

**Victoria Business Owners Association
Bylaws – 11/18/2010
Revision A4**

**Article 1
Name and Form**

Name

Section 1.1 The name of this organization shall be the Victoria Business Owners Association, Inc.

Nonprofit Organization

Section 1.2 This is a nonprofit organization organized under the laws of the State of Minnesota. The bylaws of the organization any rules and regulations made pursuant thereto, not inconsistent with federal, state or local laws, shall take precedence over those of this organization, and **all** provisions thereof affecting the conduct of the affairs of this organization shall prevail.

Human Rights Laws

Section 1.3 This organization and its members shall at **all** times observe all federal, state and local human rights laws, regulations and ordinances applicable to any organizational activity, procedure or practice. No business may be refused membership, denied office, or be prevented from participating in any activity because of any fact or circumstance which would identify that business or a representative of a business as one of a protected class of individuals under the human rights laws, regulations or ordinances of any governmental jurisdiction where the person resides or in which the organization conducts business.

**Article 2
Objects**

Section 2.1 The objects of Victoria Business Owners Association shall be:

- 2.1.1** **First and foremost:** To manage and sponsor the annual Volksfest & Art Fair celebration
- 2.1.2** To selectively associate with congenial persons of good character having a common objective to pursue and provide business development activities for member businesses in the City of Victoria, MN.
- 2.1.3** To encourage and promote ethical behavior within the business community
- 2.1.4** To provide post-secondary education scholarships for worthy graduating high school seniors, who reside within the area of jurisdiction of the city of Victoria, MN, as approved by the Executive Committee or appointed and approved sub-committee thereof.

Section 2.2 *Word and Term Meaning*

- 2.2.1** The abbreviation VBOA shall mean the Victoria Business Owners Association, the organization defined in this document.
- 2.2.2** *Policy and authority of VBOA*, As used herein, means the bylaws of this organization, and unless the context clearly indicates otherwise, the term: the policies adopted by the VBOA
- 2.2.3** *Members, officers, committee, delegates* and subjects treated generally refer to and mean those of this organization

Section 2.3 *Gender*

- 2.3.1** Any word denoting Gender used these bylaws shall apply equally to either gender as the context may require.

Article 3 Membership

Section 3.1 Membership in this organization is a privilege, not a right, and shall be by application and contingent upon meeting eligibility requirements as set forth in these bylaws. No membership shall be valid unless the member meets and continues to meet the factual requirements of membership as identified in this document. Any prospective member shall be expected to be able and willing to contribute energy and skill to the objects of this organization and the city of Victoria, MN.

3.1.1 All members shall sign a document attesting to their agreement to abide by these bylaws and any changes therein as agreed to by the membership.

Section 3.2 There shall be the following classes of membership: active members.

Section 3.3 The active members of this organization shall consist of persons who meet membership qualifications set forth by the policy and authority of VBOA and who are admitted to membership as herein provided.

Section 3.8 No blanket invitation to membership may be made by any person to any group of businesses.

Section 3.9 An application for membership in this organization must have been endorsed by one or more active members and must have been evaluated by the Executive Committee before being presented for a vote. Admission to any class of membership in this organization shall require a majority vote of the Executive Committee members present and voting at a duly constituted meeting of said committee.

Section 3.10 No member of the Executive Committee or of the Membership Committee shall disclose any member's vote, or make any comment on or discuss outside the committees' meetings any application to membership. No one may disclose the name of any person considered for membership to anyone not an active member of this organization. No one shall be entitled to receive information from any member of the Executive Committee or of the Membership Committee concerning the approval or disapproval of application of any person to membership in this organization, except that a member

proposing a person for membership shall be informed by the Membership Committee as to the status of the proposal.

Article 4 Apprentices

Section 4.1 At its discretion, the organization may choose to work with local youth organizations of high school age for apprentice-like learning opportunities (e.g. DECA and other organizations).

Section 4.2 Apprentices associated with this organization shall be sponsored by a Member business and all fees associated with the Apprentice shall be incurred by the sponsoring Member business.

Article 5 Officers and Committees

General Provisions

Section 5.1 Elected officers, elected committee chairmen and committee members, and all appointees, shall be subject to the following general provisions:

5.1.1 All elected officers, elected chairmen, elected committee members, appointed officers, appointed committee chairmen and appointees shall be active members of this organization.

