

PELICAN
RAPIDS
AREA
CHAMBER
OF
COMMERCE
BYLAWS

(Adopted 10-9-01 Revised 07/08/08)

Pelican Rapids Area Chamber of Commerce Bylaws

ARTICLE I – Name and Location

- Section 1:** The name of this corporation shall be the Pelican Rapids Area Chamber of Commerce.
- Section 2:** The principal office of the corporation shall be located in Pelican Rapids, County of Ottertail and State of Minnesota.

ARTICLE II – Mission

- Section 1:** The Chamber Board on February 11th, 1997 created the following Mission Statement: The Pelican Rapids Chamber of Commerce promotes economic vitality and cooperation of organizations and businesses within the Pelican Rapids area.

ARTICLE III – Area

- Section 1:** The Pelican Rapids area shall include Pelican Rapids and the surrounding area.

ARTICLE IV – Limitation of Methods

- Section 1:** The Pelican Rapids Area Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501c6 of the Internal Revenue Code.

ARTICLE V – Membership

- Section 1:** Any business firm, individual, association, corporation, partnership, municipality, church or club/organization having an interest in the above objectives shall be eligible to apply for membership.
- Section 2:** Application for membership in the Chamber shall be in writing, on forms provided for the purpose and signed by the applicant. Any applicant shall be a member upon payment of the regularly scheduled dues as provided in Article V, Section 4.
- Section 3:** There shall be five classes of membership: (a) business, (b) clubs, churches and organizations (c) individual/ couples, (d) vendor and (e) honorary. Vendor memberships shall have no voting privileges.
- Section 4:** Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors and passed by a majority vote of the general membership.
- Section 5:** In any proceeding in which voting by members is called for, each membership shall be entitled to one vote.
- Section 6:** No member whose dues are 120 days past due shall be eligible to vote on any question submitted to the membership, and shall not be entitled to receive any member discounts.

- Section 7:** Any business firm, individual, association, corporation, partnership, municipality or organization holding membership may designate an individual to represent them to exercise the privileges of membership.
- Section 8:** Any member may be expelled by a two-thirds vote of members present provided that no less than 30 members of the general membership are in attendance at any regular or special general membership meeting for conduct prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing are afforded the said member. Notice of the time, place and purpose of the meeting in which such action will be considered must be mailed and e-mailed (to last known addresses to all members 7 days prior to said meeting).
- Section 9:** The resignation or expulsion of a member shall terminate their membership. No refund of dues will be given. The termination of a membership shall work a forfeiture of all interests of the member in and to the property of the corporation and such member shall hereafter have no right thereto or to any part thereof.
- Section 10:** Orientation packets on the purposes and activities of the Chamber shall be presented by the Board to the following groups: new officers, directors committee chairmen and new members.
- Section 11:** Distinction in public affairs shall confer eligibility for honorary membership. The Board of Directors shall confer nominations to the general membership for approval. The general membership shall confer honorary membership by a majority vote at any regular general membership meeting.

ARTICLE VI – Meetings

- Section 1:** The annual meeting of the corporation shall be held during the first two weeks of September of each year. The time and place shall be fixed by the Board of Directors and notice therefore mailed and e-mailed to last known addresses to each member at least 7 days before said meeting.
- Section 2:** General meetings of the chamber shall be held monthly, or as the Board sets, at a time and place set by the Board of Directors. Notice of special meetings and notice of changes in the time or place of general meetings shall be mailed and e-mailed to last known to each member at least 7 days prior to said meeting. Included in the notice of a special meeting shall be time, place and reason for such meeting.
- Section 3:** Board of Directors meeting shall be held monthly, at a time and place set by the Board of Directors. Special Board of Directors meetings may be called by the President or any 3 members of the Board of Directors with written or e-mail notice. Notice of any special meeting and notice of changes in the time or place of regular meetings must be mailed or e-mailed to last known to all Board members at least 3 days prior to any such meeting. All Board meetings shall be open to the general membership.
- Section 4:** Committee meetings shall be called by the chairperson of each committee as needed to plan events or make decisions.
- Section 5:** At any duly called general meeting of the Chamber, 12 members shall constitute a quorum; at a Board meeting two-thirds shall constitute a quorum, at a committee meeting a majority shall constitute a quorum.

