

# **BYLAWS of The Board of Directors of the LEAD AREA CHAMBER OF COMMERCE**

Bylaws updated and approved by the Board: May 10, 2023

## **ARTICLE I. LEGAL NAME OF ORGANIZATION.**

### Section 1. ORGANIZATION NAME.

The name of the organization governed by this board shall be the Lead Area Chamber of Commerce (LACC)

## **ARTICLE II. OBJECTIVES.**

### Section 1. LACC MISSION & VISION.

The Mission of the Lead Area Chamber of Commerce is to promote Lead and our area Businesses as "Miles Beyond Ordinary"

The Vision of the Lead Area Chamber of Commerce is to be a resource, cheerleader, educator, and facilitator for the Lead Area and its area businesses by providing tourism & relocation materials, assisting with business growth & development, promoting the Lead Area, and facilitating events.

- In pursuit of the Mission & Vision, these bylaws seek to support all those activities believed to be beneficial to the Lead Area and its businesses; to promote the welfare of all area citizens, following always those policies intended to accomplish the greatest good for the greatest number; and to provide for the continuity of leadership of the LACC.

### Section 2. LACC GOALS

It is the goal of the LACC to provide its members with every opportunity to become a better business. The LACC will provide its members a posting on its Member Directory, hold Member Open Houses allowing members to get to know other members and to learn about the businesses (networking), improve business skills by holding classes for all members, promote the Lead area for visitors, and provide information to members on Legislature in Federal, State, and Local jurisdictions. Additionally, the Chamber will work with our local government to speak out loudly, clearly, and regularly on behalf of the business. The Chamber publishes a monthly newsletter and a weekly Email update listing 'happenings' in the Lead area in its efforts for consistent branding. New members, retention efforts, and visitor impact are tracked (Key Performance Indicators, KPI's) through data analysis of social media, surveys, etc. Annual goals will be set for these KPI's

### Section 3. USE OF LACC FUNDS.

The LACC shall expend a minimum of 5% of all its yearly income to promote the above Goals.

### Section 4. NONPROFIT CORPORATION.

The LACC is a 501 C (6) non-profit organization governed by the Board of Directors of the LACC. No dividend or financial return of any kind shall be made to any Member of this corporation constituent and no part of the net earnings thereof shall inure to the private benefit of any Member, constituent, or person whomsoever.

Board Directors shall be indemnified in all transactions regarding their Board activities.

Section 5. FISCAL CALENDAR.

LACC shall operate its Financial calendar from January 1 until December 31 of any year. All financials are performed on a calendar basis; no accrual shall occur.

**ARTICLE III. MEMBERSHIP TO THE LACC.**

Section 1. APPLICATION.

Candidates for active membership to the LACC shall make an application to the LACC Executive Director and this application shall be regarded as a commitment on part of the applicant, of interest in and dedication to the purpose of the LACC organization and adherence, if elected, to its bylaws, rules, and regulations. Membership will begin upon payment of the prescribed membership dues.

Section 2. PAYMENT.

Each active Member shall pay dues as developed by the Chamber Board of Directors. The amount of the dues shall be recommended by the Executive Director and approved by the Board. Payments will be made by cash, check, or credit card, and no form of barter shall be permitted unless approved in advance by the Board of Directors.

Section 4. REPRESENTATION.

The Member may designate one person to represent their membership in all LACC business.

Section 5. TERMINATION.

Any Member may resign from the LACC upon written request notice to the Board of Directors. Any Member shall be expelled by the Board of Directors for non-payment of dues after ninety (90) days from the due date unless otherwise extended. Any Member may be expelled by a two-thirds vote of the entire Board of Directors at a meeting thereof for conduct unbecoming a Member or prejudicial to the aims or repute of the LACC after notice and opportunity for a hearing are afforded the Member.

Section 6. MEMBERSHIP RIGHTS AND PRIVILEGES.

All members shall have all the rights and privileges listed above. No member shall be given any other right not available to all other members. No grant or special gift, monetary or otherwise, shall allow any deviance from this rule.

**ARTICLE IV. BOARD OF DIRECTORS.**

Section 1. GOVERNANCE.