5.1.3 Except as otherwise provided in these bylaws, all officers, committee members, and appointees shall: (1) be elected or appointed once every two years, beginning in January, 2011; (2) serve for one (1) two-year term or until their successors are elected or appointed, or if applicable, installed; and (3) begin their term of office at the time at which they are elected or appointed, or if applicable, installed.

5.1.4 No active member shall be nominated for or hold more than one elective office in VBOA simultaneously, except as provided in Section 5.2 herein or for a short *lame duck* period due to overlapping terms of office. More than one elective position other than those of the Executive Committee as outlined in 5.2 may be held if there does not appear to be a conflict of interest.

5.1.5 No individual shall be eligible for election to the offices of President or Vice President for more than one term of two consecutive years.

5.1.6 Committees whose members have staggered terms shall have members elected or appointed initially for terms to meet such qualifications. One of the members whose term next expires shall be nominated and elected, or appointed, chairman, as appropriate.

5.1.7 A vacancy occurring in any elective office shall be filled by the Executive Committee until the next annual meeting of this organization except in those situations covered by Section 6.9 through Section 6.12 inclusive herein, and a vacancy occurring in any appointive office shall be filled by appointment by the President.

5.1.8 Upon leaving office, elected and appointed officers and committee chairmen shall turn over to their successors all records, reports, communications and documents in their possession and pertaining to the affairs of this organization.

5.1.9 In the event the President, or the Vice President is determined, by self-declaration or by 2/3 vote of the Executive Committee, to be incapable of performing the duties of office because of illness or otherwise, the Executive Committee may assign the duties and powers of such office to a past President agreeable to serve. Such assumption of duties by a past President shall last only until the earliest of: (1) the next election of this organization; (2) the officer rescinds the self-declaration of incapability; (3) the Executive Committee rescinds its declaration of incapability; or (4) the next organization meeting at least 50 days after the declaration of incapability at which meeting the Executive Committee shall recommend to the membership whether the period of incapability should be extended or the office declared vacant.

Elected Officers

Section 5.2 The *elected officers* of this organization shall be the President, who shall be the ranking officer, the Vice President, the Director of Events, the Director of Business Development, the Director of Membership, the Secretary, and the Treasurer, which officers shall be elected by the active members at the annual meeting every two years. The offices of secretary and treasurer may be held by the same person if so authorized by the Executive Committee. Combined, the above positions represent the Executive Committee.

Elected Assistants

Section 5.3 The Executive Committee may appoint assistants as necessary for the operation of the organization. Assistants require majority approval of the executive committee.

Elected Committees

Section 5.4 There shall be an Executive Committee consisting of the elected officers nominated for such position by the general membership at elections held once every two years, beginning in January, 2011.

Section 5.5 There shall be an Auditing Committee, consisting of the Vice President whom shall act as chairperson and at least two other members appointed by the Vice President and approved by the Membership.,

Appointed Officers

Section 5.10 The President may appoint a law officer who should be an attorney at law, authorized to practice as such.

Appointed Committees

Section 5.15 Certain standing committees shall report to the Executive Committee.

5.15.1 Committees may be appointed by the Executive Committee as needed for the operation of the organization.

Article 6 Duties and Powers of Officers and Committees

Elected Officers

Section 6.1 The President shall:

6.1.1 Preside at all meetings of this organization and its Executive Committee.

6.1.2 Execute all written instruments in the name of this organization when directed by the Executive Committee or by the membership.

6.1.4 Appoint, with the concurrence of the Executive Committee, appointive officers and the chairmen and members of the appointive committees.

6.1.5 Be an *ex officio* member of all committees and boards of this organization except the Auditing committee.

6.1.6 Make recommendations for membership in committees to the nominating committee.

6.6.7 Direct activities as related to the Volksfest and Art Fair and this event's activities and operations in conjunction with a professional event management or firm, as directed by the membership.

Section 6.2 The Vice President shall: (1) assist the President; (2) assist the Directors of Business Development, Events, and Membership and have general supervision over activities and events as directed by the membership, the President, or the Executive Committee; (3) have general supervision of the Audit Committee, (4) be an *ex officio* member of all committees of the Vice President; and (5) in the temporary absence or incapacity of the President, perform the duties and exercise the powers of the President.

