

OWATONNA AREA CHAMBER OF COMMERCE AND TOURISM BY-LAWS

~~(Amended by Board of Directors January 25, 2000)
(Approved by OACCT Board of Directors July 22, 2003)
(Revision approved by OACCT Board of Directors June 27, 2006)
(Revision approved by OACCT Board of Directors March 22, 2010)
(Revision approved by OACCT Board of Directors April 27, 2010)
(Revision approved by OACCT Board of Directors October 25, 2011)
(Revision approved by OACCT Board of Directors November 26, 2013)
(Revision approved by OACCT Board of Directors December 19, 2017)
(Revision approved by OACCT Board of Directors – October 25, 2018)~~

ARTICLE I Name & Offices

Section 1. Name. The name of this organization shall be the Owatonna Area Chamber of Commerce and Tourism.

Section 2. Registered Office. The registered office of the Corporation shall be 320 Hoffman Drive, in the City of Owatonna, County of Steele, State of Minnesota, and the Corporation shall have other offices at such places as the Board of Directors may from time to time determine.

Section 3. Seal. The corporate seal shall be circular in form and have inscribed thereon in a circle the name of the Corporation, the State of Incorporation and the words, "Corporate Seal", within the circle.

ARTICLE II Object & Purpose

Section 1. Mission.

"Advancing the prosperity of our member businesses and the vitality of the area".

ARTICLE III Limitation

Section 1. Non-Profit Status. The Owatonna Area Chamber of Commerce and Tourism shall adhere to all local, state and federal laws, which apply to a non-profit organization as defined in Section 501c(6) of the Internal Revenue Code.

ARTICLE IV
Membership

Section 1. Eligibility. Any adult person, association, corporation, partnership, estate or other type of business entity, sympathetic with the objectives of this organization, shall be eligible for membership in the OACCT.

Section 2. Application for membership shall be in writing designating the person entitled to the full privileges of the OACCT.

Section 3. Voting. Any membership, regular or individual, in good standing, shall be entitled to one vote at a membership meeting, by mail ballot or electronically.

Section 4. Classification. There shall be four types of classifications, defined below:

- a. General: Any reputable association, corporation, partnership, individual business firm or estate having an interest in the purpose of the OACCT shall be eligible for regular membership, per type of business.
- b. Associate:
 1. Retired persons.
 2. Concerned citizens not otherwise included above who are not otherwise eligible for membership.
 3. Candidate or Elected government official.
- c. Service Organization/Charitable Non-Profit with no paid staff:
- d. Honorary: Memberships may be granted by the Board of Directors in recognition of special or meritorious service to the community or for other reasons, but such memberships must be limited to those who are not in commercial or professional life for profit. Honorary members are not required to pay dues and do not have the right to vote or hold office.

Section 5. Dues. Membership dues shall be paid monthly, quarterly, semi-annually or annually in advance, upon receipt of an invoice one month prior to billing date. The amount of dues of any given member shall be according to the Dues Schedule, established by the Board of Directors.

Section 6. Expulsion. Memberships shall be continuous from year to year subject to the provisions as stated in the OACCT Policies and Procedures Manual.

Section 7. Termination. In the event of death, removal from the area, conviction of a felony, misrepresentation of fact or business, or in consideration of business changes or reverses of a membership, the Board of Directors may cancel all dues or other financial

obligations. All terminations will be notified in writing.

ARTICLE V
Membership Meetings

Section 1. Annual Meetings. There shall be one regular meeting a year on or before March 1st. Each member of the OACCT shall be given notice of the annual meeting, which notice shall be in writing and deposited in the mail at least one week prior to the date of the meeting.

Section 2. Special Meetings. Written notice of special meetings of the members, stating the time, place, and object thereof, shall be mailed to the last known address of each member entitled to vote or telephone at least three days before such a meeting.

Section 3. Call of Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, shall be called by the Chair of the Board, or shall be called by the Chair of the Board and President/CEO, at the request of a majority of the Board of Directors, or at the request in writing of ten members.

