

# **Bylaws of St. Francis Area Chamber of Commerce**

## Article I. General

### **Section 1. Name**

The name of this organization shall be the St. Francis Area Chamber of Commerce. The organization shall be referred to as “The Chamber.”

### **Section 2. Statement of Mission**

The St. Francis Area Chamber of Commerce serves the needs of its membership in working toward the common goal of a growing and healthy business environment and community as a whole.

### **Section 3. Area**

The principal business office of The Chamber shall be maintained in the City of St. Francis, County of Anoka, of Minnesota.

### **Section 4. Limitations**

The St. Francis Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization and defined in Section 501(C)(6) of the Internal Revenue Code.

## Article II. Membership

### **Section 1. Eligibility**

Any person, association, corporation, partnership, foundation, trust or estate subscribing to the mission statement and objectives of this corporation who may pay the annual dues or assessments prescribed herein shall, by virtue of such payment, be members of this corporation.

### **Section 2. Dues**

Membership dues shall be at such rates, schedule or formula as may from time to time be prescribed by the Board of Directors.

### **Section 3. Voting**

Each member person, association, corporation, partnership, foundation, trust or estate shall be entitled to cast one vote; in no event shall more than one vote be recorded.

### **Section 4. Termination**

Any member may resign from The Chamber upon written request to the Board of Directors. Any member shall be expelled by the Board of Directors for non-payment of dues after 90 days from the due date. Any member may be expelled by a two-thirds vote of the Board of Directors at a duly called meeting thereof for conduct unbecoming a member or prejudicial to the mission or repute of The Chamber after notice or opportunity for a hearing is afforded the member complained against.

### **Section 5. Other Categories of Membership**

The Board of Directors may from time to time establish other categories of membership and special recognition of members.

## Article III. General Membership Meeting

### **Section 1. Annual Meeting**

The annual meeting of the corporation shall be held during the month of January of each year. Quarterly meetings of the general membership shall be held in April, July and October of each year. The time and place shall be fixed by the Board of Directors.

### **Section 2. Regular Board Meetings**

The Board of Directors shall meet once a month on the third Wednesday at a place designated by the Board.

### **Section 3. Additional Meetings**

Special meetings of the Board of Directors may be called at any time upon request by President or any four or more directors, provided that any such request shall specify the purpose for the meeting.

## Article IV. Board of Directors

### **Section 1. Board of Directors**

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. Size and Terms**

The Board of Directors of this corporation shall consist of nine elected directors. The directors shall be elected for a three year term, expiring in alternate years. Directors shall be nominated by the Election Committee and elected by the general membership. More than one person from the same member business shall not be on the board at the same time.

### **Section 3. Determination of Officers**

The Board of Directors at its first meeting of the fiscal year shall elect officers by written ballot. The floor shall be open for the nomination of candidates. Any member of the Board of Directors shall be eligible to be elected as an officer. The board shall elect the following officers each year: President, Vice President, Treasurer and Secretary. All officers shall serve for a term of one year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

### **Section 3. Duties of Officers**

**President** The President shall serve as the executive head of The Chamber of Commerce and shall preside over all meetings of the membership and Board of Directors. The President in consultation with the board shall appoint all committee members and chairpersons. He/She shall also perform other duties as may be determined from time to time by the board of directors.

**Vice President** The Vice President shall serve as assistant to the President and shall preside at meetings in the absence of the President.

**Treasurer** The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The treasurer shall perform such other duties as may be directed from time to time by the Board of Directors.

**Secretary** The Secretary shall be appointed to serve as secretary to the Board of Directors; and cause to be prepared minutes of meetings of the general membership and of the Board.

#### **Section 4. Limitations of Terms**

No director elected by the general membership shall serve more than two consecutive three year terms. Election by the Board to fill and unexpired term may be in addition to the two consecutive three year terms. Former directors shall be eligible for re-election after a one year interim.

#### **Section 5. Vacancies on the Board**

A director shall be deemed to have resigned from the Board in the event that any of the following occur:

5.1 Three consecutive absences from a regular meetings of the Board unless the absence is a result of illness or has otherwise been excused by a majority vote of the Board.

