

Lake City Chamber of Commerce Bylaws

Revised: December 2017

Name: The name of the organization shall be the Lake City Chamber of Commerce. This organization is incorporated under the laws of the State of Minnesota and known as Lake City Chamber of Commerce. Its principle office shall be located within the corporate limits of the city of Lake City.

Mission: This organization is committed to working together, fostering a prosperous trade environment, and providing a unified voice for our business community.

Limitation of Methods: The Lake City Chamber of Commerce shall be non-partisan, non-sectional, non-sectarian, and shall take no part in, or lend its support to the election or appointment of any candidate for state, county, city or federal office.

MEMBERSHIP & DUES

Anyone shall be eligible for membership who is interested in advancing the commercial, agricultural, industrial, tourist, or civic interest of Lake City and the surrounding area. All memberships are subject to the approval of the majority of the Board of Directors.

CATEGORIES OF MEMBERSHIP

Active Members: Those members having a business in Lake City or the surrounding area or those designated representatives per business serving the Lake City area. Active members pay dues according to a dues schedule determined by the Board of Directors and are entitled to all the rights and privileges of membership in the association including the right to vote and hold an office.

Associate Members: Those members wishing to support the Chamber of Commerce and contribute to community betterment. Dues for these members shall also be determined by the Board of Directors and shall be lower than active member dues. Associate members may vote in any election or referendum, but may not be elected to an office. These members may chair committees when appointed by the president.

Honorary Members: Those individuals who have distinguished themselves through the years of service to the Lake City area or the State of Minnesota and who have been elected by the Board of Directors a distinguished honor within the organization. Such Honorary Members shall have all the rights and privileges of active members except the right to vote, and shall be exempt from all dues and fees.

DUES

The Board of Directors shall have the power to determine dues annually based on the financial needs of the organization.

TERMINATION OF MEMBERSHIP

Any member shall be terminated by the Board of Directors upon majority vote at a regularly scheduled board meeting, for nonpayment of dues after 90 days from due date.

A Member may resign from the Chamber upon written notice to the Board of Directors. Dues paid by the Member will not be refunded.

A Member may be terminated by majority vote of the Board of Directors, at a regularly scheduled meeting, for conduct prejudicial to the aims and repute of the organization. Ten (10) day notice and a hearing before the Board of Directors are afforded the subject Membership. Remainder of Member paid dues will be refunded, prorated to first day of the next month following termination.

COMPOSITION, DUTIES, POWER, AND TERMS

The government of the Chamber of Commerce, the direction of its work and the control of its property shall be vested in a Board of Directors. The Board of Directors will adopt rule, regulations, and policies for conducting the business of the Chamber of Commerce. The Board shall submit at the annual meeting a report of the finances of the organization.

DESCRIPTION OF THE BOARD

- The Board of Directors shall be composed of President, President-Elect, Past President, Vice President, and six Directors.
 - Directors shall serve two-year terms and are elected by the general membership. Directors shall be elected by January 31st and shall assume duties at the annual meeting.
 - No Director at large shall serve for more than two consecutive terms. A director who has been elected to fill a vacated term shall be eligible for re-election up to two consecutive terms beyond the vacated term being filled
- All Chamber Board members shall be Chamber members in good standing with their dues paid.
- Board meetings are meetings open to the general membership or those asked to attend by the Board that shall be held as scheduled by the Executive Committee. A minimum of 10 meetings per year will be held.
- Closed meetings may occur in the event confidential information is to be discussed and will occur as deemed necessary by the Board of Directors.

OFFICIAL OFFICES

- President
- President-Elect

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- **Past-President**

The board shall consist of a total of 10 board members filling the offices outlined above. Each of these offices shall be nominated and elected by the board of directors before January 31st and shall assume duties at the annual meeting. At the annual meeting, the outgoing President shall conduct old business and the new President shall conduct new business.

The Executive Director shall fill the Secretary/Treasurer position.

Length of Term: Officers may only hold their position for one consecutive term.

DUTIES OF THE OFFICERS

PRESIDENT

- The President shall preside at all meetings of the Chamber and Board. He/She shall perform all duties incident to his/her office and advise such action as might be deemed by him/her likely to increase the usefulness of the Chamber.
- The President is the main point of contact to the Executive Director.
- The President shall appoint, subject to the approval of the Board, standing Committees and such other Committees as may be deemed necessary from time to time. Each Committee the President appoints shall consist of at least one member of the Board of Directors whenever possible.
- The President shall have authorization to co-sign for all bank accounts.

PRESIDENT-ELECT

- In the absence of the President, the President-Elect shall assume the Presidential duties.
- The President-Elect shall serve on the Finance Committee
- At the Annual meeting, the President Elect will assume the position of President and will give his/her plan of action for the coming year.
- The President Elect shall have authorization to co-sign for all bank accounts.

