

BYLAWS OF

THE PRINCETON AREA

CHAMBER OF COMMERCE (PACC)



MISSION STATEMENT OF THE PACC

Investing in your success through education, empowerment and leadership.

Princeton Area Chamber of Commerce

705 2nd Street North

Princeton, MN 55371

Revised October 15, 2019

ARTICLE I

GENERAL

Section 1 NAME

This organization is incorporated under the laws of the State of Minnesota and will be known as the Princeton Area Chamber of Commerce Incorporated (PACC).

Section 2 PURPOSE

The PACC is organized to advance the general welfare and prosperity of the Princeton Area so that its citizens and all areas of the business community will prosper. All necessary means of promotion will be provided, and particular attention and emphasis will be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3 AREA

The Princeton area or Princeton economic region is meant to include the City of Princeton, Minnesota, and surrounding trade area.

Section 4 LIMITATION OF METHODS

The PACC will observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1 ELIGIBILITY

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization is eligible for membership.

Section 2 INVESTMENTS

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

Section 3 TERMINATION

- a) Membership will be considered terminated if dues are not paid and current.
- b) 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 reputation of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 4 VOTING (Revised January 6, 2016)

- a) In any proceeding in which voting by members is called for, each member will be entitled to one vote.
- b) In any proceeding in which voting by members is called for, Absentee Voting will be permitted with each member entitled to one vote. When voting Absentee the vote must be submitted to the Chamber Office in person by 4pm of the day preceding the published date of the Annual Meeting when the Election is scheduled to take place.

Section 5 EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, or estate holding membership may designate individuals, whom the holding member desires to exercise the privileges of membership covered by its subscriptions, and will have the right to change its membership designee.

Section 6 ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization will be conducted for the following groups: new directors, officers and directors, committee leaders, committees, and new members.

Section 7 HONORARY MEMBERSHIPS

From time to time, individuals who have distinguished themselves in public service may become eligible for honorary membership. Honorary members will have all the privileges of members, except the right to vote, and will be exempt from payment of dues. The Board of Directors will confer or revoke honorary membership by a majority vote. In addition, in the case of a needed vote for quorum, the Assistant Director will be given the right to vote as an honorary member.

ARTICLE III

MEETINGS

Section 1 ANNUAL MEETING

The annual meeting of the corporation will be held during the fourth quarter of each year. The time and place will be fixed by the Board of Directors, and notice of the annual meeting will be communicated to each member at least 10 days before said meeting.

Section 2 ADDITIONAL MEETINGS

The general meetings of the PACC may be called by the President at any time or upon petition in writing of any 10% of members in good standing:

- a) Notice of special meetings will be communicated to each member at least five (5) days prior to such meetings;
- b) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) will be given to each Director at least one (1) day prior to said meeting;
- c) The Committee meetings may be called at any time by the President, respective department vice president, or by the committee's leader.

Section 3 QUORUMS

At any duly called General meeting of the PACC, 10% of the members will constitute a quorum; a majority of Directors present will constitute a quorum of the Board of Directors; at committee meetings, a majority will constitute a quorum except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

Section 4 NOTICES, AGENDAS, MINUTES

Written or electronic notice of all Chamber meetings must be given at least three (3) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 COMPOSITION OF THE BOARD *(Revised October 2019)*

The Board of Directors will be composed of eleven (11) members; the positions will hold a one, two, and three-year term, respectively. Therefore, each year four directors go off the board and four new directors are added.

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

Section 2 SELECTION AND ELECTION OF DIRECTORS *(Revised October 2019)*

A. Nominating Committee

- a. A notification will be sent to all chamber members during the month of September, notifying them of any board vacancies. Interested candidates will complete a board application to be returned to the chamber office.
- b. Prior to the first November board meeting, the nominated candidates will be presented to the board to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two (2) consecutive three year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.
- c. If there are more candidates than seats available, the board will conduct a balloted vote in November. If the number of candidates matches the seats available, the board will discuss and decide whether or not to vote that candidate onto the board.
- d. Upon board approval, new board members will be notified and asked to sign the Board of Director Agreement form and Confidentiality Agreement.

ARTICLE IV

BOARD OF DIRECTORS

Section 3 SEATING OF NEW DIRECTORS *(Revised October 2019)*

All newly elected Board members will be seated and sworn in at the December luncheon and outgoing members will be honored and thanked. Retiring Directors will continue to serve until the end of the calendar year.

Section 4 ATTENDANCE and VACANCIES *(Revised January 6, 2016)*

The Board of Directors will be personally responsible for their attendance meeting the following:

A. Meeting Attendance *(Revised October 2019)*

- a. A minimum of 75% of the 12 regularly scheduled Board meetings must be attended.
- b. Chamber Office must receive an email indicating a Director will NOT be attending a regularly scheduled meeting and stating reason for not attending.
- c. Four (4) consecutive meetings with unexcused attendance, unless confined by illness or other absence approved by a majority vote of those voting at the meeting thereof; will result in a warning. 2 additional consecutive meetings missed will automatically drop the Director from the membership on the Board.
- d. Directors arriving late or leaving early will have times noted in the minutes and be counted as attending the meeting.