Section 6: Written notice of Chamber general meetings shall be given to each member by mailing or e-mailing to the last known address at least (7) days prior of the day of the meeting. An advance agenda and minutes of previous meeting must be prepared for the general meeting.

ARTICLE VII – Board of Directors

Section 1: The Board of Directors shall be composed of 10 members, one half of whom shall be elected yearly to serve for two years. 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. Any vote which results in a tie shall be referred to the general membership for a final decision.

Section 2: At the regular May Board meeting the President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee of three members of the Chamber. At the July Board meeting, the Nominating Committee shall present to the Board of Directors a slate of candidates to serve two-year terms to replace the Directors whose terms are expiring. Each candidate must be a member or an appointed representative and must agree to accept the responsibility of a directorship. No Director may serve more than three consecutive terms after which they must be absent from the Board for one year before being eligible to be elected to the Board.

Section 3: In the interest of maintaining diverse representation from the resort, retail and other business groups of the community, the Board of Directors shall attempt to at all times consist of members from each sector with efforts to maintain a balance of the different groups.

Section 4: Upon receipt of the report of the Nominating Committee, the Board of Directors shall notify the membership by mail or e-mail (to last know address) of the names of the persons nominated as candidates as part of its notice for the general meeting. At the August general meeting the membership may submit any other nominees provided those nominees are willing to accept the responsibilities of a directorship. After the August general meeting the nominating period shall be deemed closed. The directors shall be voted on by the general membership eligible to vote at the September meeting.

Section 5: All newly elected Board members shall be seated at the October Board meeting and shall be participating members thereafter.

Section 6: All members of the Board shall be required to attend all Board and general meetings. Resignation before a member's term is finished shall be submitted in writing to the President or Executive Director. Any Board member who shall be absent from three (3) consecutive meetings per year or six (6) cumulative per term year meetings may be dropped from the Board of Directors unless confined by illness, an emergency, or other approved, event or situation, to be approved by a majority vote of the Board.

Section 7: The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained and be available to every member for review in a policy manual. Policies shall be reviewed at the October Board meeting and revised as necessary. All policy revisions shall be made available to the General Membership for final approval by majority vote.

Section 8: The Board may assign chairpersons for committees, as the Board feels necessary to achieve the goals and directives of the Chamber. Each person shall be a member in good standing and have agreed to accept the assignment.

ARTICLE VIII – Officers & Employees

- Section 1:** The Board of Directors at its October meeting shall reorganize for the coming year. The October meeting shall be called and chaired by the outgoing President who shall be a non-voting participant of this meeting unless he/she was re-elected to serve on the Board or is serving the second year of a two year term. At this meeting the Board is to elect a President Vice-President and a Recording Secretary each to serve a term of one year, review the employment of any employees, rehire, adjust salaries or terminate any employees deemed unnecessary or inadequate. All directors and officers seated on the Board shall be voting members.
- Section 2:** **President.** The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership and the Board of Directors. The President and the Vice President shall sign all written contracts and obligations of the Corporation. The President shall serve a term of one year. In the event that the current President becomes unable to fulfill his or her duties, the Vice President shall assume the position. The President shall be responsible for directing and supervising all employees as approved by the Board. In the absence of an Executive Director, the President shall fulfill those duties or have the Board of Directors appoint someone to fulfill the duties until the position is filled.
- Section 3:** **Vice President.** The Vice President shall act as President whenever the President is unable to perform the duties. The Vice President is also responsible for assuring the Board is acting within the by-laws of the corporation. The Vice President shall serve a term of 1 year.
- Section 4:** **Recording Secretary** The Recording Secretary shall be elected to take the attendance and minutes of all General and Board meetings. They will transcribe and deliver the minutes to the Executive Director within (5) days of each meeting. All documents must be made available to any member wishing to examine such documents,
- Section 5:** **Executive Director** - The Executive Director shall be a paid position hired by the Board and shall have no voting privileges. They shall be responsible for the active day-to-day management of the business and affairs of the Chamber, including the preparation of an annual budget, and the expenditures of said budget, subject to the authority of the Board. Representing the Chamber at various Tourism related meetings shall also be at the discretion of the Board and Director. Hours, salary and any other compensation shall be decided by the Board. A yearly review of the Executive Director's performance shall be completed in writing by the Board. The Executive Director shall be responsible for hiring, discharging, directing and supervising all other employees as the Board sees fit to staff. Reimbursement for any travel expenses shall be set as follows. Meals – actual expenses, Hotel – actual expenses, Mileage - 10¢ below the IRS rate.
- Section 6:** Any Board member may be removed from office by the general membership. To do this, a petition first needs to be signed by 20 members. This issue will then be brought to the following General Meeting. The quorum for said meeting shall be set at 30 members with a 2/3 vote required for expulsion. Notice for this meeting must be mailed and e-mailed (to last know address) 7 days prior. The petition must include the reasons for such action.

