

"RECEIVED FEB -3 2009

Garretson Commercial Club

Garretson, South Dakota
Constitution of Club

Article I Name: Garretson Commercial Club

II Purpose:

~~Section I - Promote good business relationships among city and rural community and residents.~~
~~Section II - Promote and develop the positive attributes of the Garretson Community and its club members as a whole group; within the area, region, state and nation. Work towards a goal that as a community we are portrayed in a positive light.~~
~~Section III Promote good fellowship among all businesses in Garretson and with all the groups and ages that make up "Garretson"~~

To advocate for the Garretson area businesses and organizations by helping them grow and succeed through promotion, advertising and providing resources for the betterment of the community.

Article III Membership:

Section I - "General Member" any full-time commercial business in Garretson or surrounding area that wishes to be a member and help fulfill with the items in Article II.

Section II - "Associate Member" Service or civic groups, seasonal or part-time businesses or day cares that wish to be members of the Garretson Commercial Club.

Section III - Membership drive to start at annual meeting and be conducted by Board members and officers during the months of February and March.

Section IV - Membership Dues shall be ~~\$125.00~~ **\$200.00 Per General Member**, Individual or business plus \$10.00 per full time employee and \$5.00 per part-time employee. "Associate Members" will have ~~\$50.00~~ **\$65.00** dues. Each "General member," ~~of \$125.00 and each~~ "Associate member," shall have one vote at any called full membership meetings.

Section V - Dues can be established and changed by a 2/3 Vote of the board of the club.

Section VI - New Members will be responsible for dues at the next dues cycle following their addition to membership, regardless of when this falls in the calendar year. All new business will receive a Ribbon Cutting to welcome them to the community.

Article IV Officer and Duties:

Section I - Officers shall be President, Incoming President, Secretary, Treasurer and five board members.

Section II - Duties of Officers

President - Preside over meetings, set the agenda for meetings, promote the club within the community. Lead and direct to keep the activities of the club active. Set the location and schedule for all meetings.

Incoming President- Preside in the absence of the President. Work with the president, preparing themselves for their term as president.

Secretary- Record minutes of all meetings and report at each meeting.

Report the activities of the club back to the members and to media. **Take the lead on the club's social media.**

Treasurer- Keep detailed financial records, manage bank accounts, track Commercial club gift certificates, and report on the financial status at meetings. Create reports that can be used by the officers and the board in the collecting of dues and other revenue collecting and generating activities. Manage the accounts payable for the club, act as voted upon by the board and its members.

Section III - All officers shall be elected at the annual meeting to be held within 45 days of the dues collection cycle, date and time to be determined by the board.

Section IV- Terms of Officers

President- one year

Incoming President-one year (Must be willing to accept being nominated as a candidate for President the following year)

Secretary- two years

Treasurer- two years

Board Members- two years (offset annual vacancies for two members one year and three members the next)

Section V- If vacancies occur during the operational year, the President shall appoint a replacement to serve until the next annual meeting replacement cycle. Section

VI- Any "General Member" or any employee approved by the owner of a "General Member" can serve as an officer or a board member. Any "Associate Member" or the leader of an "Associate Member" group can serve as an officer or a board member.

Section VII- A "General Membership" business may represent themselves as a board member, with different people attending the meetings. The business will only have one vote at the meeting and the board position may be "shared"

Section VIII- Not more than two representatives from one business may serve as officers or board members simultaneously.

Article V Meetings:

Section I- One general meeting designed as the Annual meeting to be held within 45 days of the start of the new dues cycle. This will be open to the entire membership and any of their employees or new member guests.

Section II-Monthly meetings will be held by the board, the time and place to be designated by the president. The President will be responsible for setting the meeting time and place. **The president, or vice-president in absence, shall have the agenda out to the members at least 24 hours beforehand.**

Section III- The President, **or 2+ board members**, may call special meetings as they deem necessary

Section IV-A quorum of the officers and members must be present at each meeting for an official vote. (9 total members, 5 being the quorum)

Section V- The monthly meetings are open to all members and guests, but only officers and board members may vote.

Section VI- The President may choose voice vote, show of hands or secret ballot. It is the decision of the President presiding over the meeting, and it may change based on the issue at hand. Any officer or board member can request a secret ballot on any issue.

Section VII The board may also, by majority board vote, refer a special matter to the general membership as a referendum vote for ratification. The referendum vote from the membership may be accomplished by mail, email, telephone or other electronic communication. As with an in-person vote, each member or designated person by the member of the corporation shall have one (1) vote. The board will set deadlines and parameters for the issue at hand.

Section VIII- Events, fund raisers, and collections will be distributed to committees and will be rotated between businesses to cut down on the burden on all members.

Article VI Constitutional Changes:

Section I- Any member of the Commercial Club may submit an amendment to the constitution. All proposed amendments shall be submitted in writing to the Secretary.

Section II- All proposed amendments shall be distributed and discussed at the annual meeting. It is at the discretion of the President if they wish to call a special meeting prior to that date for an issue.

