



## **WALL BADLANDS AREA CHAMBER OF COMMERCE BY-LAWS**

### **ARTICLE I NAME OF ORGANIZATION**

**SECTION 1:** The name of this corporation shall be the Wall Badlands Area Chamber of Commerce, Inc.

### **ARTICLE II PURPOSE**

**SECTION 1:** The Wall Badlands Area Chamber of Commerce is organized to achieve the objectives of:

- (1) Preserving the competitive-enterprise system of business by:
  - a. Creating a better understanding and appreciation of the importance of business interests and concerns.
  - b. Informing the business community and representing them on city, county, state and national legislative and political affairs.
  - c. Preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise.
- (2) Promoting business and community growth and development by:
  - a. Promoting Commerce in the area of Wall, Pennington County, South Dakota, and elsewhere, and to do and perform all actions, and to own any and all property, real, personal or mixed, necessarily connected or incidental to the promotion of community, business and public affairs.
  - b. Promoting and advertising its membership and function to the general public for the purposes of engendering a better relationship between its membership, the general business community and the general public, through all such mediums of advertising and promotion as may be available to it.
  - c. Promoting economic programs designed to strengthen and expand the income potential of business within the trade area.
  - d. Promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community.
  - e. Discovering and correcting problems which prevent the promotion of business expansion and community growth.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1. Individual Membership:** Any individual having an interest in the above purpose shall be eligible to apply for membership. Individual Members will be allowed 1 vote.

**SECTION 2. Business Membership:** Any business having an interest in the above purpose shall be eligible to apply for membership. Business membership will be allowed one vote.

**SECTION 3. Non-Profit Organization Membership:** Any Non-Profit Organization having an interest in the above purpose shall be eligible to apply for membership. Non-Profit organizations will be allowed one vote.

**SECTION 4. Government Agency:** Any Government Agency having an interest in the above purpose shall be eligible to apply for membership. Government agencies will be allowed one vote.

**SECTION 5. Associate Membership:** Any business located more than thirty-five (35) miles outside of the Wall-Badlands area having an interest in the above purpose shall be eligible to apply for membership. Associate memberships will not be allowed to vote.

**SECTION 6. Membership Dues:** Dues of the members shall be determined by the Board of Directors and approved by the paid membership. All memberships shall be paid in advance of the upcoming calendar year. Membership will begin upon payment of prescribed membership dues.

**SECTION 7. Termination:**

- (1) Any member may resign from the Chamber upon written request to the Board of Directors.
- (2) Any member may be expelled for nonpayment of dues after thirty (30) days from the due date, unless otherwise extended by the Board for good cause.
- (3) Any member may be expelled by a two-thirds vote of the full Board of Directors at a regular or special meeting for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber. Notice and opportunity for a hearing will be afforded the member who is the subject of the complaint. If the member is a Board member, he/she shall not participate in the Board discussion or vote.

**SECTION 8. Voting Restrictions of Members:** Each member firm or each member account shall be entitled to one vote. No voting by proxy shall be permitted.

**SECTION 9. General Membership Meetings:** Each Chamber member shall be notified of every regular or special meeting of the members in writing or by email. Notice in the monthly newsletter shall be considered as notice in writing.

- (1) **Quorum.** At any duly called meeting of the General Membership ten percent (10%) shall constitute a quorum for conducting business.

**ARTICLE IV  
BOARD OF DIRECTORS**

**SECTION 1. Governing Body:** The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall manage its property, be responsible for its finances, and direct its affairs. This power will include the authority to dispose of and acquire property, to invest monies, and to incur indebtedness.

**SECTION 2. Number of Directors:** The Board of Directors shall consist of nine members. Board members must be current paid-up members of the Wall-Badlands Area Chamber of Commerce. Each membership may only be represented by 1 seat on the Board of Directors.

**SECTION 3. Duties of Directors:** The Directors shall perform duties as prescribed in the Bylaws including:

- (1) Establish an office and hire an individual, hereinafter referred to as the Executive Director, to perform such duties as determined by the Board.
- (2) Make all policy decisions.
- (3) Approve the Strategic Plan for the Chamber or its committees.
- (4) Approve the Annual Budget.
- (5) Establish the dues structure with the consent of the General Membership
- (6) Recommend and approve changes in the Bylaws.
- (7) Approve in advance all capital expenditures not included in the Budget.
- (8) Elect officers as required in the Bylaws.
- (9) Meet as required in the Bylaws, and more frequently on the call of the Board President or on their own motion and set the dates for such meetings.
- (10) Perform such other duties as may be specified in these By-Laws.