Section 6.3 The Director of Business Development shall: (1) preside over and manage the organization's business development activities as directed by the Executive Committee or Membership.

Section 6.4 The Director of Events shall: (1) preside over and manage the organization's Non-Volksfest & Art Fair-related events as directed by the Executive Committee or Membership.

Section 6.5 The secretary shall:

6.5.1 Have custody of all corporate records and bylaws of this organization.

6.5.2 Attest to written instruments when so directed by the Executive Committee.

6.5.3 Keep a record of all proceedings of this organization and of the Executive Committee, of the attendance at Executive Committee meetings and of all matters of which a record may be deemed advisable, in books belonging to this organization, which records shall at all reasonable times be open to inspection by any active member of this organization. No detailed records shall be kept relating to votes on applications to membership.

6.5.4 Keep an up-to-date record of all members of this organization, including for each member: name, address, telephone number, certificate date and number, type of membership, rank, grade, merit marks, senior membership date, vessel data and other pertinent information.

6.5.5 Keep and preserve all documents, records, reports and official correspondence connected with the business of this organization.

6.5.7 Send the required notices of all organization and Executive Committee meetings and all lists of candidates for office to be voted upon at any election.

6.5.8 Provide to the general membership a written list of candidates nominated for election to office by the Nominating Committee, as defined in Section 6.9 herein, no later than 1 December at the end of each two-year term.. The inclusion of such a list in an official organization publication or e-mail notification received by the members within the required time will be deemed to comply with the foregoing provision.

6.5.9 Make a report at the annual meeting and at such other times as the President or the Executive Committee may request.

6.5.10 Perform such other appropriate duties as may be assigned by the President or the Executive

Committee or as may be required by the policy and authority of VBOA.

6.5.11 Be an *ex officio* member of all committees in the Secretary's Department.

Section 6.6 The treasurer shall:

6.6.1 Collect and hold, in the name of this organization, all moneys belonging to this organization.

6.6.2 Pay all bills contracted by this organization which have been approved by the Executive Committee or by the head of a department or the chairman of a committee which has contracted the same by virtue of appropriations made by the Executive Committee or by the adopted budget.

6.6.3 Make interim reports, including statements of receipts, disbursements, and financial condition, at such times as the President or the Executive Committee may direct, and prepare an annual report as of the last day of the organization's fiscal (business) year.

6.6.4 Keep and preserve an accurate record of all moneys received and disbursed and of all organization property.

6.6.5 Send to the last known address of each member at such time upon their annual anniversary of membership, send a bill for the member's dues for the following dues year.

6.6.6 No later than 15 days prior to the end of the current dues year, notify all members whose following-year dues have not been received that, should such dues be unpaid two weeks after the beginning of the following dues year, their membership shall be terminated without further notice.

6.6.9 Prepare and file, in a timely manner, all required federal, state, and local tax and information returns, following the recommendations and instructions of the national treasurer.

6.6.10 Perform such other appropriate duties incident to the office as are required by the policy and authority of the VBOA, or as the President or the Executive Committee may direct.

6.6.11 Be an *ex officio* member of all committees in the Treasurer's Department.

Section 6.7 The Director of Membership shall, as directed by the Executive Committee or Membership: (1) preside over and manage the organization's membership acquisition and retention activities, and (2) act as the Membership's liaison to and with the Southwest Metro Chamber of Commerce.

Elected Committees

Section 6.8 The Executive Committee, also known as the Board of Directors, shall:

6.8.1 Meet monthly, which may be in combination with the general membership meeting, or when convened by the President, have general charge of the policy, management and finances of this organization, be vested with and have legal custody of all organization property, and appropriate such sums as may be deemed advisable, within the limits of organization resources, for the normal and usual operation of this organization, including organization functions.

6.8.2 Approve applications for all classes of organization membership.

6.8.3 Carry on the normal business of this organization between meetings of the membership.

6.8.4 Establish committees and appoint members thereto as may seem advisable and in the best interests of this organization.

