

BY-LAWS
HILL CITY AREA CHAMBER OF COMMERCE
HILL CITY, SOUTH DAKOTA

Amended March 11, 2014

Board of Directors:

Executive Committee:,,; Bob Stanfiel, President; Michelle Olson V.P., Dan McNamara Treas.; Mary Jo Marcy Sec.
Jim Denevan Past President

Directors: Joey Bonds, Chris Busby, Dawna Kruse, Gwyn Wathen, Lisa Sagdalen, Chad Meissner, Gary Sokol,
Janna Emmel, Shari Greseth

By-Laws Committee: Gary Sokoll, Chair, Dawna Kruse, Michelle Olson, Joey Bonds, Lisa Sagadalen

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**ARTICLE I
THE CHAMBER OF COMMERCE**

1. CORPORATION

The Corporation shall be known as and referred to herein as “The Chamber,” which is a 501c6 organization.

2. MEMBERSHIP

A. Membership of The Chamber:

1. Membership in The Chamber and all related privileges shall be granted, renewed, suspended, revoked or terminated at the sole discretion of the Board of Directors. The Chamber, through its Executive Officers, has the right to request an application for initial membership, renewal or reinstatement. Various factors reflecting upon the reputation and mission of The Chamber will be considered by the Board of Directors, and all decisions on the same are within the sole discretion of the Board of Directors. While membership to The Chamber is generally open to businesses and professionals in the Hill City area, there is not automatic right of membership. Membership in The Chamber is a privilege and each application or status will be evaluated on its own merits.

2. Business Members shall be people who are actively engaged in a business or profession in the Hill City area. All Business Members shall be entitled to vote at the annual meeting, with each business and/or individual having only one vote.

3. Associate Members shall be people who are not actively engaged in a business or profession in the Hill City area but who are vitally interested in the advancement of the commercial, industrial, civic and general interests of the area.

B. All annual membership dues shall be due and payable within thirty (30) days of invoice. Updated contact information is the responsibility of the chamber member upon renewal. No person or business whose dues are not paid shall be entitled to any of the rights or privileges herein.

1. Any member may resign from The Chamber upon written request to the Board of Directors, with no refund.
2. Any member may be expelled for just cause as voted on by the Board of Directors or for non-payment of dues after ninety (90) days from the due date unless otherwise extended for good cause.
3. If a business is sold, chamber membership may be transferred from the business owner to the new owner, provided the business remains the same during the contractual year.

C. The Business Members of The Chamber shall elect the Executive Officers and the Board of Directors of The Chamber. The Business Members shall determine the general lines of direction for The Chamber by receiving and acting upon reports of the Board of Directors and by giving guidance to the Board of Directors. The Business Members shall amend the Articles of Incorporation and By-Laws, take all other action requiring membership vote, within the responsibilities of The Chamber.

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D. The Chamber will not hold itself out to the public as clearing house for consumer complaints (such as the Better Business Bureau). The Chamber may, in its discretion, adopt a separate policy addressing how complaints against members, if they are received, are to be handled. The frequency and severity of complaints against members may be considered as a factor by the Board of Directors, in its sole discretion, in any decision on a granting, renewal, suspension, revocation or reinstatement of membership for that member, with no automatic right of refund of membership fees.

3. MEETINGS

A. Regular Meetings

Regular monthly meetings of the chamber Board of Directors shall be held at such time and place as may be determined by the Board of Directors. All meetings are open to the public.

B. Executive Sessions

Executive sessions may be called by the President. They may take place following completion of regular monthly meetings or at a time specified by the President. Executive sessions are restricted to the Executive Officers and the Board of Directors only, but may include the Chamber Director or other parties invited by the President.

C. Committee Meetings - please see Article V.

D. Annual Meeting - please see Article II.

E. Special Meetings

Special meetings of The Chamber (excluding Executive Sessions) shall be called by the President or upon written request to the President of two-thirds of the members of the Board of Directors or of twenty-five percent (25%) of the Members. The purpose of such meetings shall be stated in the written request. No business shall be transacted except for that which the meeting has been called. Note of the time, place and purpose of the meeting shall be given to each member of The Chamber not less than five (5) days before the meeting.

ARTICLE II **ANNUAL MEETING**

The annual meeting of The Chamber shall be held at such time and place as may be determined by the Board of Directors. All members in good standing are invited to attend. An agenda, together with the slate of nominees for all offices or positions to be filled pursuant to these By-Laws, shall be given to each Business Member of The Chamber not less than seven (7) consecutive days before the meeting.

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1. THE NOMINATING COMMITTEE

A. Composition

The President will appoint a nominating committee comprised of voting Business Members of The Chamber to create a slate of nominees for both the Executive Officers and the Board of Directors of The Chamber.

