

**BYLAWS OF THE
ST. CLOUD AREA CHAMBER OF COMMERCE**

**ARTICLE I
GENERAL**

SECTION 1 - NAME

This organization is incorporated under the laws of the State of Minnesota and shall be known as the ST. CLOUD AREA CHAMBER OF COMMERCE.

SECTION 2 - PURPOSE

The purpose of the corporation shall be:

- (1) To encourage business, professional, civic and cultural interests.
- (2) To support the growth of existing businesses and encourage and assist new business enterprises.
- (3) To support activities beneficial to the community and its citizens and to oppose those which might be detrimental.
- (4) To speak on behalf of the Chamber of Commerce on City, State and National legislative and governmental issues.
- (5) To enhance the cooperation of governmental entities in the area.
- (6) To promote the general welfare.

SECTION 3 - LIMITATION OF METHODS

The St. Cloud 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 II
MEMBERSHIP**

SECTION 1 - ELIGIBILITY

Any person, partnership, corporation, company, or association desiring to assist in furthering the objectives of the St. Cloud Area Chamber of Commerce shall be eligible for membership in this Chamber of Commerce. Applications for membership shall be in writing, on

forms provided for that purpose, and signed by the applicant. Approval of members shall be by the Board of Directors at any meeting thereof.

SECTION 2 - ELECTION & INVESTMENT

The amount of each member's investment and the mode of payment of the investments shall be set by the Board of Directors before the beginning of the fiscal year. All membership investments must be current at least thirty days before the annual election of the Board of Directors in order to be eligible to vote. Membership is continuing except upon written notice of resignation, death, or liquidation of business. Membership in the Chamber shall be for one calendar year. No member shall be eligible for election to any office who is not in good standing and no member shall be in good standing whose membership investment is in arrears more than thirty days.

SECTION 3 - TERMINATION

Any member may resign from the Chamber upon written request to the Board of Directors. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber after notice and opportunity for a hearing are afforded the member as provided in this Section. The member proposed to be expelled shall receive written notice of the proposed expulsion, the reasons for it and the member's rights under this section at least 15 days prior to the meeting of the Board of Directors scheduled to address the expulsion. Said member shall have the opportunity to be heard by the Board of Directors, orally or in writing, not less than five days prior to the effective date of the proposed expulsion. An expelled member shall have the right to petition the Board of Directors for a hearing to challenge the expulsion, including a challenge to the notice, provided that said petition is received in writing by the Chairperson of the Board within one year after the effective date of the expulsion. The death, resignation or expulsion of a member shall terminate the membership and act as a forfeiture of all dues paid and all privileges and benefits.

SECTION 4 - VOTING RIGHTS

Each member shall be entitled to one vote, except that active members shall be entitled to one vote for a membership investment established at the base rate and one additional vote for each \$250 or fraction thereof in membership investment in excess of the base rate. The member having more than one vote shall cast such vote by its duly authorized representative. No member shall be entitled to more than ten votes, regardless of the amount of their membership investment. Associate and honorary members shall not be entitled to vote. A member that is a firm, association, corporation, company, or partnership shall cast its vote or votes by action of such member's designated representative

SECTION 5 - EXERCISE OF PRIVILEGES

Any firm, association, corporation, company, or partnership holding a membership shall have the right at any time to change its representative upon written notice to the Secretary.

SECTION 6 - HONORARY MEMBERSHIP

Distinction of public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of a membership investment. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**ARTICLE III
MEMBERSHIP MEETINGS**

SECTION 1 - ANNUAL MEETING

The annual membership meeting of the Chamber shall be held during the first quarter of the year at such time and place as determined by the Board of Directors or a special committee appointed for that purpose.

SECTION 2 - ADDITIONAL MEETINGS

The Board or the Chairperson of the Board may call or provide for such other membership meetings as the Board or the Chairperson of the Board may deem necessary or desirable. A meeting of the members shall also be called upon the written request of at least five percent of the members in good standing.

SECTION 3 - NOTICE

Notice of membership meetings, except for the annual meetings, shall be given to each member by mailing notice to the member's last known post office address, at least five days before the meeting and the notice shall contain a statement of purpose of the meeting. Twenty days mailed notice shall be given for the annual meeting.

