



**AMENDED AND RESTATED BYLAWS  
OF  
WOODBURY AREA CHAMBER OF COMMERCE**

Adopted September 10, 1987  
First Amendment  
Second Amendment – July 1993  
Third Amendment - October 1998  
Fourth Amendment – December 2002  
Fifth Amendment – December 2003  
Sixth Amendment - October 2005  
Seventh Amendment – December 2011  
Eighth Amendment – December 2012  
Ninth Amendment – January 2014  
Tenth Amendment – January 2018  
Eleventh Amendment – February 2020  
Restated – October 2023

**ARTICLE 1**  
**GENERAL**

**SECTION 1 - NAME**

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

**SECTION 2 - PURPOSE**

The Woodbury Area Chamber of Commerce (the *Chamber*) is organized to advance the general welfare and prosperity of the business community in the Woodbury area. Our Mission is to be a leader in promoting the spirit of our city and helping to enhance a progressive business environment as well as to serve as the business voice of the Woodbury area.

**SECTION 3 - ECONOMIC REGION**

The Woodbury economic region shall focus on the City of Woodbury; and surrounding economic areas.

**SECTION 4 - LIMITATIONS OF METHODS**

The Woodbury 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.

**SECTION 5 – NOTIFICATION**

All references to notification/notice in the bylaws shall be deemed notice by calendar placement, electronic transmission and/or US Mail, unless otherwise specified in these bylaws.

**ARTICLE 2**  
**MEMBERSHIP**

**SECTION 1 – ELIGIBILITY**

Any person, sole proprietorship, association, non-profit, corporation, or partnership having an interest in the objectives of the organization shall be eligible to apply for membership.

**SECTION 2 – ELECTION**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The President shall review all applications and submit them to the Board of Directors with a recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Article 2 – Section 3.

**SECTION 3 – DUES**

Membership dues shall be at such rate/rates, schedule, or formula as may be from time to time prescribed by the Board of Directors. Payments past due may be subject to a late fee determined by the Board of Directors, communicated on the dues invoice.

**SECTION 4 - TERMINATION**

- A. Any member may resign from the Chamber upon written request to the President.
- B. Any member can be expelled by the Board of Directors, by a two-thirds vote, for non-payment of any accounts receivables after sixty (60) days from the date due, unless otherwise extended for good cause.

- C. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice of, and opportunity for, a hearing is afforded to said member.

**SECTION 5 - VOTING**

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

**SECTION 6 - EXERCISE OF PRIVILEGES**

Any firm, association, corporation, or partnership holding membership may appoint individuals, whom the holder desires to exercise the privileges of its membership and shall have the right to change its membership appointment upon notice to the President.

**SECTION 7 - ORIENTATION**

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

**ARTICLE 3**  
**MEETINGS**

**SECTION 1 - ANNUAL MEETING**

The annual meeting of the Chamber, in compliance with State law, shall be held at least once per calendar year. The annual meeting of the Chamber will be held on the date and at the time and place within the State of Minnesota as fixed from time to time by the Board of Directors, and notice shall be given to each member at least ten (10) business days before said meeting.

If an annual meeting of the members has not been held during the immediately preceding fifteen (15) months, ten percent (10%) of the members in good standing may demand an annual meeting of the members.

**SECTION 2 - ADDITIONAL MEETINGS** - *(General Membership Meetings, Board Meetings, and Committee Meetings)*

- A. General Membership Meetings may be called by the Board Chair or President at any time, or upon petition in writing of any 25% of members in good standing. Meeting notice shall be sent to each member at least five (5) business days prior to said meetings in accordance with Section 4 of this Article 3;
- B. Board Meetings may be called by the President, the Board Chair or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) business day prior to said meeting;
- C. Committee Meetings may be called at any time by the Board Chair, President or the Committee's chair.

**SECTION 3 – QUORUMS**

A quorum is defined as: The minimal number of members of a committee or organization, usually a majority, who must be present for valid transaction of business.

