

**BYLAWS OF HOPKINS BUSINESS
AND CIVIC ASSOCIATION**

REVISED 12/2003

**ARTICLE I
GENERAL**

Section 1. NAME

This organization is incorporated under the laws of the State of Minnesota and shall be known as Hopkins Business and Civic Association ("HBCA").

Section 2. STATEMENT OF MISSION

The Hopkins Business and Civic Association ensures a strong economic development climate, provides promotional activities, encourages community involvement and fosters a sense of community among individuals, civic organizations and businesses.

Section 3. AREA

The area served by HBCA is the City of Hopkins and the adjacent business community.

Section 4. LIMITATIONS

This corporation shall have the powers granted nonprofit corporations under the Minnesota Nonprofit Corporation Act and by any future laws amendatory and supplementary thereto; provided all powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c) and 501(c)(4) of the Internal Revenue Code of 1986 and Minnesota Statutes Chapter 290, all as now enacted or as hereinafter amended.

Section 5. CORPORATE SEAL

HBCA shall have no corporate seal.

**ARTICLE II
MEMBERSHIP**

Section 1. ELIGIBILITY

Any person, association, corporation, nonprofit organization, partnership, foundation, trust or estate subscribing to the Mission of this corporation who pay the dues or assessments prescribed by the Bylaws shall by virtue of such payment be members of this corporation.

Section 2. DUES

Membership dues shall be prescribed annually by the Board of Directors.

Section 3. VOTING

Each member person, association, corporation, nonprofit organization, partnership, foundation, trust or estate shall be entitled to cast one vote. Any such member may nominate one or more individuals to exercise the privileges of membership and shall have the right to change such nomination upon written notice.

Section 4. TERMINATION

Any member may resign upon written notice to the Board of Directors. Any member may be expelled by the Board of Directors by a two-thirds vote for non-payment of dues of a period of 90 days after the due date. Any member may be expelled by a two-thirds vote of the Board of Directors at a duly called meeting thereof for conduct unbecoming a member or that which is prejudicial to the mission or repute of HBCA, after written notice and opportunity for a hearing are afforded the accused member.

Section 5. OTHER MEMBERSHIP

The Board of Directors may from time to time establish honorary or other categories of membership and special recognition of members. Unless specifically authorized, these categories shall not include the right to vote. Dues for other categories of membership may be waived or prescribed by the Board of Directors.

**ARTICLE III
GENERAL MEMBERSHIP MEETING**

Section 1. ANNUAL MEETING

The annual general membership meeting shall be held at a time and place fixed by the Board of Directors.

Section 2. OTHER MEETINGS

Other meetings may be held monthly at times and places fixed by the Board of Directors, but in any event at least six times (including the Annual Meeting) per year. Special general membership meetings may be called by the President at any time or upon petition in writing of any fifteen members.

Section 3. NOTICE

Notice of special general membership meetings shall be mailed to each member no less than three (3) or more than thirty (30) days before the meeting, excluding the day of the meeting. Notice of regular general membership meetings shall be by U.S. Mail, flyers and/or publication in a community newspaper serving this area.

Section 4. QUORUM

At any duly called general membership meeting, ten (10) percent of the eligible voting members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

Section 5. ACTION

The members shall take action by the affirmative vote of a majority of those members present and entitled to vote at a duly called meeting.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. COMPOSITION OF BOARD

The Board of Directors shall be composed of twelve (12) members elected for a two-year term by the general membership. However, the Board elected in 1993 shall be designated six members for two-year terms, and six members for one-year terms.

HBCA intends to provide broad representation on the Board of Directors and will seek qualified Directors from the various segments of the business community, as well as representation of the civic community.

Section 2. LIMITATION OF TERM

No director elected by the general membership shall serve more than three consecutive terms. Election by the Board to fill an unexpired term may be in addition to the three consecutive full terms. Ex-officio members of the Board shall not be limited by this provision. Former directors who have served three consecutive full terms shall be eligible for re-election after a two-year interim.

Section 3. VACANCIES ON THE BOARD

3.1 A director shall be deemed to have resigned from the Board in the event the member organization which the director-member represents resigns, or ceases to be a member.

3.2 Any director desiring to vacate his/her office shall give thirty (30) days written notice to the Board.

3.3. The Board shall have the authority to fill vacancies which occur during the term by reason of death, resignation or removal.

3.4. Any director who:

(i) misses three consecutive board meetings without prior notification to an officer;

(ii) misses three consecutive board meetings without reasonable cause as determined in the discretion of the Board; or
(iii) misses more than 25% of the Board meetings during any calendar year.

may be removed by an affirmative vote of a majority of those directors present and entitled to vote at a duly called meeting. The affected director shall not be entitled to vote.

Section 4. DUTIES OF THE BOARD OF DIRECTORS

4.1 The Board is responsible for formulating the policies and evaluating the effectiveness of the program of HBCA.

4.2 The Board may employ staff, fix compensation and other terms of employment, or contract for staff services.

4.3 The Board shall annually adopt programs and a budget.

Section 5. MEETINGS OF THE BOARD

Regular Board meetings shall be held at times, places and frequency as may be determined by the President, generally occurring once per month. Special meetings may be called by the President or upon the request of any two officers. Board meetings may be held concurrently with membership meetings at the discretion of the President.

Section 6. NOTICE OF BOARD MEETINGS

Notice of regular or special Board meetings shall be mailed to each Board member no less than three (3) nor more than thirty (30) days before the meeting, excluding the day of the meeting; or notice may be personally delivered or given by telephone call. An officer may waive notice.