Section III- Amendments will be ratified by a $\frac{3}{4}$ majority of the voting membership in attendance at the annual or special meeting called by the president. All special meetings that have a proposed change to the constitution must be generally distributed to the membership a minimum of 10 days prior to the meeting where the vote will be held.

Section IV: Constitutional Changes can also be passed by a majority of votes received using a voting referendum outlined in Article V, Section VII.

Section V- Amendments that are passed will go into effect immediately unless the effective date is stipulated in the amendment.

Article VIII Special Projects and Events:

Section I- All Special Projects and Events will be left at the discretion of the officers and the board members with annual evaluation and discussions to be discussed at the annual meeting. All members will be called upon to help share the load of any special projects or events.

~~Submitted for vote by President Shannon Nordstrom of Nordstrom's Automotive Inc. Monday, February 02, 2009 Meeting at Annie's~~

~~Motion was properly moved and voted upon to approve this Constitution as amended. A unanimous vote took place.~~

BY-LAWS OF GARRETSON COMMERCIAL CLUB, INC.

ARTICLE I. OFFICES

A. Principal Office

The principal office of Garretson Commercial Club, Inc. (the "Corporation") shall be located at 617-705 North Main Avenue, PO Box 445 - Garretson, South Dakota 57030 or such other place as the Board of Directors may designate. The Corporation may have such other offices as the Board may designate or as the affairs of the Corporation may require from time to time.

B. Registered Office and Registered Agent.

The Registered Office and Registered Agent of the Corporation shall be those designated initially in the Articles of Incorporation and either designation may be changed by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

A. General Powers.

The affairs of the Corporation shall be managed by the Board of Directors ("Board"). The Directors shall be residents of the City of Garretson, South Dakota or surrounding area. A Director shall be any General Member or any employee designated by the General Member as eligible to be a Director or any Associate Member or leader of an Associate Member.

B. Number and Tenure.

The Board shall be composed of no fewer than nine (9) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of two years or until a successor is elected, whichever occurs later, or otherwise until he or she dies, resigns or is removed. A Director may be elected to successive terms without limitation. Not more than two directors from any one Member may serve as a Director simultaneously.

C. Regular Meetings.

By resolution, the Board may specify the time and place for holding regular monthly meetings without other notice than such resolution.

D. Special Meetings.

Special Board meetings may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings may fix any reasonable place within the City of Garretson as the place for holding any special Board meeting called by them.

E. Notice of Special Meetings.

Written or electronic notice stating the place, day, and hour of each special Board meeting shall be delivered personally, by e-mail or by postal mail or overnight delivery service to each Director at his/her address shown on the records of the Corporation at least two days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least three days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

F. Waiver of Notice.

1. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or the South Dakota Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.
2. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

G. Quorum.

A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

H. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be

the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

The Chairman may choose a voice vote, show of hands or secret ballot or any issue. Any Board member can request a secret ballot on any issue.

I. Resignation.

Any Director may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the Corporation.

J. Removal.

A Director may be removed from office upon the vote of a majority of the remaining Directors.

K. Vacancies.

Any vacancy occurring on the Board may be filled by appointment of the President with approval by the vote of a majority of the remaining Directors. Unless he/she dies, resigns or is removed, a Director so elected shall hold office until his/her successor is elected.

L. Presumption of Assent.

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless he/she forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

M. Compensation.

Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any; but nothing herein shall be construed to preclude any Director from receiving compensation for other services rendered to the Corporation.

N. Loans.

No loans shall be made by the Corporation to any of its Directors.

O. Meeting by Conference Telephone.

Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

P. Action by Board Without A Meeting.

Any action which could be taken at a meeting of the Board may be taken without a meeting if notice of the proposed action is given in accordance with Paragraph E. above and a written consent setting forth the action so taken is signed by a majority of all of the Directors. Any such written consent shall be inserted in the Minute Book as if it were the minutes of a Board meeting.

**ARTICLE III.
OFFICERS**

A. Number.

The officers of the Corporation shall be a President, a President Elect, a Secretary and a

1 reasurer, each of whom shall be elected by the Members. Such officers to hold office for such period and to have such authority and perform such duties as may be provided by resolutions of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary and President and President Elect An Officer shall be any General Member or any employee designated by the General Member *as* eligible to be an Officer or any Associate Member or leader of an Associate Member.

B. Election and Term of Office.

The office of President and President Elect of the Corporation shall be elected by the Members for a term of one (1) year or until a successor is elected, whichever occurs later, or otherwise until he/she dies, resigns, or is removed. The office of Secretary and Treasurer of the Corporation shall be elected by the Members for a term of two (2) years or until a successor is elected, whichever occurs later, or otherwise until he/she dies, resigns, or is removed. An officer may be elected to successive terms without limitation.

C. Qualification.

Officers shall be Directors of the corporation.

D. Resignation.

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.

E. Removal.

Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

F. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by appointment of the President with approval by the remaining Board for the unexpired portion of the term.