Section 4. Quorum. The presence at any meeting, in person or by proxy, of twenty-five members whose dues are paid up, shall constitute a quorum for the transaction of business at any annual or special meeting of the members.

Section 5. Place. All meetings of the membership shall be held at such places as the Board of Directors may direct, but said meetings must be held within the County of Steele, State of Minnesota.

Section 6. Business Transacted at all special meetings shall be confined to purpose stated in the call.

Section 7. Roberts Rule of Order. All meetings to be conducted according to the Roberts Rules of Order.

ARTICLE VI
Board of Directors

Section 1. Election of Directors. The property and business of this Corporation shall be managed by its Board of Directors, which shall be a minimum of 13 and a maximum of 18 in number. Directors shall be elected annually for a term of three years, and no member of the Board of Directors shall be eligible for re-election until after the lapse of one year from term as Director. Newly elected directors take office at Annual Meeting & Dinner in January. A new Directors orientation session will be held prior to Annual Meeting. Directors may be removed by a majority vote of the Board, with or without cause.

Section 1.1 Ex-Officio Board Members(s). Ex-officio board member(s) can be approved by a majority vote of the Board of Directors, to serve in a non-voting capacity for a one-year term renewable annually by the Board.

Section 2. Eligibility. To serve as Director, the person shall represent an OACCT member in good standing. Up to 20% of the total board may be represented by individuals who reside outside Steele County but represent an Owatonna Area Chamber of Commerce and Tourism membership. Prior service in committee required for consideration as a Director.

Section 3. Nomination, Election. Prior to October 1st a nominating committee shall be appointed to accept written recommendations made by the membership, and to nominate up to one member per board vacancy. The nominating committee shall be chaired by the Vice-Chair, and shall have as members the Chair, President/CEO, and three additional board members. The nominating committee shall file a slate of the nominees to the OACCT Office no later than October 1st. The Board of Directors shall be elected by ballot (electronic, postal, mail) sent to all members prior to November 1st. The Chair of the nominating committee shall send to all members of the OACCT a ballot containing the slate of nominees recommended by the nominating committee. All voting shall be by ballot. Only those ballots that are returned to the OACCT Office within ten (10) days after sending, (by November 10th) shall be counted. The nominees or write-in person(s) who receive the highest number of votes shall be declared elected. All members shall be nominated and elected to provide representation from the following classifications: Agriculture, Diversified, Finance, Industrial, Professional, Retail and Service, a minimum of one from Hospitality Industry to represent tourism. Young Professional Committee chair or vice chair will serve on the board annually.

Section 4. Election of Officers.

- a. The Chair of the Board shall, soon after Nov. 10th as is practical after new directors have been elected, appoint a nominating committee for the purpose of electing officers for ensuing year. The Chair, Vice-Chair, and President/CEO shall be members of this committee, as well as additional members from the board. The nominations shall be submitted to the Board of Directors for election.
- b. The officers shall assume their duties at the Annual Meeting and Dinner in January, and shall hold office for one year or until their successors are chosen and qualify in their stead.
- c. The Board of Directors shall annually at the election of this corporation's officers, also appoint a President/CEO at such salary as the Board may determine. The term of office shall be at the pleasure of the Board. No oral or written contract for the service of such a President/CEO shall be made for

more than one year at a time.

Section 5. Regular Meetings. The Board of Directors shall meet the 4th Tuesday in every month with June, July and December optional, allowing for Annual Planning. Absence from three consecutive regular meetings, and so recorded by the Board of Directors, shall be construed as a resignation **unless Executive Committee approves extenuating circumstances.**

Section 6. Special Meetings. A special meeting of the Board of Directors may be called at any time by the Chair of the Board, President/CEO or by three Directors, provided that when called, otherwise than by the Chair of the Board, a call shall be issued to each director stating the purpose of the meeting. At least three hours notice preceding each special meeting shall be given.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting. In the event there is business requiring immediate action and a quorum is not present at any meeting, the absent Board members may be polled electronically or personally to obtain their vote.

Section 8. Vacancies. If the office of any Director or any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors who shall hold office in the unexpired term in respect of which such vacancy occurred. Successor shall be chosen within two months after vacancy occurs.