Section 7. QUORUM

At any duly called Board meeting, a majority of the directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

Section 8. ACTION AT BOARD MEETINGS

The directors shall take action by the affirmative vote of a majority of those directors present and entitled to vote at a duly called meeting.

ARTICLE V ELECTIONS

Section 1. NOMINATING COMMITTEE

The Board of Directors shall appoint three members to serve on the Nominating Committee for each election, one shall be the most recent past President still a member of HBCA, one of whom shall be a current director and one shall be a member who is not a director. The Nominating Committee shall recommend qualified candidates to the general membership for election as Directors. The Nominating Committee shall also recommend qualified candidates to the Board of Directors for election as officers (See Article VI).

Section 2. NOMINATIONS

The Nominating Committee shall publish to the general membership the slate of nominated candidates for the Board of Directors and directions for nomination by the general membership, at least five (5) days before the annual general membership meeting. Nominations may also be made and seconded by members in good standing at the annual general membership meeting.

HBCA intends to provide broad representation on the Board of Directors and will seek qualified Directors from the various segments of the business community, as well as representation of the civic community.

Section 3. BALLOT

A paper ballot shall be used at the election of the Board members held at the annual general membership meeting, unless only one name has been nominated for a position, in which event a motion to cast a unanimous ballot would be recognized.

Section 4. TABULATION OF ELECTION RESULTS

The Nominating Committee shall tabulate the ballots on election day and certify the results. The candidate receiving the highest number of votes for each position shall be elected. In case of a tie, if three or more candidates are considered for a position, a run-off election shall be held between the two individuals receiving the highest number of votes. In the case of a tie where only two individuals are considered in the election, the selection shall be made by the flip of a coin under the direction of the Nominating Committee.

Section 5. VOTING RIGHTS

See Article II, Section 3.

Section 6. COMMENCEMENT OF TERMS

Newly elected Directors and Officers shall take office at the first meeting following their election. Directors and Officers shall serve until their replacements are elected and take office.

**ARTICLE VI
OFFICERS**

Section 1. GENERAL

Officers shall be elected by the Board of Directors from the Directors serving on the Board. Officers shall be elected for a term of one year. Any member of the Board of Directors shall be eligible to be elected as Officers.

Except for the term limits for all directors, no term limits shall apply to Officers except for the term limits for all directors and the President shall be limited to not more than two one year consecutive terms.

Section 2. ELECTION OF OFFICERS

The annual election of Officers shall be held by the Board at the first meeting following the annual election of Directors. The Nominating Committee shall propose a slate of qualified candidates for the election of Officers. At the meeting, the floor shall be open for the nomination of additional candidates. The candidate receiving the highest number of votes for each position shall be elected. In case of a tie, if three or more candidates are considered for a position, a run-off election shall be held between the two individuals receiving the highest number of votes. In the case of a tie where only two individuals are considered in the election, the selection shall be made by the flip of a coin under the direction of the Board.

Section 3. DUTIES OF PRESIDENT

The President shall preside over all meetings of the Board of Directors and general membership; appoint committee members and chairpersons; supervise the senior staff person, if any; and otherwise oversee the daily and regular activities of the organization.

Section 4. DUTIES OF VICE-PRESIDENT

The Vice-President shall serve as an assistant to the President and fulfill the duties of the President in his/her absence.

Section 5. DUTIES OF SECRETARY

The Secretary shall ensure the maintenance of minutes, membership lists and other necessary records of the organization; and generally perform or cause to be performed all duties usually incident to the offices of Secretary.

Section 6. DUTIES OF TREASURER

The Treasurer shall ensure the proper handling of all funds and preparation of financial reports in accordance with proper accounting procedures; and generally perform or cause to be performed all duties usually incident to the office of Treasurer.

**ARTICLE VII
INDEMNIFICATION**

To the extent required by Minnesota Statutes Section 317A.521 as amended from time to time, the HBCA shall indemnify members, directors, officers, and employees for expenses and liabilities.

**ARTICLE VIII
COMMITTEES**

The President or the Board of Directors may establish committees and task forces as appropriate. The President shall appoint Committee and task force Chairs, subject to Board Approval. The committees and task forces shall report to the Board and/or general membership meetings as directed, and shall maintain records of meetings and activities.

**ARTICLE IX
FINANCES**

Section 1. FUNDS

Funds shall include membership dues, advertising fees, sponsorship fees for activities, and contributions received from organizations, agencies, etc.

All money received by HBCA shall be placed in a general operating fund, and kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.

Section 2. DISBURSEMENTS

The Board shall designate who shall be authorized to make disbursements on accounts and expenses, and specify the conditions applicable to any disbursements. All disbursements shall be by check.

Section 3. FISCAL YEAR

The fiscal and program year shall end on December 31.

Section 4. BUDGET

The Board shall prepare and adopt a written budget of estimated expenses and revenues prior to the beginning of each fiscal year.

Section 5. ANNUAL AUDIT

The President shall appoint an Audit Committee of three members, including the Treasurer and two members not serving on the Board of Directors. The Audit Committee shall recommend to the Board the scope of the annual financial report, conduct or cause to be conducted an investigation and review of the financial records, and present a written report and recommendations to the Board. Copies of the report and recommendations shall be available upon request to general members.

Section 6. BONDING

The individuals entrusted with the funds of the organization shall be bonded as directed by the Board.

**ARTICLE X
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at any meeting of the Board of Directors may be taken without a meeting when authorized in writing by all of the Directors.

**ARTICLE XI
PARLIAMENTARY PROCEDURE**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles or Bylaws of HBCA, and the laws of the State of Minnesota.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be amended or altered by a majority vote of the members at a general membership meeting, provided notice of the meeting pursuant to Article III, Section 3, includes the substance of the proposed amendments.