



**White Bear Area  
Chamber of Commerce**

# **BYLAWS**

**Adopted January 25, 2019**

# **BYLAWS OF THE WHITE BEAR AREA CHAMBER OF COMMERCE**

## **ARTICLE I**

### ***General***

#### **Section 1: Name**

This organization is incorporated under the laws of the State of Minnesota and shall be known as the White Bear Area Chamber of Commerce.

#### **Section 2: Purpose**

The White Bear Area Chamber of Commerce serves to facilitate the growth and promotion of its members, supporting them through education, training and advocacy.

The Chamber serves as a community leader fostering projects and programs that will promote the economic health, welfare and development of business in the White Bear area strengthening business through advocacy, networking and education.

As a community leader, the Chamber of Commerce also acts as a conduit through which other organizations and people can coordinate and improve the economic vitality within the White Bear area.

#### **Section 3: Area**

The White Bear Area consists of cities (or communities) in the Northeast region of the Twin Cities, encompassing Birchwood, Dellwood, Gem Lake, Hugo, Mahtomedi, Maplewood, North Oaks, North St. Paul, Vadnais Heights, White Bear Lake, White Bear Township, and Willernie. Membership is open to businesses and individuals outside these communities.

#### **Section 4: Limitation of Methods**

The White Bear Area Chamber of Commerce shall observe 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. The Chamber, as a non-profit volunteer organization, is not formed for a purpose involving financial gain to members. The Chamber will pay no dividends nor provide other monetary compensation, directly or indirectly.

## **ARTICLE II**

### ***Membership***

#### **Section 1: Eligibility**

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Members must be in good standing with the State of Minnesota and have a valid State Tax Identification Number, Federal Tax Identification Number, or Social Security Number.

## **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 Article II, Section 3.

## **Section 3: Investments**

Membership investment dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

## **Section 4: Termination**

a) Any member may resign from the Chamber upon written request to the Board of Directors;

b) Any member shall be expelled by the Board of Directors for nonpayment of dues, unless otherwise extended for good cause;

c) 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 Chamber, after notice and opportunity for a hearing are afforded the member complained against.

## **Section 5: Voting**

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

## **Section 6: Exercise of Privileges**

Any firm, association, corporation, partnership, or estate holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its membership.

## **Section 7: Orientation**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee Chair, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

## **Section 8: Honorary Membership**

Honorary individual members must be a Chamber member who has retired and does not own a business. An honorary individual member shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

## **ARTICLE III**

### ***Meetings***

#### **Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with State law, shall be held within the first quarter of each new year. The time and place shall be fixed by the Board of Directors and notice thereof mailed in writing by letter or by notice in a newsletter, fax or multiple e-mails to each member at least ten (10) days before said meeting.

#### **Section 2: Additional Meetings** (General membership, Board and committee meetings)

General meetings of the Chamber may be called by the Chair of the Board at any time, or upon petition in writing by letter or by notice in a newsletter, fax or multiple e-mails of any ten (10) percent; of the members in good standing;

- a) Notice of special meetings shall be mailed by letter or by notice in a newsletter, multiple e-mails or fax to each member at least three (3) days prior to such meetings;
- b) Board meetings may be called by the Chair of the Board or by the Board of Directors upon written or e-mail notice of three (3) members of the Board. Notice including the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting;
- c) Committee meetings may be called at any time by the Chair of the Board, or by the committee's Chair.

#### **Section 3: Quorums**

At any duly called general meeting of the Chamber, ten percent (10%) of the members in good standing shall constitute a quorum; at a Board meeting, a majority of voting directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum. In transacting business, a majority vote of those attending is sufficient to pass or carry any motion except for those items requiring a two-thirds (2/3) vote in *Robert's Rules of Order* or this document.

#### **Section 4: Written Action in Lieu of a Meeting**

To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if such action is in a writing signed, or consented to be authenticated electronic communication, by at least two thirds (2/3) of the total number of Directors. Any such action shall be filed with the minutes of the Board. The written action shall be effective when signed, or consented to by authenticated electronic communication, unless a different effective date is set forth therein. *Roberts Rules of Order* apply.

