

**BY-LAWS**  
OF THE  
DELL RAPIDS CHAMBER OF COMMERCE

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## **Article 1 – Name & Purpose**

### **Section 1. Name**

The name of this organization shall be the **Dell Rapids Chamber of Commerce**.

### **Section 2. Purpose**

The Chamber exists to support, promote, and advocate for local businesses and to enhance the economic, civic, and cultural vitality of the Dell Rapids community. The Chamber shall operate as a nonprofit organization under the laws of the State of South Dakota.

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## **Article 2 – Membership**

### **Section 1. Eligibility**

Any person, non-profit, firm, or corporation may become a member of this organization by completing an application and pay annual dues for the same on the form(s) prescribed by the Board of Directors.

### **Section 2. Membership Classes**

The Board of Directors shall establish membership categories, benefits, and dues.

### **Section 3. Rights of Members**

Members must be current with all dues to enjoy all the rights and privileges of membership, vote on matters presented to the membership, and serve on committees or the Board of Directors. Each member shall represent as one vote.

### **Section 4. Annual Dues**

Annual dues shall be determined by the Board of Directors and paid in accordance with the payment schedule defined in the membership contract.

### **Section 5. Termination of Membership**

Membership may be terminated at any time by majority vote of the Board of Directors or by majority vote of the Members.

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## **Article 3 – Meetings of Members**

### **Section 1. Annual Meeting**

An annual member meeting shall be held each year at a time and place determined by the Board of Directors.

- Attendance at the annual meeting will be open to Chamber members and general public.
- Only Chamber members in good standing may vote on Chamber business conducted at the annual meeting.
- Invitations and formal event information shall be mailed and/or emailed.

### **Section 2. Special Meetings**

Additional special meetings may be held as determined by the Board of Directors or upon formal written request of at least twenty-five percent (25%) of the membership. Formal requests may be submitted by mail or email.

### **Section 3. Notice**

Notice of all membership meetings should be given at least seven (7) days in advance.

### **Section 4. Quorum & Voting**

A quorum shall consist of fifteen percent (15%) of voting members present. Each member shall be current in all dues to be eligible to vote. Each member equates to one vote. Absentee voting can be made available upon request.

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## **Article 4 – Board of Directors**

### **Section 1. Authority**

The Board of Directors shall oversee the affairs of the Chamber and set its policies, strategic direction, and governance.

### **Section 2. Composition**

The Board shall consist of no fewer than five (5) and no more than seven (7) Directors. The Directors shall represent a business, organization or individual of the Chamber Membership who is in good standing and has paid their annual membership dues. There is a limit of one Director per Chamber member.

### **Section 3. Terms of Office**

Directors shall serve three (3) year terms, with approximately half of the Board seats expiring each year to ensure continuity.

**Continuity Safeguard:** If more than one-half (1/2) of the Directors terms are scheduled to expire in the same year, the Board may, by majority vote, extend one or more Director terms by up to one (1) additional year solely to preserve continuity. Such extensions shall not count toward term limits.

Directors may serve consecutive terms without limitation; however, it is encouraged that **no Director serve more than three (3) consecutive years in the same officer role** (President, Vice President, Treasurer, or Secretary) without a minimum one (1) year break from that officer position.

This provision is intended to encourage leadership rotation while maintaining Board stability.

## **Section 4. Election**

Parties interested in a Board of Director position should show their intent by submission of written application of interest. The applicants are to be presented at the Annual Banquet and voted upon by majority vote of the Membership in attendance.

## **Section 5. Vacancies**

Vacancies may be filled by majority vote of the remaining Directors for the remainder of that year until the next annual or special meeting.

## **Section 6. Meetings & Quorum**

The Board shall meet at least once a month or more or as determined by the Board. A majority of Directors shall constitute a quorum.

## **Section 7. Resignation & Removal**

1. Any Director who provides formal written notice of resignation from the Chamber shall be **removed from the Board of Directors upon Board acceptance.**
2. Any Director may be removed from the Board by a majority vote at the Board sole discretion after two readings.
3. Attendance Expectation:
  - a. Upon election, Directors agree to attend a minimum of eight (8) meetings in a calendar year. If a Director misses more than **four (4) Board meetings in a calendar year** without a major or excused reason, the Board has sole discretion to remove any Director by majority vote of Board of Directors.

## **Section 8. Compensation**

Directors shall serve without monetary compensation.

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# **Article 5 – Officers**

## **Section 1. Officers**

Officers of the Chamber shall include the President, Vice President, Secretary, and Treasurer.

## Section 2. Election & Term

Officers shall be elected annually by the Board of Directors. 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.

## Section 3. Duties

**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.

- **President:** Presides over meetings and provides leadership and oversight. **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.
- **Vice President:** Assists the President and acts in their absence. **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.
- **Secretary:** Maintains records, minutes, and official documents. **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 D directors, the Secretary shall delegate the responsibility of recording minutes to the Chamber Employee 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 they 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 reports on all matters and business pertaining to this office to the members at the annual meeting.
- **Treasurer:** Reviews financial reports and presents financial summaries to the Board. **Duties of Treasurer:** The Treasurer shall make a report of the financial condition of the organization at the annual meeting and at every regular meeting, and other duties as may be required of, or which may be authorized to perform by the Board of Directors.

