

**Aitkin Area Chamber of Commerce
BY LAWS**

Article I

Name

The name of this association shall be:

Aitkin Area Chamber of Commerce

Article II

Purpose Statement

The Aitkin AREA Chamber of Commerce exists to:

Atract people - tourists, permanent and seasonal residents and businesses to the AREA.

Raise the awareness of city, county, state and federal governing/legislative developments that affect the AREA.

Enhance public relations through marketing, programs/events which encourage total community awareness of the AREA.

Advance business, professional, educational, church and community health in the AREA.

Article III

Membership

- Section 1. Any individual or entity may become a member of this association with such rights and privilege as the by laws provide.
- Section 2. The term of membership shall be one year, July through June, and must be renewed each year so long as membership in the Chamber is desired.
- Section 3. There shall be no initiation fee for new members.
- Section 4. Annual dues shall be decided each year by action of the Board of Directors.
- Section 5. Each member shall be entitled to one vote only at elections and on all questions brought before the membership.

Article IV

Board of Directors

The Board of Directors shall consist of eleven members in good standing.

Article V

Elections

- Section 1. Members of the Board of Directors shall be elected annually by secret ballot. The Board of Directors shall appoint a nominating committee, consisting of three current board members and two members at large. In September of each year, a notification that nominations are currently being accepted will be sent to all current members. The nominating committee will present its slate of nominees to the full board at the November monthly meeting for approval. Ballots will then be mailed to all current members with instructions that all ballots need to be returned before December 31. Results of the election will be announced at the annual meeting in January.
- Section 2. Directors shall be elected for a period of three years with term to start on the first of February. One third of the Directors shall be elected at each annual meeting. Directors are not restricted to a single term.
- Section 3. Officers shall be elected annually by and from the Board of Directors.

Article VI

Officers

- Section 1. The officers of the Chamber shall consist of President, Vice President, Secretary and Treasurer.
- Section 2. The President shall preside at all meetings of the Chamber and shall perform the usual duties incident to this office. The President shall direct the appointment of all committees, shall appoint all special committees, shall be an ex-officio member on all standing and special committees. The President shall be the Board's liaison in all personnel policies.
- Section 3. The Vice President shall preside at the meetings whenever the President is absent or when requested by the President. The Vice President shall be the natural successor to the Presidency whenever possible.
- Section 4. The Secretary shall be responsible for maintaining an accurate record of the proceedings of the Chamber, Board of Directors meetings and all committees where the Secretary's presence is required. The Secretary is required to maintain and preserve all records incident to the office.

Section 5. The Treasurer shall be responsible for verifying the receipt and disbursement of Chamber funds on a monthly cycle. The Treasurer shall assist the Executive Director in a review and determination of annual fiscal budget guidelines. The Chamber shall utilize a banking institution to be determined by the Board of Directors. A financial audit or review will be conducted by a non-partisan party with each fiscal year, and/or with each new Executive Director.

Article VII

Meetings

Section 1. The Annual Meeting of the Chamber shall be held in January. Time and place shall be determined by the Board of Directors.

Section 2. General Membership meetings shall be scheduled by the Board of Directors as needed.

Section 3. The Board of Directors shall meet monthly and when requested by the President or by request of any three members of the Board with advance notice to all Board members. They shall report at the Annual Meeting a full account of the work accomplished, plans formulated and the finances of the association.

Section 4. Special meeting of the Chamber may be held at the call of the President upon written notice to all members at least five days in advance of the proposed meeting date.

Section 4. Robert's Rules of Order shall govern all meetings.

Article VIII

Government of the Association

Section 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of eleven members. Six members shall constitute a quorum.

Section 2. The Board of Directors shall have the power to fill by appointment vacancies on the Board by a majority vote of the remaining Directors. The appointees shall serve the remainder of the term left by the vacancy.

Section 3. The Board of Directors shall have the authority to engage or terminate an Executive Director who shall perform such duties as the Board of Directors shall determine, including the responsibility of the day-to-day operation of the Chamber.

Section 4. The Chamber shall have no capital stock and shall not be conducted for pecuniary profit. The highest amount of indebtedness or liability to which the Chamber shall at any time be subject to, may not exceed the sum of \$10,000 except for the purchase of an office building with the approval of the majority of members.

Article IX

Committees

Section 1. All Standing Committees shall function within the authority given by the Board of Directors.

Section 2. Special committees may be appointed at any time by Board action or by the President.

Article X

Expenditures

Section 1. No expenditures except regular bills and/or pre-approved committee budget expenditures may be made without prior approval by the Board of Directors.

Section 2. The Board of Directors shall be the authority for setting the annual budget and dispersing funds with the fiscal year being January 1 - December 31.

Section 3. The President may authorize payment of Five Hundred dollars for any item deemed an emergency measure without prior approval of the Board of Directors. The decision for such an emergency expenditure shall be made with full cognizance of all factors involved for the benefit of the Chamber.

Section 4. The Board of Directors shall have the authority to establish the pay rate of all hired personnel.

Article XI

Dissolution

Section 1. Upon dissolution, if the assets of the Chamber are in excess of the liabilities to creditors, such excess shall accrue to Riverwood HealthCare Center for distribution by its governing board.

Section 2. Dissolution shall be accomplished by a ninety percent affirmative vote of the membership present at the meeting called for that purpose.

Article XII

Method of Amending By Laws

These by laws may be amended by a two-thirds vote of the members present at any annual or special meeting of the Chamber, provided notice of the proposed amendments have been mailed to each member at least ten days prior to the meeting.

Approved: September 28, 1982

Amended: September 27, 1988

Amended/Approved: March 25, 1997

Amended/Approved: May 28, 1998

Amended/Approved: November 29, 2001

Amended/Approved: January 18, 2003

Amended/Approved: July 31, 2008

Amended/Approved: January 22, 2011

Amended/Approved: May 8, 2012