

MENAHGA CIVIC AND COMMERCE ASSOCIATION BY-LAWS

ARTICLE I

NAME

The name of this organization shall be the Menahga Civic and Commerce Association.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the association shall be at such place in the City of Menahga, Minnesota as may from time to time be designated by the association.

ARTICLE III

MEMBERSHIP

Active Membership: Any person who lives in the Menahga area is eligible to become an active member of this association, with full voting and other privileges.

Voting: Each active member shall be entitled to one vote in the affairs of the association. The privilege to vote shall commence one month after paying dues for the first time.

Duration of Membership: Membership in this association may terminate by voluntary withdrawal as herein provided or otherwise in this rules. All rights, privileges, and interests of a member in the association shall cease on termination of membership. Memberships shall be nontransferable. Any member may, by giving written notice of such intention, withdraw from membership. Failure to pay dues within three months of their due date shall be grounds for termination of membership. Membership may be terminated by a majority vote of the association.

ARTICLE IV

DUES

The annual dues required for membership in the association shall be determined by vote of the members of the association. Dues are non-refundable.

ARTICLE V

MEETINGS

Meetings: There shall be monthly meetings of the association unless otherwise determined by the association. Meetings shall be open to active members, and invited guests and persons interested in membership in the association. Meetings shall be held at a place to be determined by the association.

The order of business at the monthly meetings shall be as follows:

- Call to order;
- 10 minute open forum;
- Secretary's report;
- Treasurer's report;
- Old business;
- New business;
- Election of officers (annually);
- Adjournment.

The order of business may be altered or suspended at any meeting as deemed necessary by the acting president. The usual rules as laid down in Robert's Rules of Order shall govern, when not in conflict with these Bylaws.

Special meetings: Special meetings of the association may be called at any time by the president, or in his/her absence, by the vice president or secretary, or on the written request of not less than one-third of the members of the association. Whenever possible, five (5) days' notice of any special meeting should be given to the members of the association and the notice must state the object of the meeting. However, if less time is available to reach a decision before meeting a necessary deadline, the meeting may be held after whatever notice is possible has been given.

ARTICLE VI

OFFICERS

Elective officers: The elective officers of the association shall be a president, a vice president, a secretary, a treasurer and three board members. Other offices and officers may be established and appointed by the members of the association at a monthly meeting.

Terms: The president, and the vice president shall serve for a term of two (2) years, with the vice president to become president after the second year, unless voted out by the association. The secretary and the treasurer and the board members shall serve for a term of three (3) years. All shall take office immediately upon their election and shall serve until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the vote of the association. Officers shall be limited to holding one major office of the association at one time.

President: The president shall be the chief executive officer of the organization and shall preside over meetings of the association. The president shall be a member ex officio of all committees. The president shall communicate to the association such matters, concerns, and suggestions as may tend to promote the welfare and increase the usefulness of the association, and shall perform other duties as are necessarily incident of the office.

Vice president: The vice president shall perform all the duties of the president during the absence of the president. The vice president shall be a member ex officio of all committees.

Treasurer: The treasurer shall keep an account of all monies received and expended for use of the association, utilizing the software provided and shall make disbursements authorized by the association. All sums received shall be deposited by the treasurer in the bank or banks approved by the association, and the treasurer shall make a report at the monthly meetings or when called upon by the president. Funds may be drawn only upon the signature of the treasurer or the president. The funds, books, and vouchers in the treasurer's hands shall at all times be subject to verification and inspection by the elected officials of this association. At the expiration of the treasurer's term of office, the treasurer shall deliver to the successor all books, monies, and other such property of the association, at which time an audit shall be performed by a three person committee appointed by the board.

Secretary: The administration and management of the association shall be vested in the secretary. The secretary shall direct the activities of the association and perform other such duties as may be defined by the association. It shall be the secretary's duty to:

Give notice of and attend all meetings of the association and make provision for keeping a record of the proceedings;

Conduct correspondence and carry into execution all orders, votes, and resolutions not otherwise committed;

Keep a list of the members of the association.

Board Members: The Board of Directors shall consist of the aforementioned officers along with three (3) members elected by the association. The Board shall meet in the week prior to the scheduled monthly meeting at a time and place determined by the Board, to set forth the agenda of the upcoming meeting. The Board and its members shall not make, nor change, any policies without a majority vote of the association.

ARTICLE VII

ELECTIONS

Organization: The initial election of association officers shall take place at a monthly meeting of the association. The terms of these officers shall begin upon their election and continue until new officers are elected at a monthly meeting to be held twelve (12) months from the last election.

Officers: The election of association officers shall take place annually at the time and place of a monthly meeting. Any member shall be eligible for office. Candidates who receive a majority of votes so cast shall be elected. Any officer may also be removed from office at any time during their term by a majority vote of the entire association at any duly organized meeting of the association.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of the association.

ARTICLE IX

LIABILITIES

Nothing herein shall constitute members of the association as partners for any purpose. No member, agent or employee shall be liable for the act or failure to act of any other member, officer, agent, or employee of the association. Nor shall any member, officer, agent or employee be liable for his/her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his/her willful misfeasance.

ARTICLE X

FUNDS

Finances: This association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. This association shall use its funds only for objectives and purposes specified in its mission.

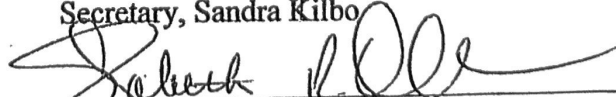
Bonding: Persons entrusted with the handling of association funds may be required, at the discretion of the association, to furnish, at association expense, suitable fidelity bond.

These Bylaws were approved by the members in attendance at the meeting held on the 3rd day of January, 2011.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his/her names on this 3rd day of January, 2011.



Secretary, Sandra Kilbo



President, Elizabeth R Olson