

Albany Chamber of Commerce Bylaws

Article I General

Section 1: Name

This organization is incorporated under the laws of the State of Minnesota and shall be known as the Albany Chamber of Commerce Incorporated, (the Chamber).

Section 2: Purpose

The Albany Chamber of Commerce is organized to promote the collaboration of area businesses and community organizations to work together on community events, and the promotion of area businesses for the betterment of the Albany area. The Chamber's purpose is to also actively encourage local businesses to become members.

Section 3: Limitation of Methods

The Albany 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.

Section 4: Area

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

Article II Membership

Section 1: Eligibility

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

Section 2: Acceptance

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Any applicant shall become a member upon payment of membership dues.

Section 3: Termination

- A. Any member may resign from the Chamber.
- B. Membership shall be terminated for non-payment by March 1, unless otherwise extended for good cause.

- C. Any member may be expelled by majority 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 a ten-day notice and opportunity for a hearing are afforded the complained against member.

Section 4: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast (1) vote. No more than (1) vote by a representative from a business is permitted.

Section 5: Orientation

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

Section 6: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members 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.

Section 7: Dues

Membership dues will be such a rate or rates as determined by the Board of Directors and payable within 30 days of date of membership invoice. Membership dues are non-refundable.

Article III Meetings

Section 1: General Meeting

The general membership meeting will be held on the third Wednesday of each month at rotating locations of chamber members. The meeting date may be changed at the discretion of the Board of Directors.

The general meetings of the Chamber may be called by the Chamber President at any time or upon petition in writing or email of nine of the Chamber members in good standing.

Section 2: Additional Meetings

Notice of special meetings will be mailed or emailed to each member at least five (5) days prior to such meetings.

Board meetings will be called by the Chamber President or by the Board of Directors upon consensus of the majority 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.

The committee meetings may be called at any time by the Chamber President or by committee chairs.

Section 3: Quorums

At any duly called General meeting of the Chamber, 10% of the members shall constitute a quorum; at a board meeting, a majority of 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.

Article IV Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of five (5) members to serve for three (3) years. The terms will be staggered to consistently have the Board of Directors knowledgeable with the activities for the Chamber.

The governance 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 Board Members

- A.** At the regular October membership meeting the Chamber President will request nominations for new board members from general membership recommendations and board member recommendations. The general membership shall vote at its regular November Meeting, and declare one candidate with the greatest number of votes elected. In the event of a tie, the Board of Directors, by majority vote, will determine the candidate.
 - a.** Board members can serve up to three consecutive three year terms. After each term, they must be nominated by the board and voted on by the membership.
 - b.** If a member serves three consecutive terms, a period of 1 year must elapse before eligibility is restored.
- B.** Publicity of Nominations. Upon receipt of the nominations received, the Executive Secretary shall immediately notify the membership by mail or email of the names of persons nominated as candidates for directors.

Section 3: Seating of the New Directors

The newly elected Board members shall begin his/her three (3) year term beginning the first day of January.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular General membership meetings shall automatically be dropped from membership on the Board of Directors unless confined by illness or other absence approved by the President.

Vacancies on the Board of Directors, or among the officers, shall be filled by the General membership by a majority vote and that individual will serve the remaining term of that board member.

Section 5: Policy

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

These policies shall be maintained in a policy manual and revised as necessary.

The Board of Directors has the discretion to spend up to \$250 without the approval of the General Membership due to time constraints between General Membership meetings. A majority of the Board of Directors need to approve expenditure.

Section 6: Management

The Board of Directors may contract the services of an Executive Secretary.

Section 7: Indemnification

The Albany Area Chamber of Commerce 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 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 proceedings 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) at its regular December meeting shall reorganize for the upcoming year. The Board of Directors will elect the Chamber President and Vice President. Officers will be elected from members of the Board of Directors. In the event any current board members are unwilling to take on the responsibilities of officer, an individual from the general membership may fulfill those roles upon majority vote and/or approval from the general membership. All officers shall take office on the first day of the year and serve for a term of two (2) years or until their successors assume the duties of office. The Treasurer will be an appointed position by the Board of Directors and will be a non-voting member. The term of the treasurer will be at the discretion of the appointed treasurer and Board of Directors. Other officers shall be voting members of the Board of Directors.

Section 2: Duties of Officers

A. President.

- 1) The Chamber President shall serve as the Chief Elected Officer of the Chamber and shall preside at all meetings of the General Membership, and Board of Directors. The Chamber President shall, with advice and counsel of the Board of Directors, determine all committees, subject to approval of the Chamber membership.
- 2) The outgoing Chamber President shall serve as advisor to the incoming Chamber President during the first quarter of the following year.
- 3) The Chamber President will determine all committees, select all committee leaders, and assist in the selection of committee members.

B. Vice-President. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President will be responsible for determining that the program activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

C. Treasurer. The Treasurer shall be responsible for the safeguard 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 or, in the absence of the Treasurer, by any two officers. The Treasurer shall make a monthly financial report to the Board and Chamber membership. The outgoing Treasurer shall serve as advisor to the incoming Treasurer for the first quarter of the following year. The Treasurer is not a voting member of the Board of Directors.

D. Executive Secretary. The Executive Secretary shall serve as secretary to the Board of Directors. Other duties included, but not limited to; are to prepare notices, agendas, and minutes of meetings for the Board and General membership and all other duties that the Chamber President and the Board shall assign. The Executive Secretary is not a voting member of the Board of Directors.

Section 3: 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

Section 1: Appointment and Authority

The Chamber President, by and with the approval of the general membership, shall appoint all committees and committee chairpersons. The Chamber President may appoint such

ad hoc committees and their chairpersons as deemed necessary to carry out the program of the Chamber.

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 of Directors.

Section 2: Limitation of Authority

No action by any member, committee, or 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 and/or General membership.

Committees shall be discharged by the Chamber President when their work has been completed and their report accepted, or when, in the opinion of the Board of Directors and/or General membership, it is deemed wise to discontinue the committee.

Section 3: Testimony

Once committee action has been approved by the Board of Directors and/or general membership it shall be incumbent upon the committee chairperson or, in his/her absence, whom he/she designates as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Article VII Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund, in financial institutions approved by the Board of Directors.

Section 2: Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget with approval of the Board of Directors and/or General membership.

Section 3: Fiscal Year

The Fiscal Year of the Chamber shall close on June 30.

Section 4: Budget (General Operating)

As soon as possible after election of the new Board of Directors and officers, the Board of Directors shall adopt the budget for the upcoming year and present to the General membership.

Section 5: Annual Audit

The accounts of the Chamber may, at the discretion of the Board of Directors, be reviewed after the close of business on December 31 by a public accountant approved by the

Board of Directors. The results of the review shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: Securing Credit

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

Section 7: Bonding

Such officers and staff of the Board of Directors may designate and may be bonded by a sufficient fidelity bond in the amount set by the Board of Directors and paid for by the Chamber.

**Article VIII
Dissolutions**

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)(6).

**Article IX
Parliamentary Authority**

Section 1: Parliamentary Authority

The current edition of Robert's 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 bylaws may be amended or altered by a majority vote of the Board of Directors. Any changes to the bylaws cannot be acted upon at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: May 1, 1991

Revised: May 11, 2021


Kelly Kasner, President


Kristi Indieke, Vice President


Aaron Smith, Treasurer


Lindsey Clancy, Director


Lynn Brutger, Director


Kitty Eickhoff, Director