

BY LAWS OF PINE ISLAND AREA CHAMBER OF COMMERCE

(Amended by Board of Directors July 2019)

ARTICLE I - Names & Offices

Section 1. The name of this organization shall be the Pine Island Area Chamber of Commerce.

Section 2. The registered office of the Corporation shall be PO Box 441, Pine Island, County of Goodhue, State of Minnesota, and the Corporation shall have other offices at such places as the Board of Directors may from time to time to determine.

Section 3. Seal. The Corporation has no Seal.

ARTICLE II - Object & Purpose

Section 1. Mission. To incorporate all Pine Island service, retail, manufacturing, and professional businesses and organizations in a cooperative effort to promote and enrich Pine Island.

ARTICLE III - Limitation

Section 1. The Pine Island Area Chamber of Commerce shall adhere to all local, state, and federal laws with apply to a non-profit organization as defined in Section 501 (C) (6) of the International Revenue Code.

ARTICLE IV - Membership

Section 1. Eligibility. Any adult person, sole proprietor, LLC, association, corporation, partnership, estate or other type of business entity, sympathetic with the objectives of this organization, shall be eligible for membership in the Chamber.

Section 2. Dues. Membership dues shall be paid in advance. The annual fee shall be established by the Board of Directors.

Section 3. Voting. Any membership, in good standing, shall be entitled to one vote, at a membership meeting. Members will be emailed notification of the Annual Meeting. Ensure the Chamber office has a current email on file for your organization.

Section 4. Classification. Two types of classifications will be defined by the Board of Directors, including:

A. Regular: Any reputable association, sole proprietor, LLC, corporation, partnership, individual business firm or estate having an interest in the purpose of the Chamber shall be eligible for regular membership, per type of business.

B. Honorary. Membership may be granted by the Board of Directors in recognition of special or meritorious service to the community or for other reasons, but such memberships must be limited to those who are not in commercial or professional life for profit. Honorary members are not required to pay dues and do not have the right to vote or hold office.

Section 5. Expulsion. Memberships shall be continuous from year to year subject to the following provisions:

A. Any member may be expelled for non-payment of dues after 90 days from the due date.

B. Any member may resign upon written notice to the Board of Directors.

Section 6. Termination. In the event of death or a move from the area, the Board of Directors may cancel all dues or other financial obligations.

ARTICLE V - Membership Meetings

Section 1. Place. All meetings of the membership shall be held at such places as the Board of Directors may direct.

Section 2. Annual Meetings. There shall be one annual meeting each year in March. Each member of the Chamber shall be given notice of the annual meeting, which notice shall be emailed at least one week prior to the date of the meeting.

Section 3. Special meetings. Special meetings of the members for any purpose, unless otherwise prescribed by statute, shall be called by the President of the Board or the majority of the Board of Directors or at the request in writing of three members. Three days prior to any such special meeting of the members, each member entitled to vote will receive an email stating the time, place, and object of meeting.

Section 4. Quorum. Paid members presence at any meeting, in person or by proxy, shall constitute a quorum for the transaction of business at any annual or special meeting of the members.

Section 5. Business Transacted at all special meetings shall be confined to purpose stated in the email

Section 6. All meetings to be conducted according to the Roberts Rules of Order.

ARTICLE VI - Board of Directors:

Section 1. Election of Directors. The property and business of the Corporation shall be managed by its Board of Directors, which shall be a minimum of three and maximum of seven, the President being elected for a term of 1 year and serving as the past President the following year. Newly elected directors take office at the March Annual Meeting. Directors may be removed by a majority vote of the board with cause.

Section 2. Eligibility. To serve as director, the person shall represent a Chamber membership in good standing.

Section 3. Nomination Election. The Board of Directors shall be elected by all members. Prior to the October meeting, a nominating committee shall be appointed to nominate at least one member per vacancy on the Board. The election shall be held at the November meeting. The nominee or write in person receiving the highest number of votes shall be declared elected.

Section 4. Regular meetings. The Board of Directors shall meet monthly. Unexcused absence from three consecutive regular meetings, and so recorded by the Board of Directors, shall be construed as a resignation.

(missing Section 5)

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting. In the event there is business requiring immediate action, and a quorum is not present at any meeting, the absent Board members may be polled by telephone or email to obtain their vote. A written consent in lieu of a meeting may be used.

Section 6. Vacancies. If the office of any Director or any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors who shall hold office in the unexpired term in respect of which such vacancy occurred.

Section 7. Powers of Directors. In addition to the powers and authorities conferred upon them by these articles and bylaws, the Board of Directors shall have the power to do all lawful acts necessary and expedite to the conduct of the business of this corporation, that are not conferred upon the members, by these bylaws, or by the Articles of Incorporation, or by statute.