G. President.

The President shall be chief executive officer of the Corporation and, subject to the Board's approval, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over all Board meetings, including setting **and distributing** the agenda **a minimum 24 hours prior to a regular meeting**. The President shall lead, direct and promote the Corporation within the community and keep the Corporation active within the community. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he/she shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time.

H. President Elect

In the absence of the President, the President Elect shall assume the responsibilities and duties of the President. The President Elect shall use his/her term of office to prepare to assume the office of the next succeeding President if so elected.

I. Secretary.

The Secretary shall:

(1) keep the minutes of meetings of the Board in one or more books provided for that

- purpose;
- (2) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law;
 - (3) be custodian of the corporate records;
 - (4) keep registers of the post office address of each Director;
 - (5) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation;
 - (6) see to the submission of the annual report as required by the South Dakota Nonprofit Corporation Act
 - (7) **Take the lead of the corporation's social media accounts and website and** (8) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

J. Treasurer.

He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with these By-laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board.

In addition, the Treasurer shall prepare and submit detailed monthly Financial Reports. The Treasurer shall be responsible for keeping an **up-to-date** record of memberships for any gift certificates issued by the Corporation. The Treasurer shall cooperate in any internal or external audit of the Corporation's funds.

K. Chairperson of the Board.

The President shall act as Chairperson of the Board subject to the direction of the Board, shall perform such executive, supervisory and management functions and duties as may be assigned to him/her from time to time by the Board. He/she shall, if present, preside at all meetings of the Board.

L. Salary.

Officers shall, not receive any stated salaries for their services, but by Board resolution, Officers may also be paid their expenses, if any; but nothing herein shall be construed to preclude any Officer from receiving compensation for other services rendered to the Corporation. No loans shall be made by the Corporation to its officers.

**ARTICLE IV.
MEMBERS**

A. Members.

This Corporation shall have two-classes of voting members:

1. General Member - A General Member shall be any full-time commercial business in the City of Garretson or surrounding area that wishes to be a member adhering to the established purposes of the Corporation and making payment of dues in the amount set by the Board of Directors.
2. Associate Member - An Associate Member shall be any service or civic group, seasonal or part-time business in the City of Garretson or surrounding area that wishes to be a member adhering to the established purposes of the Corporation and making payment of dues in the amount set by the Board of Directors.

New members shall pay a "pro-rata" share of dues for the remaining calendar year computed for the month beginning with their membership and rounded to the nearest \$5.00.

B. Annual Meeting.

There shall be an annual meeting of the membership held in January of each year on a date, ~~at a~~ place, and time as designated by the Board in the notice of the meeting. All business which comes properly before this meeting shall be transacted, including:

1. The election of Officers and Directors in accordance with Paragraph D hereinafter.
2. Any special business of which due notice has been given by the Secretary in the notice of the meeting.

C. Special Meetings.

A special meeting may be called at any time by the Board of Directors or on the written consent of those members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at a membership meeting.

D. Voting.

Each member or designated person by the member of the corporation shall have one (1) vote at all meetings of the membership by voting in person. The act of a majority of the members voting shall be the act of the members.

The Chairman may choose a voice vote, show of hands or secret ballot or any issue. Any Member can request a secret ballot on any issue.

The board may also, by majority board vote, refer a special matter to the general membership as a referendum vote for ratification. The referendum vote from the membership may be accomplished by mail, email, telephone or other electronic communication. As with an in-person vote, each member or designated person by the member of the corporation shall have one (1) vote. The board will set deadlines and parameters for the issue at hand.

E. Quorum.

A quorum at all meetings of the membership shall consist of a majority of the members registered at the location prior to the beginning of the meeting.

**ARTICLE V.
CONTRACTS, LOANS, CHECKS AND DEPOSITS**

A. Contracts.

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

B. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

C. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by the Board.

D. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board may select.

E. Gifts and Contributions.

The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state or federal law.

ARTICLE VI.

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, Minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year beginning on January 1st and ending on December 31st, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, then the fiscal year shall be the year so selected.

ARTICLE VIII. STANDING ADVISORY COMMITTEES

The Board may designate and appoint one or more committees to assist in preparing and implementing Corporation policies and programs and advise and aid the Board, officers and employees of the Corporation in any and all matters designated by the Board. If any such committee shall have and exercise the authority of the Board in the management of the Corporation, it shall consist of no fewer than two Directors. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of that body and all other matters relating to its procedures and responsibilities. Each such committee shall keep regular minutes of its meetings and deliver such minutes to the Board. The members of any committee shall not receive any stated salary for their services as such, but by resolution of the Board a fixed sum or expenses of attendance, or both, may be allowed for attendance at any meeting of such committee.

ARTICLE IX. INDEMNIFICATION

To the full extent permitted by South Dakota Statute, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or

officer of another corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under South Dakota Statute. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the members at any regular or special meeting of the members **or by referendum vote.**

CERTIFICATE

The foregoing By-Laws of the Garretson Commercial Club, Inc. correctly set forth the provisions of the By-Laws as they have been duly adopted.

GARRETSON COMMERCIAL CLUB, INC.

By: President

By: Secretary