

BYLAWS OF THE ROSEAU CIVIC AND COMMERCE ASSOCIATION

This instrument constitutes the Amended Bylaws of the Roseau Civic and Commerce Association, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I General

Section 1: Name

This organization is incorporated under the laws of the state of Minnesota and shall be known as the Roseau Civic and Commerce Association.

Section 2: Purposes

The Roseau Civic and Commerce Association is organized to advance the general welfare and prosperity of the Roseau area so that its citizens and all areas of its community shall prosper.

Section 3: Limitation of Methods

The Roseau Civic and Commerce Association shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II Membership

Section 1: Eligibility

Any person, association, corporation, civic organization, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during January of each year. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least 10 days before said meeting.

Section 2: General Membership Meetings

General membership meetings of the association may be held quarterly or as deemed necessary. Notice of special meetings shall be mailed or emailed to each member at least 5 days prior to such meetings.

- A. A quorum at general membership meetings shall include the promotions director, the chair or vice chair of the board of directors and a recording secretary, as well as a minimum of 10 general members and board members.
- B. If a quorum is not met, the meeting is not qualified to conduct business or vote.

Section 3: Meetings of the Board of Directors

Board meetings shall be held each month on a date determined by the board. Notice, including the purpose of the meetings, shall be given to each director prior to said meetings; committee meetings may be called at any time by the chair of the board, respective department vice chair, or by the committee's chair. The general membership may present a request or proposal to the board at their monthly meeting during open forum. Upon completion of Open Forum, general members will be asked to leave.

- A. A quorum of the board of directors shall consist of a simple majority of directors.
- B. If a quorum is not met, the meeting is not qualified to conduct business or vote.

Section 4: Meetings of Committees

Committee meetings may be called at any time by the Board Chair or Committee Chair, which may be comprised of a board member, general membership, or interested individuals. The committee chair is required to report their business, activities, or plans to the board for approval.

- A. A quorum of committee members will consist of a simple majority.
- B. If a quorum is not met, the meeting is not qualified to conduct business or vote.

3. Each candidate must be an active member in good standing and must agree to accept the responsibility of a directorship. No board member who has served two consecutive 2-year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored.

B. Public Notice of Nominations.

1. Upon receipt of the Nominating Committee's report, the board chair or promotions director shall immediately notify the general membership by mail or email of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition.

1. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 25 qualified members of the association.
2. Such petition shall be filed with the Nominating Committee within 10 days after notice has been given of the names of those nominated. The petition will be submitted to existing board for approval.

E. Determination.

1. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be presented to the annual meeting of the general membership for election.
2. The names of all candidates shall be arranged on a ballot in alphabetical order.
3. The promotions director shall mail or email this ballot to all active members at least 15 days before the annual meeting.

E. Judges.

1. The board shall appoint, prior to the annual meeting, three judges who are not members of the board or candidates for election. Such judges shall have complete supervision of the election, including distributing and auditing the ballots. Results will be reported to the chair of the board.
2. The chairperson of the board of directors shall declare at the annual meeting the new board members.

Section 7: Indemnification

The association may, by resolution of the board of directors, provide for indemnification by the association of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, and employees of the association, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

Officers

Section 1: Determination of Officers

The board of directors at its special January meeting shall reorganize for the coming year. At this meeting, the board shall elect the chair of the board, vice chair, and secretary. Officers will be elected from members of the new board. All officers shall take office upon election and serve for a term of 2 years or until their successors assume the duties of office. They shall be voting members of the board of directors. The promotions director shall serve as the treasurer of the association.

Section 2: Duties of Officers

A. Chair of the Board.

The chair shall serve as the chief elected officer of the Roseau Civic and Commerce Association, and shall preside at all meetings of the general membership and board of directors.

B. Vice Chair.

The vice chair shall exercise the powers and authority and perform the duties of the chair in the absence or disability of the chair.

1. The chair and vice chair will be responsible for determining that the program activities of the association are of such duration as is required, at all times being alert to ensure that the activities of the association are directed toward achieving business and community needs in the area served by the association.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the association until it has been approved or ratified by the board of directors.

Committees shall be discharged by the chair 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 the committees.

Section 3: Testimony

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

ARTICLE VII

Finances

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. Unused funds from the retiring year's balance will remain in the general fund for the following year.

Section 2: Disbursements

Upon approval of the budget, the promotions director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors.

- A. Disbursements shall be made by check.
 - 1. No exchange for services or goods shall be accepted as payment for monies due.
 - 2. Checks must be signed by two people, the promotions director and the chair or vice chair of the board. See Article V, Section C., 1.
- B. All funds of the association shall be deposited at the bank designated by the board of directors in a timely manner.
- C. All monies received must be recorded in a timely manner.
- D. All income and expenditures must be recorded and reported to the board at its monthly meetings. Less detailed reports shall be presented at the general membership meetings and the annual meeting. Detailed reports shall be available upon request.

ARTICLE IX

Section 1: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the association.

ARTICLE X

Amendments

Section 1: Revisions

- A. 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 meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board in writing at least 10 days in advance of the meeting at which they are to be acted upon.
- B. Existing Bylaws must be approved or a motion made and approved to amend at the first meeting of the new board in January of each year.
- C. Amended bylaws adopted by the board shall be made available to all association members in good standing.
- D. The current board members shall sign the amended document.

Existing Bylaws Adopted: February 5, 2020

Amended and Approved: July 15, 2020

Signatures:

As a member of the Board of Directors of the Roseau Civic and Commerce Association in good standing, I approve these amendments and will adhere to these guidelines in my dealings with the board and association members.

Signed by:

Date: