

BIGFORK AREA CHAMBER OF COMMERCE BYLAWS

Amended March 10, 2016

ARTICLE I. GENERAL

Section 1. Name. This organization is incorporated under the laws of the State of Montana and shall be known as the Bigfork Area Chamber of Commerce (or Chamber).

Section 2. Organization. The Chamber shall be nonprofit, nonpartisan and nonsectarian.

Section 3. Objectives. The Bigfork Area Chamber of Commerce is organized to achieve the objectives of:

- a. Preserving the competitive/free enterprise system of business by promoting the importance of the business person and a concern for his/her problems: creating and developing a more intelligent business and public opinion regarding city, county, state, and national legislative and political affairs: and fostering and encouraging confidence in the stability, well-being and the certainty of the future growth of the Bigfork area and Northwest Montana.
- b. Aiding and supporting present business and industry in their fulfillment of our economic base.
- c. Striving for the most desirable expansion of new business and industry contributing to the prosperity of the Bigfork and Northwest Montana marketplace.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility. Any person, association, corporation or partnership having an interest in the objectives of the Chamber shall be eligible to apply for membership. Membership shall be classified under "Business Membership" or "Individual/Family Membership."

Section 2. Election. Applications for membership shall be in writing on forms provided by the Chamber for that purpose and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3. Dues. Membership dues shall be at such rate or rates, schedule or formula as may be determined by the Board of Directors during its first meeting of each New Year and such dues shall be due and payable as determined by the Board of Directors.

Section 4. Termination.

- a. Any member may resign from the Chamber upon written notification to the Board of Directors;
- b. Membership privileges shall be suspended for any member for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended by the Board of Directors by two-thirds (2/3) vote:
- c. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member, or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded any member complained against.

Section 5. Voting. Each member in good standing, whether it is a person, firm, association, partnership or corporation shall be entitled to cast one vote.

Section 6. Orientation. Orientation on the purposes and activities of the Chamber shall be conducted for new directors by the Secretary and President prior to the first Board Meeting of the calendar year. Additional orientations for directors, committee chairs, and members may be scheduled as needed.

Section 7. Honorary Membership. Distinction in public affairs shall confer eligibility at honorary membership. Honorary members shall have all the privileges of members, except the right to vote and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a two-thirds (2/3) vote. Honorary membership shall be conferred either for a specific term or for the life of the member. Only individuals are eligible for honorary membership.

ARTICLE III. MEETINGS

Section 1. Annual Membership Meetings. The annual meeting of the Chamber members shall be held during the fourth quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof sent to each member at least ten (10) days before said meeting. The purpose of the Annual Meeting will be for an Annual Report to the membership and to present new members of the Board of Directors to the membership. No business other than announcements may take place at an annual meeting. There is no quorum requirement for an annual meeting.

Section 2. Social Meetings. Social meetings may be held monthly at a regularly scheduled date. The purpose of the social meetings shall be informal communication among members. No business other than announcements may take place at social meetings. There is no quorum requirement for a social meeting.

Section 3. Monthly Board Meetings. The Board of Directors shall meet at a regular time and place once each month. A quorum of at least half the directors of record is required to conduct business. Directors may be present either in person or by proxy. No notice of this meeting will be required unless the regular date is changed; a change of date shall require at least five (5) days notice to all Directors and members.

Absence of any regular scheduled meeting can be excused by reporting the absence in advance to the Secretary and by providing a proxy prior to the start of the meeting as outlined in Article XII. Three or more unexcused absences at regular scheduled meetings will be considered cause for dismissal by majority vote of the Directors.

Section 4. Special Membership Meetings. Special membership meetings of the Chamber may be called by the President at any time. The President shall call a special meeting upon receiving a petition in writing of any ten (10) members in good standing submitted to the Secretary requesting a special meeting. Notice of special meeting shall be sent to each member at least ten (10) days prior to such meetings.

Section 5. Special Board Meetings. Special Board meetings may be called by the President. The President shall call a special meeting upon written application of three (3) Directors submitted to the Secretary. Notice (including the purpose of the meeting) shall be given to each Director and member at least five (5) days prior to said meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition of the Board. The Board of Directors shall be composed of not less than nine (9) nor more than fifteen (15) members who shall serve for terms of two (2) years. The membership of the Board of Directors shall be elected by ballot as provided in Article II

Directors may serve at most four (4) consecutive terms on the Board. Nothing precludes an ex-Director from again serving when one (1) year has passed after his/her four (4) consecutive terms.

The governance and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property and be responsible for its finances.

Section 2. Selection and Election of Directors. Prior to November 5th, the President shall announce to the membership the number of Board terms expiring and which Board members have expressed their intention to stand for re-election. The President shall include in the announcement that additional candidates will be entertained on the ballot. These candidates may result from self nomination or Board nomination.

- a. Self Nomination. Any member in good standing may nominate himself or herself as a candidate for the Board of Directors. Self nominations shall be accepted through November 20th.
- b. Board Nomination. If insufficient members self nominate and an election will result in a Board of less than nine (9) directors, the Board may nominate sufficient additional candidates to result in a Board of nine. A Director in the President Elect-President-Past President sequence shall not stand for election but rather assume a position as Director throughout the term of offices.
- c. Election: Candidates submitted within the time allowed shall be arranged on a ballot in random order, said order to be determined by drawing names from a container or some other equivalent random process. Incumbent candidates shall be so identified and all candidates will be allowed to include a statement of prescribed length with the ballot.

