

**BY LAWS OF
QUORUM: THE TWIN CITIES GLBTA CHAMBER OF COMMERCE
ADOPTED JUNE 17, 2013**

ARTICLE I: NAME

Section 1:

The name of this corporation shall be Quorum: The Twin Cities GLBTA Chamber of Commerce, Incorporated (hereafter referred to as “Quorum” or the “Chamber” within this document). The general offices of the organization shall be located in the area it serves.

ARTICLE II: PURPOSE

Section 1:

The general purpose of this corporation shall be to foster leadership for economic activity and to develop a positive environment for gay, lesbian, bisexual, transgender and allied businesses, organizations, individuals and consumers.

Section 2:

This corporation is not formed for pecuniary gain to its investors, will pay no financial dividends, nor will it provide other remuneration, directly or indirectly, to its member investors. This corporation shall be nonpartisan and nonsectarian, and shall observe all local, state, and federal laws which apply to nonprofit organizations as defined in article 501(c)6 of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

Any person, firm, association, business, corporation, partnership, estate or other legal entity, which is associated or allied with the GLBT community, may subscribe to membership in Quorum. Quorum reserves the right to limit membership in cases where the interests of the organization are served.

Section 2: Application

Any person or entity desiring to become a member of Quorum, who is willing to adhere to the bylaws, policies, and procedures adopted by the Board of Directors, may do so by completing and submitting an application on the form prescribed by the Board of Directors. The application shall be accompanied by dues in accordance with the application, and shall constitute an agreement to invest annually in Quorum. In lieu of the payment of dues and upon the request or suggestion of the Board of Directors, application may be presented with a written contractual agreement for exchange of services and/or goods between the applicant and Quorum. All such contracts must be

approved by Quorum's Board of Directors and shall cover the same time period for membership as prescribed by the membership category to which it is being applied.

Section 3: Classifications

1. All members and applicants shall have the right to appeal their membership classifications to the Board of Directors. Such appeal should be presented in writing, and shall include any evidence supporting the request. The Board's decisions are final.
2. The Board of Directors shall have the right to assess members as needed in support of approved items.

Section 4: Dues

1. Payment of dues shall be in advance for annual payment.
2. Annual dues shall be paid prior to the first day of the anniversary date of the member's application month.
3. The application shall constitute an agreement that membership shall continue from year to year unless the Chamber is notified of a member's intent to terminate.
4. The Board of Directors may permit variances to payment frequency (e.g., monthly or quarterly payments) at its discretion.

Section 5: Voting

All members shall be entitled to vote in general elections, referenda, and on issues for which a vote is ordered or requested at membership meetings. Each membership, regardless of the number of members in the membership, is entitled to cast only one vote.

Section 6: Delinquency

1. Dues shall come due on or before the first day of each member's anniversary month (or in the case of other than the annual payment mode, on the first of the month coinciding with the selected payment mode). Quorum shall present a statement indicating the amount due at least 30 days prior to the due date.
2. Members whose dues remain unpaid on the last calendar day of their anniversary month (or other) due date shall be considered delinquent and shall lose all rights of membership.

Section 7: Termination

1. Any member, upon providing notice to the Board of Directors, may resign from Quorum. A member who resigns remains responsible for payment of all dues and other financial obligations due at the time of termination.
2. In the event of death, transferring from the geographic area, or in consideration of business changes or reverses, the Board of Directors may cancel all dues or other financial obligations.
3. Any member, including designated representatives, may be expelled by the Board of Directors for such causes as, but not limited to, illegal or fraudulent business practices, actions against the GLBTA communities, violation of these bylaws or

actions that at the Board of Directors' determination may damage the reputation of Quorum.

