



BYLAWS

Elko New Market Chamber of Commerce

BYLAWS
OF
THE ELKO NEW MARKET CHAMBER OF COMMERCE, INC.

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BYLAWS

OF
ELKO NEW MARKET CHAMBER OF COMMERCE

ARTICLE I.

General

Section 1.01. **Name:**

This organization, incorporated under the laws of the State of Minnesota, shall be known as the ELKO NEW MARKET CHAMBER OF COMMERCE, INC., hereafter referred to as the Chamber.

Section 1.02. **Area:**

The Elko New Market economic region shall be defined as the area within and surrounding the City of Elko New Market, Minnesota.

ARTICLE II.

Object

Section 2.01. **Purpose:**

The purpose of this organization shall be the advancement of economic, industrial, commercial, professional, agricultural, educational, civic, and general interests of the City of Elko New Market, Minnesota, and the promotion of the general welfare and prosperity of the community.

Section 2.02 **Limitations of Methods:**

The Chamber shall observe all local, state and national laws which apply to a non-profit organizations as defined in Section 501 © (6) of the Internal Revenue Code.

ARTICLE III.

Membership

Section 3.01. **Eligibility:**

Any reputable individual, business firm, association, corporation or partnership having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 3.02 **Approval:**

Applications for membership shall be in writing, or form provided for that purpose, and signed by the applicant. The Membership Committee (or designate individual) shall review all applications and submit them to the Board of Directors at any meeting thereof. Memberships approved by the Board will begin upon payment of scheduled membership investment.

Section 3.03 **Investments:**

The annual membership investment shall be at such a rate, schedule or formula established in an equitable manner by the Executive Committee and shall be subject to periodic review by the Board of Directors. Membership investments shall be payable annually or semi-annually in advance. Bona-fide new membership investments shall be prorated.

Section 3.04 **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 by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due unless otherwise extended for good cause.
- c. Any members may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting 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.

Section 3.05. **Classes of Membership:**

The Chamber shall be composed of active members and associate members.

a. Active Members: Businesses interested in commercial, industrial and civic process of the community including corporations, partnerships and sole proprietorships shall be eligible for active memberships. Active memberships shall enjoy all rights and privileges of the Chamber including the right to vote. Active membership shall be limited to one such membership to each firm.

b. Associate Members: Men and women of good standing and all non-profit enterprises or institutions of good standing who are interested in the municipal, industrial and civic progress of the community shall be eligible for an associate membership. Associate members shall enjoy all the rights and privileges of the chamber.

Section 3.06 **Voting:**

In any proceeding in which voting by members is called for, each member shall be entitled to one vote.

Section 3.07 **Exercise of Privileges:**

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

Section 3.08 **Operation:**

Annual orientation on the purposes, activities and respective duties of this organization shall be conducted for the following groups: new directors, offices and directors, committee leaders, committee personnel and staff. A detailed outline for orientation for each group shall be part of this organization's procedures manual. Every effort will be made to orient new members regarding the aims, objectives and work program of the Chamber.

ARTICLE IV.

Meetings

Section 4.01 **Annual Meeting:**

The annual meeting of the Corporation, in compliance with state law, shall be held during November each year. The time and place shall be determined by the Board of Directors and notice thereof given to each member at least ten (10) days prior to said meeting. Among the agenda at the annual meeting will be the annual election of the board of directors.

Section 4.03 **Additional Meetings:**

- a. Membership meetings of the Chamber may be called by the President at any time or upon petition in writing of any (25%) of members in good standing. Notice of special meetings shall be given to each member at least (10) days prior to such meeting.
- b. Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board of Directors to the President or Executive Director and or Vice President. Notice advising the purpose of the meetings shall be given to each Director at least one (1) day prior to said meeting.
- c. Committee meetings may be called by the President, Executive Director and Vice President, or by the committee's leader.

Section 4.04 Quorums:

- a. At any membership meeting of the Chamber, fifteen percent (15%) of the membership or at least ten (10) members shall constitute a quorum.
- b. At a Board of Directors meeting, (50% + 1 board member) shall constitute a quorum.
- c. At committee meetings, a majority shall constitute a quorum except that when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.