Section 9. Order of Business. The Board of Directors will use Roberts Rules of Order while conducting business at meetings.

Section 10. Powers of Directors. In addition to the powers and authorities conferred upon them by these by-laws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the conduct of the business of this corporation, that are not conferred upon the members, by these by-laws, or by the Articles of Incorporation, or by Statute.

Section 11. Executive Committee. Shall consist of the Chair of the Board, Vice Chair, President/CEO, Past Chair of the Board, Treasurer, two members-at-large (one to be selected from the incoming or first year board members, and the other from the second year board members) **and one Hospitality Representative.** They shall have and exercise the authority of the Board in the management of the business of the Corporation. The Executive Committee shall act in the interim between meetings of the Board and shall be subject to the control of the Board.

ARTICLE VII
Officers

Section 1. Salaries. The salaries of all officers and agents of the Corporation shall be determined by the Board of Directors.

Section 2. Chair of the Board. The Chair of the Board shall be the chief volunteer officer of the Corporation; shall preside at all meetings of the members and Directors; shall have general active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall execute all bonds, mortgages and other contracts. The Chair shall be Ex-officio, of supervision in the office of President/CEO of a Corporation. The Chair shall appoint all committees subject to confirmation by the Board of Directors.

Section 3. Vice Chair. The Vice Chair shall, in the absence or disability of the Chair of the Board perform the duties and exercise the powers of the Chair of the Board and shall perform such other duties as the Board of Directors shall prescribe.

Section 4. Treasurer. The Treasurer will submit financial statements at each Board meeting and at the annual meeting. The Treasurer shall see that the books are audited and kept in satisfactory condition.

Section 5. Past Chair of the Board. The Past Chair of the Board shall serve on the Executive Committee in an advisory capacity and remain on the Board a fourth year if their term as Chair of the Board was the third year. The Past Chair is eligible to cast a vote.

Section 6. President/CEO. The President and Chief Executive Officer shall keep the Corporation Seal and all official records and papers of the Corporation. The President/CEO shall keep or cause to be kept minutes of all meetings of the members, the Board of Directors, the Executive Committee, and such other official proceedings of the Corporation as the Board of Directors may determine. In addition, as President/CEO of the Corporation shall employ and direct the staff of the Corporation, inform the Committees on behalf of the Board of Directors of their responsibilities, assist the Committee Chairs in organizing the work of all committees. The President/CEO shall assist the Chair of the Board in the administration of all duties and shall recommend to the Board of Directors, policies and projects to be considered for adoption and undertaking by the Owatonna Area Chamber of Commerce and Tourism.

ARTICLE VIII
Committees, Task Forces, Departments, Divisions & Affiliates

Section 1. Determination. The Board of Directors of this corporation shall determine the committees, task forces, depts., divisions and affiliates deemed proper and necessary to fulfill the objects and purpose of this corporation. The aforesaid shall be the working force

of this corporation.

Section 2. Appointment. All committee chairs and committee members shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors.

Section 3. Chair of the Board. The Chair of the Board shall be an ex-officio member of all committees.

Section 4. Director Obligation. At least one director shall be assigned to each committee, and the director shall assist the committee to see that their particular program of work is carried out. The Board member shall also act as a liaison between the Board of Directors and each committee.

Section 5. Recommendations. Committees are expected to recommend policy to the Board of Directors.

Section 6. Committee Budget Limitations. No committee, division, or any other group operation under such budget may expend more than its allocated amount without the approval of the Directors. The Directors may at any time during the fiscal year reduce the amount originally allocated to any committee, division or other group and may assign any unexpended budget balances, or any portion thereof, to other committees, division or groups, as deemed to be in the best interest of the OACCT.

- a. At the end of the fiscal year the unexpended balances in any and all budget allocations shall revert to the general fund of the OACCT unless either specific provisions to the contrary are made by the Directors or a contract for service mandates otherwise.

Section 7. Quorum. A majority of any aforesaid group shall constitute a quorum.

Section 8. Division. Division Purposes.