4. Termination shall be in accordance with Minnesota State Statutes. Members, or member representatives, being considered for termination shall be notified not less than 15 days prior to the proposed date of termination. Notice shall be in writing and shall state the reason(s) for the expulsion, suspension, or termination. The recipient of the notice shall be provided the opportunity to be heard by a Quorum representative authorized by the Board of Directors, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by the Board of Directors.
5. The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to Quorum for dues, assessments, or fees or charges for goods or services. Resignations received from members whose membership investment is paid to some future date, shall be ineligible for any refund unless otherwise approved by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Powers

The corporate powers of the Chamber shall be exercised, its business and affairs directed, and its property controlled by a Board of Directors. The Chamber may adopt such policies, procedures, rules, and regulations as may be deemed advisable to further the purpose of the Chamber, or to improve its governance or operations. It may employ an Executive Director, and shall approve the duties and terms of employment of that office.

Section 2: Eligibility and Representation

1. Any member in good standing at the time of nomination, shall be eligible for election as a Director.
2. Due to the area of wide interests of the Chamber and its intent to be representative of opinions of the GLBTA community it services, Director nominees shall be sought who will reflect to the greatest degree possible, the interests and opinions of the area served. Therefore, membership on the Board of Directors shall be limited to no more than one (1) representative of a membership organization. This shall not apply to members who are employed as independent contractors with self representative interests.

Section 3: Size and Terms

1. The Board of Directors shall consist of no less than seven (7) and no more than seventeen (17) elected members.
2. The Board of Directors shall be elected annually for a two-year term commencing on the first day of January. There shall be no limit to the number of terms a Director may serve.

Section 4: Responsibilities

1. The Board of Directors shall be responsible for determining the financial requirements of the Chamber and for establishing the dues schedule needed to meet the Chamber's financial requirements.
2. The Board of Directors, by a simple majority vote, may declare vacant the seat of any Director who has been absent from two (2) or more meetings without cause. A Director may request, and therefore receive, an excused absence by notifying any member of the executive committee prior to the meetings of the Board of Directors.
3. Directors shall, by the appointment of the President, serve on Council Steering Committees or other ad hoc committees, and shall function as a liaison between the Board of Directors and such committees.
4. All decisions requiring Board approval in between official board meetings will be submitted by the President through e-mail to Board members. Board members will have 48 business hours to respond to the decision. If no response is received, the Board member's vote will be counted as in favor of the motion or action contemplated.

Section 5: Nomination and Election

The Board of Directors shall be elected at a membership meeting in December. All members in good standing shall be notified of this election at least 30 days in advance. The election procedure is as follows:

1. Any member in good standing who desires election to the Board of Directors shall volunteer or be nominated by a current member at the meeting for any seat up for election.
2. The membership present shall by written ballot and by simple majority vote, elect Directors to the number of seats up for election. If an uncontested slate of nominees is running for election, the vote may be taken by a voice vote. Only one ballot shall be allocated to each member representative of record. Immediately after all ballots are cast, the ballots shall be tabulated and the results announced for official record.
3. The ballots will be immediately tallied and the results of the election shall be announced to the membership prior to the conclusion of the meeting.
4. The Directors' terms shall commence on the first day of January following the election.

Section 6: Meetings

1. Meetings of the Board of Directors shall be held at the regular time and place as determined by the Board at their organizational meeting, or as agreed upon at subsequent meetings.
2. Special meetings of the Board of Directors may be called at any time by the President or by one-third (1/3) of Directors.
3. Notice of each regular and special meeting shall be issued stating the purpose of and draft agenda for the meeting to every Director no less than two (2) business days prior to the meeting date.

Section 7: Quorum

1. A simple majority of current Board members shall constitute a quorum at any meeting. Simple majority is defined as greater than fifty (50) Percent.
2. No action shall be deemed approved unless the votes cast in favor of the motion are approved by a majority of the quorum.

Section 8: Vacancies

The Board of Directors shall, by majority vote, elect Directors to fill vacancies for the duration of a term.

ARTICLE V: OFFICERS

Section 1: Offices

The Offices of the Chamber's Board shall be President, Vice President, and Treasurer, and Secretary.

Section 2: Eligibility

Any Board member in good standing at the time of nomination whom has served no less than six months on the Board of Directors shall be eligible for election to the office of President. All other Officers need only be current Board members, or recently elected Board members whom have yet to commence their term, in order to be eligible for election.