As individuals, each director is expected to:

- (1) Attend all meetings of the Board in-person or via conference call.
- (2) Consult frequently with members of the Chamber in order that they may be truly representative in the legislative function, or to explain Board action.
- (3) Respond willingly to counsel and advice from officers of the corporation.
- (4) Perform such duties, within their capabilities as may be requested by the Board President, to include solicitation of new members and funds, and service on committees.
- (5) Expect to spend a minimum of four (4) hours per month on Chamber activities.
- (6) Timely read all communications from the Chamber, including emails, and when requested, make a timely response.

**SECTION 4. Selection of Directors:**

- (1) **Election.** The general membership shall annually elect three (3) members of the Board of Directors. In order to vote in an election of the Chamber all new and renewing memberships must be paid before February 1 of the year in which the election is being held.
- (2) **Nominating Committee.** In January the Board President will appoint three Directors to be the Nominating Committee. The Nominating Committee will prepare the slate of candidates for the new Board. The Committee shall nominate at least one person for each vacancy.

- (3) **Report of Nominating Committee.** The Nominating Committee shall provide the slate of candidates to the Executive Director. The names will be presented at the February membership luncheon.
- (4) **Nominations by Petition.** Any individual may be nominated by petition, bearing the signatures of at least fifteen (15) members qualified to vote for the Directors of the Chamber. Such petitions can be picked up after the February membership luncheon and must be filed with the Nominating Committee prior to March 25. The Nominating Committee shall review the legality of the petitions and add the qualified members to the list of names for the election and the final list will be sent to the membership in the April Newsletter. Notification of the vote will be in the April newsletter. Nominations will not be accepted from the floor.
- (5) **Ballots.** All elections shall be by secret ballot. The names of the candidates should be arranged on the ballot in alphabetical order. The Nominating Committee will hand out one paper ballot per voting member at the Annual Meeting. The Nominating Committee will gather ballots and tally results, which will be announced before the meeting adjourns. Those elected at the Annual Meeting shall take office May 1.

**SECTION 5. Term of Office.** Each member of the Board shall serve for a term of three (3) years. An individual who has served two (2) three (3) years may return to serve on the Board of Directors after a one-year absence.

**SECTION 6. Vacancies.**

- (1) Vacancies on the Board of Directors shall be filled upon joint recommendation of the Board President and the last Nominating Committee and majority vote of the full Board of Directors.
- (2) If a board member is no longer employed or part of the membership in which they represent, the membership holder will be asked to provide a recommendation for an individual to represent their membership on the board, which the Board of Directors may approve. If the membership holder does not wish to provide a recommendation, then the Board President and the last nominating committee shall provide a recommendation.
- (3) If any Director is absent from two consecutive Board meetings during the year without prior notice, the organization he/she represents will be notified in writing that their seat has been vacated. Individual Memberships will be automatically vacated.

**SECTION 7. Regular Meetings:**

- (1) **Time.** The Board of Directors will meet a minimum of six (6) times per year. Each Director shall be notified of meetings by email.
- (2) **Agenda.** An agenda of all regularly scheduled Board meetings shall be provided to the Directors at least three (3) days prior to the meeting.
- (3) **Quorum.** Except as otherwise provided in these bylaws, a simple majority of the Board shall constitute a quorum for the transaction of business at any meeting.
- (4) **Board of Directors.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

**SECTION 8. Special Meetings:**

- (1) **Call of Meeting.** Special meetings of the Board may be called by or at the request of the President of the Board or by written petition of any five (5) Directors to be held at such time and place as the Directors may determine.

- (2) **Notice.** Notice of any special meeting of the Board shall be given by email at least twenty-four (24) hours prior to the meeting.
- (3) **Waiver of Notice.** Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.
- (4) **Agenda.** The agenda for all special meetings shall be limited to the purpose for which the meeting was called.

**SECTION 9. Compensation:** The Directors as such shall not receive any stated salaries for their services.

**SECTION 10. Expenses:** Qualified Chamber business-related expenses may be reimbursed by approval of the Board. Expenses from Board of Directors meetings or committee meetings do not qualify for reimbursement.