B. Responsibilities

The committee shall present to the membership at the Annual Meeting a slate of nominees for the Executive Officers and the Board of Directors of The Chamber. At this time write-ins may be added to the slate.

2. QUORUM

Twenty-five percent (25%) of the voting members of The Chamber shall be present to constitute a quorum for the transaction of business.

3. VOTING PROCEDURES

A quorum having been established, each Business Membership, with a representative present in person, shall be entitled to one (1) vote. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections: A plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the Chamber Board Members present and voting, unless otherwise provided by law or these By-Laws.

**ARTICLE III
EXECUTIVE OFFICERS**

1. NUMBER, TITLE AND QUALIFICATIONS

There will be five (5) Executive Officers of The Chamber. They shall be a President; a Vice-President; a Secretary; a Treasurer; and a Past Officer. To hold office a Business Member must either reside in or be actively engaged in a business or profession within a 10 mile radius of the Hill City, city limits.

2. ELECTIONS, TERM AND VACANCIES

The Executive Officers shall be elected by the voting Business Members of The Chamber for a term of two years, or until their successors are elected. President and Treasurer will be elected in odd-numbered years and Vice-President and Secretary will be elected in even-numbered years, to provide for staggered terms and continuity of the Executive Committee. Terms of office shall begin at the close of the Annual Meeting at which elections are held. A vacancy among the Executive Officers, other than that of the President, shall be filled by the Board of Directors until the next Annual Meeting of The Chamber. In the event of a permanent vacancy in the Office of

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the President, as accepted by the Board of Directors, the Vice-President shall fulfill the President's term.

3. DUTIES

The duties of the Officers shall be as follows:

- A. The President shall be the principal Executive Officer of the Corporation and shall preside at all meetings of The Chamber and of the Board of Directors; shall be responsible for seeing that the lines of direction given by The Chamber and the actions of the Board of Directors are carried into effect, and for reporting to the membership and the Board of Directors on the conduct and management of the affairs of The Chamber; shall be ex-officio a member of all committees established by the Board of Directors; will execute contracts or other instruments authorized by the Board of Directors, and shall have such other powers and perform such other duties as may be assigned by the Board of Directors.
- B. The Vice-President, in the temporary absence or disability of the President, and then the remaining Officers in order of their rank, shall preside at meetings of The Chamber and of the Board of Directors. The Vice-President shall exercise such other powers and perform such other duties as may be assigned by the President.
- C. The Secretary shall be responsible for seeing that minutes of meetings are kept. The Secretary shall exercise such other powers and perform such other duties as may be assigned by the President.
- D. The Treasurer shall be responsible to oversee the accuracies of the contracted accounting firm's financial accounts received and paid out; and present financial statements and reports at regular meetings. The Treasurer shall exercise such other powers and perform such other duties as may be assigned by the President.
- E. The Past Officer shall exercise such powers and perform such duties as may be assigned by the President.

4. REMOVAL

An elected officer may be removed, with or without cause, by a vote of two-thirds of the total membership of the Board of Directors. Executive Officers of The Chamber are required to attend nine (9) of twelve (12) meetings per year. If an Executive Officer misses 3 or more meetings in a calendar year, that Executive Officer will be replaced with an interim Executive Officer appointed by the Board of Directors to serve until the next Annual Meeting.

ARTICLE IV

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BOARD OF DIRECTORS

1. COMPOSITION

The Board of Directors shall consist of the five (5) Executive Officers of the Chamber and up to 11 Business Members or Associate Members.

2. POWERS, RESPONSIBILITIES, AND ACCOUNTABILITIES

The Corporate business and affairs of The Chamber shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these By-Laws or the Articles of Incorporation. The Board of Directors is accountable to the membership for managing the affairs of The Chamber and none of its actions shall conflict with the actions taken by The Chamber; to the State for adhering to State Corporate law; and to the Federal Government in matters relating to legislation affecting non-profit and non-stock organizations. No action by any member, committee, Board Director, or Executive Officer shall be binding upon, or constitute an expression of the policy of The Chamber until it shall have been directed by, approved, or ratified by the Board of Directors.

A. Board of Directors: The entire Board of Directors shall be requested to vote upon and execute broad-based policy decisions, including financial oversight and personnel changes.

B. Executive Officers: The Executive Committee shall maintain authority to vote upon and execute mundane aspects of the organization's business, including regular financial expenditures, regular interface with staff, and other responsibilities as dictated by policy

C. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Executive Committee, and shall occur no fewer than nine (9) times each year, with an expectation of occurring monthly. All Executive Committee members are required to attend the nine (9) minimum meetings; other Directors are encouraged to attend all regular meetings, and are required to attend a minimum of six (6). Notice of time, place and purpose of a meeting shall be given to each Board Director not fewer than three (3) days before the meeting.

