

**BYLAWS  
OF  
ANNANDALE CHAMBER OF COMMERCE, INC.  
A Nonprofit Corporation Under  
Minnesota Statutes, Chapter 317A**

**ARTICLE I  
GENERAL**

**Section 1. NAME:**

This organization is incorporated under the laws of the State of Minnesota and shall be known as the Annandale Chamber Of Commerce Incorporated.

**Section 2. PURPOSE:**

Annandale Chamber Of Commerce, Inc. is a lawfully organized non-profit corporation with the general purpose of promoting and benefitting businesses in the Annandale community by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic value of the community; and discovering and accessing opportunities which enhance the promotion of business expansion and community growth.

**Section 3. AREA:**

The economic area served by the Annandale Chamber of Commerce shall include the city (or communities or school district) of Annandale Minnesota and the regional market extending there from.

**Section 4. PERSONAL BENEFIT:**

No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c) (6) of the Internal Revenue Code, as now enacted or hereafter amend, nor to any Director or Officer of the Corporation, nor to any other private person, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

**Section 5. TAX EXEMPTION:**

Annandale Chamber Of Commerce, Inc. is intended to be organized and operated consistent with Section 501(c) (6) and with Section 170(c) (2) of the Internal Revenue Code, as now enacted or hereafter amended.

**Section 6. LIMITATION OF METHODS:**

The Annandale 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 II OFFICE**

### **Section 1. REGISTERED OFFICE:**

The Registered Office shall be located within Wright County, Minnesota as designated by the Board of Directors, and the Corporation shall have other offices at such places as designated by the Board.

## **ARTICLE III MEMBERS**

### **Section 1. MEMBERS:**

A member is any person, proprietorship, partnership association, limited liability company, or corporation who has an interest in the betterment of the Annandale Community and who has paid the annual dues established by the Board of Directors.

### **Section 2. MEMBER VOTING RIGHTS:**

A member which has paid the annual dues shall be entitled to one vote. If more than one employee member or owner member of a member proprietorship, partnership, association, limited liability company, or corporation attends a membership meeting, they shall decide amongst themselves who shall cast the one (1) vote. Fractional votes shall not be permitted. In the event they cannot decide amongst themselves who shall cast the one (1) vote, the presiding officer at the meeting shall designate the person who shall cast the vote for the member proprietorship, partnership, association, limited liability company, or corporation.

## **ARTICLE IV MEETINGS**

### **Section 1. ANNUAL MEETING:**

An annual meeting of members shall be held each year, enabling members to receive a report on the activities and financial condition of the Corporation, and to consider other business.

### **Section 2. SPECIAL MEETINGS:**

Special meetings of the members shall be held upon request of the President, Vice President, a majority of the members of the Board, or by written request of at least fifty (50) members or ten (10) percent of the members, whichever is less. The business transacted at a special meeting shall be limited to the purpose(s) stated in the notice of the meeting.

### **Section 3. QUORUM:**

The presence, in person or by proxy, of ten percent of the members entitled to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned from time to time for that reason. The members present

at a meeting may continue to do business until adjournment, notwithstanding the withdrawal or enough members to leave less than a quorum. The President, or in the President's absence, the Vice-President, or any other person designated by the Board, shall preside at meetings of the members. 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.

**Section 4. PLACE:**

Meetings of the members shall be held at any such other place designated by the Board.

**Section 5. NOTICE OF MEETINGS:**

Written notice, including electronic via email or official chamber website, of meetings of members shall be given to every voting member of record at least five (5) days in advance unless otherwise states herein. The notice shall contain the date, time, and place of the meeting. Notices for special meetings must contain the purposes for which the special meeting will be held. Notice of meetings shall be given at least five (5) and not more than sixty (60) days before the meeting.

**Section 6. AGENDA & MINUTES:**

An advance 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 1. NUMBER OF DIRECTORS:**

The Corporation shall be managed by the Board of Directors which shall consist of no more than nine (9) elected Directors and no less than five (5) selected Directors.

**Section 2. QUALIFICATIONS OF DIRECTORS:**

A Director must be an individual who is currently a member in good standing. Directors may serve consecutive terms.

**Section 3. ELECTIONS OF DIRECTORS:**

Directors shall be elected annually by the voting members at a meeting set by the Board of Directors. The candidates having the highest vote totals shall be elected. Each Director shall serve for one (1) year.

**Section 4. VACANCIES:**

A vacancy in the Board may be filled by a special vote of the remaining Directors. A Director elected to fill a vacancy shall be elected to serve the unexpired term of the predecessor in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

#### **Section 5. NOMINATING COMMITTEE:**

Each year the Board shall appoint a Nominating Committee of minimum of five (5) and no more than ten (10) members of the Chamber which shall nominate the minimum number of Directors to be elected in the upcoming year. In the event that there are additional candidates, the voting members shall be instructed to vote for up to the number of Director vacancies. The candidates having the highest vote totals shall be elected.

#### **Section 6. MEETINGS AND NOTICE:**

The Board shall hold its annual meeting each year immediately after the annual election on a date specified by the Board. No notice either to old or new members of the Board shall be required for the annual meeting nor for any regular meeting of the Directors designated by the Board. Special meetings of the Board may be held upon three (3) days written notice upon the call of the President, Vice-President, or any Director. Notice may be waived in writing before or after the time of such meeting, and attendance of a Director at a meeting shall constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of, any meeting need to be specified in the notice of such meeting.