## **ARTICLE IV**

### ***Board of Directors***

#### **Section 1: Composition of the Board**

The Board of Directors shall be composed of between eleven (11) and sixteen (16) members, of which shall consist of regular Board members plus a Chair, Chair-elect, Past Chair, Corporate Secretary, Executive and Treasurer. Each member of the Board of Directors may be elected to two (2) consecutive three (3) year terms, except the Corporate Secretary and Treasurer. The Treasurer's position is a one (1) year term appointed by the Board of Directors. The Treasurer has the option of renewing their position on a yearly renewal with agreement of the Board. The Corporate Secretary position is a one (1) year term appointed by the Board of Directors. The Corporate Secretary has the option of renewing their position on a yearly renewal with the agreement of the Board. If a member is chosen to be a Chair-elect he or she may have his or her term extended in order to complete his or her position as a Chair and Past Chair, and if a member is chosen to be a Chair he or she may have his or her term extended in order to complete his or her position as Past Chair. If there is a resignation of a Board member, then the Board in its discretion may choose to either appoint a person to fill the remaining term of the vacant Board member, or the Board may initiate an election to fill any such vacancy, or the Board may choose not to fill any such vacancy if the remaining vacant term is less than one (1) year.

#### **Section 2: Selection and Election of Directors**

**A. Nominating Committee.** At or before the regular August Board meeting, the Chair of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber at least two (2) of these members shall be non-Board members and one (1) shall be the Chamber Executive Director. The Chair of the Board shall designate the Chair of the committee. Any individual who has expressed their desire to serve as a Director can not be a member of the Nominating committee. At the September or October Board of Directors meeting, the Nominating Committee shall present a slate of candidates to fill open positions. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Director.

**B. Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the Board of Directors shall immediately advise the Chamber Executive Director to notify the membership by letter or by notice in a newsletter, fax or multiple e-mails of the names of persons nominated as candidates for Directors and the right of petition.

**C. Nominations by Petition.** Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twelve (12) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee at the Chamber office within ten (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.

**D. Determination.** If no petition is filed by the members within the designated period, the nominations shall be closed. The names of all candidates shall be arranged on an electronic ballot in alphabetical order. Instructions will be to vote for candidates only. The Chamber Executive Director shall e-mail the link to the electronic ballot to all active members at least 15 days before the regular October or November Board meeting.

The e-mail from the Chamber Executive Director will identify the deadline by which all electronic ballots must be completed. The Board of Directors shall at its regular October or November Board meeting declare the candidates with the greatest number of votes elected.

### **Section 3: Seating of New Directors**

All newly-elected and appointed Board members shall be presented at the regular November or December Board meeting and shall be participating members without voting rights until the official Board meeting of the new calendar year. Retiring directors shall continue to serve until the January Board meeting when the new directors are sworn in.

### **Section 4: Vacancies**

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors may 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 of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

### **Section 5: Policy**

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

The Board of Directors is responsible for establishing the procedures and formulating and adopting the policy of the organization.

### **Section 6: Management**

The Board of Directors shall employ an Executive and shall fix the salary and other considerations of employment. A written performance evaluation of the Executive will be conducted on an annual basis.

### **Section 7: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber 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 they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, 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. The Chamber carries Directors and Officers liability insurance.

## **ARTICLE V**

### ***Officers***

#### **Section 1: Determination of Officers**

Each year the current Chair of the Board in collaboration with the Nominating Committee will appoint a Director to serve as Chair-elect. If the Directors who are serving as Treasurer and Corporate Secretary elect to not renew their positions with the Board, the Chair of the Board will appoint a new director to serve in the vacated position of Treasurer and/or Corporate Secretary. All officer appointments must be approved by the Board of Directors.

#### **Section 2: Duties of Officers**

##### **A. Chair of the Board**

The Chair will serve as the chief elected officer of the Chamber and preside at Executive Committee, Board of Directors and membership meetings. The Chair will assist in planning Board of Directors retreats with Chair-elect and Chamber Executive Director. The Chair will serve as a liaison with community organizations and city officials. The Chair will provide input for the monthly Executive Committee and Board of Director meeting agendas at least one week in advance to Chamber staff. The Chair will schedule meetings with Chamber staff to ensure the successes of the Chamber are being met. The Chair will sign bi-monthly pay checks and he or she will sign expense checks when the Chamber Executive Director is unable. The Chair will review the job performance of the Chamber Executive Director at least once a year. The Chair will assist in the employment search for office personnel when needed.

The Chair may have advisors during his/her tenure as the Chair. Individuals selected as advisors will the title "Board Advisor". The Board Advisor is a non-voting position. The Board Advisors are chosen by the Chair and serve for a one (1) year term.

