

BYLAWS OF THE
WOODBURY
CHAMBER OF COMMERCE

Adopted September 10, 1987

First Amendment

Second Amendment - July 8, 1993

Third Amendment - October, 1998

Fourth Amendment – December, 2002

Fifth Amendment – December, 2003

Sixth Amendment - October, 2005

ARTICLE I

GENERAL

SECTION 1 - NAME

This organization is incorporated under the laws of the State of Minnesota and shall be known as the Woodbury Chamber of Commerce Incorporated.

SECTION 2 - PURPOSE

The Woodbury Chamber of Commerce (the Chamber) is organized to advance the general welfare and prosperity of the business community in Woodbury. Our Mission is to be a leader in promoting the spirit of our city and helping to enhance a progressive business environment as well as to serve as the business voice of Woodbury.

SECTION 3 - ECONOMIC REGION

The Woodbury economic region shall focus on the City of Woodbury, and include surrounding economic areas.

SECTION 4 - LIMITATIONS OF METHODS

The Woodbury 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.

ARTICLE II

MEMBERSHIP

SECTION 1 - ELIGIBILITY

Any person, sole proprietorship, association, corporation or partnership having an interest in the objectives of the organization shall be eligible to apply for membership.

SECTION 2 - ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Chamber Manager (or designated individual), shall review all applications and submit them to the Board of Directors with a recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any application so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

SECTION 3 – DUES

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

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 by a two-thirds vote for non-payment of dues after ninety (90) days from the date due, 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.
- d. Payments past due may be subject to a late fee determined by the Board of Directors, communicated on the dues invoice.

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 vote.

SECTION 6 - EXERCISE OF PRIVILEGES

Any firm, association, corporation or partnership holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written request.

SECTION 7 - ORIENTATION

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

ARTICLE III

MEETINGS

SECTION 1 - ANNUAL MEETING

The annual meeting of the corporation, in compliance with State law, shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

SECTION 2 - ADDITIONAL MEETINGS - (General Membership Meetings, Board Meetings and Committee Meetings)

General meetings of the Chamber of Commerce may be called by the Chair at any time, or upon petition in writing of any 25% members in good standing:

- a. Notice of special meetings shall be mailed 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) 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, vice chair or by the Committee's chair.

SECTION 3 - QUORUMS

At any duly called general Meeting of the Chamber, those in attendance shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors; at Committee Meetings, a majority shall constitute a quorum except when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

SECTION 4 - NOTICES, AGENDA, MINUTES

Written notice of all chamber meetings must be given at least seven (7) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1 - COMPOSITION OF THE BOARD

The Board of Directors shall be composed of sixteen (16) members and the immediate past chair, of who shall be elected annually to serve for two (2) years, or until their successors are elected and have qualified. The Board may authorize additional board positions for major employers with a significant physical presence within the City of Woodbury.

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.

SECTION 2 - SELECTION AND ELECTION OF DIRECTORS

- A. Nominating Committee - Prior to the October Meeting, the Nominating Committee shall present to the First Vice Chair a slate of Candidates to serve terms as outlined in Article IV, Section 1, 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.

- B. Publication of Nominations - Upon receipt of the report of the Nominating Committee, the First Vice Chair shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

- C. Nomination by Petition - Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition may be filed with the Nominating Committee 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 within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular November Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for one member to fill each opening only. The First Vice Chair shall mail this ballot to all active members at least fifteen (15) days before the regular November Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at their regular October Board meeting, declare the candidates with the greatest number of votes elected.

- F. Successive Positions - The successive non-elective positions shall be: 2nd Vice Chair shall move to 1st Vice Chair, 1st Vice Chair shall move to Chair and Chair shall move to Past Chair Council all for a term of one year.

SECTION 3 - SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the annual December planning meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the Program year.

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 removed from membership on the Board.

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 Board of Directors is responsible for establishing procedure and formulating policy of the organization. The Board is also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual and reviewed annually or revised as necessary.

SECTION 6 - MANAGEMENT

The Board of Directors may employ personnel and shall fix the compensation and other considerations of employment.

SECTION 7 - 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 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.

ARTICLE V

OFFICERS

SECTION 1 - DETERMINATION OF OFFICERS

The Board of Directors (new and retiring directors) at its regular November meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chair, Vice Chair and Second Vice Chair. The Treasurer should be appointed by the Board. Officers will be elected from members of the Board. All officers shall serve for terms as outlined in Article IV, Section 1, or until their successors assume the duties of office, and they shall be voting members of the Board of Directors.

SECTION 2 - DUTIES OF OFFICERS

- A. Chair - The Chair shall serve as the chief elected officer of the Woodbury Chamber of Commerce and shall preside at all meetings of the membership, and Board of Directors.

The Chair shall assign Vice Chairs to divisional or departmental responsibility, subject to Board of Directors approval.

The Chair shall, with advice and counsel of Vice Chairs determine all committees, select all committee leaders, assist in the selection of the committee personnel, subject to approval of the Board of Directors.

- B. Vice Chairs - The duties of the First and Second Vice Chairs shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chair and Board of Directors. They will also have under their immediate jurisdiction, all committees pertaining to their general duties.
- C. Treasurer - The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in Financial Institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer, the Chair or Vice Chair. In the absence of either or both the Treasurer and Chair, checks may be signed by Officer. The Treasurer shall cause an annual statement be made to the Board and membership.

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, Past Chair, First Vice Chair, Second Vice Chair and Treasurer. The Chair will chair the Executive Committee.

Past Chair: The Past Chair shall assist the Board of Directors in setting long-range goals for the Chamber. The Past Chair shall also assist the Chair and the Chamber to provide continuity and proper transition of control and responsibility from year to year and shall serve as a resource person to the Board.

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 7 of these bylaws.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1 - APPOINTMENT AND AUTHORITY

The Chair, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The Chair may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chair and shall serve concurrent with the term outlined in Article IV, Section 1, unless a different term is approved by the Board of Directors.

It shall 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 shall be discharged by the Chair 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.

SECTION 3 - TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders 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 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 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 and 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 shall be placed in a general operating fund.

SECTION 2 - DISBURSEMENTS

Upon approval of the budget, the Officers are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

SECTION 3 - FISCAL YEAR

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

SECTION 4 - BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee (or Finance Committee, if preferred), shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

SECTION 5 - ANNUAL AUDIT

The accounts of the Woodbury Chamber of Commerce shall be audited annually as of the close of business on December 31 by the Executive Committee, with the Treasurer abstaining and the Chair abstaining along with one independent Board member appointed by the Board. The audit shall be at all times available to members of the organization within the offices of the Chamber.

SECTION 6 – DIRECTORS’ AND OFFICERS’ LIABILITY BONDING

The officers and staff, as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond, or other equivalent insurance, 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 member 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 or parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X
AMENDMENTS

SECTION 1 - REVISIONS

- a. These bylaws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members at any regular or special 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 in writing, at least seven (7) days in advance of the meeting at which they are to be acted upon.
- b. The quorum established at the voting meeting is at least two-thirds (2/3) of the Board of Directors.
- c. The amendment is approved by at least two-thirds (2/3) of the Directors in attendance at the time of the vote.

SECTION 2 - BY MEMBERSHIP

These bylaws may be amended or changed by the members at an official meeting provided that:

- a. Notice of the proposed changes has been sent to all members at least seven (7) days prior to the meeting.
- b. The amendment is approved by at least two-thirds (2/3) in attendance at the time of the vote.

Adopted: _____
(Date)

Amended: _____
(Date)

(Date)