

**BYLAWS OF
RIVER FALLS AREA CHAMBER OF COMMERCE & TOURISM BUREAU, INC.
INCORPORATED AUGUST 1955**

ARTICLE I: GENERAL

Section 1. Name

This organization shall be known as the River Falls Area Chamber of Commerce & Tourism Bureau, Inc.

Section 2. Definitions

- a. "Chamber" means the River Falls Area Chamber of Commerce & Tourism Bureau, Inc.
- b. "Board of Directors" or "Board" means the Board of Directors of the River Falls Area Chamber of Commerce & Tourism Bureau, Inc.
- c. "Executive Committee" or "Officers" means the Executive Committee of the River Falls Area Chamber of Commerce & Tourism Bureau, Inc. and is comprised of the Chair, Chair Elect or Past Chair, Treasurer, CEO and up to two At-Large Members.
- d. "Chair" means Chairman of the Board of the River Falls Area Chamber of Commerce & Tourism Bureau, Inc.
- e. "City" means City of River Falls
- f. "Member" means a member of the River Falls Area Chamber of Commerce & Tourism Bureau, Inc.
- g. "Member in Good Standing" means a member of the River Falls Area Chamber of Commerce & Tourism Bureau, Inc. whose application has been accepted by the Chamber and who is current in dues and continues to support the mission of the organization as determined by the Board.
- h. "Delivered" means distributed via U.S. Postal Service or electronic means.
- i. "Noticed" means listed on the River Falls Area Chamber of Commerce & Tourism Bureau, Inc. website or distributed via email communication.

Section 2. Purpose & Objective

This Chamber is organized for the purpose of working together to connect, promote, and support its members to further enhance the local economy and cultivate a sense of community.

The Chamber shall observe all local, state, and federal laws which apply to a not-for-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

For the purposes herein named, the Chamber may purchase, acquire, hold, convey, lease, improve, mortgage and sell property, whether real, personal, or mixed.

Its principle office shall be located within the corporate limits of the City.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility

Any individual or entity, having an interest in the Purpose & Objectives of the Chamber shall be eligible to apply for membership. All memberships are subject to annual approval of the Board.

Section 2. Termination

Any Member shall be terminated for the following reasons:

- a. Resignation in writing by the Member.
- b. Termination for nonpayment of dues after ninety (90) days.
- c. Death of the Member, if the Member is an individual.
- d. Dissolution of the Chamber.

Any Member shall be expelled by majority vote of Board for conduct that violates the bylaws or is prejudicial to the Purpose & Objective of the Chamber. Notice must be delivered to the member and an opportunity for a hearing under procedures determined by the Board are afforded the member complained against.

Section 3. Membership Investment

Membership investment schedules shall be set by the Board and shall be paid annually in advance.

Section 4. Voting and Privileges

Each Member in Good Standing and their employees have the privilege of participating in Chamber activities and shall be granted one (1) vote per membership.

Section 5. Application

Application for membership shall be accepted in writing. Membership shall only become effective upon full payment of membership dues.

Section 6. Non-Transferable

A Chamber membership shall not be sold, assigned, or transferred in any manner. A member may change its designated representative by written notification to the Chamber. In the event of the sale of a member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

ARTICLE III: MEETINGS

Section 1. Annual Meeting

The annual meeting shall be held in the first quarter of each year or at such other time as determined by the Board. Notice shall be distributed to each Member at least ten (10) days prior to said meeting.

Section 2. General Membership Meetings

General membership meetings other than the annual meeting, may be called by or at the direction of (1) the Board of Directors, (2) the Chairman with prior approval of the Executive Committee or (3) members constituting not less than one-tenth of the membership in the Chamber who shall have signed a petition authorizing the call of the membership meeting. These procedures shall be the sole procedures in which special meetings of the Chamber membership may be called. Notice shall contain the place, date, and time of the meeting and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. Notice shall be delivered to each member entitled to vote at the meeting no later than the 10th day and not earlier than the 60th day before the date of the meeting.

