

## BY- LAWS

of the

### DELL RAPIDS CHAMBER OF COMMERCE

#### ARTICLE I

##### NAME AND LOCATION

Section 1. Name. The name of this organization shall be Dell Rapids Chamber of Commerce.

Section 2. Location. Its location and post office address shall be in Dell Rapids, South Dakota.

#### ARTICLE II

##### PURPOSES AND POWERS

Section 1. Purposes. The purposes of this organization shall be the ~~civic~~ promotion and advancement of the general business, social, civic, and moral interests of the City of Dell Rapids and its vicinity.

Section 2. Powers. This organization to effectuate its said purposes shall have power to acquire by purchase or otherwise, and to own and hold, and to sell and dispose of, real and personal property of any kind and description; to incur indebtedness and to raise and secure the payment of money in any lawful manner; to issue negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise; and to have such other necessary powers for the purpose of carrying out its objects.

#### ARTICLE III

##### MEMBERSHIP DUES

Section 1. Membership. Any person, non-profit, firm, or corporation may become a member of this organization by completing an application for the same on the form(s) prescribed by the Board of Directors. Members shall agree to be bound by this organization's Articles of Incorporation and By-Laws.

Section 2. Membership Categories. The category for each member shall be determined by the Board of Directors among the following:

Retail business  
Non-retail business  
Private individual  
Non-profit organization

Section 3. Dues and Assessments. The annual membership dues, and special assessments, if any shall be levied, shall be such sum or sums, and shall be due and payable, as fixed and determined by the members of the corporation.

Section 4. Rights. Only those members who have paid all required dues and assessments, and whose memberships have not otherwise been terminated as provided herein shall enjoy all the rights and privileges of membership in the corporation, including the right to vote at meetings of members of the corporation. Each member shall have one vote.

Section 5. Termination of Membership. Membership in the corporation may be terminated at any time by majority vote of the Board of Directors or by majority vote of the Members, upon the happening of any of the following events:

- a) failure to pay any required dues or assessments in a timely manner;
- b) factual determination by the Board or by the Membership that the affected member has engaged in conduct or exhibited character traits prejudicial to, injurious to, or inconsistent with the purposes and objectives of the corporation;
- c) upon written request of any member; or
- d) upon the death of any member or the dissolution of any member organization.

Section 7. Reinstatement. Upon written request and after payment of all dues and assessments required by the Board of Directors, any terminated member may be reinstated with an affirmative vote of a majority of the total Board of Directors or Membership.

#### ARTICLE IV MEMBER MEETINGS AND QUORUM

Section 1. Annual Meetings. The annual meeting of the members of this organization shall be held in the first quarter of each year at a time and place to be designated by the Board of Directors by electronic mail or a written notice mailed to each member's post office address. Such notice must be given not less than five business days prior to the time of holding said meeting. Personal notice shall be considered an equivalent to notice. At such meeting, any business may be transacted.

Section 2. Quarterly Meetings. Quarterly meetings of the members of this organization shall be called by the President or by request of any five members of the organization, notice thereof to be given at least five business days before such meeting by publishing notice in the local newspaper or online.

Section 3. Special Meetings. Special meetings of the members of this organization shall be called by the President or by request of any five members of the organization, notice thereof to be given at least six hours before any such meeting either by personal notice, online or by posting in three public places in the City of Dell Rapids.

Section 4. Quorum. At any annual, quarterly, or special meeting, 25% of the members shall constitute a quorum.

## ARTICLE V DIRECTORS AND OFFICERS

Section 1. Directors. The Board of Directors of this organization shall consist of seven persons, each of whom shall be a member or a representative of a member of this organization. Directors will be elected at the annual meeting of the members and ~~to~~ hold office for three years, with the terms of such directors to be staggered so that three directors are elected one year and four directors are elected the following year. They shall hold office until their successors have been elected and have entered upon the discharge of their duties.

Section 2. Officers. The Board of Directors shall meet immediately after the annual meeting of the members and shall elect by ballot from among themselves a President, a Vice President, a Secretary, and a Treasurer. Each officer shall hold office for one year or until the election and qualification of his successor, unless earlier removed by death, resignation, or otherwise. Officers shall be eligible for re-election.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors, other than from the expiration of a term of office, shall be filled by the affirmative vote of a majority of the remaining directors, until the next annual meeting of the organization.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum at any of its meetings.

Section 5. Compensation. Members of the Board of Directors shall receive no monetary compensation for their services.

Section 6. Meetings. The Board of Directors of this organization shall meet at least monthly or more often, if necessary, to transact necessary business.

