

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 — MEETINGS OF PARTICIPANTS

Section 1- Definition of participant: Someone is a participant if they or a member of their immediate family has participated in Chester Bowl Improvement Club fee-based programming during the current or prior fiscal year. Someone can also be considered a participant if they plan to participate in programming within the next two years.

Section 2 — Annual meetings: An annual meeting of the participants 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. Attendance may be in person or virtual. At the annual meeting the participants shall elect directors.

Section 3 — 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 25 participants may also call a special meeting.

Section 4 — Notice of meetings: Notice of each meeting shall be given to each participant not less than two weeks prior to the meeting

Section 5 — Quorum: The participants in attendance at any properly announced meeting shall constitute a quorum.

Section 6— Voting: All issues to be voted on shall be decided by a simple majority of those participants of record present at the meeting in which the vote takes place. Each participant over the age of 18 shall be eligible to cast one vote in elections of the Board of Directors and other issues presented to the annual meeting. Participants 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 III — 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 13 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 program participation.

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

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

Section 5 – Election procedures: A Nomination Committee shall be responsible for nominating a slate of 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 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 may 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. This unexpired term does not count towards the two term limit.

ARTICLE IV – 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. Attendance may be in person or virtual. Once a meeting has achieved Quorum, that Quorum is maintained through the meeting, even if any Directors leave, taking the number present below 50%.

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

Section 5 – Electronic Meetings: Votes on issues outside of regular Board meetings may take place provided that Directors are giving a minimum of two days to provide discussion and vote on the issue. A simple majority of Directors is required for the motion to pass.

ARTICLE V – STANDING COMMITTEES

Section 1 – Standing Committees: The Board will maintain the following Standing Committees: Executive Committee, Finance Committee, Development Committee, Nomination Committee, Human Resources Committee, Marketing Committee and Programs 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 members are selected by the Board and must be Directors. Finance Committee, Development Committee, Nomination Committee, Human Resources Committee, Marketing Committee and Programs Committee members are selected by the chair of each committee.

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 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 the chair, vice-chair, secretary and treasurer that serve as the members of the Executive Committee. One officer, the vice-treasurer, is not a member of the Executive Committee, but is a member of the board. 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 and distribute copies of the agenda for those meetings, shall send out announcements for special 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, distributing copies of minutes to each Director, and assuring that corporate records are maintained.
- *The treasurer* shall make a report at each Board meeting. The treasurer shall be the chair of the finance committee, assist in the preparation of the budget, and make financial information available to board members.
- *The vice-treasurer* shall fulfill the obligations of the treasurer in their absence, including facilitating meetings of the Finance Committee and reporting to the Board. The vice-treasurer shall be a member of the Finance Committee. The vice-treasurer is not a member of the Executive Committee.

Selection of officers:

- Working with board members, and accepting self-nominations and initiating conversations in advance of the annual meeting, the Nominations Committee shall propose a slate of officers to present at the annual meeting. The slate of officers will be voted upon as a motion to the Board of Directors.
- Progression between some roles is built into the process. It is strongly encouraged for the vice-chair to move to the role of the chair, and the vice-treasurer to the treasurer; this should be the default option when possible.
- It is strongly discouraged for first year board members to become officers.
- A one-year rotation of officer positions is strongly encouraged. The treasurer role is the role that is least likely to have this rotation.

Section 7 – Finance Committee: The treasurer is the chair of the Finance Committee, which will be made up of at least three members, will be chaired by a director, and includes at least one other Director, the vice-treasurer, and may include other members that do not need to be 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 run from May 1st to April 30th 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 at least 3 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 at least 3 members, and will be chaired by a Director. The Nomination Committee shall be responsible for recruiting and nominating qualified candidates for the position of Director, both to the participants for the annual election and to the Board to fill mid-

term vacancies. Working with board members, and accepting self-nominations and instigating conversations in advance of the annual meeting, the Nominations Committee shall propose a slate of officers to present at the annual meeting. 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.

Section 10 – Programs Committee: The Programs Committee will be made up of at least 3 members, and will be chaired by a Director. The Programs Committee shall be responsible for reviewing program offerings with staff and other committees and to make sure that they align with the mission and making suggestions for any significant changes. Any effort that enacts commitments upon CBIC must be approved by the board or the Executive Committee.

Section 11 – Human Resources Committee: The Human Resources Committee will be made up of at least 3 members, and will be chaired by a Director. The Human Resources Committee shall be responsible for reviewing all HR policies and procedures, leading the hiring effort for all management level positions, consulting with staff for hiring of other positions, providing an annual review for the Executive Director, and assisting the Executive with an annual review for other management positions, and working with the Board of Directors to set compensation levels for all management staff.

Section 12 – Marketing Committee: The Marketing Committee will be made up of at least 3 members, and will be chaired by a Director. The Marketing Committee shall be responsible for promoting and marketing the organization and its programs.

ARTICLE VI – 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 VII – EXECUTIVE DIRECTOR

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 VIII – 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 Chair to be sent out with regular Board announcements.

ARTICLE IX – 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 or 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 August 12, 2024 and supersede all previous versions.

Dori Rapaport

8/12/2024

Secretary

Date