

**BYLAWS**  
**HARTFORD AREA CHAMBER OF COMMERCE**  
(A Not for Profit Corporation)

Incorporated February 25, 2013

**ARTICLE I - GENERAL**

**Section 1: Name**

This organization is incorporated under the laws of the state of South Dakota and shall be known as the Hartford Area Chamber of Commerce.

**Section 2: Purposes**

The Hartford Area Chamber of Commerce is organized to achieve the objectives of:

1. Promoting business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all businesses within the trade area; promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community.
2. Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of businesspeople and a concern for their problems; educating the business community, and representing them in city, county, state, and national legislative and political affairs; facilitate or addressing controversies that are detrimental to the expansion and growth of business in the community if they arise.

**Section 3: Area**

The Hartford economic region shall mean to include the city of Hartford and the surrounding communities.

**Section 4: Compliance with State and Federal Law**

The Hartford Area Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

This corporation is organized for the purpose of promoting and supporting the businesses and organizations of the Community of Hartford, South Dakota and surrounding communities, within the meaning of Section 501(c)(6) of the Internal Revenue Code and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

As a means of accomplishing the purposes set out in the preceding paragraph and subject to its limitations, this corporation is empowered and organized to work with individuals and organizations whose goals and purposes are consistent with the declared purposes of this corporation; and to exercise the general powers granted to such corporations by the South Dakota Non-Profit Corporation Act, limited to the exercise of only such powers as are in furtherance of the exempt purposes of the corporation and as provided herein.

**ARTICLE II - MEMBERSHIP**

**Section 1: Eligibility**

Any person, association, corporation, organization, or partnership having an interest in the objective of the organization shall be eligible for membership. The board has 45 days to reject and refund any payment paid.

## **Section 2: Election**

This corporation shall have two classes of members:

- 1) Full Member - shall be entitled to voting rights; and
- 2) Associate Member - shall have limited voting rights. Further rights of the members shall be as set forth herein.

Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. Any applicant so elected shall become a member upon payment of the regularly scheduled dues or investment as provided in Section 3 Article II.

## **Section 3: Dues, Fees or Investments**

Membership dues, fees, and investments shall be at such rates, schedule or formula as may be from time to time prescribed by the board of directors.

## **Section 4: Termination**

- (1) Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause or on the payment program.
- (2) 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 aims or repute of the chamber, member has 30 days 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 Full Member in good standing shall be entitled to cast 1 vote.

1. Full Member – entitled to full voting rights.
2. Associate Member – limited voting is defined as a member voting within the committee that member is a part of.

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

Any firm, association, corporation, organization, 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 notice.

## **Section 7: Orientation**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new and current board members, 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.

# **ARTICLE III - MEETINGS**

## **Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with state law, shall be held during November of each year. The time and place shall be fixed by the board of directors and notice thereof sent to each member at least 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 president of the board at any time, or upon petition in writing of 10% of members in good standing. Notice, five days in advance, shall be given for any special meeting of the members. Special meetings of the Board of directors may be called by the president of the board or by the board of directors upon written request of 3 members of the board. Notice for meetings of the board of directors shall be given to each director at least 1 day prior to said meetings. Committee meetings may be called at any time by the committee's chair. Written notices may be made by email.

### **Section 3: Quorums**

At any duly called general meeting of the chamber, 20% of members shall constitute a quorum; at a board meeting, a majority of directors shall constitute a quorum;

## **ARTICLE IV – BOARD OF DIRECTORS**

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

The board of directors shall be composed of up to 16 members not counting the Executive Director and past president, one third of whom shall be elected annually to serve for 3 years or until their successors are elected and have qualified. The term of Executive director may be longer than 3 years. The past president (a non-voting member) unless a tie breaker is needed.

The government and policymaking 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. All membership dues, fees or investments shall be set by the board of directors

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

- A. **Nominating Committee.** At the regular August board meeting, the Board of Directors shall appoint a nominating committee of 2nd year board members of the chamber. The Board shall designate the chair of the committee.

Prior to the October board meeting, the nominating committee shall present to the Board a slate of 3 candidates to serve 3-year terms to replace the directors whose regular terms are expiring plus the remainder of terms filled by appointees as set out in Article IV, Section 4. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No voting board member who has served two consecutive three year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored.

- B. **Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of 3 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 brought by the Nominating Committee to the Board of Directors. The Board of Directors will vote for 3 candidates only. The slate of 3 candidates will be submitted to all active members at least 10 days before the regular November board meeting.

The slate of 3 candidates shall be marked in accordance with instructions printed and returned to the chamber office within 10 days. The board of directors shall at its regular November board meeting declare the 3 candidates elected.

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

All newly elected and appointed board members shall be seated at the January 1 and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the year. The board of directors shall not be compensated.

#### **Section 4: Vacancies**

If a member must be absent for a board meeting it is their duty to let the Chamber know of their impending absence. A member of the board of directors who exhibits chronic absenteeism in regard to regular meetings of the board of directors may be dropped from membership on the board unless confirmed 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. Added comment – Directors appointed to fill vacancies shall serve until the end of the year. Candidates will be nominated to fill the unexpired term remaining for appointed positions as part of the selection process and shall follow the regular nomination procedures.

#### **Section 5: Policy**

The board of directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

#### **Section 6: Management**

The board of directors may employ an Executive director and may fix the compensation plan and other considerations of employment. The Executive director shall not vote on his/her compensation plan and other considerations of employment. The Executive Committee will conduct an annual review with the Executive director in December of each year.

#### **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 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.

Indemnification policies will be reviewed on a 3-year basis.

