

**WILLMAR LAKES AREA
CHAMBER OF COMMERCE
BY-LAWS**

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**RESTATED BYLAWS OF THE
WILLMAR LAKES AREA CHAMBER OF COMMERCE**

**ARTICLE I
General**

Section 1: Name

The organization is incorporated under the laws of the State of Minnesota and shall be known as the Willmar Lakes Area Chamber of Commerce.

Section 2: Purpose

The Willmar Lakes Area Chamber of Commerce was organized for the purpose of advancing the Commercial, Industrial, Agricultural, Civic, Educational and General Interest of the Willmar Trade Area, thus making the Willmar Trade Area and the Surrounding Communities a better place in which to live, work, play, learn and do business.

Section 3: Limitation of Method

The Willmar Lakes 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 individuals, associations, corporations, partnerships or sole partnership having an interest in the objectives of the Willmar Lakes Area Chamber of Commerce and meeting all other requirements of membership shall be eligible to apply for membership. Application for membership shall be made in writing to the Board, which application shall be regarded as a guarantee on the part of the applicant of their interest in the purpose of the Corporation, and their adherence, if elected, to its Bylaws.

Section 2: Membership Classes

1. Firm Membership

Open to all individuals, associations, corporations, partnerships or sole proprietorships meeting all other requirements of membership.

2. Associated Membership

Allowed to any individual employed by a non-profit corporation or a governmental agency or retired from active business. The membership investment for this class of membership shall be established by the Board. This membership shall not be afforded the right to vote nor shall the individual associate be eligible to become an Officer or Director of the Corporation. This Section shall not prohibit an individual

employed by a non-profit corporation or by a governmental agency or retired from active business from applying at any time for full membership.

3. **Honorary Membership**

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

4. **Complimentary Membership**

Granted on an annual basis to selected public officials, city officials, and other dignitaries who may be willing to assist the Chamber in its work and who are concurrence with the goals of the organization. This membership list will be selected and reviewed annually by the Chamber President who will have discretion to offer these memberships. The memberships will not have voting rights and shall be limited to one (1) year terms unless reappointed.

Section 3: Election

Members may be elected at any meeting of the Board and shall pay a minimum membership investment in accordance with the policies adopted by the Board. Election to membership shall require the affirmative vote of a majority of the Board present and voting.

Section 4: Membership Investments

The schedule of dues for corresponding classes of membership shall be set by the Board of Directors.

Section 5: Exercise of Privileges

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

Section 6: Termination of Membership for Non-payment of Membership Investment

Any member whose membership investment becomes delinquent and remains delinquent for a period of ninety (90) days shall forfeit their membership as herein provided. It shall be the duty of the President or such other person as the Board of Directors may determine from time to time, to notify the delinquent member(s) promptly after the expiration of the said ninety (90) day period that the membership investment is delinquent and specifying the amount of said delinquency and that the same will be reported to the Board of Directors at its next meeting, the time and place of which shall also be included in the notice. The matter shall be placed on the agenda of the Board and shall be included in any agenda that is mailed to the Board Members with the notice of the meeting. If the said member shall fail to appear, either in person or by representative, and the Board shall take no action on the matter, the membership shall be terminated and the member shall be so notified. The Board shall have the power to make such adjustments and to continue the matter in its discretion.

Section 7: Expulsion of a Member

A member may be expelled for cause and the member's rights in the Corporation shall be

terminated as provided for in this Section.

1. Preferment of Charges

No Member may be expelled unless written charges are made by a member or members in good standing in writing and filed with the Secretary/Treasurer of the Corporation or are continued in a resolution of the Board duly adopted. Such charges shall contain a summary of the activities complained of and shall specify the provisions of the Articles of Incorporation or the Bylaws or state law which it is claimed have been violated.

2. Preliminary Action

If the charges are preferred other than by the Board itself, the Secretary/Treasurer shall present the charges to the Executive Committee at the meeting next after they have been filed with the Secretary. The Executive Committee shall either at the said meeting or at a subsequent meeting examine the same and shall determine whether the charges are of such substantial nature that a hearing thereon shall be had by the Full Board. The Executive Committee may call before it the member or members making the charges and make preliminary examination of the facts as it may determine shall be in the best interests of the Corporation. If the Executive Committee shall determine that the charges are not substantial enough to warrant further hearing, it shall so determine and shall dismiss the matter. Such determination by the Executive Committee shall be conclusive and final.

3. Notice

If the Executive Committee shall determine to proceed, it shall refer the matter to the next meeting of the Board which may be at the regular or special meeting thereof. After hearing the report of the Executive Committee, if the Board shall determine to proceed, it shall cause to be served on the charged member a copy of the charges and a notice of hearing specifying the date, time, and place of hearing. The notice shall specify that the charged member shall have the right to be represented by counsel at the hearing. The notice and a copy of the charges shall also be served on the charging member or members and on all the members of the Board. Service on the charged member shall be had by registered or certified mail at the address of the charged member or members of the Corporation or by delivery person. Service on the charging member or members and on the member of the Board shall be by regular first class mail or by delivery in person. The person making service shall make proof thereof by affidavit and shall file the same with the Secretary/Treasurer. Service on all parties shall be made at least thirty (30) days before the hearing. Service by mail shall be effective as the date of the mailing.

4. Hearing

At the time of the hearing, the Board shall first examine the proofs of service and determine that proper service pursuant to this Section has been made. If service on all parties has not been made, the Board shall continue the matter until proper service has been made. If no charging party is present in proceedings instituted by charges preferred by a member or members, the Board shall dismiss the charges. If matters initiated by resolution of the Board, the Board may prior to the hearing, designate a lawyer to prepare the case and present it. The Board shall make a record of the names

and addresses of all witnesses and shall record a summary of the testimony of each. It may in its discretion provide for a verbatim transcript of the testimony to be made, and it shall require all witnesses to be sworn. All parties appearing shall have the right to be represented by counsel. After the testimony has been received, the parties shall be afforded the right of final argument, by themselves or by counsel, and the Board may permit written briefs to be filed. The hearing may be continued from time to time, with only such notice as shall be announced at the time the continuance is made.

5. Determination.

After the hearing, the Board shall consider the evidence and the arguments of the parties and shall determine the matter. The determination shall be in writing, shall include specific findings, and shall require a three-fourths (3/4) vote of the members of the Board voting on the resolution to effect a determination of the expulsion. The vote shall be by roll call vote and the minutes shall reflect the votes of each member of the Board. A copy of the resolution with the votes thereon shall be mailed by the Secretary/Treasurer of the Corporation to the charged member and to the charging member or members.

6. Final Decision

There shall be no appeal to the membership of the Corporation and the decision of the Board shall be final. Appeal to the courts may be had as provided by the law, provided that any such appeal must be perfected within a period of thirty (30) days from the date of mailing of the resolution of the Board determining the matter.

Section 8: Forfeiture of Dues

The death, resignation or expulsion of a member shall terminate the membership and act as a forfeiture of all dues paid. The termination of a membership shall result in the member forfeiting all privileges and benefits.

Section 9: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) ballot.

**ARTICLE III
Meetings**

Section 1: Annual Meeting

The annual membership meeting of the Corporation shall be held annually, at such time, date and place as determined by the Board of Directors.

Section 2: Additional Meetings

The Board or the Chair may call or provide for such other membership meetings as the Board or the Chair may deem necessary or desirable. Meeting of the members shall also be called upon by written request of at least five percent (5%) 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 (5) days before the meeting and the notice shall contain a statement of purpose of the meeting, and for the annual meetings, twenty (20) days mailed notice shall be given.