- A. General Meeting of the Chamber: Those in attendance shall constitute a quorum.
- B. Board of Directors Meetings: A majority of sitting Directors present shall constitute a quorum.
- C. Standing Committee Meetings: A majority shall constitute a quorum except when a committee consists of more than nine (9) members; (5) shall constitute a quorum.

**SECTION 4 - NOTICES, AGENDA, MINUTES**

Notice of all Chamber meetings must be given at least five (5) business days in advance unless otherwise stated. An advance agenda must be provided with meeting notice and minutes must be prepared for all board and general membership meetings.

Notice may be given by a form of electronic communication consented to by the member to whom the notice is given. Consent by a member to notice given by electronic communication will be deemed to have been given by the member providing the Chamber with the member’s electronic mail address. The Chamber is entitled to rely on any consent so given until revoked by the member, provided that no revocation affects the validity of any notice given before receipt by the Chamber of revocation of the consent. Electronic notice is deemed given:

- A. If by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice;
- B. If by any other form of electronic communication by which the member has consented to receive notice, when directed to the member.

**ARTICLE 4**  
**BOARD OF DIRECTORS**

**SECTION 1 - COMPOSITION OF THE BOARD**

The Board of Directors shall be composed of at least twelve (12), up to eighteen (18) members including the immediate past chair and minimum of three (3) at large positions. There shall be a permanent position available on the Board for the Mayor of Woodbury and a representative of the Woodbury Community Development Department if either elect to participate. The Board may authorize additional board positions for major employers with a significant physical presence within the Woodbury area.

- A. Terms: Directors are elected for a term of three (3) years
- B. Limits: Directors may serve a maximum of two (2) consecutive full terms. After serving two (2) full consecutive terms, a retiring director is eligible for nomination and election to the board after a two-year absence from the role of director.
- C. Exceptional Circumstance – Term Extension: The Board, by a three-fourths (3/4) vote, may grant a special exception to the term limit specified in Section 1(B) if a Director’s skill set is exceptional and uniquely suited to the needs of the Board and the Chamber would benefit greatly by allowing the Board member to serve an additional one (1) year term.
- D. Interim Board Seats: Filling vacant board seats with interim board members shall be at the sole discretion of the Board Directors, and shall be by a majority vote of the Directors.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

## **SECTION 2 – SELECTION AND ELECTION OF DIRECTORS**

- A. Nominating Committee: Prior to the October Meeting, the Nominating Committee shall present to the President and the First Vice Chair a Slate of Candidates (the “Slate”) to serve terms as outlined in Article IV, Section 1, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.
- B. The Executive and Nominating committees shall then present the Slate to the Board of Directors by October 31. The Board must approve the Slate by majority vote.
- C. Publication of Nominations: Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership of the Slate and the right of petition.
- D. Nomination by Petition: Additional candidates may be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition may be filed with the Nominating Committee within five (5) business days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
- E. Determination: If no petition is filed within the designated period, the nominations shall be closed and the Slate shall be elected by a majority vote of the Board of Directors at their next regular Board meeting.
- F. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical (by last name) order. The President shall send this ballot to all active members at least five (5) business days before the next regular Board meeting. A ballot may be sent to a member electronically if the Chamber complies with the requirements for action by ballot as set forth in Minnesota Statute Section 317A.447.
- G. Successive Positions: The successive non-elective positions shall be: 2<sup>nd</sup> Vice Chair shall move to 1<sup>st</sup> Vice Chair, 1<sup>st</sup> Vice Chair shall move to Chair and Chair shall move to Past Chair all for a term of one year.

## **SECTION 3 – SEATING OF NEW DIRECTORS**

All newly elected Board members shall be seated at the December Board meeting and shall be voting members as of January 1. Retiring Directors shall continue to serve until the end of the Calendar year.

## **SECTION 4 – BOARD MEETING ATTENDANCE**

A member of the Board of Directors who is absent from three (3) regular meetings of the Board of Directors in a calendar year may be removed from the Board.

## **SECTION 5 – POLICY**

The Board of Directors is responsible for establishing, following and enforcing procedures and policies of the organization. These policies shall be maintained in a Policy Manual and reviewed annually or revised as necessary.

