

BYLAWS

JAMESTOWN AREA CHAMBER OF COMMERCE

ARTICLE I: NAME

This organization shall be known by its corporate name, Jamestown Area Chamber of Commerce, and herein referred to as JACC. The principle place of business of said corporation shall be Jamestown, Stutsman County, North Dakota.

ARTICLE II: MISSION

The mission of the JACC shall be to partner with businesses and organizations promote and advocate for the civic, economic and social well-being of the Jamestown region.

ARTICLE III: MEMBERSHIP

Membership in the JACC shall be open to any person, association, corporation, or partnership in the City of Jamestown and Stutsman County, and to such entities outside the city or county who are interested in the purpose and objectives of JACC.

A. Associations, corporations or partnerships shall designate the individual assigned the full privileges of membership covered by the membership dues.

B. Annual membership dues shall be determined by the Board of Directors.

C. Each paid member is considered a member in good standing and is entitled to one vote. Proxy voting will not be permitted.

D. Any member may resign from the JACC. Said resignation shall become effective at the end of the paid membership period.

E. Any membership may be revoked for non-payment of dues or conduct unbecoming of a member. In the case of delinquent dues, any member who is ninety days or more in arrears on payment of their dues shall automatically cease to be a member, unless special arrangements are made with the Executive Director. In any situation where a member has allegedly engaged in conduct unbecoming of membership in the JACC, after sufficient notice to the member as described herein, the Board of Directors shall determine whether that member's chamber membership should be revoked. This action may be taken at any regular or special meeting, and revocation shall require a two-thirds majority of those present and voting.

1. Notice of intent to revoke and opportunity for hearing shall be sent to the member at least thirty (30) days prior to the date of the proposed determination.

2. The member may request a hearing in writing within fifteen (15) days of receiving the notice of revocation.
3. Any hearing regarding revocation shall be held by the Board of Directors within fifteen (15) days of receipt of the written request. The decision of the Board of Directors regarding the status of such member shall be final.

ARTICLE IV : BOARD OF DIRECTORS

- A. The Board of Directors shall consist of twelve (12) elected directors as provided in this section. In addition, the following shall serve as ex-officio members: one (1) member of the Jamestown City Council , one (1) member of the Stutsman County Commission, the CEO of the Jamestown/Stutsman Development Corporation, the Executive Director of Jamestown Tourism, and the president of Jamestown Downtown Association. Ex-officio members shall be non-voting.
- B. The term of office of the elected Directors shall be three (3) years, with one-third (1/3) of the Directors' terms to expire each year.
- C. Any of the elected Directors may serve more than one (1) term, but no more than two (2) consecutive terms, with the exception of officers as stated in ARTICLE VI, Section B. A Director who has served two terms is again eligible to serve after a period of one year off the Board of Directors.
- D. The procedure for nomination of Directors shall be as follows:
 1. Prior to the end of October of each year, the Board Chair shall appoint a Nominating Committee consisting of the Immediate Past Board Chair as Chair, the Chair-Elect, and three (3) directors at large. This committee will serve for a one (1) year term to assist the board in filling board position vacancies that occur.
 2. Prior to the end of November of each year, the Nominating Committee shall prepare and submit to the Board of Directors a list of candidates to fill the upcoming vacancies on the Board.
- E. Election of Directors shall occur at the Annual Meeting, which shall be held in December of each year in conjunction with the regular monthly Board of Directors meeting. In addition to the slate of candidates submitted by the nominating committee, any member of the JACC in good standing and in attendance at the meeting may nominate from the floor. Directors shall be elected by a simple majority of those present and voting.

ARTICLE V : VACANCIES

A. Any voting position on the Board of Directors of the JACC shall be deemed vacant whose occupant resigns, has been removed, dies, does not live or work within Jamestown or Stutsman County, or whose membership has lapsed or been terminated.

B. Vacancies on the Board of Directors shall be filled by a majority vote of the Directors present at any regular or special meeting. The Board of Directors may call on the Nominating Committee for recommendations to fill the vacancy. Directors so appointed shall fill the unexpired term of the Director they are replacing, and will also be eligible to serve two three year elected terms upon completion of the appointed term.

