

**BY - LAWS**  
**FARIBAULT AREA CHAMBER OF COMMERCE AND TOURISM INC.,**  
**FARIBAULT, MINNESOTA**

**ARTICLE I - NAME**

Section 1. The name of this organization shall be Faribault Area Chamber of Commerce and Tourism Inc., under the laws of the State of Minnesota with principle place of business located in Faribault, Minnesota.

**ARTICLE II - PURPOSE**

Section 1. By implementing programs and strategies that help members, the Faribault Area Chamber of Commerce and Tourism enhances local Business development, and prosperity.

**ARTICLE III - LIMITATION OF METHODS**

Section 1. The Faribault Area Chamber of Commerce and Tourism shall adhere to 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 IV - MEMBERSHIP**

**Section 1. Members**

Any business firm, association, corporation or partnership having interest in the above purpose shall be eligible for membership.

**Section 2. Associate Members**

The category of membership shall be available to additional entities within a corporation that holds a full membership. Associate members have all the same benefits as full member.

**Section 3. Individual Members**

Individuals may join the Chamber of Commerce in one of the following categories

1. Educators
2. Farmers
3. Retired business and professional people
4. Any citizen not eligible for membership through section 1 or 2 above

**Section 4. Honorary Members**

Exemplary service to the Faribault Area Chamber of Commerce and Tourism and to the community shall make an individual eligible to become an honorary member. Honorary members have all privileges of membership except holding office and are exempt from payment of membership dues. Honorary member status is given only by the Board of Directors majority vote. The Board of Directors can revoke honorary membership at any time.

**Section 5. Application for Membership**

Full and Associate members may be accepted for membership at any Board of Directors meeting. Applications must be received in writing or on a membership application form. The applicant's signature shall be regarded as agreement with the purpose of the organization and an obligation for payment of membership dues as outlined on the current dues schedule.

**Section 6. Voting Privilege**

In the case of a vote or election by poll of the membership, all full and associate members in good standing shall be entitled to cast one vote.

### Section 7. Membership Suspension

The Board of Directors may suspend membership for cause or for nonpayment of dues.

- a. A three-fourths vote of all directors shall be necessary to suspend a member for cause.
- b. A member is automatically suspended for nonpayment of dues 120 days after January 1 of each year. A suspended member shall have the right to appeal to the Board of Directors upon written request. The member must be allowed to make such an appeal at the next Board of Directors meeting within thirty days of the request.
- c. A suspended member may be reinstated upon the approval of the Board of Directors, payment of the current year's annual dues, and payment of any outstanding dues or other payments to the Chamber.

### Section 8. Resignation

Members may resign with written notice to the Board of Directors

### Section 9. Cancellation of Obligations

In the event of death, departure from the area, or in consideration of business changes, the Board of Directors may cancel all dues and other financial obligations.

## ARTICLE V - BOARD OF DIRECTORS

### Section 1. Governance and Meetings

The governance of the Chamber, the direction of its work, the control of its property and the adoption of rules for conducting the business of the Chamber shall be vested in the Board of Directors. They shall determine their regular meeting time and place. Absence from three consecutive regular meetings, without an excuse deemed valid and so recorded by the Board of Directors, shall be construed as a resignation.

### Section 2. Composition

The Board of Directors shall consist of 15 members, comprised on 5 officers; Chair, Past Chair, Vice Chair, Treasurer, President and ten elected directors, three of whom shall be elected annually for a term of three years. The Board shall appoint one "at large" member, for a one-year term.

### Section 3. Duties

The Board of Directors shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements in such amounts as shall not exceed the budget allowance for such work. The Board may grant to any committee a reasonable amount of money for special work, provided the amount beginning of the fiscal year, the Board of Directors shall approve a budget of the estimated expenses of the Chamber.

### Section 4. Ex-officio

The President of the Chamber shall serve as an ex-officio member without vote.

### Section 5. Terms of Directors

Board Members may serve no more than two consecutive three year terms, unless a lapse of at least one year occurs from the previous full term as a director.

