

BYLAWS

PARK RAPIDS LAKES AREA CHAMBER OF COMMERCE AND TOURISM PARK RAPIDS, MINNESOTA

ARTICLE I **GENERAL**

SECTION 1. NAME. This organization, incorporated under the laws of the State of Minnesota, will be known as the Park Rapids Lakes Area Chamber of Commerce and Tourism (the “Chamber”).

SECTION 2. OBJECTIVE. The purpose of this organization will be the advancement of the economic, industrial, commercial, professional, agricultural, tourism, educational, civic, and general interests of the members of the Chamber and the promotion of the general welfare and prosperity of the entire Area.

SECTION 3. AREA. The area served by the Chamber shall include the cities (or communities) of Hubbard County Minnesota and the regional market extending there from.

SECTION 4. LIMITATIONS. The Chamber is organized and shall operate exclusively as a non-profit chamber of commerce, all as contemplated and permitted by Sections 170(c) and 501(c)(6) of the Internal Revenue Code of 1986, Minnesota Statutes Chapter 290.05, and Minnesota Statutes Chapter 317A, as amended.

ARTICLE II **MEMBERSHIP**

SECTION 1. ELIGIBILITY. Any business, firm, individual, association, corporation, limited liability company, partnership or estate which supports the mission and objectives of the Chamber shall be eligible to apply for Membership.

SECTION 2. ELECTION. Applications for Membership will be in a written form provided for that purpose and signed by the applicant either digitally or in person. An applicant shall not be deemed to be a Member of the Chamber unless and until the applicant has been accepted as a Member in accordance with policies and procedures established by the Board of Directors.

SECTION 3. DUES. The annual membership dues will be at such a rate, schedule or formula established by the Executive Committee and will be subject to periodic review by the Board. Membership dues are payable annually, semi-annually or quarterly in advance, as determined by the Executive Committee.

SECTION 4. TERMINATION OF MEMBERSHIP. Any Member may resign from the Chamber upon written notice. Such resignation shall not relieve the Member from any obligations that the member owed the Chamber, including dues for any period prior to the date of the Member's resignation. Any Member may be expelled by the Board of Directors for non-payment of dues after ninety (90) days from the date payment is due, unless otherwise extended, for good cause. Any Member may be expelled by the Board of Directors at a regular or special meeting thereof for engaging in conduct which the Board determines is un-becoming a Member or which is prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing are afforded to the said Member.

SECTION 5. HONORARY MEMBERS. The Board of Directors may designate an individual as an Honorary Member. Honorary Members shall have all the privileges of Members except the right to vote, and shall be exempt from payment of dues.

SECTION 6. DESIGNATION OF REPRESENTATIVE. Any Member that is a business, firm, association, corporation, limited liability company, partnership or estate shall designate an individual to serve as the primary representative of such Member to exercise the privileges of Membership. The Member shall have the right to change such designation from time to time upon written notice to the Chamber.

ARTICLE III **MEETINGS OF MEMBERS**

SECTION 1. ANNUAL MEETING. The annual meeting of the Members of the Chamber will be held in compliance with state law and will be held in September or October at a date, time and place as determined by the Board.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called at any time by the Chair or upon the written petition of thirty (30) Members (other than Honorary Members).

SECTION 3. NOTICE. Notice of all meetings of Members shall be given to every Member, except where the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment. The notice shall be given at least ten (10) days before the date of the meeting, and not more than ninety (90) days before the date of the meeting. The notice shall contain the date, time and place of the meeting, and any other information required by these Bylaws or applicable law. In the case of a special meeting, the notice shall contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the Board of Directors, or by any other person or persons calling the meeting. Notice may be sent by United States mail and shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Notice may also 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 may be given in writing or by authenticated electronic communication. 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.

SECTION 4. WAIVER OF NOTICE. A Member may waive notice of a meeting of Members. A waiver of notice by a Member shall be effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a Member at a meeting shall be a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

SECTION 5. QUORUM. At a properly called meeting of the Members of the Chamber, ten percent (10%) of the Members entitled to vote at the meeting will constitute a quorum. If a quorum is present when a duly called or held meeting of the Members is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of a number of Members originally present leaves less than the proportion or number otherwise required for a quorum.