Section 4.05 Notices, Agendas and Minutes:

Written notice of all Chamber meetings must be given at least three (3) days prior to said meeting unless otherwise stated. An agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE V.

Board of Directors

Section 5.01 Composition of the Board:

- a. The Board of Directors shall consist of not more than thirteen (13) members and will be comprised of representatives from a variety of industries and professions. They shall be elected annually in the manner hereinafter provided when available.
- b. Officers: The Board of Directors shall include the following officers: President, Treasurer, Vice President, Secretary, Past President, and Ambassador.

Section 5.02 Board Responsibility

The Board represents the members as the organization's ultimate authority; management derives its legitimacy from the Board. The Board sets management direction, providing advice and counsel consistent with long-term growth and sound operations. Management is responsible for implementing the direction of the Board.

- a. Deliberate and approve policy positions of the Elko New Market Chamber of Commerce.
- b. Support the Chamber by attending as many Chamber events as possible.
- c. Assist in membership recruitment and retention efforts.
- d. Support and serve as spokespersons for Chamber policy positions and participate in the annual strategic planning session.
- e. Enhance the public image of the Chamber.
- f. Monitor and evaluate the performance of the Chamber in achieving its goals and missions.

Section 5.03 **Selection and Election of Directors:**

- a. Nominating Committee: At the regular August Board meeting the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of five (5) members of the Chamber. The President designates the Chairman of the committee. Prior to October 1st, the Nominating Committee shall present to the Executive Board a slate of candidates who may serve a maximum **of two (2) terms of three (3) years** each to replace the Directors whose regular terms are expiring or who are resigning. Each candidate must be an active member in good standing and must have agreed to accept directorship responsibility. No Board member who has served two consecutive three-year terms is eligible for a third term. A period of one year must elapse before eligibility is restored.
- b. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the Chamber Board or Executive Director shall immediately notify the membership of the names of persons nominated as candidates for the Board of Directors and the right to petition.
- c. Nominations by Petition: Additional candidates for Directors can be nominated by petition bearing the genuine signature of at least five (5) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given 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 within the designated period, the nominations shall be closed and the nominated slate of candidates shall be presented to the membership at the annual meeting of the Chamber in November, or such other time designated for their approval vote. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions shall be to vote for the appropriate number of vacancies to be filled. The Chamber Board or the Executive Director shall forward this ballot to all active members at least twenty (20) days before the annual meeting in November, or such other time designated for the meeting. The ballots shall be marked in accordance with instructions printed on the ballot and including the instruction that “the ballots must be returned to the Chamber office within ten (10) days.” The Nominating Chairman at the annual meeting in November shall declare the candidates with the greatest number of votes elected.
- e. Judges: The President shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Nominating Committee Chairman and Committee members and the Board of Directors.

Section 5.04 **Seating of New Directors:**

All newly elected Board members shall be seated at the regular December Board meeting but shall not participate until the first Board meeting of the New Year. Retiring Directors shall continue to serve and participate until the end of the program year.

Section 5.05 **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 at any meeting therefore. Vacancies on the Board of the Directors or among the Officers shall be filled by the Board of Directors by a majority vote.

Section 5.06 **Policy:**

The Board of Directors shall be responsible for establishing procedure and formulating policy of the Chamber as well as adopting all policies of the Chamber. These policies shall be maintained in a policy and procedures manual and shall be reviewed annually and revised as necessary. The Officers, Directors and Administrative Staff shall have a copy of the Policy and Procedures Manual for reference.

Section 5.07 Management:

The Board of Directors may employ an Executive Director and determine the salary and other considerations of employment. The Executive Director, in conjunction with the Board, will prepare reports necessary to keep members of the Chamber informed of the organization's goals, programs, and efforts.

