



## **ByLaws**

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### ARTICLE 1 General

#### **Bylaw 1-1: Name**

This organization is incorporated under the laws of the State of Minnesota and shall be known as the Buffalo Area Chamber of Commerce.

#### **Bylaw 1-2: Purpose**

The Buffalo Area Chamber of Commerce is organized to advance the commercial, industrial, economic, social, civic and cultural interest of the Buffalo area; to be a constructive advocate in assisting all levels of government by maintaining an open exchange of ideas and information; to promote and protect the general prosperity, interest and welfare of the Buffalo area; and Chamber members.

#### **Bylaw 1-3: Legal Method**

The Buffalo 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.

### ARTICLE 2 Membership

#### **Bylaw 2-1: Eligibility**

Any person, firm, association, corporation, partnership or estate in Minnesota, having an interest in the objective of the Chamber, who is accepted as a member by the Chamber, shall become a member of the Chamber upon payment of the annual dues or assessments prescribed herein.

#### **Bylaw 2-2: Investments/ Dues**

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.

#### **Bylaw 2-3: Termination**

- a) Any member may resign from the Chamber upon notifying the Chamber staff.
- b) Membership will be terminated for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause.
- c) Any member may be expelled by the majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for the conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for hearing are afforded the member complained against.

#### **Bylaw 2-4: Voting**

In any proceeding in which voting by members is called for, each member firm, person, association, corporation, partnership, or estate shall be entitled to one (1) vote.

#### **Bylaw 2-5: Exercise of Privilege**

Any firm, association, corporation, partnership or estate 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.

### **Bylaw 2-6: Orientation**

At regular intervals, orientation on the purposes and activities of the organization shall be conducted for the following groups: new directors, officers and directors, committee chairs, committees and new members.

### **Bylaw 2-7: Classes of Membership**

Classes of Membership are standard, non-profit organization, individual, and associate membership.

### **Bylaw 2-8: Other Categories of Membership**

The Board of Directors may, from time to time, establish other categories of membership and special recognition of members. Unless specifically authorized, these categories shall have no voting privileges. Dues shall be prescribed by the Board of Directors.

## **ARTICLE 3** **Meetings**

### **Bylaw 3-1: Annual Meeting**

The annual meeting of the Chamber, in compliance with State law, shall be held in the first calendar quarter. 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.

### **Bylaw 3-2: Additional Meetings**

General meetings of the chamber may be called by the Chair at any time, or upon petition in writing of (10) 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 of Directors.
- c) Committee meetings may be called at any time by the Chair, respective division chair, or by the committee chair.
- d) Executive Committee meetings will be called at a minimum of three (3) times each year by the Chair.

### **Bylaw 3-3: Quorums**

At any duly called general meeting of the Chamber 10% of the members shall constitute a quorum; at a Board meeting, a majority of directors (50% plus one) shall constitute a quorum; at committee meetings, a majority (50% plus one) shall constitute a quorum.

### **Bylaw 3-4: Notices, Agenda, Minutes**

Written notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

### **ARTICLE 4** **Board of Directors**

#### **Bylaw 4-1: Composition of the Board**

The Board of Directors shall be composed of at least nine (9) and a maximum of eleven (11), one-third of whom shall be elected annually, members that will include Chair, Past Chair, Vice Chair, Secretary and Treasurer. Other various committees may be appointed by the officers.

#### **Bylaw 4-2: Election of Directors**

Approximately 60 days prior to the Annual Meeting the Executive Committee will meet and discuss board Director nominations. The Executive committee will recommend the Directors to the board. Upon adoption of these nominees by the full board, the President will then notify the membership of the names of persons nominated and the right to petition.

#### **Bylaw 4-3: Nomination by Petition**

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least ten (10) 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.

#### **Bylaw 4-4: Determination**

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular November Board meeting.

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 the number of vacant positions. The election shall be completed by January 1st and the results announced.

#### **Bylaw 4- 5: Term of Office**

Each Board of Director is elected for a three (3) year term. No Board of Director may be elected to more than two (2) consecutive terms, unless they are elected to serve as an officer at the end of their two (2) consecutive three (3) year terms, at which point they will fulfill the remainder of the officer's term.

#### **Bylaw 4- 6: Vacancy and Removal**

Vacancy in an elected director, will be filled by the Board of Directors or Executive Committee, whichever is able to act first for the remaining term. A pattern of unexcused absences will be subject to board intervention up to and including removal from that position.

#### **Bylaw 4- 7: Employment Change**

Any current board member who leaves the company of which they are employed can retain board status through employment of a company that is also a Chamber member or by purchasing an individual membership.

### ARTICLE 5 Officers

#### **Bylaw 5-1: Determination of Officers**

The Board of Directors, at its regular meeting, shall reorganize for the coming years. All 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. The one year term will be included as part of their three (3) year term, unless they are elected at the end of their three (3) year term. They shall be voting members of the Board of Directors. The President shall be invited to attend meetings, write the minutes when the Secretary isn't present, to observe policy decisions and shall have no vote.