SECTION 6. VOTING. Each Member will have one (1) vote on each matter voted on by the Members. Proxy voting is not allowed.

SECTION 7. ACTION BY WRITTEN BALLOT. Any action that may be taken at an annual or special meeting of the Members may be taken without a meeting by written ballot as provided by law.

SECTION 8. MANNER OF ACTING. The Members shall take action by the affirmative vote of a majority of the Members present at a duly held meeting.

SECTION 9. MEMBERS' LIST FOR MEETINGS. After fixing the date for a meeting of the Members, the Chamber shall prepare an alphabetical list of the names of its Members. The list of Members shall be available for inspection by Members beginning two (2) business days after notice of the meeting is given, and continuing through the meeting, at the Chamber's registered office or at a reasonable place identified in the notice of meeting in the city where the meeting will be held. The list shall also be available at the meeting. A Member, or a Member's agent or attorney may on written demand inspect and copy the list, at a reasonable time and at the Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

ARTICLE IV
BOARD OF DIRETORS

SECTION 1. GOVERNANCE. The responsibility of governance, oversight, and establishment of policy for the Chamber shall be vested in a Board of Directors consisting of no less than nine (9) and no more than thirteen (13) persons, as determined by the Board. The directors of the Chamber shall be Members of the Chamber or designated representatives of Members. In the interest of maintaining equitable representation of the community at large the Board of Directors shall be inclusive of multiple industries such as tourism, manufacturing, professional, commercial, retail, educational, and agricultural to the extent possible.

SECTION 2. TERMS. Directors shall serve three-year terms. Terms shall be staggered so that approximately one-third (1/3) of the Board will be elected annually to the extent possible. Directors may serve no more than three (3) consecutive terms.

SECTION 3. NOMINATING COMMITTEE. By the August Board Meeting, the Chair shall appoint, subject to approval by the Board of Directors, a Nominating Committee comprised of one (1) officer of the Chamber and two (2) directors. The Chair shall designate the Chair of the Nominating Committee.

SECTION 4. SLATE OF CANDIDATES. Prior to the September Board Meeting, the Nominating Committee shall present to the Chair a slate of candidates to replace the directors whose regular terms are expiring. Each candidate must have agreed to accept the responsibility of being a director.

SECTION 5. PUBLICITY OF NOMINATIONS. Upon receipt of the report of the Nominating Committee, the President/CEO shall immediately notify the membership by email of the names of persons nominated as candidates for directors and the right of petitions.

SECTION 6. NOMINATION BY PETITION. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least fifteen (15) qualified Members or designated representatives of Members.. Such petition shall be filed at the Chamber office within ten (10) days after notice has been given of the names of those nominated by the Nominating Committee. The determination of the Nominating Committee as to the validity of the petition(s) shall be final.

SECTION 7. BALLOT. If a valid petition presents additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for up to the number of candidates equal to the number of vacant positions. The President/CEO shall email this ballot to all Members at least fifteen (15) days before the regular October Board Meeting. The ballots shall have instructions and be returned to the Chamber office within ten (10) days from the date of emailing. The Board of Directors shall at their regular October Board meeting declare the candidates with the greatest number of votes, (based on the

number of vacant positions) to have been elected.

SECTION 8. JUDGES. Two officers shall constitute an election committee whose obligation shall be to count the ballots and report the results to the Board of Directors.

SECTION 9. DETERMINATION. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular October Board Meeting.

SECTION 10.REMOVAL. A director may be removed, with or without cause, by the affirmative vote of a majority of the entire Board at a duly held meeting of the Board provided that no less than five (5) days and nor more than thirty (30) days' notice stating the purpose of such meeting shall be given to each director.

SECTION 11.RESIGNATION. A director may resign at any time by giving written notice to the Chamber. The resignation shall be effective without acceptance when the notice is given to the Chamber, unless a later effective time is specified in the notice.

SECTION 12.VACANCIES. Vacancies on the Board of Directors may be filled by the remaining directors. The person appointed shall serve for the balance of the term being filled.