Section 3: Terms

1. The terms of all Officers shall be for one (1) year. All Officers are limited to four (4) consecutive terms in the same office, except for the office of President, which shall be limited to two (2) consecutive terms.
2. The Officers term shall commence on the first day of January following the election.
3. No Officer shall hold more than one office at a time.

Section 4: Officer Responsibilities

1. President: The President shall be the principal executive officer of the Chamber and shall preside at all general member meetings, Executive Committee meetings, and Board of Director meetings. The President shall carry out the bylaws and policies of the Chamber, select chairperson(s), delegate responsibilities to the Vice President, conduct official correspondence and prepare the annual plan for the approval of the Board of Directors. The President shall perform such duties as may be incident to the office of President, subject to the direction of the Board of Directors, including being spokesperson for the Chamber. The President, with the aid of the Treasurer, shall prepare and submit an annual budget to the Board of Directors for approval. At the expiration of the term of office, the President shall deliver to the Board of Directors all books, papers and property of the Chamber.
2. Vice President: The Vice President assists the President, is responsible for conferring with the administrative branch of the Chamber on ways and means by

which full committee production can be achieved, and shall make periodic reports of divisional progress to the Board of Directors. The Vice President assumes the responsibility of the office of President in the absence of the President, attends all meetings called by the President and officer functions. In the event of resignation or removal of the President, the Vice President shall become President immediately and shall serve out the remainder of the President's term.

3. Treasurer: The Treasurer shall oversee the books of financial accounts of the Chamber and shall supervise the receipt and disbursement of the funds. The Treasurer shall cause financial reports to be prepared and submitted to the Board of Directors at each Board meeting and shall cause all monies of the Chamber to be deposited in its name in such depositories as determined by the Board of Directors. It shall be the duty of the Treasurer to submit to the Board of Directors a financial statement and written report of the year's work at the close of each fiscal year, and to ensure the preparation and submission of applicable state and federal information returns and annual filings. The Treasurer shall attend all meetings called by the President and official Chamber functions.
4. Secretary: The Secretary shall cause the permanent records, including accurate records of all proceedings of the Chamber, to be maintained and shall attest to all official corporate documents. A record of minutes of each official Board of Directors meeting shall be typed and distributed by the Secretary to the Board no later than seven (7) days following each board meeting. The Secretary shall maintain copies of all books, documents and written communications related to the Chamber and shall relinquish to the Board these materials upon expiration of term of office.

Section 5: Election Procedure

1. The Officers shall be elected at a membership meeting in December following the election of Board members. Notification shall be issued to all members in good standing announcing the date of the election for Officers and election procedures. This notification shall be issued no less than thirty (30) days prior to the date of the election. The election procedure is as follows:
 - a. The current President shall continue to serve in office through the entire election process.
 - b. Any Board member in good standing who desires election as an Officer in accordance shall volunteer or be nominated by a current member at the meeting. There shall be no qualifications for office except as directed by Article V, Section 2.
 - c. The order of the election shall be: President, Vice President, Treasurer and Secretary.
 - d. The membership present shall by written ballot and by simple majority vote, elect Directors to the number of seats up for election. If and uncontested slate of nominees is running for election, the vote may be taken by a voice vote. Only one ballot shall be allocated to each member

representative of record. Immediately after all ballots are cast, the ballots shall be tabulated and the results announced for official record.

- e. The ballots will be immediately tallied and the results of the election shall be announced to the membership prior to the conclusion of the meeting.
 - f. The Officers' terms shall commence on the first day of January following the election.
2. The Board of Directors shall vote to fill any vacancy in an office unless otherwise stipulated. This vote shall take place at the first regular Board meeting after the vacancy occurs. The newly elected Officer(s) shall take office immediately to serve out the remainder of the term.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 1: Authorization and Responsibilities

1. An Executive Director may be hired by and serve at the discretion of the Board of Directors.
2. Executive Director responsibilities will be defined and delegated by the Board of Directors.

