

LANGDON AREA CHAMBER OF COMMERCE BYLAWS

ARTICLE I - NAME

- Section 1. This organization is incorporated under the State of North Dakota and is known as the Langdon Area Chamber of Commerce, hereafter referred to as the Chamber.
- Section 2. The geographic territory to be served by the Chamber will be the “greater Langdon area.”
- Section 3. The principal office of the Chamber shall be located at 324 8th Avenue, Langdon, ND 58249

ARTICLE II - MISSION AND LIMITATIONS

- Section 1. The Chamber mission is to encourage and promote an environment conducive to healthy economic growth; to create business creation and expansion; to enhance a spirit of cooperative community effort; and to enhance the quality of life in Langdon, ND.
- Section 2. The Chamber of Commerce shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(C) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

- Section 1. Any person, farm, association, firm, estate, business, partnership, corporation, non-profit, or special interest group may be a voting member of the Chamber by paying, according to the membership investment dues structure, their membership investment dues. Membership investment dues shall be paid annually.
- Section 2. Any member may be expelled for his, her or its membership or have his, her or its membership cancelled by the Board of Directors for nonpayment of membership investment dues four months after the beginning of the fiscal year, or for any other good cause by a two-thirds (2/3) majority vote shown unless good cause is shown to retain membership. Failure to pay membership investment dues within two months of the beginning of the fiscal year will result in non-reimbursement of Langdon Bucks until membership investment dues are paid for the year.
- Section 3. Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any membership investment dues, assessments, or other charges theretofore accrued and unpaid. Resignation by any member shall not entitle them to a refund of all or any part of prior membership investments paid.

Section 4. Membership in this corporation is not transferrable or assignable unless an existing member transfers ownership via a purchase or other ownership transfer mechanism at which time the new owner assumes the membership.

ARTICLE IV - FINANCE

Section 1. The revenues of the Chamber shall be derived from Membership Investment dues, Langdon city support and activities/events designed to advance the "mission" of the Chamber as defined in Article II, Section 1.

Section 2. Membership Investment dues shall be paid at such rate, schedule or formula as may be approved by the Executive Committee and ratified by the Board. Membership Investment dues are assessed on an annual basis and due at the beginning of the fiscal year.

Section 3. All checks, drafts or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Executive Director and one board member.

Section 4. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. The Board of Directors may authorize any officer or agent or agents of the corporation in addition to the officers so authorized by the by-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 6. The President of the Board, with the approval of the Board, shall annually appoint an Audit Committee consisting of not less than three (3) Directors. The members of the Audit Committee may not include the Executive Director. The purpose of the Audit Committee is to review all accounts associated with the Chamber for accuracy and to ensure accepted accounting practices are employed. The audit will take place prior to the beginning of a new fiscal year.

Section 7. The fiscal year begins October 1 and shall end on the following September 30.

ARTICLE V - MEETINGS

Section 1. Meeting notices shall be sent to all members in good standing concerning the time, place, and date of the meeting at least two days in advance. Notice shall be through email, paper invitation, radio, newspaper or other correspondence.

Section 2. A quorum at a membership meeting constitutes voting members present at the meeting with decisions determined through a majority vote. A quorum at a board of directors meeting constitutes a majority of the board members in attendance.

Section 3. The Board of Directors shall meet annually, such meeting to be held during the month of September of each year. The date, time and place shall be fixed by the board and notice given as set forth above

Section 4. There shall be monthly membership meetings to advance the interest of the Chamber as determined by the Board.

Section 5. Special meetings of the membership may be called by the president, the Board of Directors or not less than one-tenth (1/10) of the members having voting rights. Notice of said special meeting shall be given as set forth above.

Section 6. Voting by proxy is not allowed.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. The Board shall be elected at the Annual Meeting of the Membership.

Section 3 The number of directors shall be nine (9). Directors shall serve for a period of three (3) years, with three (3) directors elected each year. Further, the president, first vice president, second vice president and immediate past president of the corporation shall be members of the Board of Directors for the purposes of this Article.

Section 4. The Board of Directors shall meet monthly. Notice of said meeting shall be given by the president. In addition to all regular monthly meetings, the Board of Directors shall meet annually for a board retreat, such meeting to be held just prior to the end of the fiscal year. The time and place shall be fixed by the president and notice given as set forth above.

Section 5. Special meetings of the Board of Directors may be called by or at the request of the president and/or any three (3) directors.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies on the Board of Directors shall be filled by the board and the appointee shall serve the unexpired term of his, her predecessor.