SECTION 4 - QUORUM

Regular membership meetings shall require at least five percent of the members in good standing in attendance and in case of mailed ballot shall require twenty percent of the total membership as demonstrated by the number of qualified votes cast.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION 1 - COMPOSITION OF THE BOARD

The management and directors of the business of this corporation shall be vested in its Board of Directors. The Board of Directors shall consist of sixteen to nineteen directors, one-third of which shall be elected annually for terms of three years, and one director representing

Sauk Rapids, elected to serve a term of three years. The Chairperson of the Board, Chairperson-Elect and immediate Past Chairperson of the Board shall be members of the Board even if their three-year term as a Board member shall expire while they hold such office.

SECTION 2 - MEETINGS

Regular meetings of the Board of Directors shall be held each month at a date, time and place agreed upon by the directors. Special meetings of the Board may be called by the Chairperson of the Board or in his or her absence by the Chairperson-Elect or when five or more members of the Board request such a meeting in writing.

SECTION 3 - NOTICE

Notice of meetings of the Board of Directors shall state the time and place of such meetings and shall be given in writing, including by electronic means or verbally to each director by a verifiable process, at least one day prior to such meeting. Notices of special meetings of the Board of Directors shall also state the purpose of such meetings.

SECTION 4 – ELECTRONIC COMMUNICATIONS.

Directors' meetings may be conducted by any means of communication through which the directors may simultaneously hear each other during the meeting constitutes a regular or special meeting of directors, if the same notice is given of the meeting to every member entitled to vote as would be required by these bylaws for a meeting; and, if the number of members participating in the meeting would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting in person or by proxy if all the other requirements of Article IV, Section 2 are met.

A member may participate in a regular or special meeting of members not described in the above paragraph by any means of communication through which the member, other members so participating, and all members physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting in person or by proxy if all the other requirements of Article IV, Section 2 are met.

SECTION 5 - QUORUM

A majority of the directors shall constitute a quorum at any meeting of the Board of Directors.

SECTION 6 - NOMINATION, ELECTION AND APPOINTMENT

At the January meeting of the Board of Directors, the Chairperson of the Board shall appoint a nominating committee of not less than five members.

The Board of Directors shall provide the nominating committee with criteria and objectives to be used in selecting a slate of candidates. The criteria and objectives shall include the Board's wishes for providing a balanced representation of the membership of the Chamber.

The nominating committee shall solicit names of prospective Board members from the Divisions, Board of Directors and the general membership.

Each year the committee shall nominate five qualified members for directors for the five offices expiring at the end of that fiscal year. In addition, every third year the committee shall nominate one qualified candidate from Sauk Rapids where one will be nominated to serve a three year term. The nominating committee report will be presented to the Board by the May meeting of the Board of Directors.

If additional nominees are received through the petition process, an official notice of the nominating committee report must be mailed to all members in good standing informing them of their right to petition for additional nominees. A period of ten days after the mailing of the nominating committee report, shall be allowed for additional names to be placed on the ballot by petition. Additional names may be placed on the ballot by petition signed by twenty members who are in good standing. Additional names may be placed on the ballot for the Sauk Rapids representative by a petition signed by ten members who are in good standing from that community. No member shall be nominated to serve on the Board of Directors until the nominating committee shall have first determined his or her willingness to serve on the Board of Directors.

A ballot shall be mailed to all members at least seven days prior to the annual election, listing the said nominees in alphabetical order. A special ballot listing the said nominees in alphabetical order of Sauk Rapids candidates shall be mailed to only those members from Sauk Rapids who reside or have businesses located in Sauk Rapids. Upon the return of the ballots, the five nominees receiving the plurality of votes and the one nominee from Sauk Rapids receiving the plurality from the Sauk Rapids members shall be declared elected at the next meeting of the Board of Directors.

SECTION 7 – CONSECUTIVE TERMS

No member who has served two consecutive three year terms on the Board of Directors will be eligible for election for a third term without the lapse of one year from the previous term as director.

SECTION 8 – ABSENCE

The office of any director who is absent from three consecutive regular meetings of the Board of Directors may be deemed vacant, at the discretion of the Board of Directors, by a majority vote of those voting. Prior to declaring such a vacancy, the director shall be given an opportunity to be heard by the Board of Directors.

SECTION 9 – REMOVAL BY DIRECTORS. A director may be removed at any time, with or without cause, if:

- (a) The director was named by the board to fill a vacancy;
- (b) The members have not elected directors in the interval between the time of the appointment to fill a vacancy and the time of the removal; and
- (c) A majority of the remaining directors present affirmatively vote to remove the director.