Section 5.08 Indemnification of Directors, Officers, Employees or Agents:

- a. The Chamber, acting through its Board of Directors, shall exercise as fully as may be permitted from time to time, by law its power to indemnify any director, officer, employee or agent who was or is a party or is threatened to be made to be a party to any action by reason of the fact that he is or was a director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a Director, Officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Chamber, and with respect to any criminal action, had no reasonable cause to believe his conduct was unlawful.
- b. In actions by or in the right of the Chamber there shall be no indemnification of a person if he is judged to be liable for negligence or misconduct in the performance of his duty to the Chamber unless and only to the extent that the court shall determine that in view of the circumstances such person is fairly and reasonably entitled to indemnity. In all other actions, the Chamber shall determine whether indemnification is proper under the circumstances because the applicable standard of conduct set forth in paragraph (a) above was met. This determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, or by written opinion of independent legal counsel or by members of the Chamber.
- c. The term "action" as used in this section includes any threatened, pending or completed action, suit or proceeding wherever brought, whether civil, criminal, administrative or investigative.
- d. A person shall be indemnified against expenses to the extent that he has been successful on the merits or otherwise in defense of the cause.
- e. This bylaw shall continue to apply to persons who have ceased to be Directors, Officers, employees or agents and shall insure to the benefits of their heirs, executors and administrators.

Officers

Section 6.01 Determination of Officers:

The Board of Directors (new and retiring Directors) at its December meeting shall reorganize for the coming year. The Nominating Committee appointed in accordance with Article V, Section 5.03(a) shall serve as the Nominating Committee for the election of Officers. The Nominating Committee shall present to the current President Candidates for the office of President, Past President and Vice President, Treasurer, and Secretary before the November Board meeting. Only current members of the Board of Directors are

eligible for election to an officer's position. The election of officers shall be executed at the regular meeting of the Board of Directors in January.

Section 6.02 **Duties of Officers:**

- a. **President:** The President shall serve as the chief elected officer of the Chamber for a term of one (1) year or until his successor assumes the duties of the office. The President shall preside at all meetings of general membership, Board of Directors and Executive Committee. The President shall, with the advice and counsel of Executive Director and/or the Board of Directors, assign Directors to divisional or departmental responsibilities subject to the approval of the Board of Directors. The President shall, with the advice and counsel of the Board of Directors and/or Executive Director, determine all committees, select all committee chairs and assist in the selection of committee personnel subject to approval by the Board of Directors. The President shall serve as chair of the Executive Committee and shall be a voting member. With the approval of the Board of Directors, the President shall sign all deeds, contracts, and other instruments affecting the operation of the organization or any of its properties. The President shall, with the Executive Director, sign all formal documents of the Chamber.
- b. **Treasurer:** The Treasurer shall be responsible for safeguarding all funds received by the Chamber and for their proper disbursement within the framework of the budget along with the Executive Director. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors in the Chamber's name. Chamber checks may be signed by two of the following officers: President, Vice President, Treasurer, and Executive Director. The Treasurer shall present a monthly financial report to the Board of Directors. The Treasurer with advice and counsel from the Executive Director shall prepare an annual budget. The Treasurer shall be responsible for an annual financial report to the membership and the financial management of the Chamber. The Treasurer shall be a voting member of the Executive Committee.
- c. **Secretary:** The Secretary shall be responsible for the preparation of minutes of the meeting of the Board of Directors, Membership meetings and other necessary minutes. The Secretary shall work with the President or the Executive Director in the preparation of agendas, notices and minutes. The Secretary shall assist in planning and assembling information and data for Chamber programs, and shall be responsible for the committee reports and minutes. The Secretary shall be a voting member of the Executive Committee.
- d. **Past President:** The Past President shall serve as a member of the Board and an officer of the Chamber for the period of one (1) year immediately following his term as President and shall be a voting member of the Executive Committee. In the event of the Past President's incapacity, unavailability or refusal to remain on the Board, this position shall remain vacant until the following year.
- e. **Ambassador(s):** Ambassadors shall be responsible for welcoming new businesses to the area, calling members periodically to encourage participation in Chamber activities, helping with registration at events, calling lapsed members, thanking members for renewing their memberships. At least one (1) ambassador shall be elected by the members for a three (3) year term. The President can appoint up to three (3) additional ambassadors for one-year terms coinciding with the President's current term.
- f. **Executive Director:** The Executive Director of the Chamber shall plan, organize and direct the operations of the Chamber through its officers and Board of Directors to enable the Chamber to carry out its programs and assist the Economic Development Commission of the City of Elko New Market. The Executive Director shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the office and business affairs of the Chamber. The Executive Director shall be responsible for the employment of any staff personnel, assignment of their duties, supervision of their work and establishment of the terms of their employment within the framework of the approved budget and with the approval of the Executive Committee. The Executive Director shall prepare and