ARTICLE IX – Committees

- Section 1:** The Board may appoint special committees as deemed necessary to carry out the program of the Chamber. All Chair positions shall be for a period of 1 year to run concurrent with the Chamber's fiscal year, unless the Committee is discharged earlier under the

provisions of Article IX, Section 4. It shall be the function of committees to plan events, make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board. Any expenditure in excess of \$1,000 must be approved by the Board of Directors.

Section 2: Once committee action has been approved by the Board, it shall be incumbent upon the committee chairperson or, in their absence, those whom they delegate, to give testimony to, or make presentations before the Board, General Membership, civic or governmental agencies as appropriate.

Section 3: The Board may create such divisions, bureaus, departments, committees, 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 in writing and give a copy to each member of said committee. Each Board member shall receive a copy of such and a copy shall be available to the General Membership through the Executive Director. The Board shall annually review and approve all activities of the above, including the collection and disbursement of funds.

Section 4: No action by any member, committee, division, bureau department, council, subsidiary corporation, employee, director or officer shall be binding. Committees shall be discharged by the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board it is deemed wise to discontinue the committees.

ARTICLE X – Finances

Section 1: All monies paid to the Chamber shall be placed in a general operating fund, except that money subscribed or contributed for a specific purpose shall be placed in a separate fund for such purpose. The Executive Director and Board President shall be the signers on the accounts with the option of a third person as decided by the Board of Directors.

Section 2: Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3: The fiscal year shall be from September 1 through August 31.

Section 4: The Board shall appoint a budget committee to prepare a budget for approval at the September Board meeting. Upon the Boards approval it shall go to the General Membership for approval.

Section 5: An annual report of the accounts of the Chamber, as of the close of the fiscal year, shall be completed by the Executive Director and presented to the Board at the first meeting following the end of the fiscal year. An annual audit by a public accountant may be requested by a simple majority of the Board of Directors. The annual report shall at all times be available to the General Membership.

Section 6: The President, other officers and directors may in the discretion of the Board be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 7: The Board shall be allowed to secure such loans as may be necessary to perform its function, not to exceed one-third (1/3) of its annual membership dues. Final approval of any loan may be set by a majority vote at any regular or special meeting provided notice is mailed and e-mailed (to last know address) 7 days prior to all members stating the purpose, terms and conditions.

ARTICLE XI – Parliament Authority

Section 1: The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the bylaws of the Chamber. A copy shall be available at all meetings for reference and shall be the responsibility of the Vice President.

ARTICLE XII – Dissolution

Section 1: The corporation 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. Dissolution of the Chamber shall require a two-thirds (2/3) vote of the General Membership at a special meeting, provided the notice for the meeting includes the proposal of dissolution and why it is felt needed. The notice for this meeting shall be mailed and e-mailed (to last know address) to all members 7 days prior to the meeting. On dissolution of the Chamber, any funds remaining after all outstanding debts have been satisfied shall be distributed to one or more charitable organizations to be selected by the Board as defined in the Internal Revenue Code Section 501c6 and said charitable organizations to be located within the City of Pelican Rapids

ARTICLE XIII – Amendments

Section 1: Proposed amendments to these bylaws shall first be brought to the Board for review, and included with the notice for the Board meeting. Upon Board review and attorney approval it shall be included on the agenda of the next general meeting to be brought up for discussion only. Any revisions brought up at the general meeting shall be submitted for attorney review and approval. The amendment shall then be voted upon at the following general meeting. The full written text of the amendment shall be included with all meeting notices and mailed and e-mailed (to last know address) to the members 7 days prior to the meeting.

ARTICLE XIV – Compliance

Section 1: Non-compliance with any article or section of these bylaws brought forth by any member or director shall result in the reversal of any noncompliance and the possible removal of the Board member causing the non-compliance as per Article VIII, Section 6.