### **ARTICLE V – OFFICERS**

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

The board of directors (new and retiring) at its regular December 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 president of the board, vice president/treasurer, and the secretary. Officers will be elected from members of the new board. All officers shall take office on the first day of the new fiscal year and serve for a term of 1 year or until their successors assume the duties of office. They shall be voting members of the board of directors; however, since the president serves only one year, if he/she is still a board member during the year following his/her service as the president of the board (when he/she is considered a past-president), he/she would be a non-voting board member (see Article IV Section 1). **Section 2: Duties of Officers**

- A. President of the Board.** The president shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, board of directors, and Executive committee.

The president of the board shall, with advice and counsel of the Executive director, assign vice president/treasurer to divisional or departmental responsibility, subject to board of director's approval.

The president of the board shall, with advice and counsel of vice president/treasurer, determine all committees, select all committee chairs, and assist in the selection of committee personnel, subject to approval of the board of directors.

- 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 shall also serve as head of the program of work committee of the chamber. As such, the vice president and committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to ensure that the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber. The duties of the vice president shall be such as the title by general usage would indicate, and such as required by law, as well as those that may be delegated by the president and board of directors. He/She will also have under his/her immediate jurisdiction all committees pertaining to his/her general duties.
- C. Secretary.** The Secretary shall assist as secretary to the board of directors, and prepare notices, agendas, minutes of board meetings of the board, and minutes of the annual and special meetings. The Secretary shall maintain a record of the names and post office address of the members. Each member shall furnish to the Secretary their current address.
- D. 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. The treasurer shall prepare a monthly financial report to be made to the board.
- E. Executive Director.** The Executive director shall be the chief administrative and Executive officer. The Executive director shall serve as advisor to the president of the board and program of work committee on program planning and shall assemble information and data and prepare special reports as directed by the program of the chamber.

With assistance of the vice president, the Executive director shall be responsible for administration of the program of work in accordance with the policies and regulations of the board of directors. With the cooperation of the program of work committee and budget committee, the Executive director shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the board of directors.

### **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. The Executive committee shall not have the power 1) to amend the Articles of Incorporation or By-Laws; 2) to merge the corporation; or 3) to dissolve the corporation. It shall be composed of the president of the board, past president, vice president, secretary, treasurer and the Executive director. The president of the board will serve as chair of the Executive committee.

### **Section 4: Indemnification**

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any 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 president of the board, by and with the approval of the board of directors, shall appoint all committees and committee chair. The president of the board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will of the president of the board and shall serve concurrently with the term of the appointing president of the board, 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 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 has been approved or ratified by the board of directors.

Committees shall be discharged by the president 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 committees.

### **Section 3: Presentation**

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chair or, in their absence, whom they designate as being familiar enough with the issue, to give presentations before, civic and governmental agencies.

### **Section 4: Division**

The board of directors may create such divisions, committees, 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, committees, departments, councils, or subsidiary corporations representing the chamber, unless approved by the board of directors.

Each committee representing chair is expected to give either a vocal or written monthly report at the general membership meeting or at a monthly board meeting.

## **ARTICLE VII – FINANCES**

### **Section 1: Funds**

All money paid to the chamber shall be placed in a general operating fund. Funds will be placed in accounts designated by the board.

### **Section 2: Disbursements**

Upon approval of the budget, the treasurer or the boards' designee is authorized to make disbursements on accounts and expenses provided for in the budget with approval of the board of directors. Disbursements shall be by check, credit or debit card. Disbursements shall require the signatures of two officers authorized to sign checks.

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

The fiscal year of the chamber shall close on December 31<sup>st</sup>.

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

As soon as possible after the election of the new board of directors and officers, the Executive committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

#### **Section 5: Financial Internal Audit**

The accounts of the chamber of commerce shall be audited or reviewed at the discretion of the board of directors by a public accountant. The report issued at the conclusion of the work completed shall be available to members of the organization within the offices of the chamber. Random inspection of finances will be performed by two Executive committee members;

#### **Section 6: Bonding**

The 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.

#### **Section 7: Loans or Grants**

No loans, advances or grants shall be contracted on behalf of the Chamber, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the board of directors. Any such authorization shall be related to specific transactions and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held 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 insure 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) (36).

### **ARTICLE IX**

#### **Section 1: Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

### **ARTICLE X**

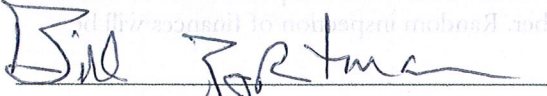
#### **Section 1: Revisions**

These bylaws may be amended or altered by a three-fourths vote of the board of directors or by a majority of the members at any regular or special meetings, provided that 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 10 days in advance of the meeting at which they are to be acted upon.

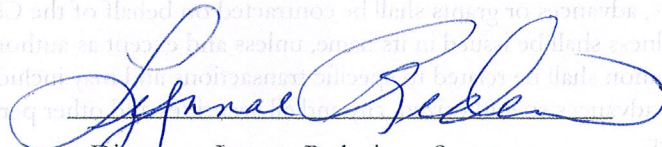
Adopted: August 28, 2013

**CERTIFICATION OF AMENDED BYLAWS**

The undersigned, being the President and Secretary of the HARTFORD AREA CHAMBER OF COMMERCE, a South Dakota Non-profit Corporation, do hereby certify that the foregoing Bylaws of said Corporation were duly amended at a Meeting of the Directors held on the 18<sup>th</sup> day of November, 2015, as is set forth in the Minutes of said meeting.

  
Director – Bill Zortman – President

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the Corporation on December 8<sup>th</sup>, 2015.

  
Director – Lynnae Redenius – Secretary