#### **Section 7. QUORUM:**

A majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction for business at all meetings, and the act of a majority of the Directors present at any meeting at which there is a quorum, shall be the act of the Board. However, if any vacancies exist, the remaining Directors shall constitute a quorum for the filling of such vacancies.

#### **Section 8. ORDER OF BUSINESS:**

The Board shall determine the order of business at its meetings. In addition to the powers and authorities conferred upon them by these Bylaws, the Board shall have the power to do all lawful acts necessary and expedient to the conduct of the business of the Corporation.

#### **Section 9. WRITTEN ACTION**

Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed, or consented to by Authenticated Electronic Communication, by the number of directors required to take the same action at a meeting of the board at which all directors were present. The written action is effective when signed, or consented to by Authenticated Electronic Communication, by the required number of directors unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

As used in these bylaws the term "Authenticated Electronic Communication" means any form of communication not directly involving the physical transmission of paper that:

- a) created a record that may be retained, retrieved and reviewed by the recipient of the communication; and

- b) may be directly reproduced in paper form by the recipient through an automated process;
- c) is delivered to an office or agenda of the Chamber authorized by the Chamber to receive the communication; and
- d) sets forth information from which the Chamber can reasonably conclude that the communication was sent by the purported sender.

**Section 10. RESIGNATION:**

A director may resign at any time by giving written notice to the Corporation. The resignation is effective immediately, with or without acceptance, when the notice is given to the Corporation, unless a later effective time is specified in the notice. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

**Section 11. VACANCIES:**

A member of the Board of Directors who is absent (unexcused) from seven (7) regular meetings of the Board of Directors during a twelve (12) month period, shall automatically be dropped from membership on the Board unless reinstated 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 11.2 PROXY**

Directors may not vote by proxy, nor designate a representative to attend meetings and vote on their behalf.

**ARTICLE VI  
OFFICERS**

**Section 1. ELECTIONS:**

At its first meeting, and at its annual meeting, the board shall elect a President from its own number. Initially and annually, the Board shall also elect a Vice-President, a Secretary, and a Treasurer, none of whom need be a member of the Board. The President shall hold office until a successor is elected notwithstanding an earlier termination as a Director. A Vice-President who is not a Director may not succeed to the office of President.

**Section 2. TERMS OF OFFICE:**

The Officers of the Corporation shall hold office for one year or until their successors are chosen and qualified. Any Officer elected by the Board may be removed by the Board at any time with or without cause.

**Section 3. PRESIDENT:**

The President shall:

- a) Have general active management of the business of the Corporation;

- b) When present, preside over all meetings, including meetings of the Board of Directors;
- c) See that orders and resolutions of the Board are carried into effect;
- d) Sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or Bylaws or by the Board to another Officer or agent of the Corporation;
- e) Maintain records of and, when necessary, certify proceedings of the Board and the members;
- f) Perform other duties prescribed by the Board.

#### **Section 4. VICE PRESIDENT:**

The Vice President shall perform the duties prescribed by the Board or by the President and, in the absence or disability of the President, perform the duties and exercise the powers of the President.

#### **Section 5. SECRETARY:**

The Secretary shall attend all sessions of the Board and its committees and all meetings of the members and shall record the minutes of all proceedings in a book kept for that purpose. The Secretary shall give any notice required for meetings of the members and the Board, and shall perform other duties prescribed by the Board or by the President. In the absence of the Secretary at any meetings, the Treasurer shall be the acting Secretary.

#### **Section 6. TREASURER:**

The Treasurer shall;

- a) Keep accurate financial records for the Corporation;
- b) Deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
- c) Endorse for deposit notes, checks, and drafts received by the credit of the Corporation in the banks and depositories designated by the Board;
- d) Disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board;
- e) Upon request, provide the President and the Board an account of transactions by the Treasurer and a current statement of the financial condition of the Corporation;
- f) Perform other duties prescribed by the Board or by the President.

### **Article VII COMMITTEES AND DIVISIONS**

#### **Section 1 APPOINTMENT AND AUTHORITY:**

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The President may appoint such committees and their chair as deemed necessary to carry out the program of the chamber.

Committee appointments shall be at the will and pleasure of the President and 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 function of the committees to plan events, make investigations, conduct studies and hearing, 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 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 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, other committee or board members they designate as being familiar enough with the issue, to give testimony to, or make public presentations before, Chamber Board of Directors or Chamber Body at meetings.

**Section 4 DIVISIONS:**

The Board of Directors may create such divisions, departments, councils, or subsidiaries, as it deems advisable to handle the work of the chamber. The Board shall authorize and define the powers and duties of all divisions, departments, councils, and subsidiaries. The Board shall annually review and approve all activities and proposed programs of such divisions, departments, councils, or subsidiaries having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

**ARTICLE VIII  
MISCELLANEOUS**

**Section 1. INSPECTION OF BOOKS:**

Members shall be permitted to inspect the books of the Corporation at all reasonable times.

**Section 2. CHECKS:**

All bonds, checks, mortgages, notes, and other contracts of the Corporation shall be signed by the President and the Treasurer or by such other Officers or agents as designated by the Board.

**Section 3. FISCAL YEAR:**

The Corporation's fiscal year shall begin at the discretion of the Board of Directors.

## **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 AMMENDMENTS**

### **Section 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 the members 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.

## **ARTICLE XI 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).