6.8.5 Consult with and advise the President regarding appointments to organization offices and committees.

6.8.6 With the advice of the treasurer, designate depositories insured by an agency of the U.S. government in which organization funds shall be kept, and approve the budget for submission to the members.

6.8.7 Invite the law officer to its meetings when legal expertise is desirable. The law officer shall be entitled to speak at such meetings but shall not be entitled to vote.

6.8.8 Enforce the authority given it under these bylaws and take any necessary action consistent with the policy and authority of VBOA to advance the best interests of this organization.

6.8.9 Seek candidates for and award scholarships as directed and approved by the membership as long as such candidates do not include family members of current Executive Committee members.

Appointed Officers

Section 6.13 The law officer, if appointed, shall perform such legal duties as may be assigned by the President or by the Executive Committee and which concern the affairs of this organization.

Appointed Assistants

Section 6.18 All appointed assistants, if any, shall assist their principals and, in the absence or incapacity of their principals, act in the principals' stead.

Appointed Committees

Section 6.19 Standing committees reporting to the Executive Committee, if any, shall perform duties as the President or Executive Committee may assign.

Section 6.20 Appointed committees reporting to the President or their respective department heads shall perform duties as the President or department head may assign.

6.20.1 Committees, consisting of those customarily assigned to the various departments of this organization by the policy and authority of VBOA, shall perform such duties as are usual for their particular operation and as may be directed by their department heads, and shall make such reports as are required by their operations.

Article 7 Dues and Entrance Fees

Section 7.1 The entrance fees and annual dues of dues-paying classes of membership shall be reviewed each year by the Executive Committee, and its recommendations for the following year shall be presented to and voted upon by the active members no later than the last regular organization meeting prior to 1 February. Such fees and dues shall be as so determined provided, however, that in the event no such fees or dues are so fixed for any dues year, fees and dues shall be the same as for the preceding year.

Section 7.2 The dues of this organization shall be due and payable, in December of each year.

Section 7.3 An entrance fee, in an amount recommended by the Executive Committee and approved by the active members, may be required as a prerequisite to any class of membership except honorary

membership. Such entrance fee shall be paid at the time of acceptance of the individual into membership.

Section 7.4 Dues for new members shall be prorated on a monthly basis from the first day of the month in which the applicant signs and dates the acceptance of membership form to the end of the dues year. The initial membership year for persons joining the organization during the last three months of the dues year shall consist of the remainder of that dues year plus the subsequent dues year, and organization dues for this initial membership year shall be the same as the usual annual dues. Dues for any subsequent year shall be payable annually on or before the beginning of that subsequent year.

Section 7.5 Non-payment of organization dues may be excused for cause by the Executive Committee.

Article 8 Resignations and Reinstatements

Section 8.1 Resignations shall be accomplished in accordance with the policy and authority of VBOA.

Section 8.2 Reinstatement requests from former members who have voluntarily terminated membership in this organization shall be treated as follows:

8.2.1 Those who apply for reinstatement within two years of termination of membership shall be reinstated upon payment of (1) annual dues for the current year, (2) organization indebtedness (if any), and (3) a reinstatement fee in an amount recommended by the Executive Committee (such fee will not be required of those returning to active membership from active duty in the armed forces of the United States).

8.2.2 Reinstatement requests received two or more years after termination of membership shall be reviewed as follows:

- a) Upon receipt of a request for reinstatement, the Executive Committee shall, in executive session, determine whether any committee member is against reinstatement. If there are no such members, the applicant shall be reinstated as in paragraph 8.2.1 herein.
- b) If any Executive Committee member expresses an intent to vote against reinstatement, the specific grounds for such vote shall be recorded in the minutes of the executive session (but not divulged to non-members of the Executive Committee). At its next meeting, the Executive Committee shall, in executive session, vote on the question, "Shall (name) be refused reinstatement?" A 2/3 vote shall be required to refuse reinstatement; otherwise the applicant shall be reinstated as in paragraph 8.2.1 herein.

Article 9 Meetings, Notices and Quorums

Section 9.1 Regular business meetings of the organization shall be held monthly at times and places designated by the Executive Committee. The Executive Committee shall meet as required by Section 6.8 herein.