The governance of the LACC and the direction of its work and the control of its property shall be vested in a Board of Directors, consisting of seven (7) members (hereinafter "Director" or "Directors"); in addition, up to three (3) additional Directors may be appointed as ex-officio members.

No Board Director shall vote on, make recommendations for, or use undue influence in any affairs of the LACC which might constitute a conflict of interest in such activities. The beginning of each Board Meeting shall ask if a conflict of interest from any Director might exist.

## Section 2: BOARD MEETINGS

Board of Director meetings shall be held no less than once every month. Special meetings may be called by the President of the Board on an 'as-needed' basis and shall be called via electronic means (i.e., Email) at least three days prior to the meeting. Dates and times of said meetings shall be set by the Board and those times and dates shall be published in the LACC Newsletter.

## Section 3: EXECUTIVE SESSIONS

From time to time, the Board may call for an Executive Session. These sessions are closed sessions for Board Directors and invited guests only.

## Section 4: BOARD QUORUM

At all Board meetings a quorum shall be required to enact any actions by the Board. A quorum shall require the attendance of a majority of the regular elected Directors. At times when a quorum is not present at a Board Meeting, an Email vote may be taken by the President of the Board. When timing is a concern, the President may conduct business electronically with a quorum participation.

NOTE: A present ex-officio Director may substitute as a regular Director.

## Section 5. NOMINATIONS.

The nominations for Board of Directors shall come from the LACC Members at large. These nominations shall be made at least thirty (30) days before the annual meeting. The Board of Directors shall fill any vacated Director positions on an 'as-needed' basis.

## Section 6. DUTIES.

The duties of a Director shall begin the next scheduled meeting following their election. Annually the Board of Directors shall meet, qualify, and elect from their own number a President, Vice President, Secretary, and Treasurer. The Board of Directors shall also appoint, after Board review, the Executive Director of the LACC, determine the Executive Director's salary, and approve recommendations from the Executive Director for any other employee salaries for the upcoming year. The Board of Directors may fill all vacancies which occur within the Board and such fulfillment shall be for the unexpired term of the vacated Board Director at such time during the year that is appropriate. Board Directors may adopt a written policy to conduct the business of the LACC Board of Directors and the LACC providing such written policy does not conflict with these Bylaws.

## Section 7. TERMS.

Directors shall be elected for a three (3) year term. Directors are eligible for one additional term. Directors elected to fill a vacated position shall fill the position for the remainder of the term of the original Director. If the new Director has been on the Board for less than one (1) year to fill the vacated seat, that Director is eligible for two (2) additional terms.

**Section 8. DIRECTOR RESIGNATION, TERMINATION & ABSENCES.**

A Director may resign by writing a letter of resignation and giving it to the presiding President of the Board.

Two (2) consecutive unexcused absences or 3 unexcused absences in a twelve (12) month period are grounds for dismissal from the board. An excused absence is accepted by letting the President of the Board or Executive Director know 24 hours in advance either by phone or email that he/she will not attend the regularly scheduled meeting. Any Director attending by phone or conference call is considered as attending.

A Director may also be removed from office for acts that conflict with the Mission, Vision, and Goals of LACC. Such removal shall be determined after a review of said conflict by the remaining Directors. A unanimous vote of the remaining Directors for removal shall be required for removal from the Board.

**ARTICLE V. OFFICERS.**

**Section 1. EXECUTIVE COMMITTEE.**

The Board of Directors of the LACC shall vote to fill the offices of President, Vice President, Secretary, and Treasurer. All Board Directors holding these positions are members of the Executive Committee.

**Section 2. PRESIDENT.**

The President of the Board shall preside at all meetings of the Board of Directors of the LACC and the Board of Directors shall perform all duties incident to their office. The President shall have general supervision over all employees of the LACC and shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors. At the expiration of term of office, the President shall deliver to the Board of Directors, all books, records, and property of the LACC in his/her possession.

**Section 3. VICE PRESIDENT.**

It shall be the duty of the Vice President to serve when the President is absent. The Vice President shall also maintain a record of all current Directors including their term start and end dates, the current Ex-Officio Directors, and the Titles and terms of each official.