Section 3. Board of Director Meetings

The Board of Directors shall meet as deemed necessary or meetings may be called by the Chair, or in his/her absence, by the Chair Elect or Past Chair or upon the written request of three (3) members of the Board of Directors. Notice shall be delivered to each Director at least five (5) days prior to regular meetings and at least twenty-four hours (24) prior to special meeting. The Board of Directors and any Committee of the Chamber may hold a meeting by electronic means or by telephone conference call in which all persons participating in the meeting can hear each other. Notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

The business of the Chamber shall be conducted by the Board of Directors and issues shall be decided by majority vote when a quorum of voting Board members is present.

Section 4. Quorum

When a meeting of the general membership has been properly Noticed those members in Good Standing and present at the meeting shall comprise a quorum. A majority vote of members in Good Standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.

When a meeting of the Board has been properly Noticed, a majority of the Directors currently in office shall comprise a quorum. No action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum.

Section 5. Agenda and Minutes

An agenda and minutes shall be prepared for all meetings of the Board.

ARTICLE IV: BOARD OF DIRECTORS

The Board is established to guide the Purpose & Objective of the Chamber, to include, but not be limited to management decisions, staff maintenance, dues structure, membership drives, adherence to the bylaws and to conduct an annual meeting.

Section 1. Composition

The Board shall be comprised of a maximum of 13 voting and two (2) ex officio members. The goal for the composition of the Board shall be representation from the following Chamber sectors: retail, industrial, education, financial, professional, service, hospitality, health care, not-for-profit, and sole proprietorship.

The Ambassador Committee Chair and Tourism Committee Chair shall serve on the Board with voting privileges during their term as Committee Chair.

Directors shall serve a three (3) year term and shall serve no more than two (2) consecutive three (3) year terms, except the immediate Past Chair shall serve an additional one (1) year term with voting privileges. All Directors must be members in Good Standing and have agreed to accept the responsibility of a directorship.

If Chair is elected in the last year of term limit (6 years), the Chair's term shall be extended one (1) additional year as Chair, plus a secondary one (1) term as Past Chair with voting privileges (2 years combined). Term shall extend no more than a total of two (2) years past the designated time (8 years total) so that the individual can fulfill their Past Chair obligations.

Section 2. Ex Officio Members

Ex Officio non-voting members of the Board shall be the City Administrator and the Chamber Chief Executive Officer. The role of ex officio Directors is to provide counsel, suggestions and recommendations for consideration by the Board.

Section 3. Selection of Directors

The Executive Committee shall comprise the nominating Committee.

Section 4. Candidates/Election of Directors

The Executive Committee shall open nominations for the Board to the membership in the September newsletter; nominations will remain open until October 1.

The Executive Committee shall present the candidates at the October Directors meeting for selection to fill the vacancies on the Board. The Board shall select candidates which adhere to the composition of the Board, as previously described.

Upon receipt of the slate of candidates from the Executive Committee, the CEO shall immediately notify candidates of their nomination. The candidates shall respond their acceptance or rejection to serve on the Board.

Section 5. Determination

The CEO shall prepare a ballot with a brief biography of each nominee to be delivered within thirty (30) days of the October Board meeting to the membership. The membership will be requested to support the slate recommended by the Board or to make other nominations, considering the guidelines for composition of the Board. The membership may hand deliver, fax, mail, or email the ballot to the Chamber office within ten (10) days as indicated on the ballot. The CEO and Chair shall be responsible for tallying the votes and notifying the candidates of the results. In the event of one or more ties, such candidates shall determine their election by drawing lots. Announcement of newly elected officers will be made in the upcoming newsletter.

Section 6. Seating of Directors

All newly elected Board members shall be eligible for seating at the regular January meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of December.

Section 7. Vacancies

Mid-term vacancies on the Board shall be filled through appointment by the Board.

