

# **BYLAWS OF THE WHITE BEAR AREA CHAMBER OF COMMERCE**

## **ARTICLE I**

### ***General***

#### **Section 1: Name**

This organization is incorporated under the laws of the State of Minnesota and shall be known as the White Bear Area Chamber of Commerce, Incorporated.

#### **Section 2: Purpose**

The White Bear Area Chamber of Commerce is organized to promote and support Chamber members, resulting in the prosperity and enrichment of our community. The Chamber will work to enhance the White Bear Area to become more of a destination for business growth, residential relocation, recreation, and shopping.

#### **Section 3: Area**

The White Bear Area consists of cities (or communities) in the Northeast region of the Twin Cities, encompassing Birchwood, Dellwood, Gem Lake, Hugo, Mahtomedi, North Maplewood, North Oaks, North St. Paul, Vadnais Heights, White Bear Lake, White Bear Township, and Willernie. Membership is open to businesses and individuals outside these communities.

#### **Section 4: Limitation of Methods**

The White Bear Area Chamber of Commerce 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. The Chamber, as a non-profit volunteer organization is not formed for a purpose involving financial gain to members. The Chamber will pay no dividends nor provide other monetary compensation, directly or indirectly.

## **ARTICLE II**

### ***Membership***

#### **Section 1: Eligibility**

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Members must be in good standing with the State of Minnesota and have a valid State Tax Identification Number, Federal Tax Identification Number, or Social Security Number.

#### **Section 2: 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 so elected shall become a member upon payment of the regularly scheduled investment as provided in Article II Section 3.

#### **Section 3: Investments**

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

**Section 4: Termination**

a) Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member shall be expelled by the Board of Directors for nonpayment of dues, unless otherwise extended for good cause; c) 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 prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

**Section 5: Voting**

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

**Section 6: Exercise of Privileges**

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

**Section 7: Orientation**

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

**Section 8: 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.

**ARTICLE III**

***Meetings***

**Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with State law, shall be held within the first quarter of each new year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

**Section 2: Additional Meetings** (General membership, Board and committee meetings)

General meetings of the Chamber may be called by the Chair of the Board at any time, or upon petition in writing of any ten (10) percent of the members in good standing: a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice including the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the Chair of the Board, respective department Committee Chair, or by the committee's Chair.

### **Section 3: Quorums**

At any duly called general meeting of the Chamber, ten percent (10%) of the members in good standing shall constitute a quorum; at a Board meeting, a majority of voting directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum. In transacting business, a majority vote of those attending is sufficient to pass or carry any motion except for those items requiring a two-thirds (2/3) vote in *Robert's Rules of Order* or this document.

### **Section 4: Notices, Agenda, Minutes**

Annual or special meetings shall be announced by written notice to all members at least fourteen (14) days prior to the meeting. Regular meetings may be announced by letter or by notice in a monthly newsletter, e-mail or weekly fax.

## **ARTICLE IV**

### ***Board of Directors***

#### **Section 1: Composition of the Board**

The Board of Directors shall be composed of fourteen (14) members, nine (9) of which shall be regular Board members plus a Chair, Chair-elect, Past Chair, President and Treasurer. Each member of the Board of Directors shall only be elected to one (1) three (3) year term. If a member is chosen to be a Chair-Elect he or she may have his or her term extended in order to complete his or her position as a Chair and Past Chair, and if a member is chosen to be a Chair he or she may have his or her term extended in order to complete his or her position as Past Chair. No elected Director shall immediately succeed himself or herself by way of any election, except as otherwise stated herein. If there is a resignation of a Board member, then the Board in its discretion may choose to either appoint a person to fill the remaining term of the vacant Board member, or the Board may initiate an election to fill any such vacancy, or the Board may choose not to fill any such vacancy if the remaining vacant term is less than one (1) year.

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.

#### **Section 2: Selection and Election of Directors**

**A. Nominating Committee.** At or before the regular August Board meeting, the Chair of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber and at least two (2) of these members shall be non-Board members. The Chair of the Board shall designate the Chair of the committee. Any individual who has expressed their desire to serve as a Director can not be a member of the Nominating committee. Prior to September, the Nominating Committee shall present to the President a slate of candidates to fill open positions. Each candidate must be an active member in good standing and must have agreed to

accept the responsibility of a Director. No Board member who has served one three-year term is eligible for election for a second consecutive term. A period of one (1) year must elapse before eligibility is restored. The Treasurers position is a one (1) year term elected by the Board of Directors. The Treasurer has the option of renewing their position on a yearly renewal with agreement of the Board.

