

BY LAWS of RUSHFORD AREA CHAMBER OF COMMERCE

ARTICLE I. GENERAL

Section I. Title

- A. The incorporated name is Rushford Area Chamber of Commerce, Incorporated. This organization was incorporated within the laws of the State of Minnesota on September 17, 2001, and is a non-profit, non-partisan, and non-sectarian organization. No official office location is used however a post office box (P.O. Box 338) and telephone number (507-864-3338) are designated.

Section II. Existence

- A. The period of this organization's existence is perpetual.

Section III. Mission Statement

- A. The mission of the Rushford Area Chamber of Commerce is to serve as a member-driven organization that promotes business and community growth through economic, civic, social, cultural and educational programs in the Rushford area.

ARTICLE II. MEMBERSHIP

Section I. Eligibility

- A. Any person, partnership, association, corporation or estate in agreement with the objectives of this corporation shall be eligible to apply for membership in this organization.

Section II. Election

- A. A person, partnership, association, corporation or estate gains membership by completing a specified application form. Active membership shall commence upon the payment of the prescribed membership investment and shall be entitled to the rights and privileges of the Chamber.

Section III. Investments

- A. Membership investment is paid according to the investment schedule. Such investment schedule may be altered, from time to time by a majority vote of the Board of Directors. A copy of the current investment schedule is on file, with the Secretary of Corporation. An example of said schedule is attached as Exhibit A.
- B. New membership commencing in a month other than January shall have the membership investment calculated on a prorated basis.
- C. Members are considered in good standing if current membership investments are paid in full for the current fiscal year. Members in good standing are entitled to all voting rights and privileges afforded by the Chamber. The investment schedule will take effect January 1st of each year.

Section IV. Termination

- A. Any member may resign from the Chamber at any time. No annual membership investment or portion thereof will be refunded.
- B. Any member may be expelled by a two-thirds vote of the full Board of Directors at a regularly-scheduled meeting thereof for conduct unbecoming a member or prejudiced to the aims or reputation of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

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Section V. Voting

- A. Each membership shall be entitled to cast one vote.
- B. Cumulative voting shall be prohibited.
- C. Proxies shall not be allowed, nor considered in determining whether there is a quorum present.

ARTICLE III. MEETINGS

Section I. Regular

- A. Regular monthly meetings of the Board of Directors shall be held the same date and time each month determined by the Board at the beginning of each year.
- B. Quarterly meetings may be conducted by the Board of Directors to inform members of on-going areas of interests.

Section II. Annual

- A. The Annual Meeting of the corporation should be held each year in January. If the Annual meeting is not held in January, every effort shall be undertaken to conclude the Annual meeting as soon thereafter as practical. The time and place will be fixed by the Board of Directors and notices mailed to each member.

Section III. Special

- A. Additional meetings can be called by the President or the Board of Directors, or upon written request of five percent of the members in good standing, such written request to be filed with the Secretary, and thereupon written notices shall be given the membership at least five days preceding such meeting, such notice to contain a statement of the time, place and purpose of the meeting.

Section IV. Quorums

- A. 15% of current membership constitutes a quorum for the transaction of business at any Annual Meeting or Special Meeting of the General Membership of the Chamber.

ARTICLE IV. BOARD OF DIRECTORS

Section I. Elections

- A. No later than October 1st of each year the President of the Board shall appoint a nominating committee consisting of five (5) individuals, two (2) of whom shall be from the board of directors, and three (3) of whom shall be from the membership at large. The nominating committee shall request names of qualified applicants thru a process of publication and/or recommendation. The nominating committee shall notify the President of the Board of the selected candidates by the November Regular Monthly Board meeting. The Board shall approve, and publish no later than December 10th a public notification to all general members of the newly selected nominees for Board of Directors. A right to petition for additional candidates is provided in Article IV, Section 1B of these Bylaws.
- B. Any additional names for candidates must be nominated by petition bearing signatures of 5 (five) members in good standing. (Good standing defined in ARTICLE II, Section IIIC) Petitions shall be filed with the nominating committee within 10 days after member notification. If a legal petition is presented with a qualified candidate, the names of all candidates shall be arranged in alphabetical order on a ballot and presented to the membership at the annual meeting for a vote.

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If no petition is filed within the designated period, the nominations shall be closed and the candidates shall be declared elected and then presented to the general membership for ratification.