Section 4: Quorum

At all membership meetings three percent (3%) of the members in good standing shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Composition of the Board

The government of the Corporation, the direction of its work, and the control of its property shall be vested in a Board of Directors (in these Bylaws called the "Board"). The Board of Directors shall consist of fifteen to twenty-one directors as determined from time to time by the Board of Directors, one-third (1/3) of whom shall be elected annually for a term of three (3) years hereinafter provided, and no member of the Board shall be eligible for reelection until after a lapse of one (1) year from expiration of the previous term of Director. The past Chair shall serve as a non-voting advisor to the Board of Directors for one (1) year.

Section 2: Board of Directors Duties and Powers

The Board shall meet at regular periods, at times and places to be fixed by the Board members. At the annual meeting of the Corporation, it shall submit in writing a full report of the work and the finances of the Corporation. The Board shall have the power to purchase, hold, sell, lease or mortgage real estate, to incur debts and to borrow money. It shall be empowered to offer notes and mortgages of the Corporation signed by the Chair and Secretary/ Treasurer, and such other officers as may be designated by the resolution of the Board, and may enter into contracts of any kind furthering the purpose of the Corporation.

Section 3: Nominations, Election and Appointment

A nominating committee, to be chaired by the Chair-Elect, of not less than five (5) members shall be appointed by the Chair at least sixty (60) days prior to the annual meeting. The Board of Directors shall provide the nominating committee with criteria and objectives to be used in selecting the slate of candidates. The criteria and objections shall include the Board and membership'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 committees, task forces and general membership. Each year the committee shall nominate the number necessary to replace the directors whose terms expire. The nominating committee report will be presented to the Secretary/Treasurer no later than forty-five (45) days before the end of the calendar year.

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 a petition signed by twenty (20) members who are in good standing. 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.

Section 4: Attendance at Meetings

The Board shall meet at regular periods at times and places to be fixed by the Board. Absence of three (3) consecutive regular meetings, without excuse deemed valid and so recorded by the Board, may, at the Board's discretion, after investigation by the Executive Committee, be construed as a resignation.

Section 5: Vacancies

The Board shall have the power to fill all vacancies on the Board that shall occur between elections. This shall be done by majority vote. It also shall have the authority to fill all officer vacancies for unexpired terms, by majority vote.

Section 6: Quorum

A majority of the Board shall constitute a quorum at any meeting. A majority of the Board members present shall be necessary to affect a decision.

ARTICLE V OFFICERS

Section 1: Determination of Officers

Prior to December 31st of each year, a nominating committee to be chaired by the Chair-Elect shall be appointed by the Chair. The Committee shall consist of at least four (4) persons, three (3) of whom shall be retiring Board members. The President of the Chamber of the Commerce shall be a non-voting member of said committee. The committee shall prepare a list of nominees for officers which shall be equal to or exceed the number of vacancies to be filled. The committee report shall then be provided to the Board of Directors for consideration. No one person shall hold both the office of Secretary and Treasurer at the same time. In the event that the secretary shall be absent and not available, the Board may appoint one of its members as Assistant Secretary in the Secretary's absence, but the Assistant Secretary shall not substitute for the Secretary in the line of succession provided for in Section 3 of this Article. All of those officers must be members of the Board. All Officers shall hold office for one (1) year or until their successors have been elected and qualified. A bond shall be required to include the Executive Committee and all chamber employees. The Board shall have the authority to require a surety bond on such persons, that it shall determine to need bonding. A bond shall be required to include the Executive Committee and all Chamber employees. The amount and terms thereof, will be determined

by the Board of Directors. The cost of the surety bond or bonds shall be paid by the Corporation.

Section 2: Duties of Officers

The duties of the Officers shall be such as their titles and general usage would indicate and as are required by law, and as may be assigned to them respectively by the Board of Directors. The Chair shall be a non-voting member of all committees of the Corporation.

Section 3: Succession

In the absence of the Chair or in the case of the Chair's inability to serve, the line of succession shall be as follows: Chair-Elect, Vice Chair and Secretary/Treasurer.

