

## BYLAWS OF CHESTER BOWL IMPROVEMENT CLUB

### ARTICLE I – NAME AND PURPOSE

*Section 1 – Name:* The name of the organization shall be Chester Bowl Improvement Club, henceforth CBIC. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

*Section 2 – Purpose:* CBIC is organized exclusively for charitable, scientific and education purposes. The purpose of CBIC is to facilitate and promote sustainable quality programs for all Chester Bowl Park users in a healthy and safe environment.

### ARTICLE II – MEMBERSHIP

*Section 1 – Eligibility for membership:* Application for membership shall be open to anyone who shares the vision and purpose of CBIC, as demonstrated by participation in volunteer activities.

*Section 2 – Annual volunteer commitment:* The number of volunteer hours required annually for membership shall be determined by the Board of Directors.

*Section 3 – Term:* Membership is granted upon receipt of a completed membership application, including a commitment to participate in volunteer activities. Membership continues until the end of the fiscal year. Membership may be renewed for subsequent fiscal years, contingent upon fulfillment of each year's volunteer hour allotment.

*Section 4 – Rights of members:* Members shall receive preference over non-members for participation in programs, scholarships, or any other offering by the CBIC. Each member over the age of 18 shall be eligible to cast one vote in elections of the Board of Directors.

*Section 5 – Resignation and termination:* Any member may resign by filing a written resignation with the Secretary.

### ARTICLE III – MEETINGS OF MEMBERS

*Section 1 – Annual meetings:* An annual meeting of the members shall take place in the first month of the fiscal year prior to the first regular board meeting, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall receive reports on the activities of the association, determine the direction of the association for the coming year, and elect directors.

*Section 2 – Special meetings:* Special meetings may be called by the chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

*Section 3 – Notice of meetings:* Notice of each meeting shall be given to each member not less than two weeks prior to the meeting.

*Section 4 – Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 5 – Voting:* All issues to be voted on shall be decided by a simple majority of those members of record present at the meeting in which the vote takes place. Members eligible to vote who are unable to attend a meeting in which a vote takes place may select a representative to attend and vote in their stead.

#### ARTICLE IV – BOARD OF DIRECTORS

*Section 1 – Board role and size:* The Board of Directors, henceforth the Board, is responsible for overall policy and direction of the CBIC and shall have the control and management of its affairs and business. The Board may delegate responsibility of day-to-day operations to the Executive Director, staff or committees. The Board shall have up to 11 Directors, but not fewer than 7 Directors.

*Section 2 – Compensation:* The Board receives no monetary compensation other than reasonable expenses. The Board may receive non-monetary benefits, such as preference over members for participation in programs, scholarships, or any other offering by the CBIC. Directors may count hours spent in Board meetings towards committed volunteer hours for annual membership or program participation.

*Section 3 – Terms:* All Directors shall serve 3-year terms, and are eligible for re-election in not more than 2 consecutive terms.

*Section 4 – Board elections:* Directors shall be elected or re-elected by the voting members at the annual meeting of members. Directors will be elected by a simple majority of members present at the annual meeting.

*Section 5 – Election procedures:* A Nomination Committee shall be responsible for nominating a slate of 3-4 prospective Directors, representing the CBIC's diverse constituency as well as necessary skills for the Board, for the annual meeting of members or to fill Board vacancies. In addition, any member can nominate a candidate to the Nomination Committee. Directors must be CBIC members of at least 18 years of age.

*Section 6 – Resignation, termination, and absences:* Resignation from the board must be in writing and received by the Secretary. A Director shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A Director may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 7 – Vacancies:* When a vacancy on the board exists, the remaining Board may select a replacement director, but in any case must select a replacement to maintain the minimum number of Directors. A Director elected by the Board to fill a vacancy shall be elected for the unexpired term of their predecessor.

#### ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

*Section 1 – Regular meetings:* The board shall meet monthly, at an agreed upon time and place. An official board meeting requires that each Director have notice at least two weeks in advance.