5.2 Termination of the relationship with a member organization which the director represents.

5.3 The member organization which the director represents resigns, is expelled or otherwise ceases to be a member in good standing in The Chamber.

The Board shall have the authority to fill vacancies which occur during the year by reason of death, resignation or removal, of directors elected by the general membership.

#### **Section 6. Quorum**

A quorum is required to conduct the business of The Chamber. A quorum for a regular board meeting shall consist of five of the nine board members being present. The board shall not conduct the affairs of The Chamber and voting will not take place without a quorum being present. With a quorum present the board may vote and act upon any issues brought before it. A simple majority shall be sufficient to carry any issue voted upon.

### **Article V. Election of Board of Directors**

#### **Section 1. Election Committee**

The President of the Board shall appoint an Election Committee of four members in good standing. The Committee shall terminate at the end of the fiscal year. The duties of the Election Committee shall be to:

1.1 Recommend qualified candidates to the Board of Directors to fill expiring terms.

1.2 Distribute a slate of qualified candidates to all general members in the form of a ballot.

1.3 Conduct the election.

#### **Section 2. Nominations**

2.1 The President will appoint the Election Committee prior to the September board meeting.

2.1 Prior to October 15, the Election Committee shall present to the President a slate of candidates to replace Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship.

2.3 Ballots will be distributed by the Election Committee to the general members no later than November 15<sup>th</sup> of each year. The deadline for the returned ballot will be December 15<sup>th</sup> of each year.

2.4 Election Committee will tally the ballots and present the Board of directors with the results at the January board meeting. The three candidates with the most votes will be elected to the board of directors. The new directors will be announced at the annual membership meeting in January.

2.5 The terms of the new directors shall commence January 1<sup>st</sup> the start of the new fiscal year.

#### Article VII. Indemnification

The Chamber may, by resolution of the Board of Directors, provide for the indemnification by The Chamber of any and all of its Directors or former Directors against expenses actually and necessarily 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 party, by reason of having been Directors of The Chamber, except in relation to matters as to which such Director shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

#### Article VIII Committees

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

#### Article IX. Finances

##### **Section 1. Funds**

All money paid to The Chamber shall be placed in a financial institution approved by the Board of Directors.

##### **Section 2. Disbursements**

Disbursements under \$500.00 may be signed by an authorized signer. Disbursements of \$500.00 or more must be signed by an authorized signer and approved by the board.

##### **Section 3. Fiscal Year**

The fiscal of The Chamber shall begin January 1 and terminate December 31.

##### **Section 4. Budget**

The President in consultation with the Treasurer will draft the annual budget. The draft is then moved to the Board of Directors for approval. The budget should be in place on or about the beginning of the fiscal year. The board of Directors shall be authorized to review or adjust the annual budget to conform to changes in the gross income due to changing conditions in the fiscal year.

## **Section 5. Annual Audit**

“Annual Financial Reporting”- the President of the board shall appoint a Finance Committee. The committee will review the corporation’s finances for the past fiscal year. The findings will be reported to the Board of directors within 90 days after the close of the fiscal year.

## **Section 6. Donations**

Chamber donations will be made only to organizations/individuals that directly benefit the St. Francis Area Chamber of Commerce and its members. All donation requests must be submitted to the Board of Directors and approved at a board meeting.

### Article X. Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposes specified in the Articles and these bylaws, and no part of said funds shall inure, or be distributed, to members on The Chamber. On dissolution of The Chamber, any funds remaining shall be distributed exclusively for exempt purposes described in Section 501 (c) of the Internal Revenue Code as now enacted or hereafter amended, to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

### Article XI. Parliamentary Procedure

The proceedings of The Chamber meetings shall be governed by and conducted according to the latest edition of Robert’s Manual of Parliamentary Rules.

### Article XII. Amendments

These Bylaws may be amended or altered by two-thirds (2/3) vote of the Board of directors.

Adopted on 6/16/2004  
Revised on 6/17/2009