maintain a statement of all Chamber policies as determined by the Board of Directors and shall recommend a plan whereby such policies may be reexamined, reaffirmed or rescinded by the Board of Directors. The Executive Director shall direct, assist and coordinate the work of the Membership Committee in increasing and expanding the membership support for the Chamber. With the cooperation of the Budget Committee and Treasurer, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval by the Board of Directors. The Executive Director shall be a non-voting member of the Executive Committee.

Section 6.03 **Executive Committee:**

The officers of the organization shall comprise the Executive Committee of the Chamber. The Executive Committee shall act on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. The Executive Committee shall be responsible for the interim management of the organization including the disbursement of budgeted funds upon approval of a majority of the members of said Committee. They shall establish and recommend to the Board of Directors the annual budget of the Chamber, subject to the approval of a majority of the Board of Directors. The Executive Committee shall also be responsible for the long term planning for the organization and shall make recommendations to the Board of Directors from time to time.

Section 6.04 **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 from officers as set forth in Article V, Section 5.09.

ARTICLE VII

Committees

Section 7.01 **Appointment and Authority:**

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs as deemed necessary to carry out the program of the Chamber. Committee appointments shall be made at the discretion of the President and those appointed shall serve concurrent with the term of the appointing President unless a different term is approved by the Board of Directors. It shall be the responsibility of the Committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors; carry on such activities as may be delegated to them by the Board.

Section 7.02 **Limitation of Authority:**

No action by any member, committee, division, employee, director or officer shall be binding upon **constitute an expression of the policy of the Chamber** until it shall have been approved or ratified by the Board of Directors. Special Committees shall be discharged by the President 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 7.03 **Testimony:**

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

Section 7.04 **Meetings:**

Meetings of the committees may be called at any time by the President or Chair of such Committee.

Section 7.05 **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 and shall annually review and approve all activities and proposed programs, and collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber unless approved by the Board of Directors.

Section 7.06 **Special Task Force:**

The President may, from time to time, appoint a special task force with the approval of the Board of Directors to act on matters with limited future. The Board shall define the powers and responsibilities of such task forces and shall encourage abandonment when the objectives of such groups have been completed.

ARTICLE VIII

Finances

Section 8.01 **Funds:**

All money received by the Chamber shall be placed in a general operating fund. Unused funds from the current year's budget shall be placed in a reserve account.

Section 8.02 **Disbursement:**

Upon approval of the budget, the President, Vice President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without obtaining additional approval from the Board of Directors. Disbursement shall be by check. The Board of Directors shall have the power to approve expenditures of funds not included in the annual budget by a majority vote of the members present at a meeting of the Board of Directors. The Chair of any Committee shall approve his Committee's contractual obligations prior to submitting the same to the Executive Committee for approval.

Section 8.03 **Fiscal Year:**

The fiscal year of the Chamber shall end on December 31.

Section 8.04 **Budget:**

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 8.05 **Annual Reviews:**

The Board shall engage a qualified person to do the Annual Audit of review of the books and the Accounts to remain in compliance with 501©6 guidelines. The review shall at all times be available to members of the organization at the office of the Chamber.

Section 8.06 **Bonding:**

When the Chamber's reserve fund reaches \$50,000, the Executive Director and such other officers and staff of the Chamber as designated by the Board of Directors shall be bonded by a sufficient fidelity bond in the amount of at least \$10,000 or more as deemed necessary by an annual vote of the Board of Directors.

ARTICLE IX

Dissolution

Section 9.02 **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 insure or be distributed to the members of the Chamber. In the event of the dissolution of the Chamber, the funds remaining shall be distributed to a more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in the Internal Revenue Code Section 501©(3).

ARTICLE X

Parliamentary Procedures

Section 10.01 **Authority:**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE XI

Amendments

Section 11.01 **Revisions:**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at a regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.