequently than 12 times per year, at such time and place as determined by the Board of Directors. The Board shall submit a full report of the work and finances of the organization at the members' annual meeting.

**Section 5. Quorum.** A majority of the Board of Directors shall constitute a quorum at any meeting.

**Section 6. Compensation and staff.** The Board of Directors and officers shall receive no compensation, provided however, that the Board of Directors may hire one (1) staff person to assist in the performance of the duties of the directors and officers upon such terms and conditions as the Board may decide.

**Section 7. Attendance.** The Board of Directors and officers must maintain a level of attendance in board and membership and meetings. A minimum of 50% of board meetings must be attended during the fiscal year. Board members are encouraged to attend at least 50% of the membership meetings during the fiscal year. A director not meeting this requirement may be asked to resign for the balance of their term. Illness or extenuating circumstances will be considered by the Board of Directors prior to vote to expel a board member.

**Section 8. Policies and procedures.** The Board of Directors may adopt policies and procedures governing the conduct of the business of the Chamber. Said policies and procedures shall be approved at a regular Board meeting and are to be set forth in a separate document. Said policies and procedures shall remain in effect until Board action is taken to revise or eliminate a stated policy or procedure.

**Section 9. Electronic voting.** The president is authorized to call for an email vote only on matters that have been previously discussed at a board meeting. However, no action can be taken until all board members have submitted their email vote.

**Section 10. Action without a meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of members of the Board individually or collectively consent in writing to that action. Such written consent or consents shall be filed with the minutes of the Board.

**Section 11. Resignation of director.** Any director may resign, effectively immediately or at a later time specified by the resigning director or officer, by written notice to the president, or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

**Section 12. Vacancies.** Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the president of the Board and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a director by the members may be filled only by the members, in the manner provided for election of a director. A director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

## **ARTICLE V OFFICERS**

**Section 1. Election.** Within thirty (30) days after the annual election and before the annual meeting, the Board of Directors shall meet and elect from their own number a president, vice president, secretary and treasurer for the ensuing year. The past president also shall be deemed an officer.

**Section 2. President.** The president shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to this office. The president shall, subject to the approval of the Board of Directors, appoint all committee chairs and may designate additional committee members. The president shall have general supervision over all employees of the Chamber.

**Section 3. Vice president.** The vice president shall act in the absence or disability of the president; and in the absence or disability of the president and vice president, a member of the Board of Directors shall be chosen to act temporarily.

**Section 4. Past president.** The past president shall serve as a mentor to the president and shall perform such duties as may be incident to the office of past president, subject to the direction of the Board of Directors. This includes, but is not limited to, assistance to the officers in the maintenance of the continuity from one administration to the next.

**Section 5. Treasurer.** The treasurer shall receive and disburse the funds of the Chamber as provided herein. The treasurer shall keep books of account and keep all monies of the Chamber deposited in its name. At each meeting, as requested by the Board of Directors, the treasurer shall report to the Board of Directors. The treasurer shall submit a financial statement at the close of each fiscal year.

**Section 6. Secretary.** The secretary shall be the chief administrative officer of the Chamber. The secretary shall conduct the official correspondence, preserve all books, documents and communications, and maintain accurate records of the proceedings of the Chamber, the Board of Directors and all committees. The secretary shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors.

**Section 7. Term limits.** The president shall be limited to two consecutive one-year terms. Upon completing the term as president, the outgoing president shall become the past president and serve on the Board of Directors and as an officer as provided herein.

**Section 8. Vacant positions.** (a) If the position of past president becomes vacant, the person appointed by the Board of Directors to fill the past president directorship shall serve as an officer

until the next annual election when the position shall be filled as provided herein. (b) For all other officer positions, persons to fill an officer vacancy shall be nominated by the president of the Board and confirmed by a majority vote of the Board of Directors. An officer elected in this manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

**ARTICLE VI  
COMMITTEES**

**Section 1. Powers and duties.** The Board of Directors shall authorize and define the powers and duties of all committees.

**Section 2. Committee formation.** The president shall appoint all committee chairs, subject to confirmation by the Board of Directors. The president may designate other committee members. Committee chairs may also add additional committee members at their discretion.

**ARTICLE VII  
FINANCIAL**

**Section 1. Surety bond.** The Board of Directors may require the treasurer to furnish a surety bond in such amounts that the Board of Directors shall deem necessary, the cost to be paid by the St. Anthony Area Chamber of Commerce.

**Section 2. Disbursements.** No disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. Checks shall be signed by the treasurer or the president of the Chamber.

**Section 3. Fiscal year.** The fiscal year shall end the 31st day of March.

**ARTICLE VIII  
PARLIAMENTARY PROCEDURE**

**Section 1. Procedure.** The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order Newly Revised.

**ARTICLE IX  
AMENDMENTS**

**Section 1. Amendments.** These bylaws may be amended or altered by a two-thirds (2/3rds) vote of those present at any regular or special membership meeting of the Chamber of Commerce upon majority approval at the prior Board of Directors meeting.

**Approved:**

**Date:** \_\_\_\_\_

\_\_\_\_\_  
**President**

\_\_\_\_\_  
**Secretary**