

BYLAWS OF 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

meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rates as may be from time to time prescribed by the board of directors, payable upon acceptance of application or by January 31 of each year of membership. Membership fees paid are nonrefundable.

Section 4: Termination

(1) Any member may resign from the chamber upon written request to the board of directors; (2) any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 30 days from the date due unless otherwise extended for good cause; (3) and 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 repute of the association, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members or individual members is called for, each member in good standing shall be entitled to cast 1 vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate-holding membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

Section 7: Orientation

Orientation on the purposes and activities of this organization shall be provided for new members and directors. An orientation handbook shall be provided.

Section 8: Individual Membership

Memberships for those interested in the work and events of the Roseau Civic and Commerce Association, but not participating in special events and promotions, shall be allowed a reduced rate as determined by the board of directors. Individual members may be allowed voting privileges and may attend general meetings and Business After Hours events. The board of directors shall confer or revoke individual memberships in accordance with the rules specified in Article II, Section 4 of the bylaws.

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 at least 3 days 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.

Section 5: Notices, Agendas, and Minutes

Written notice of all association meetings must be given at least 10 days in advance, unless otherwise stated. An advance agenda must be prepared for all meetings. Said notice and agendas will be mailed or emailed.

Official minutes must be taken at each qualified meeting, and reports of the minutes must be approved by the board or committee chair;

- A. The committee chair must present the minutes to the board of directors at the next board of directors meeting.
- B. Board of director meeting minutes will be approved or amended at the next monthly meeting.
- C. Board of Director and General Membership reports may be made available to general membership after approval.
- D. Until such time minutes are voted on and approved by the board, minutes shall NOT be shared with anyone who is not a duly elected member of the board.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The board of directors shall be composed of 8 members, up to one-half of whom shall be elected annually to serve for 2 years or until their successors are elected and have qualified. The Roseau promotions director shall also be a voting and working member of the board.

- A. The government and policy-making responsibilities of the association 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.
 1. At the November board of directors meeting, the chair of the board shall appoint, subject to approval of the board of directors, a nominating committee of 3 members of the board. The nominating committee shall include the promotions director, who shall be designated the chair of the committee.
 2. Prior to the December board meeting, the Nominating Committee shall present to the board a slate of candidates to serve 2 year terms to replace the directors whose regular terms are expiring, or those who have resigned their positions.

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 determination of the Nominating Committee as to the legality of the petition(s) shall be final. 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. If a legal petition shall present additional candidates, 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 candidates with the most votes to fill the empty positions.

Section 3: Seating of New Directors

All newly elected and appointed board members shall be seated at a special board meeting of serving directors and retired directors no later than 2 weeks following the annual meeting. After the newly elected board members are installed, the retired directors will be dismissed. The chair or vice chair shall call for nominations for officer positions. Officers shall be determined by a majority vote for each position.

- A. The agenda for this meeting shall include a motion and approval to accept the existing association bylaws, or a motion and approval to amend the existing association bylaws.
- B. Operational procedures shall be reviewed and approved to accept the existing operational procedures, or a motion and approval shall be made to amend existing procedures.

Section 4: Vacancies

A member of the board of directors who shall be absent from 3 consecutive regular meetings of the board of directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the board, or among the officers, shall be filled by the board by a majority vote.

Section 5: Policy

The board of directors is responsible for establishing procedure and formulating policy for the organization. It is 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.

- A. A committee shall be appointed annually to review existing policies prior to the first scheduled meeting of the board of directors. Notice of suggested changes shall be submitted to the board one week prior to that meeting.
- B. The board will vote on any policy changes presented.

Section 6: Management

The board of directors shall employ a promotions director and shall fix the considerations of employment.

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.

- 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.

C. Treasurer.

The position of treasurer shall be filled by the promotions director.

1. The promotions director shall be responsible for the safeguarding of all funds received by the association 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 treasurer and the chair or vice chair, in the absence of either or both, by any two officers if the amount of the check is more than \$500.00. Checks in the amount of less than \$500.00 shall only require the treasurer's signature. The promotions director shall cause a monthly financial report to be made to the board.
2. The promotions director shall serve as an advisor to the board and shall assemble information, data, and special reports as directed by the association.

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 of the board, vice chair, secretary, and the promotions director. The chair of the board will serve as chair of the Executive Committee. A quorum of 3 must be assembled to conduct business on behalf of the board.

ARTICLE VI

Committees and Divisions

Section 1: Appointment and Authority

The chair of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairs. The chair of the board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the association. Committee appointments shall be 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 of directors.

It shall be the function of committees to make investigations and recommendations to the board of directors, and carry out such activities as may be delegated to them by the board.

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.
- 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 receipted and recorded.
- 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.
- E. The board shall retain possession of any property held in the name of the association.

Section 3: Fiscal Year

The fiscal year of the chamber shall commence in January after the annual meeting and close on December 31.

Section 4: Budget

As soon as possible after the election of the new board of directors and officers, the budget committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

- A. The budget committee shall be comprised of the chair or vice chair, the promotions director, and no more than two other board members.

Section 5: Annual Audit

The accounts of the chamber of commerce shall be audited annually by a public accountant approved by the board. The audit must be available to the Roseau Civic and Commerce Association prior to the annual meeting in. The audit shall at all times be available to members of the organization within the offices of the association.

Section 6: Bonding

The president and such other officers and 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 for by the association. †

ARTICLE VIII

Dissolution

Section 1: Procedure

The association 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 association, unless approved by the board for expense reimbursements. Upon dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations in Roseau, to be selected by the board of directors as defined in IRS Section 501(c)(3).

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: (date)

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.