## **SECTION 6 – MANAGEMENT**

The Board of Directors may employ an Executive Director or President and shall fix the compensation and other considerations of employment. The Board may instruct the Executive Committee to conduct a search for an appropriate candidate for the position of Executive Director or President, and to present the candidate to the Board. The candidate must be approved by a majority vote of the Board.

## **SECTION 7 – INDEMNIFICATION**

The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber.

## **SECTION 8 – CONFLICT OF INTEREST**

- A. Where a board member's impartiality or loyalty to the interests of the Chamber is compromised or in conflict with the interests of the Chamber, whether due to a personal interest, another office or position held by the board member, or the interest of a client, customer, or constituent, in a matter involving, or pending before, the Chamber, said board member shall disclose the conflict of interest and shall recuse him/herself from presiding on any consideration of the matter or from participating in any vote on the matter.
- B. In representing a client, customer or constituent or in making public statements in a personal capacity or as a representative of another person or entity other than the Chamber, a board member shall not state or imply that statements made are those of the Chamber, shall not use the Chamber name or the office/position held in the Chamber and, when necessary to avoid confusion, shall expressly state that the statements made are not made on behalf of the Chamber and do not necessarily represent the views of the position of the Chamber on the issue(s).
- C. The Board of Directors or Executive Committee may adopt rules and policies for determining when a conflict of interest exists and for prescribing the procedure for determining when a board member is disqualified from consideration of a matter and/or participating in a vote on a matter.

## **ARTICLE 5** **OFFICERS**

### **SECTION 1 – DETERMINATION OF OFFICERS**

The Board of Directors (new and retiring directors) shall reorganize for the coming year at a meeting by November 30. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chair, Vice Chair and Second Vice Chair. The Treasurer shall be appointed by the Board. Officers will be elected from members of the Board. All officers shall serve for terms as outlined in Article IV, Section 2G, or until their successors assume the duties of office, and they shall be voting members of the Board of Directors.

## **SECTION 2 – DUTIES OF OFFICERS**

- A. Chair: The Chair shall serve as the chief elected officer of the Woodbury Chamber of Commerce and shall preside at all meetings of the membership, and Board of Directors. The Chair shall assign Vice Chairs to divisional or departmental responsibility, subject to Board of Directors approval. The Chair may, with advice and counsel of Vice Chairs, determine committees (deemed necessary), select committee leaders and assist in the selection of the committee personnel.
- B. Vice Chairs: The duties of the First and Second Vice Chairs shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chair and Board of Directors. They will also have under their immediate jurisdiction, all committees pertaining to their general duties.
- C. Treasurer: 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. Checks are to be signed by the, Board Chair. The Treasurer shall cause an annual statement be made to the Board and membership.
- D. Past Chair: The Past Chair shall assist the Board of Directors in setting long range goals for the Chamber. The Past Chair shall also assist the Chair and the Chamber to provide continuity and proper transition of control and responsibility from year to year and shall serve as a resource person to the Board.
- E. President: It shall be the duty of the President to:
  - 1. Hire and manage staff necessary to carry out the business plan of the Chamber and within the policies and budget set by the Board of Directors, appoint and fix the number and compensation of other employees of the Chamber;
  - 2. Oversee official correspondence, preserve all the books, documents and communications;
  - 3. Keep accurate books of account and submit monthly and year-end financial statements;
  - 4. Maintain an accurate record of the proceedings of the Executive, Board and committee meetings;
  - 5. Appoint an individual to serve as the Secretary of the Woodbury Area Chamber of Commerce Board of Directors;
  - 6. Shall be an ex-officio (voting) member of the board; and
  - 7. Shall serve at the discretion of the Board pursuant to President's Employment Agreement. At the expiration of employment, the President will deliver to the Board or the Board's designee, all books, papers, and property of the Woodbury Area Chamber of Commerce.

## **SECTION 3 - EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chair, Past Chair, First Vice Chair, Second Vice Chair, and Treasurer (The President will serve as a non-voting member of the Executive Committee). The Chair will chair the Executive Committee.

**SECTION 4 - INDEMNIFICATION**

The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers as spelled out in Article IV, Section 7 of these bylaws.

**ARTICLE 6**  
**COMMITTEES AND DIVISIONS**

**SECTION 1 - APPOINTMENT AND AUTHORITY**

The Chair, by and with the approval of the Board of Directors or President, shall appoint committees and committee leaders. All committees shall be served by a Board member as Chair. The committee Chair may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will of the Chair, and shall serve concurrent with the term outlined in Article IV, Section 1, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

These committees may be Standing, Event, and Ad Hoc Committees as deemed necessary.

- A. Standing Committees: Committee with a continued existence, formed to do its assigned work on an ongoing basis. Participants must be current Board Directors.
- B. Event Planning Committees: Committee that provides guidance and direction to a project/event/fundraiser within an organization. Participants may be any Chamber members in good standing.
- C. Ad Hoc Committees: Committee designed for a specific problem or task and not intended to be able to be adapted to other purposes. Participants may be, but not excluded to current Board Directors or any members in good standing.

**SECTION 2 - LIMITATION OF AUTHORITY**

No action by any member, committee, division, and 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 Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

**SECTION 3 - TESTIMONY**

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

**SECTION 4 - DIVISIONS**

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

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils and subsidiary corporations including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

## **ARTICLE 7** **FINANCES**

### **SECTION 1 - FUNDS**

All money paid to the Chamber shall be placed in a general operating fund.

### **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. Disbursement shall be by check, credit card, electronic transfer and/or cash.

### **SECTION 3 - FISCAL YEAR**

The fiscal year of the Chamber shall close on December 31.

### **SECTION 4 – PROGRAM YEAR**

The program year of the Chamber shall close on December 31.

### **SECTION 5 - BUDGET**

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

### **SECTION 6 – FINANCIAL REVIEW**

The accounts of the Chamber shall be reviewed annually at the close of business as of December 31 by the Executive Committee, and one independent Board member appointed by the Board; with the President, Treasurer, and Chair abstaining. In addition to, or in lieu of the aforesaid, the Board may require additional review by a Certified Public Accountant in the form of a Compilation, Review, or Audit, as prescribed by the Board, at such frequency deemed appropriate by the Board. The financial review shall be at all times available to members of the organization within the offices of the Chamber.

### **SECTION 7– DIRECTORS’ AND OFFICERS’ LIABILITY INSURANCE AND/OR BONDING**

The officers and staff, as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond, or other equivalent insurance, in the amount set by the Board and paid for by the Chamber.

## **ARTICLE 8** **DISSOLUTION**

### **SECTION 1 - PROCEDURE**

The Chamber may be dissolved in accordance with Minnesota Statute 317A.

**SECTION 2 – DISTRIBUTION OF ASSETS**

On dissolution of the Chamber, any assets of the Chamber shall be distributed in accordance with Minnesota Statute 317A in the following order of priority:

1. Distribution of assets received and held for a special purpose.
2. Payment of costs and expenses of the dissolution proceedings, including attorney fees and disbursements.
3. Payment of debts, obligations, and liabilities of the Chamber.
4. Distribution of the remaining assets to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations at the discretion of the current Board as defined in IRS Section 501(c)(3).

**ARTICLE 9**

**SECTION 1 - PARLIAMENTARY AUTHORITY**

The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

**ARTICLE 10**  
**AMENDMENTS**

**SECTION 1 – AMENDMENTS BY BOARD**

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors. Any proposed amendments shall be submitted to the Board or the members at least seven (7) days in advance any vote.

**SECTION 2 – AMENDMENTS BY MEMBERSHIP**

These bylaws may be amended by the members provided that:

- A. Notice of the proposed amendments has been sent to all members at least seven (7) days prior to a vote.
- B. The amendment is approved by at least two-thirds (2/3) of the general membership.

**CERTIFICATE OF ADOPTED BYLAWS**

I, the undersigned, the duly elected and acting President of the Chamber, do hereby certify that the within and foregoing Bylaws were adopted as the Bylaws of said Chamber, and that the same do now constitute the Bylaws of said Chamber.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2023

\_\_\_\_\_  
By: \_\_\_\_\_  
Its: \_\_\_\_\_