#### **Bylaw 5-2: Officers - Executive Committee**

The officers of the Buffalo Area Chamber of Commerce shall be: Chair, Past Chair, Vice Chair, Treasurer and Secretary when appointed. They 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. The Chair will serve as Chair of the Executive Committee.

#### **Bylaw 5-3: Election of Officers**

Approximately 60 days prior to the Annual Meeting the Executive Committee will meet and discuss board Officer nominations. The Executive committee will recommend the Officers to the board. Any member of the board shall be eligible to be elected as an officer. The Executive Committee will present the nominations to the Board of Directors as persons nominated as candidates for Officer. The board will elect the Officers.

#### **Bylaw 5-4: Duties of the Officers**

- A. 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 shall approve all committees and committee chairs; assist in the selection of committee personnel.
- B. Vice Chair:** shall exercise the powers and authority and perform the duties in the absence or disability of the Chair.
- C. Treasurer:** shall report the monthly expenditures to the Board of Directors, and work with the Budget Committee to form a budget for the year that person acts as Treasurer. The Board of Directors shall be able to call upon the Treasurer for advice on expenditures if not budgeted.
- D. Past Chair:** shall exercise the powers and authority and perform the duties in the absence or disability of the Chair and Vice Chair.
- E. Secretary:** the Secretary, or the President, shall record the proceedings of the Board of Directors and Executive Committee meetings and present them at the subsequent meeting for approval.

#### **Bylaw 5-5: Term of Office**

The term of each officer on the executive committee shall be for one (1) year. No officer may hold the same office for more than three (3) years. The Vice Chair shall ascend to the position of Chair and the Chair will ascend to the Past Chair.

### **Bylaw 5-6: Vacancy and Removal**

Vacancy in an elected officer, except Chair, will be filled by the Board of Directors or Executive Committee, whichever is able to act first for the remaining term. A vacancy in the office of Chair will be filled by the Vice Chair. A pattern of unexcused absences by an Officer will be subject to board intervention up to and including removal from that position. The Chair and/or the President must be notified for excused absences.

### **Bylaw 5-7: Bonding**

The Chamber, may, by resolution of the Board of Directors, provide for bonding by the Chamber for the President and Treasurer.

## **ARTICLE 6** **Committees and Divisions**

### **Bylaw 6-1: Appointment and Authority**

The Chair shall approve all committees and committee chairs. The Chair may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will of the Chair and shall serve concurrent with the term of the appointing Chair, 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.

### **Bylaw 6-2: Limitations of Authority**

No action by any member, committee, division, employee, Director or Officer shall be binding upon, until approved or ratified by the Board of Directors. Committees shall be discharged by the Chair 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.

### **Bylaw 6-3: Testimony**

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

### **Bylaw 6-4: Divisions**

The Board of Directors may create such divisions, bureaus, departments, committees, councils, subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define 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, including collection and disbursements of funds.

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No action or resolution of any kind shall be taken by division, bureaus, departments, councils or subsidiary corporations, that would have bearing upon the Chamber, unless approved by the Board of Directors.

### **ARTICLE 7**

#### **Finances**

##### **Bylaw 7-1: Funds**

Money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will remain in the general operating fund. From time to time, the Board may designate restricted funds for special purposes.

##### **Bylaw 7-2: Disbursements**

The Treasurer and the President are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All payroll disbursements shall be verified by the Chair. Disbursements shall be made by check or ACH.

##### **Bylaw 7-3: Fiscal Year**

The fiscal year of the Chamber shall close on December 31. The fiscal year shall run from January 1 to December 31 each year.

##### **Bylaw 7-4: Budget**

As soon as possible after the election of officers, the Executive Committee shall adopt the budget for the ensuing year and submit it to the Board of Directors for approval.

##### **Bylaw 7-5: Annual Accounting**

The annual information return of the Chamber of Commerce shall be prepared in a timely manner by a public accountant. The return shall at all times, be available to members of the organization within the offices of the Chamber.

##### **ByLaw 7-6: Reserve Account**

An operating reserve is an unrestricted fund balance set aside to stabilize a nonprofit's finances by providing a cushion against unexpected events, losses of income, and large unbudgeted expenses. Reserve funds will be held in an interest earning account as determined by the Board of Directors. The reserves fund will be reviewed, and contributions made annually, if possible, upon approval of the annual budget.

### **ARTICLE 8**

#### **Dissolution**

##### **Bylaw 8-1: Procedure**

The Chamber shall use its funds only to accomplish the objectives and purpose 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 as defined in IRS Section 501 (c)(6) and selected by the Board of Directors.



### **ARTICLE 9** **Parliamentary**

#### **Bylaw 9-1: 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 10** **Amendments**

#### **Bylaw 10-1: 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 a quorum at any regular or special meeting, providing the 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. These POLICIES may be amended by a simple majority of a quorum present.

#### **Bylaw 10-2: Reviewal**

Bylaws will be reviewed by the Executive Committee in even years.

### **ARTICLE 11** **Chamber Office**

#### **Bylaw 11-1: Headquarters**

The principal office of this Corporation shall be in Buffalo, Minnesota.