**Section 4. TREASURER.**

The Executive Director shall issue to the Treasurer, upon approval by the Board of Directors, certified invoices for all necessary disbursements. The Treasurer shall keep the official financial records of the Chamber and shall make recommendations to the Board on how to best utilize its general funds.

**Section 5. SECRETARY.**

It shall be the duty of the Secretary to record proceedings and meetings of the LACC Board of Directors, and to correspond, preserve, maintain and accumulate records of the proceedings and meetings. The Secretary shall keep these records and all committee records of the Board of Directors and all committees. These records will be shared with the ED and then transferred to succeeding secretaries.

**Section 6. EX-OFFICIO.**

Ex-officio board Director positions may be held by a representative of the City of Lead Commission, a representative from the South Dakota Science and Technology Authority, or a former LACC Board Director. An ex-officio may hold the role of an elected official when necessary to reach a quorum.

Section 7: OFFICER TERMS

The Term of Service for all officers shall be one (1) year. An Officer may hold a position for a maximum of two (2) terms. In the event there is not a nomination for an Officer, the Board of Directors may vote to extend the term of the current officer past the maximum.

**ARTICLE VI. OFFICIAL BOARD RECORDS**

Section 1. LOCATION OF RECORDS

All official Board records shall be kept by the Executive Director in the LACC offices.

Section 2. RECORDS KEPT

The records to be kept shall consist of, but not be limited to, Monthly Financial Statements, Board Meeting Minutes (both monthly and special session), Board meeting agenda, and Membership Roster. NOTE: Included in these records shall be a bank check register. These records may be kept electronically with backup (digital & hardcopy).

Section 3. RECORD RETENTION PERIOD

These records shall be kept for at least the following time spans:

Monthly Financial Records	Seven (7) years
Meeting Minutes	Four (4) years
Meeting Agendas	Two (2) years
Membership Roster	Three (3) years
Check Register	Seven (7) years
Policies & Procedures	Continuous and Current
Bylaws	Continuous and Current

These records may consist of hard copy or electronic copy with backup (or both).

Section 4. AUDITS

The above records shall be audited each year in the first quarter of the year. The audit team shall be selected by the Board of Directors and shall consist of a least two (2) Directors, with at least one (1) person being an Ex-Officio Board Director

Section 5. PRESENTATION OF FINDINGS

The Audit Committee shall present an audit report to the Board of Directors and said report shall be printed in the monthly Member Newsletter.

## **ARTICLE VII. COMMITTEES**

### **Section 1: COMMITTEE LIAISONS.**

The President of the Board shall appoint all committee liaisons, subject to confirmation by the Board of Directors. The Board shall authorize and define the powers and duties of all committees. The Board may evaluate Committees as they shall, from time to time, deem appropriate. The President of the Board and Executive Director shall be members of all committees unless otherwise ordered. It shall be the function of committees to investigate, make recommendations and carry out work projects. They shall report to the Board of Directors. No standing or special committee shall represent the LACC in advocacy of or opposition to any project without specific confirmation of the Board of Directors, or such confirmation as may be specifically granted under general powers delegated by the Board of Directors to that committee. Meetings of committees may be called at any time by the President of the Board or by the Chairman of such committee.

The following Standing Committees shall exist: Financial Committee. (From time to time the board can form additional committees as needed).

### **Section 2: FINANCE COMMITTEE.**

The Executive Committee will act as the Finance Committee and shall be chaired by the Board Treasurer. It shall be their duty to approve or reject all proposals for disbursements from the various funds above and beyond the approved budgeted amount. The President, Executive Director, and Treasurer shall ascertain that all monies of the LACC are deposited in its name. It shall also be the duty of the Finance Committee to keep an accurate check on the various funds as budgeted by the Board of Directors and make monthly reports on the status of such funds. It shall be the duty of the Finance Committee to prepare and present, through the Executive Director, the annual LACC membership roll and to have at all times a full knowledge and control of all finances of the LACC. Financial reports will be presented monthly.