## **ARTICLE V OFFICERS**

**SECTION 1. Officers:** The officers of the Board of Directors of the Chamber of Commerce shall be President, Vice President and Treasurer. A person may run for a seat as an officer after having served at least one year on the Board within the past year.

**SECTION 2. Election and Terms of Office:** The officers of the Board of Directors of the Chamber of Commerce shall be selected by the Board at the May Board meeting. Officer's terms will be one (1) year and they may serve additional terms.

**SECTION 3. Executive Committee:** The Executive Committee is composed of the President, Vice-President, and Treasurer and may transact routine business of the Chamber in the interim between meetings, subject to the approval of the Board of Directors.

### **SECTION 4. Officer Duties:**

- (5) **President.** The President shall preside at all meetings of the Chamber and the Board of Directors. The President shall perform all duties incidental to the office and advise such action as might be deemed beneficial to the functions of the Chamber. The President is an ex-officio member of all committees without a vote and may attend such committee meetings as may be necessary or convenient, but shall not be expected to attend all of them.
- (6) **Vice-President.** The Vice-President shall preside in the absence of the President and perform such duties as designated by the President.
- (7) **Treasurer.** The Treasurer shall provide an annual review of the funds of the Chamber by January 31 of each year and shall keep all monies of the Chamber deposited in its name. All bills not previously approved must be presented to the Board. Each month he/she shall work with the Executive Director to report to the Board and membership as to the financial standing of the organization.

**SECTION 5. Removal:** Any officer elected or appointed by the Board may be removed by a two-thirds vote of the Board whenever, in its judgement, the best interest of the organization would be served thereby. The individual at issue will be allowed to respond to the Board, but may not participate in the vote, which will be held in executive session.

## **ARTICLE VI COMMITTEES**

**SECTION 1. Committees:** The President may appoint all committee(s) members and Chairpersons and shall be an ex officio member of all committees, without a vote.

**SECTION 2. Other Committees:** The Board of Directors shall establish sufficient committees to insure proper completion of all programs. The Board shall authorize and define the powers and duties of the committees except those committees which functions are set forth in these Bylaws. It shall be the function of the committees to make recommendations to the Board of Directors and to carry out such activities as may be delegated to them by the Board.

No policy decisions of any kind bearing upon or expressive of the Chamber shall be taken by the committees unless approved by the Board of Directors. No committee shall take or make public any formal action or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval of the Executive Committee or the Board of Directors.

The committees shall prepare budgets for any fundraising efforts which shall be cleared through the Board of Directors. The committees shall report to the Board and the Executive Director. The committees shall keep minutes which minutes shall be sent to the Board of Directors.

**SECTION 3. Committee Meetings:** Committee meetings may be called by the Board President or the Committee Chair.

**SECTION 4.** A member of the Chamber of Commerce staff may be assigned to work with each committee chair and provide assistance as is desirable and practical in carrying out their assignment. The staff member shall not be expected to do the work assigned to the committee.

## **ARTICLE VII REVENUE, BOOKS AND FINANCIAL RECORDS**

**SECTION 1. Revenue:** The revenue of the Chamber of Commerce shall be derived from membership dues, allocation from the BBB tax, incidental operations, and other resources.

**SECTION 2. Accounting:** The Chamber of Commerce shall keep correct and complete books and records of accounts in accordance with generally accepted accounting procedures.

**SECTION 3. Financial Statements:** A financial statement, in a form approved by the Board, shall be prepared and distributed at regular meetings of the Board and Membership along with an agenda.

**SECTION 4. Annual Review:** An annual review of the books and records of the Chamber of Commerce shall be made by a committee appointed by the Board. The Treasurer shall provide the Board with the report of the annual review by April 30 of each year.

**SECTION 5. Savings Reserve:** The Chamber of Commerce shall keep enough money in the bank to cover one year of expenses.

**SECTION 6. Annual Budget:** The fiscal year shall run from January 1 to December 31. The Executive Director, with each of the committees, shall prepare an annual budget for submission for approval by the Board of Directors. The budget relating to the grant from the City will then be submitted to the City Council for approval for funding.

## **ARTICLE VIII STAFF**

### **SECTION 1. Executive Director:**

- (1) An Executive Director may be hired upon approval by the Board.
- (2) The Executive Director shall perform such duties as specified in the Job Description approved by the Board.
- (3) The Executive Director shall give notices of all regular, special, and annual meetings and shall keep a permanent record of the minutes of such meetings and shall be custodian of all official records. The Executive Director shall ensure that official records of the organization are maintained.