The Secretary shall send the ballot to all active members, giving at least two (2) weeks to return ballots. In order to be counted, ballots shall be returned to the Secretary (or designee) by 5:00 PM on date designated. Ballots will be opened and tabulated by the President, Secretary, and at least one additional Board Director within the week following. If there is a tie, the tie will be broken by the toss of a coin.

The Board of Directors shall announce the newly elected directors at the December general meeting. All candidates will be notified prior to this meeting of election results.

Section 3. Seating of New Directors. All newly elected Board members shall be seated at the regular January meeting and shall be participating members.

Section 4. Vacancies. If a Director position becomes vacant because of the death or resignation of the individual holding that position, and if said vacancy shall result in the number of Directors being less than nine (9), the Board may appoint a member to serve the remainder of the term of the vacated position.

Section 5. Meetings. Regular meetings of the Directors shall be held on a monthly basis at a place determined by the Board.

ARTICLE V. OFFICERS

Section 1: Determination of Officers. The Board of Directors (including the newly elected and excluding the retiring directors) at the regular January meeting shall reorganize for the coming year. The officers will be selected by and from the Directors. All offices except that of President Elect will have a one year term. The office of President Elect and its successive offices is for a four-year term. Only Directors with four years or more remaining on their limit of term may be considered for President Elect. The President Elect will be elected during the first year of the President's term and be seated at the first meeting of the year following.

Section 2: Duties of Officers.

President. President shall preside at all meetings of the membership and Board of Directors. The President shall serve for a two (2) year term. The President shall vote only to break a tie. The President may serve additional two (2) year terms if approved by the majority vote of the Directors.

Past President. The immediate Past President shall exercise the powers of authority and perform the duties of the President in the absence or disability of the President. The Past President shall serve a one (1) year term. .

President-Elect. The President-Elect shall exercise the powers of authority and perform the duties of the President in the absence or disability of the President. The President Elect shall serve a one (1) year term.

Secretary. The Secretary position will be held by the Executive Director. The Secretary shall do or cause to be done the following:

- a. Keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for the purpose;
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. Be custodian of the corporate records of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- d. Keep or arrange for the keeping of a register of the post office address and contact information of each member which shall be furnished to the Secretary by each member;
- e. Sign with the President certificates for membership in the Chamber.
- f. Have general charge of the membership books of the Chamber and all bookkeeping to include accounts payable and receivable.
- g. He/she shall cause the funds of the Chamber to be disbursed when such disbursements have been authorized and shall render to the President and the Board of Directors, whenever requested, an account of all transactions as Treasurer and/or Executive Director and the financial condition of the Chamber.
- h. In general have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and surplus. The books of an account shall at all times be open to inspection by any Member. The Treasurer and/or the Secretary shall deposit all moneys and other valuable effects in the name and to the credit of the Chamber in such depositories as may be designated by the Board of Directors. He/she shall, in general, have such other powers and perform such duties as may, from time to time, be assigned to him/her by the Board of Directors or by the President. The Treasurer will work with the President and Secretary annually to draft a budget which will be submitted to the Directors for review and approval. The Treasurer along with the President will oversee and independent audit of the accounting books at least every two years. These results will be shared with the Board of Directors and the Secretary.

ARTICLE VI. COMMITTEES

Section 1: Appointment And Authority. The President, by and with the approval of the Board of Directors, shall appoint all committee chairs. The President may create such ad hoc committees as he/she deems necessary to carry out the programs of the Chamber. Committee chair appointments shall be at the will and pleasure of the Board of Directors.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation Of Authority. No action by any member or committee shall be binding upon, or constitute an expression of the policy of the Chamber unless it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Board of Directors when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

ARTICLE VII. FINANCES

Section 1: Funds. All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be carried over in the general operating fund.

Section 2: Disbursements. Upon approval of the budget, the Treasurer, President and Secretary are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3: Fiscal Year: The Fiscal Year of the Chamber shall start January 1, and shall close on December 31.

ARTICLE VIII. DISSOLUTION

The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE IX. PARLIAMENTARY PROCEDURE

Section 1: Authorization. Meetings of the membership and of the Board of Directors may be conducted according to the rules of Parliamentary procedure. It shall be at the discretion of the President if and as to how strictly the Rules of Parliamentary procedure will be followed.

Section 2: Parliamentary Authority. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of Parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or Bylaws of the Chamber.

ARTICLE X. AMENDMENTS

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board. However, before changes in the Bylaws can take effect, ten days notice of the changes must be given to the membership and if requested, as provided for in Article III, a special meeting shall be called at which the changes can be discussed and affirmed or repealed.

ARTICLE XI. NOTICE

All notices required by these bylaws will be considered sent if either sent electronically to the member's email address of record or by paper to the member's postal address of record. Notice of delivery failure either electronically or physically will not require further action on the part of the Chamber. Notices may be waived by agreement of all parties who are required to be notified.

ARTICLE XII. PROXIES

Directors who cannot physically attend a meeting at which a vote may be taken may give their proxy to another Director. The proxy must be in writing or electronically and must be delivered to the Secretary prior to the beginning of the meeting and kept with the meeting records. The Director given the proxy may then cast that Director's proxy as if the Director had cast the vote directly. A written or electronic proxy of the following form will be acceptable:

"I, _____ (Director who will be absent), hereby appoint _____ (Director who will attend) as my proxy for the purpose of casting my vote on _____ (stated issue) or _____ (all issues) before the Board on the meeting of _____ (date of meeting)."

A proxy will expire at the close of each meeting and must be renewed thereafter.

-- End of Bylaws --