##### **B. Chair-elect**

The Chair-elect will exercise the powers and authority and perform the duties of the Chair in his or her absence. The Chair-elect will take on special chamber projects as appropriate. The Chair-elect will assist in planning Board of Directors retreats with the Chair and Chamber Executive Director. The Chair-elect will assist the Chair throughout the year. The Chair-elect will assist the Treasurer and Executive Director in creating the budget for the upcoming year. The Chair-elect will provide assistance to the office staff when needed. The Chair-elect will sign bi-monthly pay checks and he or she will sign expense checks when the Chamber Executive Director or Chair is unable. The Chair-elect will assist the Chair when reviewing the job performance of the Chamber Executive Director at least once a year. The Chair-elect will assist in the employee search when needed.

##### **C. Treasurer**

The Treasurer will be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer will balance the Chamber's accounts on a monthly basis. The Treasurer will work closely with the Office Manager to ensure financial software and data is up-to-date. The Treasurer will compile and present monthly financial reports to the Executive Committee and Board of Directors. The Treasurer will offer investment options for the association throughout the year. The Treasurer will file tax returns on an annual basis.

#### **D. Corporate Secretary**

The Corporate Secretary will sign legal documents as needed. The Corporate Secretary will assist in the employee search when needed.

#### **E. Past Chair**

The Past Chair will chair the past president/past chair events, functions and programs.

#### **F. Chamber Executive Director**

The Chamber Executive Director shall be the chief administrative and operating officer of the Chamber. The Chamber Executive Director shall prepare notices, agendas and minutes of meetings of the Board.

The Chamber Executive Director shall serve as advisor to the Chair of the Board on program planning, and shall assemble information and data and prepare special reports as directed by the Chair of the Board.

The Chamber Executive Director shall also be responsible for all expenditures within approved budget allocations. The Chamber Executive Director shall be a member of the Board of Directors and the Executive Committee with no voting rights.

With assistance of the Committee Chairs, the Chamber Executive Director shall be responsible for administration of the work in accordance with the policies and regulations of the Board of Directors. Within the cooperation of the appropriate Committee, the Executive shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors.

The Chamber Executive Director shall be responsible for hiring, discharging, directing and supervising all employees within levels of authority as described in the Chamber Executive Director's job description.

#### **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, Past Chair, Chair-elect, Treasurer, Corporate Secretary and the Chamber Executive Director. The Chair of the Board will serve as Chair of the Executive Committee.

### **ARTICLE VI**

#### ***Committees and Divisions***

##### **Section 1: Appointment and Authority**

The Chair of the Board may appoint such ad hoc committees and their Chairs as deemed necessary to carry out the work of the Chamber. Ad hoc committee appointments shall be at the discretion of the Chair of the Board and shall serve concurrent 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 ad hoc committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on 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 Chamber until it shall have been approved or ratified by the Board of Directors. Ad hoc 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 ad hoc committees.

### **Section 3: Testimony**

Once an ad hoc committee action has been approved by the Board of Directors, it shall be incumbent upon the ad hoc committee Chair or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

### **Section 4: Divisions**

The Board of Directors may create such standing committees (i.e. Ambassadors, Government Affairs, etc...), divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all standing committees (i.e. Ambassadors, Government Affairs, etc...), divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

## **ARTICLE VII**

### ***Finances***

#### **Section 1: Funds**

All money paid to the Chamber shall be placed in a general operating fund, unless a designated account has been established or required as a 501(c)(6) of the Internal Revenue code.

#### **Section 2: Disbursements**

Upon approval of the budget, the Chamber Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget consistent with the policies established by the Board of Directors.

#### **Section 3: Fiscal Year**

The fiscal year of the Chamber shall close on 12/31 of each given year.

#### **Section 4: Budget**

The Executive Committee or Finance Committee shall prepare the budget for the coming year and submit it to the Board of Directors for approval at the November or December Board meeting.

### **Section 5: Financial Report**

The Financial Statements of the Chamber of Commerce shall be available for review to members of the organization within the offices of the Chamber.

Annually, the Executive Committee or Board of Directors will consider whether to recommend an audit, review or compilation to be conducted.

### **Section 6: Bonding**

The Chamber Executive Director 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 Chamber.

## **ARTICLE VIII**

### ***Dissolution***

#### **Section 1: Procedure**

The Chamber 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 Chamber.

On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations 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 *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

## **ARTICLE X**

### ***Amendments***

#### **Section 1: Revisions**

These By-Laws may be amended by a majority of the members voting at any meeting of the organization or by ballot provided by the Chamber on instruction from the Board of Directors.

Fifteen (15) days written notice of any proposed changes must be given in the call of the meeting, by letter or by notice in a newsletter, multiple e-mails or fax or with the ballot. A copy of the proposed amendment shall be posted in the Chamber office at least five (5) days before such meeting or vote.

Adopted: November 2, 2006

Amended: February 25, 2019