- a. Owatonna Ambassadors shall assist in attaining the objectives of the OACCT to welcome new members, recognize substantial accomplishments, and be the official host group. A three year term needs to be served on the OACCT Board of Directors before selection is awarded.
- b. Chamber Foundation is a separate 501c3 nonprofit organization which has a separate board of directors from the OACCT. The OACCT Board Chair, past Chair, Treasurer, and the OACCT President/CEO all serve on the Foundation Board as well as up to 4 additional at large board members. The Foundation is used as the fiscal agent for donations to various charitable chamber and community projects.
- c. Tourism is funded through a 3% lodging tax collected by the City of Owatonna.

The City's Economic Development Authority (EDA) then contracts with the OACCT to perform the tourism responsibilities of marketing Owatonna to visitors. This is a three year contract. The goals, objectives, and financials are determined by the OACCT Board of Directors. This position is housed at the OACCT offices at 320 Hoffman Drive. The Tourism Director reports directly to the President/CEO of the OACCT.

- d. MainStreet is partially funded through a contract with the City of Owatonna Economic Development Authority (EDA) and the OACCT. The MainStreet Director focuses on downtown redevelopment, beautification, & overall economic development of Owatonna. The MainStreet goals, objectives and financials are part of the OACCT Plan of Action and under the direction of the OACCT Board of Directors. This position is housed at the OACCT offices at 320 Hoffman Drive. The MainStreet Director reports directly to President/CEO of the OACCT.

ARTICLE IX

Finances

Section 1. Budget. A proposed, detailed budget shall be submitted to the Board at a regular Board meeting no later than the December meeting. When passed by the Board, with or without modification, the budget shall be the appropriation measure of the OACCT.

Section 2. Disbursements, Checks & Notes.

- a. All checks and notes of the Corporation shall be signed by any of the following: the President/CEO, Chair, and Vice Chair.
- b. All legal documents indebteding the corporation shall be signed by any two (2) of the following: Chair of the Board, Vice-Chair, Treasurer or President/CEO.
- c. Upon approval of the budget, the President/CEO shall be authorized to make the disbursements on accounts of expenses provided for in the budget without additional approval by the Executive Committee or the Board of Directors.

Section 3. Annual Financial Reconciliation. The books of the OACCT and its divisions shall be examined annually by a public accountant appointed by the Board of Directors and shall file the Federal 990 non-profit form with the Internal Revenue Service. This is to be completed as soon as feasible after the end of the fiscal year, December 31st.

Section 4. Director's Annual Statement. The Board of Directors shall at each annual meeting, and when called for by vote of members, present a full and clear statement of the business and conditions of the Corporation.

Section 5. Surety Bonds. The Chairman of the Board, Vice Chairman, Treasurer, and

President shall furnish surety bonds in such amounts as the Board of Directors shall deem necessary, the cost to be paid by the Owatonna Area Chamber of Commerce and Tourism.

ARTICLE X

Fiscal Year

Section 1. Fiscal Year. The fiscal year of this corporation shall begin January 1st and end on December 31st.

ARTICLE XI

Amendments

Section 1. Voting. The members by a majority vote of those attending any special membership meeting as prescribed in Article 6, Section 6, or the Board of Directors by a majority vote of any board meeting called for that purpose, may alter, amend, add to, or repeal these by-laws.

Section 2. Notice. Written notice shall be sent (electronic, postal, etc.) to last known delivery address or contact by telephone at least three days before meeting.

ARTICLE XII

Dissolution

Section 1. Dissolution. The Owatonna Area Chamber of Commerce and Tourism shall use its funds only to accomplish the objects and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the OACCT. On dissolution of the OACCT, 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 XIII

Indemnification

Section 1. Indemnification. To the full extent permitted by the Minn. Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Member,

director or officer of the corp., or he/she is or was serving at the specific request of the Board of Directors of the corp. as a director, officer, employee or agent of another corp., partnership, joint venture, trust or other enterprise, shall be indemnified by the corp. by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corp., partnership joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corp., partnership , joint venture, trust or other enterprise, The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the bylaws.