SECTION 10 - REMOVAL BY MEMBERS. Any one or all of the directors may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all members entitled to vote at an election of directors. New directors may be elected at a meeting at which directors are removed.

SECTION 11 - VACANCIES

The Board of Directors shall fill any vacancy in the office of a director, or an officer, or a committee person for the unexpired term.

SECTION 12 – POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

SECTION 13 – MANAGEMENT

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment.

SECTION 14 – DIRECTORS’ LIABILITY FOR DAMAGE

To the extent provided by Minnesota Statutes §317A.257, any person who serves as a director, officer, member, or agent of the corporation, without compensation, is not liable for an act or omission if the act or omission was in good faith, was within the scope of the person’s responsibilities, and did not constitute willful or reckless conduct.

SECTION 15 – WRITTEN ACTION

Any action, other than an action requiring membership approval, may be taken by the Board of Directors by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present;

provided that all directors shall be notified of the text of the written action and the proposal to act by written action prior to the signing by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

ARTICLE V OFFICERS

SECTION 1 – NUMBER, QUALIFICATION AND TERMS

The officers of the corporation shall be the Chairperson of the Board, Chairperson-Elect, President and Treasurer. The President and the Treasurer shall be employees of the Chamber. The Chairperson of the Board and the Chairperson-Elect shall be elected by the Board of Directors at the May meeting of the Board. To qualify for election, the Chairperson of the Board and the Chairperson-Elect must be voting members of the Board. All elected officers shall serve for a term of one year or until their successors assume the duties of office, except that the Chairperson-Elect may serve more than one term. No person may serve as a Chairperson-Elect for longer than two consecutive one-year terms without a lapse of one year after the end of the second term.

SECTION 2 – PROCEDURE FOR ELECTION

At the March meeting of the Board of Directors, the Chairperson of the Board shall appoint a nominating committee of five members to select candidates for the elected officer positions of the Corporation. The nominating committee shall consist of the immediate past Chairperson of the Board, the current Chairperson of the Board, and three Directors, one from each of the three year terms comprising the Board.

The nominating committee shall select its proposed slate from current members of the Board and shall name at least one candidate for each elected officer position, and for each of the three at-large positions on the Executive Committee. The candidate for Chairperson of the Board shall be the current Chairperson-Elect unless that person is unwilling or unable to become Chairperson.

The Chairperson of the Board shall present the names of those nominated to serve by the nominating committee. The Chairperson of the Board shall then ask for additional nominations from the Board. If there are no additional nominees, those nominated will become the new elected officers, and at-large members of the Executive Committee. If additional names are offered, a secret ballot by the directors shall determine the new elected officers and Executive Committee members.

SECTION 3 – DUTIES OF OFFICERS

A. Chairperson of the Board. The Chairperson of the Board 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 Chairperson of the Board shall, with the advice and counsel of the President, assign directors to divisional or departmental responsibility subject to the Board of Directors' approval.

The Chairperson of the Board shall, with advice and counsel of the Chairperson-Elect and President, determine all committee leaders and assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. Chairperson-Elect. The Chairperson-Elect shall exercise the powers and authority and perform the duties of the Chairperson of the Board in the absence or disability of the Chairperson of the Board. The Chairperson-Elect shall also serve as a head of the Planning Committee of the Chamber to plan the program for the ensuing year. As such, the Chairperson-Elect and the Planning Committee will be responsible for determining that the program activities of the Chamber are of such duration as is required and at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

C. President. The President shall be the chief administrative and executive officer of the Chamber. The President shall serve as secretary to the Board of Directors and be responsible for notices, agenda and minutes of the meetings of the Board.

The President shall serve as advisor to the Chairperson of the Board and the Planning Committee on program planning, and shall assemble information and data and be responsible for special reports as directed by the Chairperson of the Board or the Board of Directors.

The President shall be a non-voting member of the Board of Directors, the Executive Committee and all other committees.

With assistance of the Board of Directors, the President shall be responsible for administration of the program of the Chamber in accordance with the policies and regulations set by the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Planning Committee and the Executive Committee, the President 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 President shall also be responsible for all expenditures within approved budget allocations.

D. Treasurer. The Treasurer shall be an employee of the Chamber, hired by and subject to the supervision of the President. The Treasurer shall be a non-voting member of the Board of Directors and the Executive Committee. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.