ARTICLE VII - Officers

Section 1. Executive Director. Officer responsibilities can be performed by the Executive Director as delegated by the President of the Board.

Section 2. President of the Board. The President of the Board shall be the chief executive officer of the Corporation; the President shall preside at all meetings of the members and directors; the President shall have general active management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect. The President shall appoint all committees subject to confirmation by the Board of Directors.

Section 3. Vice President. The Vice President shall, in the absence or disability of the President of the Board, perform the duties and exercise the powers of the President of the Board and shall perform such other duties as the Board of Directors shall prescribe.

Section 4. Treasurer. The Treasurer will submit at every monthly meeting a financial statement. The Treasurer shall see that the books and necessary documents are turned over to the appointing auditing committee and audited annually and kept in satisfactory condition.

Section 5. Past President of the Board. The past President of the Board shall be a voting member of the Board.

Section 6. Secretary. The Secretary shall be the secretary of the Corporation and maintain all official records and papers of the Corporation. The Secretary shall keep or cause to be kept minutes of all meetings of the members, the Board of Directors, and such other official proceedings of the Corporation as the Board of Directors may determine.

Section 7. Directors. Directors shall represent the membership on the Board of Directors in whatever capacity as prescribed by the Board of Directors.

ARTICLE VIII - Committees, Task Forces, Department, Divisions, & Affiliates

Section 1. The Board of Directors of this Corporation shall determine the committees, task forces, departments, divisions, and affiliates deemed proper and necessary to fulfil the objects and purpose of this Corporation. The aforesaid shall be the working force of this corporation.

Section 2. All committee chairpersons and committee members shall be appointed by the President of the Board, subject to the approval of the Board of Directors.

Section 3. The President of the Board shall be an ex-officio member of all committees.

Section 4. At least one Director shall be assigned to each committee, and the Director shall assist the committee to see that their particular program of work is carried out. The Board member shall also act at a liaison between the Board of Directors and each committee.

Section 5. Committees are expected to recommend policy to the Board of Directors.

Section 6. Committee Budget Limitations. No committee, division, or any other group operation under such budget may expend more than its allocated account without the approval of the Directors. The Directors may at any time during the fiscal year reduce the amount originally allocated to any committee, division, or other group and may assign any unexpended budget balances, or any portion thereof, to other committees, division or groups, as deemed to be in the best interest of the Chamber. At the end of the fiscal year, the unexpended balances in any and all budget allocations shall revert to the general fund of the Chamber unless specific provisions to the contrary are made by the Directors.

Section 7. A majority of any aforesaid group shall constitute a quorum.

ARTICLE IX - Finances

Section 1. Budget. The Board of Directors shall submit a proposed, detailed budget to the members. When passed by the Members, with or without modification, the budget shall be the appropriation measure of the Chamber.

Section 2. Disbursements, Checks, & Notes

A. Upon approval of the budget, the Treasurer shall be authorized to make the disbursements on accounts of expenses provided for in the budget without additional approval by the Board of Directors.

B. All checks and notes of the Corporation not covered in (A) shall be signed by one of the following officers: President of the Board, Vice President, Treasurer, or such other person as the Board of Directors may designate.

C. All legal documents indebted to the corporation unless included in the approved budget shall be signed by any (2) of the following: President of the Board, Vice President, Treasurer.

Section 3. Annual Financial Reconciliation. The books of the Chamber and its divisions shall be examined annually by the auditing committee appointed by the Board of Directors and shall file the Federal 990 non-profit form with the Internal Revenue Service. This is to be completed as soon as feasible after the end of the fiscal year, December 31st.

Section 4. Directors Annual Statement. The Board of Directors shall at each annual meeting, and when called for by vote of members, present a full and clear statement of the business and conditions of the Corporation.

Section 5. Surety Bonds. The President of the Board, Vice President, Treasurer shall furnish surety bonds in such amounts as the Board of Directors shall deem necessary, with cost to be paid by the Pine Island Area Chamber of Commerce.

ARTICLE X - Fiscal Year

Section 1. The fiscal year of this corporation shall begin January 1st and end December 31st.

ARTICLE XI - Amendments

Section 1. Any vote on Amendments to the Articles and By-Laws of this group will be handed as allowed by law.

Section 2. Written notice shall be emailed to the last known address at least one week before meeting.

ARTICLE XII - Dissolution

Section 1. The Pine Island Area Chamber of Commerce shall use its funds only to accomplish the objects and purposes specified in these articles and by-laws, 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.

ARTICLE XIII - Indemnification

Section 1. Indemnification. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of the law, each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a member, director or officer of the corporation, or he/she is or was serving at the specific request of the Board of Directors of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present and a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a Director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of the provision of the by-laws.