ARTICLE VII: COMMITTEES

Section 1: Powers and Duties

The Board of Directors shall authorize and define the powers and duties of all committees and task forces, subject to the provisions of these bylaws. No committee except the Executive Committee shall commit Quorum to contractual obligation or advocacy or opposition to any position without the specific authority of the Board of Directors.

Section 2: Executive Committee

An Executive Committee, composed of the President of the Board, Vice President, Treasurer, and Secretary (at the Officer's discretion, the Executive Director may be included in Executive Committee composition), shall be empowered to conduct the corporation's business in the interim between meetings of the Board of Directors. The Executive Committee's authority is governed by the following:

1. The Executive Committee must report any action taken to the next meeting of the Board of Directors.
2. They shall review the priorities and goals of the organization and recommend policy; recommend an annual budget for the Board of Directors' approval; monitor the progress on and provide direction to Quorum's adopted programs, annually review the organizational structure and recommend to the Board of Directors any changes in such structures that are deemed appropriate.
3. The Executive Committee may not act contrary to the policies of the Chamber, and may not overrule actions or policies of the Board of Directors.
4. Three Executive Committee members constitute a quorum. The President of the Board chairs the meetings of the Executive Committee.

Section 3: Responsibility

The Board of Directors shall establish such other committees and task forces as are necessary for the proper implementation of Quorum's program. Each committee/task force shall study, investigate, and make recommendations to the Board of Directors on subjects within the general scope of the authority allotted to them. Subject to the approval of the Board of Directors, committees shall be empowered to act upon, publicize, and implement such subjects or activities as recommended, within the limitations imposed then or later by the Board of Directors.

Section 4: Membership

The President of the Board appoints all Committee and Task Force Chairperson(s). New members are added by appointment of the Committee Chair. Certain committees and task forces may require the President of the Board to appoint all of the members. The President of the Board may appoint non-Chamber members to any committee; such committee members shall have committee voting status only upon specific approval of the Board of Directors. All Quorum committee meetings are open to any Quorum member. Non-members may attend with the permission of the Committee Chair.

Section 5: Committee Quorum

Excepting the Executive Committee, a quorum shall consist of one-third of the designated committee members.

Section 6: Record Keeping

All minutes, reports and correspondence generated by committees shall be maintained in the permanent office file. The committee Chair shall report the committee's activity to the Board of Directors as requested. Minutes of committee meetings shall be furnished to all members of the Board of Directors upon request.

Section 7: Chairperson Terms

Committee Chairperson(s) and all members shall serve during the term of the appointing President of the Board, subject to re-appointment by succeeding President of the Board. Task Force Chairperson(s) and members shall serve until their specific responsibility is accomplished, or until they are discharged by the incumbent President of the Board with the consent of the Board of Directors.

ARTICLE VIII: FINANCES

Section 1: Budget Responsibility

Budget and Finance Committee will be designated by the Treasurer, who will act as the Committee Chair. At least 30 days prior to the beginning of each fiscal year, it shall receive from the President of the Board, a proposed budget of expenditures, and shall prepare an annual budget of estimated income and expenses, which shall be submitted to the Board of Directors at its first meeting.

Section 2: Disbursements

1. All disbursements shall be made by fully auditable means (check or debit card).
2. No disbursement of the funds of Quorum shall be made unless the same shall have been authorized by the Board of Directors.
3. Upon approval of the budget or subsequent amendments to it, the Treasurer or President shall be authorized to make disbursements for expenses provided for in the budget (or those otherwise and previously authorized by the Board of Directors) without further authorization of the Board.

Section 3: Committee Budgets

1. No committee, task force, council, division, or any other group provided for in Quorum's annual budgeting process, may expend more than its allocated funds without the approval of the Board of Directors.
2. The Board of Directors may at any time revise the amount originally budgeted to any group.

Section 4: Audit

1. Within ninety (90) days after the close of each fiscal year, an annual review of the Chamber’s finances shall be completed. The procedure may take the form of an assessment or higher level of reporting for proper control and accuracy in the handling of funds.
2. The Board of Directors may suspend the ninety (90) day requirement.

