

BY-LAWS OF THE CHINOOK AREA CHAMBER OF COMMERCE

ARTICLE I

GENERAL

- NAME** **Section 1.** This organization is incorporated under the laws of the State of Montana and recognized by the Internal Revenue Service as a Non-Profit 501c(6) Organization, and shall be known as the Chinook Area Chamber of Commerce, hereafter referred to as the “Chamber.”
- PURPOSE** **Section 2.** Activities that the Chamber supports or does not support will be decided by the majority vote of the members of the Chamber.
- The purpose of the Chinook Area Chamber of Commerce is, through organized effort and leadership, to create and nurture a favorable business, economic and tourism climate in the Chinook area, thereby affording the citizens the opportunity to make the Chinook area a better place in which to live and do business.
- CHARACTER** **Section 3.** The Chamber shall be nonprofit, nonpartisan, nonsectarian, and nonpolitical. However, this limitation shall not be construed as to deprive the organization, its Officers, Members or Committees from holding meetings or participating in programs normally associated with good government, taxation, expressing opinion on legislative issues, bi-partisan political education and similar activities.
- NON
DISCRIMINATORY
PRACTICES** **Section 4.** The Chinook Area Chamber of Commerce shall not discriminate because of creed, religion, age, sex, race, national origin, color, handicap or marital status.
- LIMITATION
OF METHODS** **Section 5.** The Chinook Area Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Service Code.

ARTICLE II

MEMBERSHIP

ELIGIBILITY **Section 1.** Any reputable business firms, individual, association, corporation, partnership or estate having an interest in the above objectives shall be eligible for membership.

APPLICATION (a) Members - any individual, firm, corporation, or organization shall be eligible for active membership upon payment of the appropriate membership fee established by the Active Members and shall be entitled to the rights and privileges of the Chamber.

(b) Organizations - civic groups, associations, clubs, fraternal lodges and others may appoint one of their members to represent the organization.

RESIGNATIONS **Section 2.** All resignations shall be rendered in writing to the President and reported to the Board at any meeting.

**DELINQUENCY/
CANCELLATION** **Section 3.** Any member who fails to pay his dues is considered a non-member until their membership dues are paid in full. A 60 day grace period is in effect from the renewal date of their membership. After 60 days, the member's information will be removed from the Chamber website.

VOTING **Section 4.** (a) Every member of the Chamber, in good standing, is entitled to one vote in a meeting, whether it be on a motion, in an election, referendum or membership meeting, based on both full and associate membership amounts.

ARTICLE III

FINANCIAL STRUCTURE

**MEMBERSHIP
INVESTMENT** **Section 1.** Membership investment shall be at a rate prescribed by the Active Members and may change from year to year.

DISBURSEMENTS

Section 2. (a) Disbursements shall be done by check, properly signed with dual signatures by the Treasurer and any other member of the Board.

(b) In the event there is no Treasurer, signature provisions of (a) would be negotiated only under the signatures of at least two elected officers.

INDEBTEDNESS

Section 3. The highest amount of indebtedness to which the Chamber shall be subjected is \$10,000.00 unless otherwise agreed to by two-thirds (2/3) majority of the Active Members.

FUNDS

Section 4. (a) All dues paid to the Chamber shall be placed in the general operating fund.

(b) Designated gifts will be used according to the donor's wishes.

BUDGET AND FINANCE

Section 5. (a) The Budget and Finance Committee will meet annually and be composed of the President, two additional Board Members of the Chamber and the past President or another Chamber of Commerce Member. It shall review the financial information/condition of the Chamber and make recommendations to the Organization.

OPERATING YEAR

Section 6. The operating year of the Chamber shall begin January 1st and end December 31st.

ARTICLE IV

MEETINGS OF THE CHAMBER OF COMMERCE

ANNUAL BANQUET

Section 1. The annual banquet of the Chamber shall be held each year as determined by the Active Members, usually occurring at the start of each operating year as described above.

REGULAR MEETINGS

Section 2. The Active Members shall meet at least six times a year at a time and place determined by the Members or whenever deemed

necessary.

ADDITIONAL OR SPECIAL MEETINGS

Section 3. (a) General meetings of the Chamber may be called by the President at any time. Notice of a special meeting (including the purpose of the meeting) shall be given to each member at least two (2) days prior to such meetings.

(b) Board meetings may be called by the President or shall be called by him/her upon written notification via email of at least three (3) members of the Board. Notice shall be given to each Board Member at least two (2) days prior to the meeting

(c) Committee meetings may be called at any time by any Board Member or its' Chairperson.

QUORUMS

Section 4. (a) A simple majority of the Board of Directors for a meeting shall constitute a quorum, to conduct routine business, such as approval of minutes and financial reports. Simple majority of a 5 member board (President, Vice President, Secretary, Treasurer, Parliamentarian, Reporter) is 4 out of 6 Board Members.

(b) A simple majority of a committee, project, task force or council meetings, shall constitute a quorum.

NOTIFICATION

Section 5. Notification of all said meetings can be done via a public notice posting (such as in the local Newspaper, on our website, Social Media site or via e-mail).