D. Special meetings of the Board of Directors may be called by the President and shall be called upon request of three (3) Directors. The purpose of such meetings shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Special meetings of the Board of Directors shall be held at the same place that the regular meetings of the Board of Directors are held, unless otherwise determined by the Board of Directors.

3. QUORUM

Six (6) Board of Directors shall be present to constitute a quorum for the transaction of business.

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4. LIABILITY

The Chamber is a 501c6 organization and shall indemnify and hold the Board of Directors harmless from and against any loss, liability, damage, and reasonable expenses arising from their duties as Board Member. Indemnity for liability includes that arising from a Board Member's ordinary negligence; but does not include liability arising from the gross negligence or willful misconduct of the Board Member. (See South Dakota Codified Law Title 47 - 23 - 2.1: Liability of director, trustee, committee member, or officer serving without compensation).

5. REMOVAL

An elected Board Member may be removed, with or without cause, by a vote of two-thirds of the total membership of the Board of Directors. Board Members of The Chamber are required to attend at least six (6) meetings per year. If a Board Member is deemed to be inactive, such as through missing meetings, that Board Member will be replaced with an interim Board Member appointed by the Executive Officers to serve until the next Annual Meeting.

**ARTICLE V
COMMITTEES**

1. ESTABLISHMENT

The Executive Officers may establish such Committees and/or task groups as it deems necessary. Such Committee or Committees shall have such names, responsibilities and existence as may be determined from time to time, by action of the Board of Directors. Chairpersons and members must be Chamber members; Committees should be composed of at least three (3) members, plus a Chairperson.

2. APPOINTMENT OF CHAIRPERSONS

The Chairperson of each Committee shall be appointed by the President, subject to the approval of the Board of Directors.

3. APPOINTMENT OF MEMBERS

Committee members shall be appointed by the President after consultation with the Chairperson of the respective Committee, and subject to the approval of the Board of Directors.

4. STANDING COMMITTEES

There shall be four (4) standing Committees, with distinct responsibilities.

A. Executive Committee shall consist of the Executive Officers. The committee is responsible for executing the Board's wishes regarding policy, coordinating staff responsibilities and the organization's operations, and overseeing the work of the other committees.

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B. Events Committee shall consist of one Chairperson and at least three (3) members to be appointed by the President.

C. Membership Committee shall consist of one Chairperson and at least three (3) members to be appointed by the President.

D. Marketing Committee shall consist of one Chairperson and three (3) members to be appointed by the President.

**ARTICLE VI
MISCELLANEOUS**

1. FISCAL YEAR

The Fiscal Year of The Chamber shall be January 1 through December 31.

2. ADVERTISING - Any advertising through The Chamber will promote chamber members only.

3. CONTRIBUTIONS

Any contributions, bequests and gifts made to The Chamber may be accepted or declined as authorized by the Board of Directors through the advice of professional counsel.

4. DEPOSITORIES

All funds of The Chamber shall be deposited to the credit of The Chamber, under such conditions and in such financial depository institution(s) as shall be designated by the Board of Directors.

5. APPROVED SIGNATURES

The Board of Directors will approve the signature necessary on contracts, checks and orders for the payment, receipt or deposit of money and access to securities of The Chamber.

6. INSURANCE/BONDING

The insurance policy for The Chamber must be reviewed annually by the Board of Directors. All persons having access to, or major responsibility for, the handling of monies and securities of The Chamber shall be bonded, as provided by the Board of Directors.

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7. BUDGET

The Annual Budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

8. AUDITS

An Annual Budget examination of the financial accounts of The Chamber shall be made as directed by the Board of Directors. A report of all examinations shall be submitted to the Board of Directors.

9. LEGAL COUNSEL

Independent legal counsel may be retained by The Chamber to: (a) insure compliance with federal and state requirements; (b) review and give advice on any and all legal instrument(s) council executes, such as leases, contracts, property purchases, or sale; and (c) review and advice on official statements developed for the press and media.

10. PROPERTY

Title of all property, leases, and other bonding contracts shall be held in the name of The Chamber.

11. FINANCIAL REPORTS

A summary report of the financial operations of The Chamber shall be made at least annually to the membership, in such form as the Board of Directors shall determine.

12. INVESTMENTS

The Treasurer of The Chamber shall invest the funds of The Chamber in accordance with the direction of the Board of Directors.

13. NET EARNINGS

No part of the net earnings of the Corporation shall benefit, or be distributable to its members, trustees, Executive Officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

14. DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501c6 of the Internal Revenue code of 1986, as amended.

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**ARTICLE VII
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of The Chamber, Board of Directors, subject to the laws of the State, the Articles of Incorporation, and these By-Laws.

**ARTICLE VIII
AMENDMENTS**

These By-Laws may be altered, amended or repealed by a majority of the Board of Directors of the Chamber. Directors must be present to vote at any regular or special meeting of The Chamber, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.