### Section 6. Vacancies

The Directors shall have power to fill all vacancies on the Board.

### Section 7. Quorum

A simple majority of the Board of Directors shall constitute a quorum at any meeting.

### Section 8. Term

The Board of Directors shall be elected in the method provided herein and assume duties January 1 and serve through December 31 of the last year of the term.

#### Section 9. Nominating Committee

Before August 15 of each year the Chair of the Board shall appoint a Nominating Committee, the majority of whom are not currently serving on the Board of Directors.

#### Section 10. Nominating Procedure

No later than September 1 of each year, the Nominating Committee shall notify the membership of the opportunity to submit candidates for nomination. The Nominating Committee shall allow at least 30 days for open nominations. The Nominating Committee shall submit to the Chair of the Board a slate of candidates equal number to the number of openings on the Board.

#### Section 11. Election

The Board Chair shall notify the President to present the slate of directors to the membership for approval. The President shall mail to all members of the Chamber a list of the candidates recommended by the Nominating Committee ten days prior to the election.

#### Section 12. Petition

If a petition of 25 members is presented to the Board Chair for a candidate not on the slate recommended by the Nominating Committee, then the Chair of the Board shall appoint an Election Committee to conduct a ballot vote of the general membership to be concluded no later than Oct 31. The candidates receiving the majority of the votes shall be considered elected.

### ARTICLE VI MEMBERSHIP MEETINGS

#### Section 1. Meetings

The Board of Directors may hold membership meetings whenever it may be considered necessary or desirable.

#### Section 2. Petitioned Meetings

The Board of Directors shall call a membership meeting upon receiving a petition signed by not less 10 percent of the members.

#### Section 3. Annual Meeting

The Board of Directors shall hold an annual meeting to review the annual report. This meeting shall be open to all members.

#### Section 4. Annual Report

An annual report of the Chamber shall be issued to all members following the Board review.

#### Section 5. Notice

Notice of membership meetings shall be given to each member in person by mailed notice to the last known post office address at least five days in advance of day of meeting.

#### Section 6. Membership Quorum

Twenty-five percent of the membership shall constitute a quorum.

## ARTICLE VII - OFFICERS AND THEIR DUTIES

### Section 1. Officers

Officers include; Chair,-Vice Chair, treasurer and Past Chair. All Officers are ex-officio members of the Board of Directors.

### Section 2. Duties of the Chair

The Chair of the Board shall:

1. preside at meetings of the Board of Directors and membership
2. have power to appoint all committees
3. be an Ex-Officio member of all committees
4. perform all duties incident to this office

### Section 3. Succession to the Chair

Upon appointment by the Board to the Executive Committee, vice-chair succeeds to serve as the Chair of the Board. The Vice-Chair shall act in absence of the Chair.

### Section 4. Treasurer Duties

The Treasurer shall oversee the collection and expenditure of all funds of the Chamber and make recommendations to the Board of Directors and President as needed. The Treasurer shall serve as financial officer and shall co-sign checks as authorized or in the absence of the President and Chair of the Board. The Treasurer, in cooperation with the President, shall present a monthly financial report to the Board of Directors and an annual report to the members. The Treasurer is appointed by the Executive Committee. The Treasurer may serve no more than two consecutive three year terms, unless a lapse of at least one year occurs from the previous full term.

### Section 5. President

The Board of Directors may employ a President, whose compensation shall be determined by the Executive Committee. The President shall be the Chief Administrative officer of the Chamber. Duties are subject to the direction of the Board of Directors. The President shall assist with Treasurer's duties. At the termination of employment, all books, papers, and property of the Chamber shall be delivered to the Board of Directors.

### Section 6. Bonds

The President and Chamber staff shall furnish security bonds in such amounts as the Board of Directors shall deem necessary. The Faribault Area Chamber of Commerce and Tourism shall underwrite this cost.

### Section 7. Duties of the President

Administration and operation is assigned to the President who shall be responsible for carrying out policies and duties established by the Board of Directors. He/She or a designated staff member shall also serve as a Secretary of the Board of Directors and Executive Committee.