**SECTION 2. Other Staff:** A job description prepared by the Executive Director will be made available to the Board of Directors for each employee. All new positions must be approved by the Board of Directors.

## **ARTICLE IX CONTRACTS, FUNDS AND CONFLICT OF INTEREST**

**SECTION 1. Contracts:** The Executive Committee and the Executive Director shall negotiate and sign contracts on behalf of the Chamber of Commerce, provided that the dollar sum is within the Board approved annual budget. Contract proposals which exceed the approved budget amount for contractual service shall be approved by the Board of Directors before any contracts may be signed.

### **SECTION 2. Funds:**

- (1) **Receipts.** A signed receipt shall be issued for all cash money transactions. The Board will annually designate the bank which will be used as a depository for such funds. Such designation shall be done at the first Board meeting of the year.
- (2) **Disbursements.** The Executive Director's claims of mileage expenses, travel expenses and business entertainment expenses shall be examined by an Officer of the Board. The Executive Director shall be authorized to disburse checks and cash for bills due and payable if provided for in the budget or otherwise authorized by the Board of Directors.
- (3) **Authorized Signatures.** For the purpose of disbursing funds, a signature card of the designated depository shall authorize the disbursement of funds by any one (1) of the following signatures.
  - a. Executive Director
  - b. President of the Board

- c. Vice President of the Board
- d. Treasurer of the Board

**SECTION 3. Conflict of Interest:** All employees, Directors and Officers shall abide by the Wall Badlands Area Chamber of Commerce Conflict of Interest policy.

**ARTICLE X  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the South Dakota Non-Profit Corporation Act or under the By-Laws of the Chamber of Commerce, except as provided herein, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

**ARTICLE XI  
ROBERT’S RULES OF ORDER**

The procedures of the Chamber shall be governed by, and conducted according to, the latest Robert’s Rules of Order as revised.

**ARTICLE XII  
AMENDMENTS OF BY-LAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds of the majority of the full Board of Directors present at any regular board meeting or at any special board meeting if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. The proposed amendment(s) shall be provided to the Board members at least 10 days prior to the meeting.

We the undersigned Officers and Directors of the Wall Badlands Area Chamber of Commerce do hereby certify that the foregoing By-Laws were duly adopted, as amended, as the By-Laws of said organization on the 13<sup>th</sup> day of July, 2022, and that the same do now constitute the Bylaws of said organization.

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PRESIDENT

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DIRECTOR

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VICE-PRESIDENT

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DIRECTOR

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TREASURER

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DIRECTOR

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DIRECTOR

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DIRECTOR

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DIRECTOR



**The following amendments are incorporated within the language of the Bylaws above.**

**ADOPTED:** December 31, 2019

**AMENDED:** July 13, 2022:

Article III Section 1. Add "Individual Members will be allowed 1 vote." And remove "No individual who is affiliated with an existing business member, non-profit member or government member may have an individual membership."

Article III Section 5. Add a for Associate Membership.

Article IV Section 2. Add "each membership may only be represented by 1 seat on the Board of Directors.

Article IV Section 3. Add "in-person or via conference call"

Article IV Section 4 (1) Election. Add "In order to vote in an election of the Chamber all new and renewing memberships must be paid before February 1 of the year in which the election is being held."

Article IV Section 4. Add "Each membership may only be represented by 1 seat on the Board of Directors."

Article IV Section 4 (4) Nominations by Petition. Add "can be picked up after the February membership luncheon and"

Article IV Section 4 (5) Ballots. Add "voting"

Article IV Section 5. "~~two (2)~~ three (3) year terms"

Article IV Section 6. Remove "as part of the May Board meeting". Add "consecutive", "without prior notice", and "Individual Memberships will be automatically vacated".

Article IV Section 6 Vacancies. Formatting: add numbering 1, 2, 3.

Article IV Section 6 Vacancies (2). Add "If a board member is no longer employed or part of the membership in which they represent, the membership holder will be asked to provide a recommendation for an individual to represent their membership on the board, which the Board of Directors may approve. If the membership holder does not wish to provide a recommendation, then the Board President and the last nominating committee shall provide a recommendation."

Article IV Section 7 (1) Time. Replace "four" with "six".

Article V Section 2. Replace "prior to" with "at".

Article VI Section 1. Spelling correction to "ex officio".

Article VII Section 4. Replace "January 31" with "April 30".