SECTION 13.COMPENSATION. No members of the Board of Directors shall be entitled to any compensation for her/his services as such. However, directors shall be entitled to reimbursement for expenses actually incurred by them in connection with the business of the Chamber on approval from the Board.

SECTION 14.TRANSFER OF RESPONSIBILITIES. All newly elected directors shall participate in the planning meeting in October and be seated at the November Board Meeting. Retiring directors shall continue to serve until the end of the program year. The Board at its November meeting will reorganize for the coming year.

ARTICLE V

MEETINGS OF THE BOARD

SECTION 1. REGULAR MEETINGS. The Board of Directors shall hold regular monthly Meetings.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chair, the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request.

SECTION 3. NOTICE. Notice of any meeting of the Board of Directors shall be given at least three (3) days prior to the date of the meeting by written notice mailed to each director at his or her business address, or by notice delivered personally or by facsimile. Notice may also be given by a form of electronic communication consented to by the director to whom the notice is given. Consent by a director to notice given by electronic communication may be given in writing or by authenticated electronic communication. The Chamber is entitled to rely on any consent so given until revoked by the director, provided that no revocation affects the validity of any notice given before receipt by the Chamber of revocation of the consent. The notice need not state the purpose of the meeting.

SECTION 4. WAIVER OF NOTICE. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after, that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

SECTION 5. QUORUM. A majority of the entire Board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

SECTION 6. MANNER OF ACTING. Except as otherwise required by law, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting. Voting by proxy is not permitted.

SECTION 7. PRESUMPTION OF ASSENT. A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, votes against the action at the meeting or is prohibited from voting on the action due to a stated conflict of interest.

SECTION 8. ELECTRONIC MEETINGS. Any meeting among the directors may be conducted solely by one or more means of Remote Communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at the meeting. A

director may participate in a meeting of the board by remote means or, if authorized by the board, by such other means of Remote Communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "Remote Communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

SECTION 9. WRITTEN ACTION. Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed, or consented to by Authenticated Electronic Communication, by the number of directors required to take the same action at a meeting of the board at which all directors were present. The written action is effective when signed, or consented to by Authenticated Electronic Communication, by the required number of directors unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. Written action taken with Authenticated Electronic Communication shall be ratified at the next Board Meeting and recorded in the minutes. as used in these bylaws the term "Authenticated Electronic Communication" means any form of communication not directly involving the physical transmission of paper that: (a) created a record that may be retained, retrieved and reviewed by the recipient of the communication; (b) may be directly reproduced in paper form by the recipient through an automated process; (c) is delivered to the Chamber's office or to an office or agent of the Chamber authorized by the Chamber to receive the communication; and (d) sets forth information from which the Chamber can reasonably conclude that the communication was sent by the purported sender.

ARTICLE V

RESPONSIBILITIES AND POWERS OF OFFICERS

SECTION 1 OFFICERS. The Chamber shall have the following officers: Chair, Vice-Chair, Treasurer, Secretary, Immediate Past-Chair and President/CEO. (The positions of Treasurer and Secretary may be held by the same individual). The Nominating Committee appointed in accordance with Article IV, Section 2 of these Bylaws will serve as the Nominating Committee for the appointment of officers. The Board shall appoint all officers. All officers shall be members of the Board. With the exception of the President/CEO, all officer terms shall be for one (1) calendar year (commencing January 1 and ending December 31) or until a successor assumes the duties of the office and shall be voting members of the Board of Directors.

SECTION 2. RESIGNATION. An officer may resign at any time by giving written notice of the resignation to the Secretary of the Chamber.

SECTION 3. REMOVAL. Any officer may be removed, with or without cause, by the Board of Directors at a duly held meeting of the Board for which notice stating such purpose has been given.

SECTION 4. VACANCIES. Any vacancy in an officer's position shall be filled by the Board of Directors.

SECTION 5. CHAIR. The Chair will preside at all meetings of the Members, the Board and the Executive Committee. The Chair shall have such other duties as may be established by the Board.

SECTION 6. VICE-CHAIR. The Vice-Chair will exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Vice-Chair will perform such other duties as instructed by the Chair or the Board.