SECTION 4 – EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairperson of the Board, the Chairperson-Elect, the immediate past Chairperson of the Board and three elected members of the Board of Directors. The Executive Committee shall employ, with the approval of the Board of Directors, a President and shall fix compensation subject to policies and practices of the Board of Directors. The Executive Committee shall act for the Board of Directors between meetings of the Board or in the absence of a quorum thereof, except when making decisions relative to Chamber positions or public policy. The Executive Committee shall report its action to the Board of Directors at each meeting. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VI COMMITTEES AND DIVISIONS

SECTION 1 – APPOINTMENT AND AUTHORITY

The Board of Directors may create such committees, task forces, divisions or councils as it deems advisable to handle the program of the Chamber. The Board shall authorize and define the powers and duties of all committees, task forces, divisions or councils. The Board shall annually review and approve all activities and proposed programs and budgets of such committees, task forces, divisions or councils, including collection and disbursement of funds.

The Chairperson of the Board, by and with the approval of the Board of Directors, shall appoint all committee, task force, division or council leaders. Such appointments shall be at the will and pleasure of the Chairperson of the Board and shall serve concurrently with the term of the appointing Chairperson of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of such committees, task forces, divisions or councils 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. Once an action of a committee, task force, division or council has been approved by the Board of Directors, it shall be incumbent upon the committee, task force, division or council leaders, or, in their absence, anyone whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

SECTION 2 – LIMITATION OF AUTHORITY

No action or resolution by any member, director, officer, employee, committee, task force, division or council 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, task forces, divisions or councils shall be discharged by the Chairperson of the Board 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 such committee, task force, division or council.

SECTION 3 – QUORUM

A quorum for a meeting of any committee, task force, division or council shall consist of the greater of one-third of its members or three of its members.

SECTION 4 – CONVENTION AND VISITORS BUREAU

The St. Cloud Area Convention and Visitors Bureau (the “CVB”) shall be a division of the Chamber and shall be subject to all of the other provisions of this Article VI. The CVB shall have such staff as determined by the President and such staff shall be employees of the Chamber. Because of the requirements of the CVB’s other funding sources, it shall operate under a separate budget and shall have separate audits from that of the Chamber, provided that such budgets and audits shall be subject to the review and approval of the Board of Directors as provided in Section 1 of this Article.

ARTICLE VII FINANCES

SECTION 1 – FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Surplus funds based on audited financial statements shall be placed in an appropriate reserve fund. The establishment of a reserve fund shall be approved by the Board of Directors. Any expenditure from or addition to a reserve fund requires Executive Committee approval. The Board of Directors shall adopt guidelines for minimum levels required to be maintained in a reserve fund, which guidelines may be amended by the Board.

SECTION 2 – DISBURSEMENTS

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check signed by two officers.

SECTION 3 – BUDGET

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

SECTION 4 – ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on the last day of the fiscal year of the Chamber by a certified public accountant. The audit shall at all times be available to the members of the organization within the offices of the Chamber.

SECTION 5 – BONDING

All Officers and such staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid by the Chamber.

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify its directors, officers, and employees made or threatened to be made a party to a proceeding in such manner and to such extent as provided by Minnesota Statutes 317A.521.

ARTICLE IX DISSOLUTION

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, the Board of Directors shall pay or make provision for the payment of all liabilities of the corporation and otherwise comply with the requirements of the Minnesota Non-Profit Corporation Act. The Board shall distribute all the remaining assets of the corporation to one or more non-profit organizations selected by the Board of Directors which either were created to succeed this corporation or have similar aims and objectives as this corporation. Any recipient organization must be in existence at the time of the distribution and qualify as an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of such code.

ARTICLE X PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, as interpreted and consistently applied by the Chairperson, shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles or Bylaws of the Chamber.

ARTICLE XI AMENDMENTS

These Bylaws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing that 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 days in advance of the meeting at which they are to be acted upon.

ADOPTED: August 30, 1979
AMENDED: May 12, 1987
September 13, 1988
September 11, 1990
March 15, 1994

COMPLETLY June 3, 2008
AMENDED: July 23, 1996
AMENDED: July 28, 1998

GUIDELINE
ADDITION: July 28, 1998 (below)
St. Cloud Area Chamber of Commerce
Working Capital Reserve Guideline

The St. Cloud Area Chamber of Commerce's working capital reserve guideline is to maintain working capital reserves equivalent to three to six months projected annual operating expenses.

AMENDED: December 4, 2018