No appropriations of money or other property of the LACC shall be made for any purpose other than to defray the legitimate expenses of the LACC as budgeted, except by the unanimous vote of the Directors present at a meeting of the Board of Directors constituting a quorum. All requests from sources outside the LACC for contributions shall be referred to the Finance Committee in written detail and must be approved by the Finance Committee. No disbursements of the funds of the LACC shall be made above and beyond the approved annual budget unless they have been approved and ordered by the Board of Directors. All disbursements shall be made by check or by online internet access (Section 4) with the exception of small expenditures from a petty cash fund which will be controlled by the Executive Director of LACC and reconciled each month by the Treasurer and the Executive Director. Checks shall be drawn and signed by two designated signatories and only when authorized by certified invoices from the Executive Directors of LACC. No check signer may co-sign a check payable to that person.

### **Section 3. ONLINE BANKING.**

The Executive Director shall be the authorized agent of the internet online banking account and will assign and be responsible for all electronic receipts and disbursements through internet online banking. The Executive Committee shall also use online internet access banking services with the President or a designated Executive Committee member/staff being the final executor of pending bills online. A list of each online transaction shall

be prepared by the Executive Director and submitted by the Executive Director and President to the Board of Directors each month.

## **ARTICLE VIII. MANAGEMENT OF CHAMBER**

### **Section 1: CHAMBER MANAGER**

The management of the day-to-day activities of the Chamber and of its various employees shall be the responsibility of the Executive Director (ED)

### **Section 2: SELECTION OF EXECUTIVE DIRECTOR (ED)**

The ED shall be selected by the Board of Directors and shall be selected from a list of candidates as determined from a search including newspaper ads, online solicitation, word of mouth, and internal notification to current employees.

### **Section 3: DUTIES OF ED**

The ED is responsible for all employee duties and the daily operation of the Chamber to include recommendations on hiring and salaries to the Board of Director for approval, and the direction and performance evaluation of employees. The ED shall have the duties to: Develop new members, maintain current members, keep open communication with the current and potential members on ways the LACC can better serve its community, oversee all LACC events, solicit donations from businesses, act as a liaison between members and the Chamber Board, provide updates to the Lead City Commission of the functioning of the LACC, and other duties as assigned.

## **ARTICLE IX. MEETINGS**

### **Section 1. ANNUAL MEETINGS.**

The Board of Directors of the LACC shall hold an annual meeting for all Chamber Members. The date of said meeting shall be determined by the Board of Directors and shall be held in the first quarter of the year.

### **Section 2. REGULAR MEETINGS.**

Regular meetings of the Board of Directors of the LACC shall take place on dates determined by the Board of Directors and shall be no less frequent than once each month. The meeting agenda and financial statements shall be finalized by the ED and distributed, by post or electronically, no less than two (2) days before the scheduled meeting. All business before the Board must be listed on the agenda. New items (not listed on the agenda) may be discussed under a 'New Business' topic.

### **Section 3: SPECIAL MEETINGS.**

Under the auspices of the President of the Board, special meetings of the LACC Board of Directors may be called by written request either by post or electronically, when the Board deems it advisable. Notice shall be given at least four (4) days prior to the time, place, and purpose of special meetings by post or electronically. At all special meetings, only such business as stated in the meeting notice shall be discussed or acted upon.

### **Section 4. QUORUM.**

A majority of the Directors of the board or committee shall constitute a quorum at any regular or special meeting of the Board of Directors of the LACC unless provided otherwise.

**Section 5. EXECUTIVE SESSION.**

Upon motion by any Director, the LACC Board of Directors may, by a two-thirds vote, go into executive session. An executive session is a session open only to Board Directors and invited guests.

**Section 6. GUESTS.**

General Board of Directors meetings are open to all Chamber members. Non-Board members attending any meeting shall be given a chance to voice any concerns during the Chamber's 'new-business' portion of the agenda.

**Section 7. ONLINE VOTING.**

Items may be voted on by email if there is a need to approve items between meetings. Items need a first and second and a majority vote from all Board Directors, items voted on in this fashion shall be recorded in the next month's minutes to become part of the permanent record.