PAST PRESIDENT

- Past President shall serve as an ad hoc advisor.

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- The Past President remains a voting member while still completing their term. In the event he/she is serving beyond their two terms, he/she will be a non-voting member.

BOARD OF DIRECTORS

DIRECTORS

- Directors are liaisons to Chamber committees. They shall attend committee meetings and report to the Board of Directors monthly.
- Directors help recruit new members and participate in “First Dollar” presentations.

ELECTION PROCESS FOR DIRECTORS

- The Board of Directors shall serve as the Nominating Committee. Members in good standing can make nominations by contacting the Nominating Committee or the Chamber office in writing prior to December 15th.
- Under the direction of the Nominating Committee, the Executive Director will distribute ballots to the voting membership.
- Each membership in good standing is allowed one vote.

COMMITTEE FORMATION

- The President shall appoint, subject to the approval of the Board, standing Committees and such other Committees as may be deemed necessary from time to time. Each Committee the President appoints shall consist of at least one member of the Board of Directors whenever possible.
- The Board of Directors shall supply each Committee with a written commission stating the purpose and duties assigned to the committee.

EXECUTIVE COMMITTEE

This Committee shall be composed of the President, President Elect, the immediate Past President and the Executive Director of the Chamber.

Between meetings of the Board, the Executive Committee 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 the authority to order disbursements for necessary expenses and may grant to any committee a reasonable budget allowance for such work as previously approved by the Board.

FINANCE COMMITTEE

The Finance Committee shall be made up of the following: The President-Elect, who shall serve as the chairman, the Executive Director and two appointed persons, as appointed annually by the Board of Directors.

The responsibility of the Finance Committee shall be budget formulation and ongoing financial review.

AUDIT. Audits shall be conducted by an audit firm not affiliated with the Chamber and will occur as the Board of Directors sees fit. The audit report shall be delivered to the Board of Directors for their review and action.

QUORUMS, REFERENDA, AMENDMENTS

DETERMINING QUORUMS

- **Board of Directors Meeting:** A quorum shall consist of no fewer than 50% of the Board members.
- When necessary, Board members can call in for Board meetings and be included as part of the quorum for the meeting.

REFERENDA

Upon the written request of 25% of the general membership in good standing, the Board of Directors shall, or upon its own initiative, may submit a question by mail to the membership for referendum vote.

Briefs stating both sides of the question shall accompany the ballot for that vote. When so states in the written request, action taken thereon shall be final, and shall bind the Board of Directors.

AMENDMENTS

These bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Chamber of Commerce, provided notice of the proposed change shall have been mailed by the Executive Director to each member not less than ten (10) days prior to such meeting. All proposed amendments should first have the approval of the Board of Directors.

EXECUTIVE DIRECTOR

- The Executive Director shall be hired by the Board of Directors and shall be Chief Executive Officer and Secretary/Treasurer of the Lake City Chamber of Commerce

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- It shall be the duty of the Executive Director to conduct the official correspondence, preserve the books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees.
- He/She shall submit a financial statement and written report of the year's work at the close of the fiscal year.
- He/She shall have general supervision over all employees of the Chamber.
- He/She shall perform duties as may be incident to his/her office, subject to the direction of the Board of Directors.
- Upon termination of employment, the Executive Director shall deliver to the Board of Directors all books, papers, and property of the Chamber.
- The position of Executive Director and all assistants shall be bonded in the amount approved by the Board of Directors and the Chamber shall pay the fee.

FISCAL YEAR, ANNUAL MEETING

The corporate fiscal year shall begin January 1 and end December 31. The annual meeting of the membership of the corporation shall be held during the month of January at such a place and on a day and hour as the Board of Directors may determine.

Notice of the annual meeting or any special meeting shall be given through publication or newsletter to the membership in the area served by the corporation or by regular mail no less than seven (7) days prior to the date of such meeting.

RESIGNATION OF A BOARD MEMBER

A Director shall be deemed to have resigned from the Board in the event any of the following occur:

- If a director misses three regular meetings of the Board of Directors unless the absence is a result of illness or is otherwise excused by a majority of the Board.
- If the director terminates his/her relationship with the member organization which he/she represented.
- If the director him/herself submits a letter of resignation.

When a vacancy occurs, the board shall appoint a member to fill the position for the remainder of the term previously occupied by the director who has resigned.

RESIGNATION OF AN OFFICE

- If a president elect resigns, the board of directors shall select a new president elect at the next regularly scheduled board meeting.
- If the president resigns, the president elect will assume the role of president and the board of directors will elect a new president elect. The president elect will fulfil the existing term in addition to their scheduled term.

DISSOLUTION OF THE ORGANIZATION

Dissolution of the organization will require a ballot vote. Dissolution must be approved by three-fourths of the total membership in good standing at a regular or special membership meeting.