SECTION 7. TREASURER. The Treasurer will be responsible for safeguarding all funds received by the Chamber and for their proper disbursement within the framework of the budget along with the President/CEO. Such funds will be kept on deposit in financial institutions or invested in a manner approved by the Board in the Chamber's name. The Treasurer and President/CEO will present a monthly financial report to the Board for review. The Treasurer and President/CEO, with the counsel and advice of the Executive Committee will prepare an annual budget, subject to the approval of the Board, and will be responsible for an annual financial report to the membership and the financial management of the Chamber.

SECTION 8. SECRETARY. The Secretary will be responsible for the preparation of minutes of the meeting of the Board. This position may be held by the same individual as the Treasurer. The Secretary will work with the President/CEO in the preparation of agendas, notices and minutes of meetings of the members, the Board and the Executive Committee.

SECTION 9. IMMEDIATE PAST-CHAIR. The Immediate Past-Chair will serve as a member of the Board and an Officer of the Chamber for the period of one (1) year immediately following his/her term as Chair. In the event of the Immediate Past-Chair's incapacity, unavailability or unwillingness to remain on the Board, this position will remain vacant until the following year.

SECTION 10. PRESIDENT/CEO. The President shall be the Chief Executive Officer of the Chamber, shall have general and active management of the business and staff of the Chamber and shall see that all orders and resolutions of the Board are carried into effect. With the approval of the Board, the President/CEO shall execute all deeds, bonds, mortgages and other contracts on behalf of the Chamber, except where required or permitted by law to be otherwise signed and executed and

except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Chamber. The President/CEO shall be a non-voting member of the Board of Directors, the Executive Committee, and all other committees. The President/CEO shall be responsible for administration of the day-to-day work of the Chamber in accordance with the policies and regulations established by the Board of Directors. The President/CEO shall be responsible for hiring, discharging, directing, and supervising all employees of the Chamber.

ARTICLE VII **COMMITTEES**

SECTION 1. 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. The Executive Committee shall be comprised of the the Chair, Vice-Chair, Immediate Past-Chair, Treasurer, Secretary. The President/CEO shall be a non-voting member of the Executive Committee.

SECTION 2. OTHER COMMITTEES. The Board may establish other committees, bureaus, departments, or councils within the Chamber as the Board deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all such other committees, bureaus, departments, and councils. The Chair of the Board, by and with the approval of the Board of Directors, shall appoint the members and chair of all such other committees, bureaus, departments, and councils who shall serve at the will and pleasure of the Chair of the Board, and shall serve concurrently with the term of the appointing Chair of the Board, unless a different term is approved by the Board.

ARTICLE VII **FINANCES**

SECTION 1. FUNDS. All monies paid to the Corporation shall be placed in a general operating fund, except that money subscribed or contributed for a specific purpose shall be placed in a separate fund for such purpose.

SECTION 2. BUDGET. In November each year, the Executive Committee shall propose the budget for the coming year and submit it to the Board of Directors for approval.

SECTION 3. FISCAL YEAR. The fiscal year of the Park Rapids Lakes Area Chamber of Commerce shall end on the 31st day of December.

SECTION 4. AUDIT. The accounts of the Chamber shall be audited by a certified public accountant at such times as ordered by the Board of Directors. Audits shall at all times be available to Members of the Chamber and all officers and directors of the Chamber at the offices of the Chamber during regular business hours.

SECTION 5. DIRECTOR & OFFICER INSURANCE. The Chamber shall provide Director and Officer Insurance for the Board and officers in an amount deemed appropriate by the Board.

ARTICLE VIII
INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable 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 Chamber), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the Chamber, or Chamber as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, shall be indemnified by the Chamber 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 corporation, partnership, limited liability company, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, limited liability company, 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. No indemnification or indemnification advances shall be made with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the Chamber against a person

ARTICLE IX
DISSOLUTION

The Chamber may be dissolved in accordance with the laws of the State of Minnesota. On dissolution of the Chamber, any remaining assets of the Chamber shall be distributed to one or more organizations as determined by the Board of Directors in compliance with applicable law.

ARTICLE X
AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Boards. Any proposed amendments shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be considered.

Amended: September 27, 2016
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