B. Attendance by telephone

- a. The Board of Directors has established that Directors are able to participate and have full voting rights via telephone conferencing. This must be arranged with the Chamber Office in advance.
- b. No more than 4 of the 12 regularly scheduled meetings may be attended via telephone conferencing.

C. Event Attendance and participation

- a. Active Participation in a Rum River Festival committee is Mandatory.

- b. Active Participation in at least one (1) Chamber Sponsored Event, or activity, in addition to at least one shift at the Rum River Festival, is Mandatory.

Vacancies on the Board of Directors, or among the officers, will be filled by the Board of Directors by a majority vote to complete the term of the person being replaced.

ARTICLE IV

BOARD OF DIRECTORS

Section 5 POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization.

Section 6 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former directors 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 Directors of the Chamber, except in relation to matters as to which such Director shall be adjudged in such action, suit, or proceeding to be liable, or 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 regular January meeting, will reorganize for the coming year. The Board of Directors will also nominate officers each year. At this meeting, the Board will elect the President, Vice President, Treasurer, and Secretary. Officers will be elected from the members of the new board. All officers will serve for terms of one (1) year or until their successors assume the duties of office, and they will be voting members of the Board of Directors.

Section 2 DUTIES OF OFFICERS (Revised January 6, 2016)

A. President

- a. The President will serve as the chief elected officer of the Chamber of Commerce and will preside at all meetings of the membership, Board of Directors, and Executive Committee.
- b. The President will assign divisional or departmental responsibility, subject to the Board of Directors' approval.

B. Vice President – The duties of the Vice President will be such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors.

C. Treasurer – The Treasurer will be responsible for overseeing the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds will be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors.

D. Secretary – The duties of the Secretary will be such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors.

ARTICLE V

OFFICERS

Section 3 EXECUTIVE COMMITTEE *(Revised October 2019)*

The Executive Committee will act for and on behalf of the Board of Directors when the Board is not in session but will be accountable to the Board for its actions. It will be composed of the President, Vice President, Treasurer, and Secretary. The President will serve as head of the Executives Committee. The Executive Committee will meet one time per month and has the authority to approve checks and make other financial decisions. Members of the Executive Committee are strongly encouraged to attend the MCCE Summer Refresh Conference.

Section 4 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers as spelled out in Article IV, Section 6, of these bylaws.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1 APPOINTMENT AND AUTHORITY

The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments will be at the will and pleasure of the President and will serve concurrently with the term of the appointing President, unless a different term is approved by the Board of Directors.

It will be the function of 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.

Committees will be discharged by the President 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.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 3 TESTIMONY

Once committee action has been approved by the Board of Directors, it will be incumbent upon the committee leaders or, in their absence, others 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 divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board will authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board will annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by 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 will be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2 DISBURSEMENTS

Upon approval of the budget, the authorized officers may make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors, following the procedures below in Section 4. Disbursement will be by check.

Section 3 FISCAL YEAR

The fiscal year of the Chamber will close on December 31.

Section 4 BUDGET *(Revised October 2019)*

The Treasurer and Chamber staff will offer a preliminary budget for the coming year in September to the Board of Directors for review and discussion with a Revised Budget submitted to the Board of Directors for Final approval no later than October 31. A quarterly report will be presented and reviewed by the board.

Section 5 TRANSACTION APPROVAL *(Revised October 2019)*

A Check Register Report will be submitted for board approval prior to checks being released for payment. Any Board Member may choose to "Hold" checks listed on the report for review. Any checks on "Hold" may not be processed for payment until they are approved. Checks will be signed by the Executive Director, the Treasurer or the President once approved by the board. The Treasurer will cause a monthly financial report to be made to the Board. The outgoing Treasurer will serve as an advisor to the incoming Treasurer for the first quarter of the following year. Carried over from previous section. All debit card transactions over \$200 must receive prior approval from the Executive Board.

Section 6 ANNUAL AUDIT

The accounts of the Chamber of Commerce will be audited every three years at of the close of business on December 31 by a public accountant. The audit will at all times be available to members of the organization within the offices of the Chamber.

Section 7 SECURING CREDIT

Members of this corporation shall not be personally liable for any of the obligations of the corporation.

Section 8 BONDING

Such officers and staff as the Board of Directors may designate may 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 and defined in IRS Section 501(c)(6).

ARTICLE IX

PARLIAMENTARY AUTHORITY

Section 1 Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter of Bylaw of the PACC.

ARTICLE X

AMENDMENTS

Section 1 Revisions

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be

submitted to the Board or the members at least ten (10) days in advance of the meeting at which they are to be acted upon.

Bylaws of record as of November 23, 1987

Amendment to Article IV, Section 1, made in November 1998.

Bylaws reviewed, revised, and updated December 6, 2005.

Amendment to Article IV, Section 2, Paragraph A, Sub-Paragraph b. September 17, 2009

Amendment to Article IV, Section 2, Paragraph A, Sub-Paragraph b. November 8, 2011

Article IV, Section 4 reviewed, revised and updated April 15, 2015

Bylaws reviewed, revised, and updated January 6, 2016

Bylaws reviewed, revised and updated October 15, 2019