Section 4: Chair of the Board

The Chair shall serve as the chief elected officer of the Willmar Lakes Area Chamber of Commerce and shall preside at all meetings of the Membership, Board of Directors and Executive Committee. The Chair directs other officers and acts as chief spokesperson for the corporation (See policy manual for specific responsibilities).

Section 5: Chair-Elect

The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Chair-Elect shall also serve as the head of the forthcoming Board of Director's Planning Conference. As such, the Chair-Elect and the Board of Directors will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed towards achieving business and community needs in the area served by the Chamber. (See policy manual for specific responsibilities).

Section 6: Vice Chair

Acts as the Chair of the Board in emergencies and general matters in the absence of the Chair of the Board. Order of succession is determined by the Executive Board as stated in the By-laws. (See policy manual for specific responsibilities).

Section 7: Secretary/Treasurer

The Secretary/Treasurer shall serve as a member of the Board of Directors, the Executive Committee and the Nominating Committee. The Secretary/Treasurer shall provide oversight regarding all funds received by the Chamber and the proper disbursement of such funds by Chamber staff. All funds received or owned by the Chamber shall be kept on deposit in financial institutions approved by the Board of Directors. Any disbursement of Chamber funds shall be via check signed by at least two (2) of the following persons: Secretary/Treasurer, Chair, President, and Office Manager of the Chamber. The Secretary/Treasurer shall have unlimited access to all financial statements of the Chamber. The Secretary/Treasurer shall regularly make a full report of the financial condition of the Chamber to the Board of Directors. The Secretary/Treasurer shall confirm that all of the corporation's permanent records are properly filed. (See policy manual for specific responsibilities).

Section 8: Past Chair

To aid and assist in the functioning of the Board of Directors and Executive Committee in view of the expertise acquired as Chair of the Board. (See policy manual for specific responsibilities).

Section 9: President

The Board shall employ the President whose compensation shall be determined by the Board of Directors. The President shall be the chief executive officer of the Corporation. The President shall conduct official correspondence, preserve all books, documents and communications, keep books of accounts, and submit a financial statement and written report of the year's work at the close of each fiscal year. The President shall have general supervision over all employees of the Corporation. The President shall perform such duties as may be incident to the office subject to the direction of the Board. At the termination of the President's employment the President shall deliver to the Board all books, papers and property of the Corporation. (See policy manual for specific responsibilities).

**ARTICLE VI
Executive Committee****Section 1: Composition of Executive Committee**

The Officers, Past Chair and the President, shall constitute the Executive Committee, and the Chair shall be its chairperson. The Past Chair shall serve as a non-voting advisor to the Board and the Executive Committee for one (1) year.

Section 2: Executive Committee Authority

In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Corporation. The Executive Committee shall have general charge of the finances and property of the Corporation and shall have authority to order disbursements for necessary expenses and may grant to any committee reasonable amount of money for special work, provided such amount of money is available and is in the budget allowance as previously approved by the Board.

Section 3: Referral by Executive Committee

The Executive Committee may refer matters of business to a proper standing committee.

Section 4: Quorum

Three (3) members shall constitute a quorum of the Executive Committee.

ARTICLE VII
Committees

Section 1: Appointment and Authority

Committee Chairpersons shall be appointed by the Chair. Committee Chairpersons, in consultation with other Board members and Staff, shall appoint members to the Committee in accordance with anticipated needs for the Committee's work plan for the upcoming year. Persons eligible to serve on the committee include Board Members, volunteers from member firms, and public sector representatives who are non-members. Business and professional people who are eligible for membership and are not members are excluded.

Section 2: Discharge of Committees

The Board of Directors shall establish or abolish such standing committees as it sees fit and shall describe the duties and responsibilities of the said standing committees and such standing committees shall be accountable to the Board of Directors.

Section 3: Task Force Membership

Task Force members may be from sources outside the Chamber membership, including the chairperson.

Section 4: Discharge of Temporary Committees

The Chair, with approval of the Board may establish or abolish such temporary committees as the Chair shall determine and each said temporary committee shall be accountable to the Board of Directors. The chairperson of such committees shall be appointed by the Chair.