*Section 2 – Special meetings:* Special meetings may be called by the chair, or one-third of the Board, provided that each Director receives notice at least 2 days in advance.

*Section 3 – Quorum:* A meeting must be attended by at least 50 percent of Directors for business transactions to take place and motions to pass.

*Section 4 – Voting:* All issues to be voted on shall be decided by a simple majority of those Directors present at the meeting in which the vote takes place.

#### ARTICLE VI – STANDING COMMITTEES

*Section 1 – Standing Committees:* The Board will maintain the following Standing Committees: Executive Committee, Finance Committee, Development Committee, and Nomination Committee. Notwithstanding powers and responsibilities described below, each Standing Committee is subject to the direction and control of the full board.

*Section 2 – Committee formation:* Standing Committees shall be established at the first meeting of the Board after the start of a new fiscal year, and shall serve for 1 year. The chair of each Standing Committee is selected by the Board and must be a Director. All Executive Committee and Finance Committee members are selected by the Board and must be Directors. Development Committee and Nomination Committee members are selected by the chair of each committee and must be CBIC members.

*Section 3 – Compensation:* Committee members may receive non-monetary benefits, such as preference over members for participation in programs, scholarships, or any other offering by the CBIC. Committee members may count hours spent in committee meetings towards committed volunteer hours for annual membership or program participation.

*Section 4 – Resignation and termination:* Resignation from a Board-elected role on a Standing Committee must be in writing and received by the Secretary. A Committee member may be removed from the committee for any reason by a three-fourths vote of the Board.

*Section 5 – Vacancies:* When a vacancy exists in a Board-elected role on a Standing Committee, the Board must select a replacement at the next Board meeting.

*Section 6 – Executive Committee:* There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer that serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

*Officers' duties* are as follows:

- *The chair* shall convene regularly scheduled board meetings, shall set the agenda for those meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.
- *The vice-chair* shall chair committees on special subjects as designated by the board.
- *The secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained.
- *The treasurer* shall make a report at each Board meeting. The treasurer shall sit on the finance committee, assist in the preparation of the budget, and make financial information available to board members and the public.

*Section 7 – Finance Committee:* The treasurer is a member of the Finance Committee, which includes 2-3 other Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff and other Directors. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall from May 1<sup>st</sup> to April 30<sup>th</sup> of the following year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Directors, and the public.

*Section 8 – Development Committee:* The Development Committee will be made up of 3-7 members, who are CBIC members, and will be chaired by a Director. The Development Committee will primarily work on raising funds and other resources for CBIC, through grants, endowments, and appeals to the membership, the City and the public. Any effort that enacts commitments upon CBIC must be approved by the board or the Executive Committee.

*Section 9 – Nomination Committee:* The Nomination Committee will be made up of 3-5 members, who are CBIC members, and will be chaired by a Director. The Nomination Committee shall be responsible recruiting and nominating qualified candidates for the position of Director, both to the membership for the annual election and to the Board to fill mid-term vacancies. The Nomination Committee is also responsible for overseeing Board self-assessment to determine needed skills and attributes to better serve CBIC and recommending appropriate educational training or other skill development.

#### ARTICLE VII – AD HOC COMMITTEES

*Section 1 – Committee formation:* The board may create ad hoc committees as needed to fulfill specific business needs. The Board may appoint the chair or membership of such committees, establish procedures to govern their activities, and delegate thereto such

authority as may be necessary or desirable for the efficient management of the property, affairs, business, or activities of the Corporation.

#### ARTICLE VIII – EXECUTIVE DIRECTOR AND STAFF

*Section 1 – Executive Director:* The executive director is hired by the Board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all meetings of the Board, report on the progress of the organization, answer questions of the Directors and carry out the duties described in the job description. The Board can designate other duties as necessary.

#### ARTICLE IX – AMENDMENTS

*Section 1 – Amendments:* These bylaws may be amended when necessary by two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

#### ARTICLE X – DISSOLUTION CLAUSE

*Section 1 – Dissolution Clause:* Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one of more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on June 7, 2010 and supersede all previous versions.

---

Secretary

---

Date