Section 9.2 If a holiday or other circumstance makes it impractical to hold any meeting as provided herein, the Executive Committee may waive such meeting or set another meeting date. The membership shall be notified accordingly.

Section 9.3 The annual meeting shall be held in the month of January at such time and place as the Executive Committee may designate, at which time an election of officers and members of elective committees, including the chairmen thereof, shall be held as identified in this document.

931 Written notice of the annual meeting, in a year where elections will be held, shall contain

a list of all active members nominated by the Executive Committee in accordance with Section 6.9 herein for election to positions within the organization. This notification shall be sent to each active member by the secretary, in such manner as determined by the Executive Committee, at least 30 days prior to such meeting. The inclusion of a *Notice of Meeting*, containing such a list, in an official organization publication received by the members within the required time will be deemed to comply with the foregoing provision.

Section 9.4 The secretary shall provide a list of all active members nominated by petition, in accordance with Section 11.1 herein, for election to positions within this organization and shall give written notice thereof to all active members in such manner that it will reach them at least 10 days prior to the date of the election.

Section 9.5 At the discretion of the President or the Executive Committee, special meetings may be called at any reasonable time, and shall be called by the secretary upon written request of 10 or more active members. Special meetings of the Executive Committee may be called by the President or upon written request by three or more members of the Executive Committee.

Section 9.6 Except as provided in Section 9.3 herein, notices of all regular and special meetings of this organization and of the Executive Committee shall be mailed or e-mailed to the last known address or e-mail address of each member entitled to receive such notice at least 20 days prior to regular meetings, and at least 10 days prior to special meetings. The inclusion of a *Notice of Meeting* in an official organization publication received by the members the required time before such meeting will be deemed to comply with the foregoing provisions.

Section 9.7 At any regular or special meeting, 10% of the active members, as determined by the records of this organization, shall constitute a quorum.

Section 9.8 A quorum for any committee of more than two persons shall be a majority of its voting members.

Section 9.9 Voting at regular and special meetings shall be as follows:

9.9.1 Each active member present and in good standing in this organization shall have one vote on each question.

9.9.2 Voting shall be by voice unless a poll is demanded by an active member duly qualified to vote, in which event votes shall be cast by a show of hands. Upon a motion supported by at least 1/5 of the active members present and voting, a roll call vote shall be held. The presiding officer may require that voting be by secret ballot if circumstances warrant.

9.9.3 The presiding officer shall vote only when necessary to decide a tie.

9.9.4 Voting at an election shall be as provided in Section 11.4 herein.

Article 10

Order of Business and Rules of Order

Section 10.1 Unless otherwise provided by the active members or by the presiding officer at the outset of the meeting, the following order of business shall be observed at all meetings of the membership and the Executive Committee:

- Pledge of Allegiance
- Approval of the minutes of the preceding meeting.
- Optionally, approval of this meetings' Agenda
- Calendar Update
- Reports of officers

- Unfinished Business
- New Business
- Election of Officers (if any to be elected)
- Adjournment

Article 11 Nominations, Elections and Voting

Section 11.1 Candidates for office to be voted upon at the January meeting every two years, beginning with January, 2011 are nominated from the floor by the Secretary during the January meeting. Candidates are selected based upon a majority vote of the Executive Committee and then presented to the membership for election by the Secretary. The Secretary report to the membership via email the slate of candidates to be presented at least thirty (30) days prior to the January meeting.

Section 11.2 If vacancies exist in the properly formulated slate of nominees at the time of the election, they shall be filled by nominations from the floor duly made by active members.

Section 11.3 No active member shall be eligible for nomination without first signifying willingness and ability to serve if elected.

Section 11.4 At any election, each active member present and in good standing in this organization shall have one vote for each office to be filled. Voting shall be in the following manner:

11.4.1 Absentee, proxy, and cumulative voting is prohibited.

11.4.2 Election to an uncontested office may be effected by a supported motion and a unanimous ballot cast and recorded by the secretary.

11.4.3 Election to a contested office shall be effected by secret ballot, unsigned and cast in person. Such elections shall be determined by a judge of election and not less than two tellers, all of whom shall be appointed by the President. The secret ballots shall be delivered to the judge of election, opened and inspected by the tellers, and the final results shall be tabulated and announced to the members before the close of the meeting.