## Section 4. Officer Removal & Succession

Officers may be removed by majority vote of the Board of Directors. The Board may appoint interim officers as needed.

This section pertains solely to officer positions and is distinct from the provisions regarding Director resignation and removal.

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## **Article 6 – Employment Authority**

The Board of Directors shall have the authority to hire, supervise, evaluate, and, when necessary, terminate employees of the organization. The Board may delegate day-to-day management and supervisory responsibilities to an individual or other designated officer, who shall act in accordance with the policies and directives established by the Board. All employment decisions shall be made in the best interest of the organization's mission, in compliance with applicable laws, and within the approved budget.

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## **Article 7 – Internal Controls**

### **Section 1. Banking & Financial Instruments**

The Board of Directors appoints the Board President, with the approval of a majority vote of the Board of Directors, hereby solely authorized to communicate with and execute changes involving the organization's banking and financial institutions. This includes but is not limited to 1. Updating or removing authorized signers 2. Implementing or modifying financial policies 3. Requesting new bank or financial accounts, services, or instruments. It is further noted that any and all changes must be documented in meeting minutes prior to any changes to occur.

### **Section 2. Authorized Signers**

The Dell Rapids Chamber of Commerce designates the Board President be required to sign any and all checks in combination with any other Officer requiring two signatures for every check issued.

### **Section 3. Conflict of Interest**

Directors and Officers shall disclose any actual or potential conflict of interest, including financial, professional, or personal interests that could influence decision-making.

- Any individual with a conflict of interest shall abstain from discussion and voting on the matter.
- An individual with an ongoing or material conflict of interest may be restricted from serving in an officer role, including President, Vice President, Treasurer, or Secretary, as determined by the Board.
- Conflicts of interest shall be documented in the meeting minutes.

### **Section 3. Code of Conduct, Ethics & Branding Use**

Directors, Officers, and members shall act in the best interests of the Chamber, maintain confidentiality, and conduct themselves professionally and respectfully.

- Use of the Chamber brand image including its logo for personal use is strictly prohibited without the written express consent and approval of majority vote of Board of Directors.
  - Unauthorized use of the Chamber brand image may result in disciplinary action by the Board.
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## **Article 8 – Intellectual Property**

### **Section 1. Intellectual Property**

All intellectual property (IP) created, developed, or acquired by the organization in the course of its activities shall be owned by the nonprofit and used solely to advance its mission. Members, volunteers, and employees who contribute to the creation of IP agree to assign all rights to the organization, unless otherwise specified in a written agreement approved by the Board of Directors. The Board shall establish policies for licensing, sharing, or protecting such IP to ensure it benefits the public interest and aligns with the organization's purposes.

### **Section 2. Access Authority**

The President shall determine which individuals have access to specific accounts and systems and may revoke access at any time.

No passwords, account credentials, or account details may be created, changed, or transferred without the approval of the President. All accounts created for the use in conducting business activities must be reported to the President and maintained centrally.

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## **Article 9 – Indemnification**

The Chamber shall indemnify and hold harmless Directors and Officers to the fullest extent permitted by the laws of the State of South Dakota for actions taken in good faith and in a manner reasonably believed to be in the best interests of the Chamber.

This indemnification shall not apply to acts involving fraud, gross negligence, willful misconduct, or violations of law. Individuals engaging in such actions shall be held personally accountable.

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## **Article 10 – Records**

The Chamber shall maintain accurate records, including bylaws, meeting minutes, and financial summaries.

- Agendas shall be published 1 week prior to each regular (typically monthly) meeting. Agendas shall be posted on the Chamber of Commerce website for public viewership.
  - Approved Board meeting minutes shall be posted online on Dell Rapids Chamber of Commerce website promptly within seven (7) days after each regular meeting.
  - Bylaws are available to its members upon reasonable request and may be posted online at the sole discretion of the Board of Directors or if required by governing State or Federal Law.
  - The organizations' 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.
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## **Article 11 – Non-Discrimination**

The Chamber shall not discriminate based on race, color, religion, sex, age, disability, or any other status protected by law.

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## **Article 12 – Dissolution**

Upon dissolution of the Chamber, the Board shall, after satisfying all liabilities and obligations, determine the disposition of remaining assets.

Depending on the timing and circumstances of dissolution, the Board may:

- Provide prorated refunds of unused membership dues, and/or
- Distribute remaining assets to one or more nonprofit organizations consistent with the Chamber's mission.

Such determination shall be approved by a majority vote of the Board and documented in the final meeting minutes.

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## **Article 13 – Amendments**

These bylaws may be amended by a two-thirds (2/3) vote of members present at a properly noticed meeting.

Proposed amendments must be provided to the membership in writing no fewer than fourteen (14) days before the meeting at which the vote will occur.

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## **Article 14 – Parliamentary Authority**

Robert's Rules of Order (latest edition) shall govern proceedings not otherwise covered by these bylaws.

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 this **7th day of March 2026**, 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.

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Rebeca Fritz, Secretary