Section II. Composition and Responsibilities

- A. The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of nine members, one-third of whom shall be elected annually for a term of three years, as hereinafter provided, and no member of the Board of Directors shall be eligible for re-election for more than two successive 3-year terms until after the lapse of one year from his (her) expired term as director. Upon their election they shall meet, qualify and elect, from their own number, a Vice President, Secretary, and a Treasurer.
- B. The President shall be elected by the Board of Directors at the board meeting prior to the annual meeting.
- C. The Board of Directors may adopt rules for conducting the business of the Chamber.
- D. The Board of Directors shall have power to fill all vacancies on the Board for the unexpired term of the office vacated.
- E. The Board of Directors shall meet at least once each month at such time and place as determine which will be announced to the general membership.
- F. The term of the Board of Directors shall begin at the first Board of Directors meeting following the annual meeting.
- G. The Board of Directors shall submit in writing at the annual meeting a full report of the work and the finances of the Chamber.
- H. The Board of Directors shall order the issuance of all checks. All checks shall require two signatures, by Officers of the Corporation, and shall be approved by the Board.
- I. The Board of Directors shall designate the corporate officials authorized to execute instruments on behalf of the Corporation.
- J. The Board of Directors shall establish any necessary committees to secure the goals of the Rushford Area Chamber of Commerce.
- K. A quorum of at least five directors shall be present at any Board Meeting to legally conduct business.

Section III. Officers

- A. The President shall preside at all meetings.
- B. The Vice President shall preside at all meetings when the President is absent.
- C. The Secretary shall keep minutes of all meetings and procedures of the Board of Directors, keeping a permanent record.
- D. The Treasurer shall account for all funds of this Corporation and keep a permanent and true record thereof.

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- E. Each Officer shall have, in addition to these duties herein set out, such additional duties as may be determined.

Section IV. Property

- A. No member, director or employee of the Chamber shall have any property rights in the assets of this Corporation.

ARTICLE V. EXECUTIVE COORDINATOR

Section I. Job Description

- A. The Board of Directors hires, directs the activities, and has the delegated power to terminate, for cause, the Executive Coordinator.
- B. The duties of the Executive Coordinator are outlined in a separate document and are maintained and available for review in the records of the Secretary.

ARTICLE VI. COMMITTEES

Section I. Appointments

- A. The President of the Board may authorize the creation of special project committees, task forces, and standing committees and shall define their powers and duties. Such action shall be subject to ratification by the Board of Directors.

Section II. Functions

- A. It shall be the function of such special project committees, task forces, and standing committees to make investigations, conduct research, studies, and hearings, make recommendations to the Board of Directors, and carry out such activities as may be delegated.

Section III. Limitations

- A. No special project committees, task forces, or standing committees shall in any way commit the Chamber on policy.

ARTICLE VII. FINANCES

Section I. Fiscal Year

- A. Fiscal year is designated as January 1 to December 31.

Section II. Monies Collected

- A. All money collected by the Chamber shall be placed in a general operating fund.

Section III. Authorization

- A. The Treasurer is authorized by the Board of Directors to make disbursements on accounts and expenses approved by the Board of Directors. Disbursements shall be by check only (reference ARTICLE IV Section II, H).

Section IV. Operating Budget

- A. An operating budget shall be prepared annually and approved by the Board at the first Board meeting of the new year.

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ARTICLE VIII. FUNDS

Section I. Purpose

- A. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall invert 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.

ARTICLE IX. PARLIAMENTARY PROCEDURE

Section I. Source of Authority

- A. 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 by-laws of the Chamber.

ARTICLE X. AMENDMENTS

Section I. Rules

- A. These by-laws may be amended by a quorum as defined in Article III, Section IV, at any Annual Membership meeting, or at any Special Meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered. Such proposed amendments must be submitted in writing at least twenty-one (21) days before the meeting at which they are to be acted upon.

CERTIFICATION

Comes now, _____, President of the Rushford Area Chamber of Commerce, and does hereby certify that the foregoing are the re-written by-laws of said Corporation approved, as directed at the Annual Meeting, by the majority of the Membership present, on ____January____, 201____.

Dated: _____

ATTEST: _____
Secretary

President

Reviewed as to form by Dennis Rutgers, Attorney
November 2nd, 2009

Reviewed, revised and approved by Chamber Members
November 30th, 2009

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EXHIBIT A

RUSHFORD AREA CHAMBER OF COMMERCE

INVESTMENT MEMBERSHIP SCHEDULE

This Investment membership schedule will take effect on January 1, _____.

INVESTMENT:

*MEMBERSHIP CATEGORY

#1. Individual Citizen – no business \$ _____/year

For interested members of the community who do not operate a business.

#2. Zero (0) to three (3) FTE Employees \$ _____/year

#3. Four (4) to ten (10) FTE Employees \$ _____/year

#4. 11 or More FTE Employees \$ _____/year

For all businesses and civic organizations employing the noted number of FTE's.

** Investments are based on the total FTE (Full Time Equivalent) employees.*

Each membership is allowed one vote.

Other individuals from the same business are encouraged to attend meetings, but may not vote.

Investments cover the fiscal year.