11.4.4 Polls shall remain open for no more than twenty (20) minutes after the election is initiated as an order of business.

Article 12 Miscellaneous

Section 12.1 Any person collecting moneys for any activity of this organization shall be prepared at all times to make a full and complete accounting of the same to the President and to the Executive Committee.

Section 12.2 No officer or member shall contract any bills in the name of this organization unless previously authorized by the Executive Committee or by the adopted budget.

Section 12.3 When any account authorized by the Executive Committee or by the adopted budget is closed, any excess funds therein and a complete accounting shall be promptly turned over to the treasurer.

Section 12.4 No person shall take advantage of VBOA membership status in order to achieve personal gain or remuneration which would otherwise be unavailable.

Section 12.5 The organization fiscal (business) year shall be for 12 consecutive months beginning on 1 January and ending on December 31.

Section 12.6 All publications or notices of any nature issued by this organization shall have the prior approval of the President or the Executive Committee before being sent to members or to the public.

Section 12.7 There shall be separate banking account to serve as the *Victoria Business Owners' Association Scholarship Fund* (hereafter the "Fund") to provide a depository for Scholarship for local youth.

12.7.1 All moneys and other properties received by the Fund shall become part of the permanent endowment.

12.7.3 Provisions herein regarding the Fund may be modified by a vote of 66% of the members present at an organization business meeting where a quorum is present, duly called by a notice setting forth the proposed changes, and mailed or emailed to each member at least 30 days prior to the meeting. The inclusion of a *Notice of Meeting*, setting forth the proposed changes, in an official organization publication received by the members within the required time will be deemed to comply with the foregoing provisions.

12.7.4 In the event of dissolution or merger, the assets of the Fund will be treated in accordance with Article 16 herein.

Article 13 Discipline

Section 13.1 Matters of discipline shall be considered and handled in accordance with the policy and authority of VBOA.

Article 15 Organization Publication

Section 15.1 The official organization publication shall be by and through the organization's website at: <http://www.victoriaboa.org>.

Article 16 Distribution of Assets After Termination

Section 16.1 No member of this organization shall have, as an individual, any interest in or title to the assets of VBOA, and such assets shall be devoted exclusively to the purposes of VBOA.

Section 16.2 In the event of dissolution and voluntary surrender, all assets then belonging to this organization, shall be assigned to a charity or to another organization which qualifies for tax exemption (under Section 501(c)(3) of the *Internal Revenue Code of 1986*, as from time to time amended, and any rules and regulations promulgated thereunder, or such other section of the code by which VBOA is exempt) as selected by the Executive Committee or other comparable body of this organization, with the following exception:

1. The rights granted to this organization by the Southwest Metro Chamber of Commerce related to Volksfest (document agreed to on 3/30/2010 by and between the SW Metro Chamber of Commerce and the Victoria Business Owners Association) shall be returned unto the ownership of the SW Metro Chamber of Commerce. In the event that the SW Metro Chamber of Commerce has ceased operations or transferred operations to another body, then this section 16.2.1 shall be null and void.

Article 17 Amendments

Section 17.1 These bylaws may be amended, subject to the approval of Executive Committee, by a 2/3 vote of the active members present and voting at any regular or special organization meeting, provided that a quorum is present at the time the vote is taken AND (1) the proposed amendments are stated in full in the notice of the meeting at which action is to be taken thereon, or (2) an announcement of the proposed amendments was given to each member and multiple copies of the old and the proposed bylaws are made available to the members at two or more consecutive general membership meetings at least 20 days apart (the last such meeting may be the meeting at which the vote is taken).

Section 17.2 When proposed amendments are presented properly before any meeting for consideration, they may, before final action is taken thereon, be changed by a majority vote, provided the change is germane to the subject of the amendment under consideration.

Article 18 Corporate Seal

Section 18.1 This organization shall not have a corporate Seal.

Certifications

Approved by the Membership on this date of 11, 18, 2010 and as witnessed by

President

Name

JAMES M. CROWLEY

Signature

[Handwritten Signature]

Business Name

Valletown Technology

Secretary

Name

Brandon D. Wallis

Signature

[Handwritten Signature]

Business Name

CMW Inc. Delta School of the wise