C. Any vacancy of any standing committee chair shall be filled by the Board Chair with the consent of the Board of Directors.

ARTICLE VI : ELECTION OF OFFICERS

A. On or before December 31 of each year, the Directors shall meet and elect the following officers for the ensuing year: Board Chair, Chair-Elect, and Treasurer. These officers, together with the Immediate Past Board Chair, shall constitute the Executive Committee.

B. All officers must be members of the Board of Directors. Any person elected an officer whose term as a Director expires prior to the term of office to which said officer was elected, may fulfill the term of office as such elected officer and will remain a Director during the term of office.

ARTICLE VII : EXECUTIVE DIRECTOR

A. The Board of Directors shall employ an Executive Director whose duties and compensation shall be determined by the Board of Directors.

B. The Executive Director shall be the chief administrative officer of the JACC, with duties and responsibilities including, but not limited to: conducting official correspondence; preserving all books, documents and communications; keeping all accounts; receiving, disbursing and securing all money of the JACC deposited in its name; maintaining an accurate record of JACC proceedings, Board of Directors meetings, and all standing committee and task force meetings; and all such duties as may be incidental to the office, subject to the direction of the Board of Directors. The Executive Director shall also have supervisory responsibility and authority over all JACC employees.

C. The Executive Director and all other staff members shall be bonded in the amounts approved by the Board of Directors, with all fees paid by the JACC.

D. No expenditures shall be made, nor any debts incurred, by the Executive Director unless authorized by the Board of Directors or Executive Committee, either by formal action, or through the annual budget.

E. The Executive Director shall inform the Board of Directors in writing of his/her intent to resign at least thirty (30) days prior to the intended last day of employment at the JACC.

F. In the event of the resignation of the Executive Director, the Board of Directors shall appoint a search committee to coordinate the process of hiring a new Executive Director. The search committee shall present its findings and recommendations to the Board of Directors for consideration and potential action.

G. Upon termination of employment, the Executive Director shall deliver to the Board of Directors all books, papers, digital assets, and property of the JACC.

ARTICLE VIII : DUTIES OF OFFICERS AND DIRECTORS

A. The duties of the officers of the JACC shall be such as their titles, by general usage, would indicate, and, as required by law, or as may be assigned to them.

B. The Board Chair shall be the Chair of the JACC corporation as well as Chair of the Board of Directors, shall preside at all meetings of the JACC membership and Board of Directors, and shall perform all other duties as may be prescribed by the Board of Directors.

C. The Executive Director shall regularly examine the financial condition of the JACC, prepare monthly financial reports for the Board of Directors, and have general supervision over the financial condition of the JACC. The Executive Director, upon order of the Board of Directors, shall provide for an audit of all funds by a certified public accountant with all fees paid by the JACC at least every three years. The Executive Director, under the direction of the Board of Directors, shall provide a financial review by a certified public accountant of all funds during non-audited years.

D. The duties and responsibilities of the Board of Directors shall be as follows:

1. The Board of Directors shall have management and control over all of the affairs of the JACC.
2. The Board of Directors may employ such persons, firms, corporations, and such agents, employees, attorneys, and others as they deem necessary and advisable from time to time, to carry out the objectives for which the JACC corporation was organized.
3. The Board of Directors may require, and shall approve, any bonds for the discharge of any duties of agents and employees in sums as they may deem proper.
4. The Board of Directors shall, from time to time, designate a bank or banks in Stutsman County as a depository for the funds of the JACC, with said designation recorded in their minutes.

5. The Board of Directors shall have the power to fill any vacancies on the Board or its offices.

6. The Board of Directors shall have the power to perform such acts, and adopt such measures consistent with the Articles of Incorporation and these Bylaws, as they deem necessary to promote the objectives for which the JACC was organized.

E. Payment of Expenses and Conduct of Business:

1. The Board of Directors is authorized to pay all expenses that are legally incurred by any of its members or officers, when acting on behalf of the corporation to promote the purpose and/or objectives of the JACC.