### Section 8. Management

The President shall manage the property, business and affairs of the Chamber. He/She shall perform all duties incident to the office or prescribed by the Board. He/She shall employ and supervise the staff necessary to carry on the work of the organization, and set their compensation within limits set by the Executive Committee. He/She shall supervise the maintenance of all records, preparation of reports, collection of investments and expenditures against the budget. He/She shall supervise the preparation of monthly financial statements and shall prepare an annual report on organization activities and finances.

## ARTICLE VIII - COMMITTEES

### Section 1. Appointment of Committees

The Chair of the Board with the approval of the Board of Directors shall appoint all committees and committee Chairs. The Chair of the Board may also appoint such ad hoc committees and task forces as deemed necessary to carry out the work of the Chamber. All committees serve as advisory committees to the Board of Directors and carry on the activities delegated to them by the Board.

### Section 2. Limitations of Committees

No committee or committee member shall take binding action or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board of Directors.

### Section 3. Executive Committee

The Executive Committee shall be composed of the Past Chair, Chair, Vice Chair, Treasurer. The President shall be a non-voting member of the committee and shall serve as its Secretary.

### Section 4. Appraisal of President

Annually the Executive Committee shall make an appraisal of the Executive Directors performance based on the job description.

### Section 5. Advisory Committee

The Executive Committee shall serve as an advisory committee to the President to discuss strategies and other issues regarding the management of the Chamber.

### Section 6. Executive Committee Authority

The Executive Committee shall have the full authority of the Board of Directors to act on behalf of the Chamber in emergencies or between Board meetings if necessary.

## ARTICLE IX - FINANCES

### Section 1. Budget Preparation

A Budget Committee appointed by the Chair of the Board shall submit a proposed budget to the Board at a regular Board meeting no later than December. As passed by the Board, with or without modification, this budget shall be the appropriation of the Chamber.

### Section 2. Authorization of President

Upon approval of the budget, the President shall be authorized to make the disbursements of accounts provided for in the budget without additional approval by the Board.

### Section 3. Standard Practices

The President and the Treasurer shall monitor compliance with the budget and with standard and proper financial policies regarding the receipts, disbursements and investment of the Chamber funds.

### Section 4. Financial Report

The Board of Directors shall approve the annual financial report, prepared by the Treasurer and the President, and present a full and clear statement of the business and condition of the Chamber corporation when called for by a vote of the members.

### Section 5. Insurance

The Officers, Directors, committees, volunteers and employees of the Faribault Area Chamber of Commerce and Tourism shall be covered by Board of Directors and Officers Liability Insurance in such amounts as the Board of Directors deems necessary. The Faribault Area Chamber of Commerce and Tourism shall underwrite this cost.

### Section 6. Fiscal Year

The fiscal year shall be the calendar year.

## ARTICLE X - PARLIAMENTARY PROCEDURE

### Section 1. Rules of Order

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order Manual of Parliamentary Rules.

## ARTICLE XI - AMENDMENTS

### Section 1. By-law Amendments

These by-laws may be amended or altered by a majority vote of those present at any regular or special meeting of the Board of Directors, or by a majority vote of a mail ballot. Notice of the proposed change(s) shall have been mailed by the President to each member no less than 10 days prior to such meetings or mail ballot.

## ARTICLE XII- DISSOLUTION

### Section 1. Dissolution of the Organization

The Faribault Chamber of Commerce may be dissolved and become terminated by a majority ballot of its membership. Funds on hand and obtained by sale of its assets shall be held in escrow for five years, and distributed to a successor Chamber of Commerce formed within that period. If, at the end of five years no successor organization has been formed, the funds shall be distributed to the City of Faribault for economic development purposes.

## ARTICLE XIII - INDEMNIFICATION

### Section 1. Indemnification

To the full extent as permitted by the Minnesota Nonprofit Corporation Act, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed legal action, suit or proceeding, wherever and by whomever brought, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was a member Director, officer or serving at the request of the Board, shall be indemnified by the corporation by the affirmative vote of the majority of the directors present at a duly held meeting of the Board.