**ARTICLE X. ELECTIONS.**

**Section 1. NOMINATIONS.**

Nominations to the Board of Directors shall be made by self-nomination by a member in good standing. Any current Board Director may run for a second term.

**Section 2. VOTING.**

All voting for the Board of Directors shall be made by the then-current Board of Directors. A majority of cast votes (quorum required) shall constitute election to the Board. The new Board Director shall take the position at the next regularly scheduled Board meeting.

**ARTICLE XI. BUDGET.**

**Section 1. EXPENSES.**

The Executive Committee of Directors, serving as the Finance Committee, shall compile a budget of estimated expenses, including a stated amount for each committee, and submit it to the Board of Directors for adoption. Committee allotments can be determined by consultation with the committee chairperson and Executive Committee. As passed by the Board of Directors, with or without modification, these operating budgets shall be the appropriated budget of the LACC.

**Section 2. REVENUES.**

The revenues of the LACC shall be derived from membership dues, investments, subscriptions, educational programs, donations, sponsorships, advertising, public events, incidental operations, and other sources.

**ARTICLE XII. PARLIAMENTARY PROCEDURE.**



## Section 1. Parliamentary Rules

The proceedings of the LACC meetings shall be governed according to the latest edition of Roberts' Manual of Parliamentary Rules.

## **ARTICLE XIII. BYLAWS.**

### Section 1. AMENDMENTS.

These Bylaws may be amended or altered by a two-thirds vote of the Directors present at any regular or special meeting (quorum required) of the Board of Directors of the LACC provided that notice of the proposed change shall have been read at the meeting and mailed, by post or electronically, by the President not less than five (5) days prior to such meeting.

## **ARTICLE XIV. OPERATIONAL TRANSPARENCY**

### Section 1. TRANSPARENT OPERATIONS.

All operations of the LACC Chamber Board shall be transparent to all members. That is, all members shall have access to information on such business that transpires during the Board meetings (Executive Sessions excluded). This information shall be available from the ED upon submitting a written request to the ED with five (5) days' time to respond.

In order to have a complete history of financial operations, the ED shall submit to the Accountant a list of sources of monies coming in and expenditures made. The Accountant shall itemize such information on a separate worksheet and shall submit such information to the ED for inclusion in monthly meetings.

## **ARTICLE XV. OPERATING CONTACTS**

### Section 1. Operating Contract

From time to time, it may be necessary for LACC to use the services of some members. For each occurrence, a contract shall be approved by the Board of Directors and awarded. All such uses shall require bids from LACC members and/or outside business as may be deemed appropriate for the need.

### Section 2. Time Frame for Contract

Contracts may be for either a one-time service or for service over a period of time. Period of time contracts shall be for a period of one (1) calendar year. If a discount is available for a multi-year contract, the Board of Directors shall consider this option and vote upon that option as an exception to the one-year rule.

## **ARTICLE XV. USE OF LACC PROPERTY**

### Section 1. COMPUTER USE

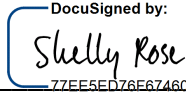
The LACC shall own and maintain a computer for use for organizational purposes. All programs downloaded onto the computer shall be the property of the LACC and are for the use of organizational business only. Any

programs downloaded onto, or use of said equipment for any non-Chamber business is in violation of these Bylaws.


Section 2. TELEPHONE USE

The LACC shall own and maintain mobile telephones as necessary for staff to use for organizational purposes. This phone shall be kept and used by the Executive Director and appointed staff for LACC business only. Use of this phone for any non-Chamber business is in violation of these Bylaws.

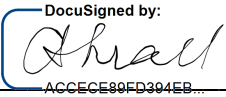
These By-Laws are accepted and approved by the current Board of Directors on this 10<sup>th</sup> day of May 2023.

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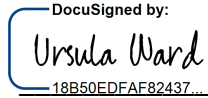
Shelly Rose - President

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Greg Hershman Vice President

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Cary Thrall - Secretary

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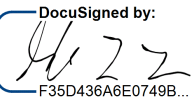
Ursula Ward- Treasurer

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Kathy Dolan- Board Director

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Levi Wilson - Board Director

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Shad Brown - Board Director

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