Section 5: Financial Statements

Financial statements, including all receipts and disbursements of Quorum, shall be prepared and submitted to each member of the Board of Directors on a monthly basis.

ARTICLE IX: DIVISIONS

Section 1: Formation

1. Any ten or more members who desire to be associated as a trade, industry, business, or professional group with mutual and special interests, may form a Division of the Chamber of Commerce.
2. The Board of Directors, by majority vote, may authorize the formation of a Division upon such application, and shall review and approve the proposed Division’s state of purpose, bylaws, policies, and procedures.
3. No Division of the Chamber of Commerce, or any member thereof, shall contract any debt in its behalf which could be construed by the creditor to be a Quorum Chamber obligation unless Quorum’s Board of Directors shall have authorized such action.
4. Any decision for action by any Division, including, but not limited to, sponsorships shall be brought to and decided upon at the Board of Director level.

Section 2: Accountability

1. All bylaws, policies, and procedures of Quorum shall govern Divisions of the Chamber of Commerce.
2. No Division of the Chamber of Commerce shall advocate or oppose public policy issues without the express approval of Quorum’s Board of Directors.

ARTICLE X: AFFILIATES

Section 1: Eligibility

Any community organization whose goals and objectives are not contrary to that of Quorum may contract with the Chamber to provide professional administrative services. These organizations will be considered an affiliate of Quorum.

Section 2: Memorandum of Understanding

Each year a memorandum of understanding will be executed between the two organizations which outlines the services to be provided by Quorum as well as the obligations of the affiliate of Quorum.

Section 3: Prohibitions

No affiliate, or any member thereof, shall contract any debt in its behalf which could be construed by the creditor to be a Chamber obligation unless Quorum’s Board of Directors authorized such action.

ARTICLE XI: MEETINGS

Section 1: Membership

1. The Annual Meeting of Quorum shall be held in December of each year, at a date, time, and place to be designated by the Board of Directors.
2. The President of the Board, or a majority of the Board of Directors, may call such additional membership meetings as may be required. The Board of Directors shall call meeting upon receipt of a petition signed by one-third of the then current membership in good standing.
3. Each member of the corporation shall be given written notice of any general membership meeting which may be called including an agenda. Such notice shall be given at least fourteen (14) days prior to the meeting.

Section 2: Referenda

1. From time-to-time, issues of significance may be referred to the membership for advice and/or resolution.
 - a. The Board of Directors, by majority vote, may refer such issues to the Chamber membership.
 - b. Upon receipt of a petition signed by one-third of current members in good standing, the Board shall submit the subject referendum to the Chamber membership.
2. Notice of the time, date, and place of the referendum vote shall be issued to all members of record no less than 30 days prior. The notice shall contain the language of the referendum and an objective analysis of the issue. The analysis shall be prepared and approved by the Board of Directors.
3. Referenda shall be considered valid and binding if one-third of the membership shall attend and vote. A majority of the votes cast shall determine the Chamber’s position on the issue.

ARTICLE XII: FISCAL YEAR

The fiscal year of this corporation shall begin on January 1 of each year, and end on December 31.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

The proceedings of the meetings of Quorum shall be governed by and conducted according to the abbreviated version of Robert's Manual of Parliamentary Rule, as adopted by the Board of Directors.

ARTICLE XIV: BYLAWS AMENDMENTS

The Board of Directors may adopt or amend the bylaws by a two-thirds vote of the Directors present and entitled to vote at any meeting of the Board.

ARTICLE XV: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No part of said funds shall inure to the benefit of, or be distributed to, the members of the Chamber. Upon dissolution of the Chamber, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic GLBTA organizations, to be selected by the Board of Directors, as defined in Minnesota Statutes 3 17.37, subdivision one (1), subparagraph five (5).

ARTICLE XVI: INDEMNIFICATION

To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director, or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the Directors present at a duly head meeting of the Board of Directors for which. notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suite or proceeding; provided; however, that the indemnification with respect to a person who is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit to the heirs, executors and administrators of such person and shall apply

whether or not the claim against such person arises out of matters occurring before the adopting of the bylaws.