2. All checks must be signed by at least one of the following: Board Chair, Chair-Elect, Treasurer, or Executive Director. The exceptions to this policy shall be the Department of Motor Vehicles checking accounts, which require a signature by a staff member of the JACC.

3. Corporate credit cards maybe held in the Executive Director's name and the Department of Motor Vehicle supervisor's name, to be used for travel and special purposes of JACC only.

4. Officers, members of the Board of Directors, and staff members, shall be indemnified by the JACC, as permitted by law, against all claims and liability resulting from any act or omission made within the scope of their corporate duties, provided that such actions were taken in good faith.

5. The Executive Committee may transact routine business of the JACC in the interim between Board meetings, subject to the final approval of the Board of Directors.

ARTICLE IX : COMMITTEES AND TASK FORCES

A. The Board of Directors shall authorize and define the power and duties of all committees and task forces.

B. In committee and task force meetings, a majority in attendance shall constitute a quorum, and a majority of those present shall decide all matters in question.

C. The Chairperson of each committee will be invited to attend the monthly Board of Directors meetings to provide updates on the actions of the committees and task forces.

ARTICLE X : MEETINGS

A. The Board of Directors shall meet on a regular basis as determined by the Board.

1. The absence of any member of the Board of Directors from three (3) consecutive regular meetings, or a total of four (4) regular meetings during one (1) calendar year, shall be construed as a resignation. Within thirty (30) days of either circumstance, the Board Chair shall notify such Board member in writing, indicating the change in their status.

2. At all meetings of the Board of Directors, a majority of the elected voting Directors shall constitute a quorum, and a majority of voting Directors present shall decide all matters in question.

B. Special meetings of the Board of Directors may be called at any time by the Board Chair, or upon the written request of any four (4) directors. A special meeting called by anyone other than the Board Chair, will require that each Director be notified by e-mail or telephone, stating the purpose of the meeting, not less than twenty-four (24) hours prior to the meeting.

C. Meetings of the Membership may be called at any time as the Board Chair may determine, or upon written request of ten (10) percent of the members of JACC in good standing. Proper notice by e-mail or first-class mail shall be given to each member. The notice shall contain a statement as to the purpose of the meeting and shall be issued at least fifteen (15) days prior to the meeting.

D. The Annual Meeting of the JACC shall be held in December of each year in conjunction with the regular Board of Directors meeting. Any and all business of the JACC may be brought before the Annual Meeting, and acted upon without any prior notice thereof given.

E. All questions of parliamentary procedure shall be decided according to Roberts Rules of Order.

F. If the bylaws of the JACC, or any adopted rules or procedures, shall conflict with the statutes of the State of North Dakota in any way, the statutes of the State shall prevail.

G. The JACC 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 XI : FISCAL YEAR

The fiscal year of this corporation shall be the calendar year.

ARTICLE XII : AMENDMENTS

These Bylaws may be amended by a majority vote of the members of JACC in good standing, in attendance at a regular meeting, annual meeting, or at any special meeting called for that purpose, provided that the amendments proposed shall be plainly stated in the call for the

meeting at which they are to be considered. Proper notice by e-mail or first-class mail of said meeting must be given to each member at least thirty (30) days prior to the time and date of the meeting.

ARTICLE XIII: DISSOLUTION

Dissolution procedures of the corporation shall be pursuant to Chapter 10, Section 21, of the North Dakota Century Code. The Board of Directors shall, after paying or making provisions for all liabilities of the Corporation, dispose of all assets of the corporation to an organization or organizations operating and organized exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as tax exempt under the Internal Revenue Code of 1954, or corresponding provisions of any future United State Internal Revenue Code. Any assets not so disposed of shall be disposed of by the District Court of Stutsman County, exclusively for such purpose, to such organization or organizations as said Court shall determine to be organized and operated exclusively for charitable, educational, religious, or scientific purposes.

ADOPTED BY VOTE OF THE MEMBERSHIP OF THE JACC ON THIS ____ DAY OF _____, 2020.

BOARD CHAIR

CHAIR-ELECT

TREASURER