**B. Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for Directors and the right of petition.

**C. Nominations by Petition.** Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twelve (12) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

**D. Determination.** If no petition is filed by the members within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for candidates only. The President shall mail this ballot to all active members at least 15 days before the regular October Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at its regular October Board meeting declare the candidates with the greatest number of votes elected.

### **Section 3: Seating of New Directors**

All newly-elected and appointed Board members shall be presented at the regular November Board meeting and shall be participating members without voting rights until official Board meeting of the new calendar year. Retiring directors shall continue to serve until the end of the program year.

### **Section 4: Vacancies**

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

### **Section 5: Policy**

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 in a policy manual, to be reviewed annually and revised as necessary.

### **Section 6: Management**

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment. A written performance evaluation of the President will be conducted on an annual basis. The employment contract between the President and the Board of Directors will be negotiated and executed by February of any given year.

### **Section 7: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees 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 a party, by reason of having been

officers, directors or employees of the Chamber, except in relation to matters as to which such individuals 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 V**

### ***Officers***

#### **Section 1: Determination of Officers**

The Board of Directors (new and retiring) at its regular November meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chair of the Board, Chair-elect, and the Treasurer. Officers will be elected by members of the Board. All newly elected officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

#### **Section 2: Duties of Officers**

**A. Chair of the Board.** The Chair shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chair of the Board shall, with the advice and counsel of the President, assign Committee Chairs to divisional or departmental responsibility, subject to Board of Directors approval. The Chair of the Board shall, with advice and counsel of Committee Chair and the President, determine all committees, select all committee Chairs, assist in the selection of committee personnel, subject to approval of the Board of Directors.

**B. Chair-elect.** The Chair-elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Chair-elect shall also serve as head of the Program of Work Committee of the Chamber. As such, the Chair-elect and committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

**C. Committee Chair.** The duties of the Committee Chair shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chair and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

**D. Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer or the President, or, in the absence of either or both, by a Designated Executive Committee Member. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer is responsible for filing all tax returns for the year.

**E. President.** The President shall be the chief administrative and executive officer. The President shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board.

The President shall serve as advisor to the Chair of the Board and Program of Work Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The President shall be a member of the Board of Directors, the Executive Committee and all Chamber committees with no voting rights.

With assistance of the divisional Committee Chairs, the President shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising all employees within levels of authority as described in the Presidents' job description.

Within the cooperation of the appropriate Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures within approved budget allocations.

### **Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chair of the Board, Past Chair, Chair-elect, Treasurer and the President. The Chair of the Board will serve as Chair of the Executive Committee.

### **Section 4: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

## **ARTICLE VI**

### ***Committees and Divisions***

#### **Section 1: Appointment and Authority**

The Chair of the Board, by and with the approval of the Board of Directors, shall appoint all Committees and Committee Chairs. The Chair of the Board may appoint such ad hoc committees and their Chairs as deemed necessary to carry out the Program of Work of the Chamber. Committee appointments shall be at the discretion of the Chair of the Board and shall serve concurrent with the term of the appointing Chair of the Board, unless a different term is approved by the Board of Directors. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

#### **Section 2: Limitation of Authority**

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chair of the Board 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 committees.

#### **Section 3: Testimony**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chair or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

#### **Section 4: Divisions**

The Board of Directors may create such divisions, bureaus, departments, 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 of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

## **ARTICLE VII**

### ***Finances***

#### **Section 1: Funds**

All money paid to the Chamber shall be placed in a general operating fund, unless a designated account has been established or required as a 501C (6) of the Internal Revenue code.

#### **Section 2: Disbursements**

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget consistent with the policies established by the Board of Directors.

#### **Section 3: Fiscal Year**

The fiscal year of the Chamber shall close on 12/31 of given year.

#### **Section 4: Budget**

As soon as possible after election of the new Board of Directors and officers, the Executive Committee or Finance Committee shall prepare the budget for the coming year and submit it to the Board of Directors for approval.

#### **Section 5: Annual Financial Review**

The Financial Statements of the Chamber of Commerce shall be reviewed annually as of the close of business on 12/31 of a given year by an independent public accountant. The financial review shall at all times be available to members of the organization within the offices of the Chamber.

#### **Section 6: Bonding**

The President and such other officers and staff as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## **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 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**

### **Section 1: Parliamentary Authority**

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 charter or bylaws of the Chamber.

## **ARTICLE X**

### ***Amendments***

#### **Section 1: Revisions**

These By-Laws may be amended by a majority of the members voting at any meeting of the organization, or by ballot provide by the Chamber on instruction from the Board of Directors. Fifteen (15) days written notice of any proposed changes must be given in the call of the meeting, or with the ballot. A copy of the proposed amendment shall be posted in the Chamber office at least five (5) days before such meeting or vote.

Adopted: November 3, 2006