Section 9. The directors shall receive no compensation for services except as is otherwise set forth in these by-laws.

Section 10. A Board member may participate in a meeting of such Board by means of a conference telephone, internet enabled conference device or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence at such meeting.

Section 11. A members of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined 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 as recommended by the Board Chair.

ARTICLE VII - OFFICERS

Section 1. Officers of the corporation shall be a President, a First Vice-President, a Second Vice-President, and an Executive Director.

Section 2. The officers of the corporation, excluding the Executive Director, shall be elected annually by the board of directors at the October monthly meeting. The officers shall serve for the term of one (1) year.

Section 3. The President of the Board shall preside at all Membership meetings of the Chamber, Board meetings and Executive Committee meetings, and shall perform all duties incident to this office. The Chair of the Board shall, with the approval of the Board, appoint all committees and shall be an ex-officio Member of all committees.

Section 4. The Board of Directors shall hire an Executive Director. Said Executive Director shall be an employee of the corporation.

Section 5. The Executive Director shall be the chief executive officer of the Chamber. It shall be the Executive Director's duty to conduct official correspondence, keep books of accounts and maintain accurate records of the proceedings of the Chamber, Board, and all committees. The Executive Director shall serve as corporate secretary of the Chamber, when required. Compensation of the Executive Director shall be determined by the Board and reviewed annually. The Executive Director may be hired or dismissed by a three-fourths vote of the Board. The Executive Director shall be subject to the policies and procedures as set forth by the Board. At dismissal or resignation, the Executive Director shall deliver to the Board all books, papers and property of the Chamber.

Section 6. Any office so elected or hired may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby but such removal shall be without prejudice to the contract rights, if any, of the Executive Director.

Section 7. Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the President of the Board, First VP of the Board, Second Vice President of the Board, and immediate past President of the Board

Section 2. The Executive Committee shall, in the interim period between board meetings, be empowered to make decisions relating to Chamber matters.

Section 3. The Executive Committee may refer matters to a proper committee or to the Board.

Section 4. A majority of the Executive Committee shall constitute a quorum, for purpose of conducting an Executive Committee meeting.

Section 5. Annually, the Executive Committee shall make an appraisal of the Executive Directors performance in keeping with the job description and official duties.

ARTICLE IX – COMMITTEES

Section 1. The president, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons as he or she deems necessary to carry out the program of the corporation. Committee appointment shall be at the will and pleasure of the president.

Section 2. Chairpersons or members of standing Committees of the Board of Directors may solicit active committee members to serve on the Committee, provided that a majority of committee members are active Directors or voting members.

Section 3. Standing committees of the Chamber shall be the retail, music fest, economic development, membership/relations, civic education, audit and agriculture with the board of directors determining the objectives of each committee.

Section 4. The President of the Board, with the approval of the Board, shall create additional committees and taskforces of the Board and shall name a Chair to lead the group. It shall be the function of the committee to make investigations, conduct studies, make recommendations to the Board, and to carry out such activities as may be delegated to them by the Board. Board Committees and Taskforces may solicit active members to serve on the Board Committee or Taskforce. The Board shall authorize and define the powers and duties of all standing and special committees annually.

Section 5. The Board may, from time to time, deem it to be in the best interest of the Chamber to either form or dissolve a committee or taskforce or to consolidate

two or more committees and/or taskforces. This can be accomplished by majority vote of the board of directors.

ARTICLE X - PARLIAMENTARY PROCEDURES AND SEAL

Section 1. The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert's Rules of Order as revised.

Section 2. The Chamber may use a Seal of such design as may be adopted by the Board.

ARTICLE XI - AMENDMENTS

Section 1. All proposed amendments to these By-Laws shall first receive the approval of the Board, followed by a majority vote of active Members present at any regular or special meetings called for that purpose.

ARTICLE XII – DISSOLUTION

Section 1. The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws under Article II Section I and no part of said funds shall incur, or be distributed, to the Members of the Chamber. Upon 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.

ARTICLE XIII – CONFLICT OF INTEREST

Section 1. An Action in which an Officer or a Director has a Conflict of Interest may be approved in advance by the affirmative vote of a majority of the Board. Said voting Directors shall not include any Officer or any Director whose Conflict is in question. Those voting Directors are charged with a good faith reasonable belief standard that the Action sought will not be unfair to the Chamber.

Section 2. A Conflict of Interest policy statement shall be signed by all board members and the Executive Director annually and anytime a conflict of interest arises through the course of the year. The Policy Statement is intended to inform the board of directors of any conflicts of interest any board member may have.

(Updated October 2022)