ARTICLE V

EXECUTIVE OFFICES

PRESIDENT

Section 1. The president shall be the chief officer of the Chamber and preside over all meetings of the Active Members and the membership majority. The President shall perform other duties as the Board may require and acts at the authority of the Chamber in it's duties to the public. He/she shall be a voting member of every committee, and group of the Chamber.

VICE PRESIDENT

Section 2. The Vice President shall act in the absence of the President and shall be responsible for all activities of the President as described above. The Vice President's duties are set by the President

and may change from year-to-year. The Vice President will abide by those duties set forth by the President.

**SECRETARY
COMMUNICATIONS
DIRECTOR**

Section 3. The Secretary is subject to the control of:

- Execute documents on behalf of the Chamber as required that may include but is not limited to:
 - Sending Email Communications
 - Checking the Chamber of Commerce Mail and Email
 - Scheduling Meetings
 - Keeping written Documentation of Minutes
 - Communicating with the Public via Phone Calls or in person.
 - Writing Letters
 - Keeping Documentation of the Chamber Table and Chairs operation.
- Ensure that written records are accurately and systematically maintained; including minutes of the meetings and such other records as the Officers may require; and
- Perform such duties as may be directed by the President, these bylaws, and the Articles of Incorporation.

TREASURER

Section 4. The Treasurer is subject to the control of:

- Executing payments to vendors and keeping accurate records of expenses and income.
- Ensure that written records are accurately and systematically maintained; including financial reports and reconciling of the Chamber's bank accounts.
- Providing detailed reports for meetings including Profit and Loss and Balance Sheets.

REPORTER

Section 5. The Reporter is subject to the control of:

- Submitting Chamber of Commerce happenings, events and newsworthy articles and photos to the media outlets as outlined here:
 - Newspaper
 - Radio
 - Social Media including Facebook/Twitter
- Keeping the Chamber Events Calendar updated on Google Calendar at the start of each Calendar Month.

PARLIAMENTARIAN

Section 6. The parliamentarian is an expert in parliamentary procedure and should sit next to the presiding officer during meetings. The parliamentarian speaks to the assembly only when requested and may provide explanations or advice, but not rulings, which are always made by the presiding officer.

ARTICLE VI

BOARD OF OFFICERS

NOMINATING & ELECTION PROCEDURES

Section 1. Nominations. No later than the 15th of January of each year, the President shall appoint a nominating committee consisting of a minimum of three (3) members of the Chamber in good standing. The President shall designate the Chairperson. The Nominating Committee shall propose and present to the Officers a slate of candidates, who are members in good standing by January 31st. Before proceeding to an election to fill an office, it is required that the nominating committee nominate one or more candidates for each position on the Board. The positions of the board are as follows: President, Vice President, Secretary, Treasurer, Parliamentarian/Reporter.

Section 2. Elections. The different names of those nominated, will be repeated by the Nomination Committee chair at the February meeting. The nominations need not be seconded. When the nominating committee makes its report, the president shall ask if there are any other nominations at that time; they may be made from the floor of the February meeting. The committee's nominations are treated just as if made by members from the floor, no vote being taken on accepting them.

Section 3. Voting. When the nominations are completed, the assembly proceeds to the election, the voting being by a simple majority vote. Upon that time, a vote is taken on each of the nominations in the order of importance, starting with the position of President, until each of the positions are elected.

Section 4. Consent. An election takes effect immediately if the candidate is present and does not decline, or if he is absent and has consented to his candidacy. If he is absent and has not consented to his candidacy, it takes effect when he is notified of his election, provided he does not decline immediately. After the election has taken effect and the officer or member has declined, an officer-elect takes possession of his office immediately. In the event that there is no officer-elect, the nominating committee shall nominate another

individual to be voted on at the next meeting, following the same procedure as outlined above.

VACANCIES

Section 5. Vacancies on the Officers shall be filled by an appointment of the President. The appointed Officer will serve the remainder of the term for the Officer replaced

POLICY

Section 6. The Officers shall be responsible for making policies that affect the Chamber and revising those as see fit in the benefit of the organization as a whole.

ARTICLE VII

Authority

**APPOINTMENT
AND AUTHORITY**

Section 1. The President shall appoint from among the members in good standing of the Chamber of Commerce, all Councils and Committees.

**LIMITATION OF
AUTHORITY**

Section 2. No member of a committee shall take or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving the approval of the Officers.

ARTICLE VIII

PARLIAMENTARY PROCEDURES AND SEAL

AUTHORITY

Section 1. The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert's Rules of Order as revised.

SEAL

Section 2. The Chamber shall use the seal of incorporation when the Board feels it's appropriate.

ARTICLE IX

DISSOLUTION

PROCEDURE

Section 1. The Chinook Area Chamber of Commerce shall use its funds only to accomplish the objects and purposes specified in these by-laws and no part of said funds shall be distributed to the members of the Chamber; any funds remaining shall be distributed according to Internal Revenue Code 501(c) 6 provisions.

Signed and approved by the current presiding president

Signature

Printed Name

Date

Revised
05/09/2010
01/4/2015