Section 5: Limitation of Authority

Committees are advisory to the Board of Directors.

Section 6: Quorum

A quorum is constituted by one-third (1/3) of the members of the Committees and shall have an absolute minimum of three (3) members.

ARTICLE VIII
Liability

Section 1: Indemnification

The Officers and the Board of Directors shall not be individually or severally liable for any of the acts or obligations of the Corporation. The Corporation agrees to indemnify Directors and Officers in actions brought against the Corporation.

ARTICLE IX
Finances

Section 1: Fiscal Year

The fiscal year shall end on the 31st day of December of each year.

Section 2: Annual Compilation

The Executive Committee shall cause to be completed, a compilation with disclosures of the books of account of the Corporation at the termination of each fiscal year and at such other times as it may deem necessary, and shall report its findings to the Board and the membership. The Executive Committee may from time to time request an audit of the books of the Corporation.

Section 3: Budget

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall prepare and submit or cause to be prepared and submitted to the Board for approval a budget of the general expense of the Corporation for the ensuing year.

Section 4: Disbursements

Upon approval of the annual budget, the President may be authorized to make disbursements provided in the budget without additional approval by the Board.

ARTICLE X
Parliamentary Procedures

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order - Revised, shall be the final source of authority in all questions of parliamentary procedures for the Corporation, Board and the Executive Committee when such rules are not inconsistent with the Articles of Incorporation, Bylaws and procedures for this Corporation.

ARTICLE XI
Seal

Section 1: Seal

The Corporation shall have its seal of such design as the Board may adopt.

**ARTICLE XI
Seal**

Section 1: Seal

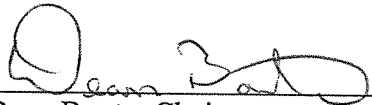
The Corporation shall have its seal of such design as the Board may adopt.

**ARTICLE XII
Amendments**

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 and complies with the requirements of this section. Any proposed amendments to be made by the members shall be submitted to the Board for discussion. The Board or the members shall vote on the proposed amendments at the next Board or membership meeting.

Dated: 2-25, 2010

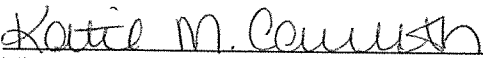


Dean Bouta, Chair



Justin Mattern, Secretary/Treasurer

Subscribed and sworn to before me
this 25 day of February 2010.



Katie M. Carruth
Notary Public



CERTIFICATION

I, Justin Mattern, Corporate Secretary/Treasurer of the Willmar Lakes Area Chamber of Commerce, certify that on September 30, 2009, the Board of Directors adopted the changes to the By-Laws.



Secretary/Treasurer

Amendment to Bylaws of the Willmar Lakes Area Chamber of Commerce

On September 30, 2014, after receiving a majority of 2/3 vote of the Board of Directors, Article IV of the the Bylaws of the Willmar Lakes Area Chamber of Commerce is amended as follows:

Section 1: Composition of the Board

The government of the Corporation, the direction of its work, and the control of its property shall be vested in a Board of Directors (in these Bylaws called the "Board"). The Board of Directors shall consist of twelve (12) directors, one-third (1/3) of whom shall be elected annually for a term of three (3) years hereinafter provided, and no member of the Board shall be eligible for reelection until after a lapse of one (1) year from expiration of the previous term of that member. The Past Chair shall serve as a non-voting advisor to the Board of Directors for one year following the expiration of his/her term.

Dated: December 18, 2014


Brad Hanson, Chair


Kathy Schwantes, Secretary

Certification

I, Kathy Schwantes, Corporate Secretary/Treasurer of the Willmar Lakes Area Chamber of Commerce, certify that on September 30, 2014, the Board of Directors adopted the above changes to the Bylaws.


Kathy Schwantes

Subscribed and sworn to before me
This 18th day of December 2014