Section 7. Indemnification. The organization may indemnify any director or officer of the organization who was, is, or is threatened to be made a party of any civil, criminal, administrative, or investigative action, suit, or proceeding, by reason of the fact of his association with the organization, for any expenses, legal fees, judgments, fines, and amounts paid in settlement actually incurred or paid by such person in connection with any such action, suit, or proceedings, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the organization's best interests, and, if a criminal matter, had no reasonable cause to believe his conduct was illegal. This provision shall not apply where the organization has sued the person involved or vice-versa for or on account of any dispute between the two.

Section 8. Outside Interest. No contract or other transaction between the organization and any other corporation, individual, or enterprise shall be adversely affected by the fact that any officer or director of this organization may be an officer, director, or shareholder of the other corporation or otherwise adversely interested in any such contract or transaction, and any officer or director of the corporation may likewise individually or in any other capacity be associated with the corporation contract with the corporation, transact business therewith, or otherwise be interested in such contract or transaction.

Section 9. Removal of Directors. Any director may be removed by the majority vote of the membership, whenever in their judgment the best interests of the corporation will be served.

## ARTICLE VI DUTIES OF DIRECTORS

Section 1. Management of Affairs. The Board of Directors shall have general supervision and control of the business and affairs of this organization and shall make all necessary rules and regulations not inconsistent with law or with these By-Laws, for the management of the affairs and business of the organization and for the guidance of the officers and agents of the organization.

Section 2. Duties of President. The President shall preside over all meetings of the organization and of the Board of Directors, shall call all necessary special meetings of the organization and of the Board of Directors, shall perform all acts and duties usually performed by an executive and presiding officer, and shall sign and execute all deeds, contracts, and other papers of the organization as may be authorized and directed to sign by the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 3. Duties of Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, provided, however, that in case of the death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect a successor, who shall hold office until the next annual meeting of the organization.

Section 4. Duties of Secretary. The Secretary shall be present at, and shall have general charge and supervision of the books and records of the organization. All books and records shall be open to inspection by the Board of Directors. If the Secretary is unable to attend a meeting of the members or Board of Directors, the Secretary shall delegate the responsibility of recording minutes to the Chamber Administrator or to any officer or director of the corporation. Minutes recorded by anyone other than the Secretary shall be signed by the person recording such minutes and approved by the Secretary. The Secretary shall sign and execute with the President all deeds, contracts, and other papers pertaining to the organization as he may be authorized or directed to by the Board of Directors. The Secretary shall give or serve all notices required by law and by these By-Laws, and shall make full report of all matters and business pertaining to this office to the members at the annual meeting.

Section 5. Duties of Treasurer. The Treasurer shall make a report of the financial condition of the organization at the annual meeting and at such other meetings, and other duties as may be required of or which may be authorized to perform by the Board of Directors, i.e., financial records, checking account, paying bills, etc. Upon the appointment of a successor by the Board of Directors, the Treasurer shall turn over all moneys, books, and other property belonging to the organization may be in their possession.

Section 6. Duties of the Chamber Administrator. It shall be the duty of the Administrator to organize and direct membership activities. With the help and direction of the Board of Directors, said Administrator shall be responsible for collecting membership dues and maintaining a current and accurate up-to-date list of Chamber of Commerce members. The Administrator shall distribute to new members and renewals the membership certificates. The Administrator shall contact new or prospective members and explain to them the membership benefits, dues structure of the organization, and invite them to become a member of the Dell Rapids Chamber of Commerce. The Administrator shall give collected dues and membership information to the Treasurer. The Administrator shall be compensated as determined by the Board of Directors. The Administrator shall carry out any other duties assigned by the Board of Directors.

ARTICLE VII  
AMENDMENT OF BY-LAWS

These By-Laws may be repealed or amended by a majority vote at any annual or quarterly meeting of the members of this organization or at any special meeting of the members called for that purpose.

ARTICLE VIII  
MISCELLANEOUS PROVISIONS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by an affirmative vote at any annual or quarterly meeting of the members of this organization or at any special meeting of the members called for that purpose. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents, of the organization in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Interpretation. The captions which precede the paragraphs of these By-Laws are for convenience only and shall in no way affect the manner in which any provision is construed. Whenever the context so requires, the singular shall include the plural, the plural shall include the singular, and the whole shall include any part thereof.

Section 6. Corporate Seal. The Board of Directors may but need not provide a corporate seal, which, if provided, shall be circular in form and have inscribed thereon the name of the organization and the words "Corporate Seal, South Dakota".

Section 7. Fiscal Year. The organization's fiscal year shall commence on the first day of January of each calendar year and end on the last day of December of the same calendar year.

CERTIFICATE OF ADOPTION OF REVISED BY-LAWS

The undersigned, being the Directors of the Dell Rapids Chamber of Commerce, a South Dakota Nonprofit Corporation, do hereby certify that the foregoing Revised By-Laws of said Corporation were adopted at a joint meeting of the Directors and Members held on February 21, 2021, as set forth in the Minutes of said meeting.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the Corporation on the above date.

Secretary