Section 8. Director Termination

If any Director has three (3) unexcused absences from the monthly Board meetings during a fiscal year, the Chair shall call such failure to his/her attention and ask for a satisfactory excuse. A Director may be asked to resign his/her directorship due to lack of attendance at Board meetings, other unbecoming conduct, or prejudicial to the aims of the Chamber. After being Noticed and an opportunity for a hearing before the Board are afforded, the member complained against may be removed by a majority vote of the Board.

Section 9. Policies

The Board may adopt such rules and regulations as may be required to conduct the affairs of the Chamber. The government and policy making responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances and direct its affairs.

Section 10. Conflict of Interest

Any Director having a material financial interest or having an immediate family member with a material financial interest, in a contract or other transaction presented to the Board or a Committee of the Chamber shall make a full and frank disclosure of the interest to the Board or Committee before it acts. Such disclosure shall include any relevant facts known to such person about the contract or transaction that may reasonably be construed to be averse to the Chamber's interest. The Board shall then determine by majority vote whether the disclosure shows that a conflict of interest exists. If a conflict exists, such a person shall not vote on such contract or transaction. Such person shall be counted in determining the existence of a quorum at any meeting where the contract or transaction is voted on. The minutes of the meeting shall record whether a quorum was present, the disclosure, the vote, and, when applicable, the abstention. For

purposes of this section, a person shall be deemed to have a material financial interest in a contract or other transaction if such person is a party dealing with the Chamber or is a shareholder, partner, or officer of, or has a significant financial investment in the entity dealing with the Chamber. "Immediate family member" means natural, adoptive, or marital grandparent, parent, sibling, child, or grandchild.

Section 11. Indemnification

The Chamber may, by approval of the Board, provide for indemnification by the Chamber and any and all of its Directors or former Directors 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 a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director shall be adjured in such action suit or proceeding to be liable for negligence or misconduct in the performance of duty and of such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 12. Conducting Business by Email

Any Board action may be conducted via email so long as a majority of the Board affirmatively approves the proposed action by email.

ARTICLE V: OFFICERS

Section 1. Determination of Officers

The Board, during the fourth quarter of the fiscal year, shall reorganize for the coming year. The Board shall also appoint a Chair, Chair Elect or Past Chair, and Treasurer. 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 shall remain voting members of the Board.

Section 2. Chair

The Chair is the highest-ranking Board Member, shall perform all duties incidental to the office and serve a two (2) year term. The Chair, together with the Board, is responsible for setting policy for the organization; for giving it direction; and determining tone and issues of the Chamber. The Chair is directly responsible for conducting periodic performance appraisal and goal setting with CEO and encouraging member and Director participation in the organization. The Chair spearheads the development of a common vision for the organization; makes sure that priorities are developed; and makes full use of the expertise of the professional staff. The Chair of the Board shall preside at all meetings of the Directors and the Executive Committee; be empowered to appoint all Committees and Chairs to those Committees and serve as a non-voting member on any and all Committees, as necessary. The Chair shall submit, with the support of the CEO, at the annual meeting, a report to the general membership reviewing all acts of the Chamber for the preceding year.

Section 3. Chair Elect

The Chair Elect shall be the assistant to the Chair, performing the duties of the Chair in his/her absence. The Chair Elect ordinarily succeeds the Chair of the Board in that office, serves on the Executive Committee and shall serve a one (1) year term during the Chair's second year as Chair.

Section 4. Past Chair

The Past Chair shall be the assistant to the Chair, performing the duties of the Chair in his/her absence. The Past Chair serves on the Executive Committee and shall serve a one (1) year term during the Chair's first year as Chair.

Section 5. Treasurer

The treasurer monitors the Chamber's financial records for reporting to the Board of Directors regularly the financial status of the Chamber, and for performing other duties as from time-to-time may be assigned by the Chair or the Board of Directors.

Section 6. Secretary

The duties of the Secretary shall be performed by the CEO or designated staff.

Section 7. CEO

The CEO shall be responsible to the Board. The CEO is in charge of daily operations of the Chamber. The CEO shall maintain the office; perform or designate the duties of Board secretary; conduct the correspondence; preserve the records, documents and communications; keep books of accounts; maintain an accurate record of the proceedings of the Chamber and the Board meetings. The CEO shall assist with coordinating all functions of the Chamber and keep the public and general membership informed about the activities of the Chamber. The CEO is the chief spokesperson for the Chamber in the community. The CEO shall sign all checks, and perform all duties as outlined in the Job Description. The CEO shall serve as an ex officio non-voting member on all Committees and the Board. The CEO shall record all single expenditures of \$2500.00 or more for monthly review by the Treasurer or Chair.

Section 8. Indemnification

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and of its officers or former officers as spelled out in Article IV, Section 13 of these By-Laws.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee

The Executive Committee shall act for and on behalf of the Board on issues of immediate concern of the Chamber when the Board is not in session and shall be accountable to the Board for its actions. The Executive Committee shall also act as the Personnel and Finance Committee for the Chamber. The Executive Committee is comprised of the Chair, Chair Elect or Past Chair, Treasurer, CEO and up to two At-Large Members, as appointed by the Board.

Section 2. Tourism Advisory Committee

The purpose of the Tourism Committee is to promote and encourage tourism in River Falls through projects, initiatives, and/or events that are likely to generate paid overnight stays at more than one establishment. The primary role of the Tourism Committee is to serve as an advisory council for the development and execution of the tourism marketing plan, advertising schedule, and budget to promote tourism in River Falls. The Chair shall serve as a member of the Board during their three (3) year term.

Section 3. Ambassador Advisory Committee

The purpose of the Ambassador Committee is to promote goodwill and communicate the mission of the Chamber to new and existing members; encourage all members to get involved with the Chamber; and support Chamber membership and staff. The Chair shall serve as a member of the Board during their one (1) year term.

Section 4. Standing Committees

Standing Committees shall be organized each year by the Board to serve in areas the Board feels necessary. Each Committee shall have a representative chosen from the membership.

Section 5. Special Purpose Committees

The Board may appoint Special Purpose Committees to serve for short periods of time to study special projects or problems. Each Committee shall have a representative chosen from the membership.

Section 6. Committee Reports

Committees shall give a report monthly to the Board and to the general membership as requested.

Section 7. Finances

Budgets for all Committees shall be set by the Board.

Section 8. Limitations

No Committee shall represent the Chamber on any subject without prior approval from the Board.

ARTICLE VIII: FINANCE

Section 1. Funds

All money paid to the Chamber shall be placed in a general operating fund. The Board may set aside funds at the end of the year to be placed in a reserve account.

Section 2. Special Funds

If deemed necessary or advisable by the Board, special funds may be raised or accepted.

Section 3. Disbursements

No obligation or expense shall be incurred, and no money shall be appropriated without prior approval of the Board. Upon approval of the budget, the CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be made by check.

Section 4. Fiscal Year

The fiscal year of the Chamber shall begin on January 1 and ends on December 31 of each year.

Section 5. Bonding

The CEO and such other officers and staff as the Board may designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE IX: PARLIAMENTARY PROCEDURES

Section 1. Authority

The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert's Rules of Order as revised.

ARTICLE X: DISSOLUTION

Section I. Fund Disbursement

On dissolution of the Chamber, any funds remaining shall be distributed to one or more Internal Revenue Service approved, regularly organized, and qualified business league, chamber of commerce, real estate board, or board of trade which is not organized for profit and no part of the net earnings for which inures to the benefit of any private shareholder or individual to be selected by the Board.

ARTICLE XI: AMENDMENTS

Section I. Revisions

These By-Laws may be amended or altered by majority vote of the Board present at any regular or special meeting, provided the Notice for the meeting includes the proposal for amendments. Any proposed amendments or alterations shall be Noticed at least ten (10) calendar days in advance of the meeting at which they are to be acted upon.

Approved as amended this 23 day of APRIL, 2018.

Attested to by: Kellie Burrows, Kellie Burrows, Board Chair