

BY-LAWS FOR BIGFORK AREA CHAMBER OF COMMERCE
Amended November 2006

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.

SECTION 2 OBJECT: The Bigfork Area Chamber of Commerce is organized to achieve the objective of:

1) 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.

2) Aid and support present business and industry in their fulfillment of our economic base.

3) And to strive for the most desirable expansion of new business and industry contributing to the prosperity of the Bigfork and Northwest Montana marketplace. The Chamber shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II

MEMBERSHIP

SECTION 1 ELIGIBILITY: Any person, association, corporation or partnership having an interest in the objectives of the organization shall be eligible to apply for membership. Membership shall be classified under "Business Membership" or "Individual Membership."

SECTION 2 ELECTION: Applications for membership shall be in writing on forms provided by the organization 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:

1) Any member may resign from the Chamber upon written notification to the Board of Directors;

2) Any member shall be expelled by the Board of Directors by two-thirds (2/3) vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended in writing by the Board:

3) 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 EXERCISE OF PRIVILEGE: Any member, firm, association, corporation or partnership holding membership may nominate an individual whom the member desires to exercise the privileges of membership covered by its membership and shall have the right to change its membership nomination upon written notice.

SECTION 7 ORIENTATION: Annually, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairs, committees and new members.

SECTION 8 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.

ARTICLE III

MEETINGS

SECTION 1 ANNUAL MEETINGS: The annual meeting of the corporation shall be held during November of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed 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 elect officers and directors to the Board of Directors.

SECTION 2 GENERAL MEMBERSHIP: General meetings shall be held monthly at a regularly scheduled date.

SECTION 3 SPECIAL MEETINGS: Special meetings of the corporation shall be called by the President at any time or upon petition in writing of any ten (10) members in good standing submitted to the Secretary.

1) Notice of special meeting shall be mailed to each member at least ten (10) days prior to such meetings;

2) Board meetings may be called by the President or by the President upon written application of three (3) members of the Board submitted to the Secretary. Notice (including the purpose of the meeting) shall be given to each Director at least five (5) days prior to said meeting;

3) Committee meetings may be called at any time by the President or by its Committee Chair.

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SECTION 4 QUORUMS: At any duly called general or special meeting of the Chamber, twenty-five (25) percent shall constitute a quorum; a majority of the directors shall constitute a quorum at any meeting of the Board of Directors. At committee meetings a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.

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

The Secretary and Treasurer will be selected by the directors. Secretary or Treasurer will be selected from the directors, he/she will be a voting director. Nothing precludes a Secretary or Treasurer from serving more than one (1) year.

Directors may *serve* only three (3) consecutive terms on the Board. Nothing precludes an ex-Director from again serving when one (1) year passed after his/her three (3) consecutive terms.

In addition to the foregoing directors, there may be appointed by the President with the approval of the Board of Directors, directors at large, to serve at the pleasure of the Board of Directors without voting power.

The government 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:

1) Nomination Committee: At the first regular September Board of Directors meeting, the President shall appoint a Nominating Committee of not less than three (3) members of the Chamber.

Prior to October 15, the Nomination Committee shall present to the President a slate of candidates at least equal to the number of offices available to serve two (2) year terms, to replace the Directors and Officers whose terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship, and is exercising the privileges as stated in Article II, Section 6.

2) Publicity of Nominations: Upon receipt of the report of the Nomination Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and officers, and the right to petition.

3) Nomination by Petition: Additional names of candidates for officers and directors can be nominated by petition bearing the signatures of at least ten (10) members of the Chamber. Such petition shall be filed with the Nomination Committee by November 10. The determination of the Nomination Committee as to the legality and timeliness of the petition shall be final.

4) Determination: Candidates, together with any additional names of candidates nominated by the membership at large, submitted within the time allowed, shall be arranged on a ballot in alphabetical order for each office. Instructions should be included on the ballot.

The President, or their designee, shall immediately mail 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 President (or designee) by 5:00 PM on the first Friday of December. Ballots will be opened and tabulated at a special Board meeting within the week following. If there is a tie, the tie will be broken by secret ballot of the exiting Board of Directors.

The Board of Directors shall declare the newly elected directors and President-Elect 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 Officers and Board members shall be seated at the regular January meeting and shall be participating members.

SECTION 4 VACANCIES: A member of the Board of Directors who has three (3) consecutive unexcused absentees from regular meetings of the Board of Directors shall

automatically be dropped from membership on the Board, unless otherwise decreed by a majority vote *of* those voting at any meeting.

Vacancies on the Board of Directors shall be filled as follows: In the event of any vacancy except President-Elect, the Board may determine by majority vote a successor from among the directors or membership

In case of vacancy *of* the President-Elect. a special election shall be held as expediently as possible, allowing proper time for nominations and election.

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.

SECTION 2 DUTIES OF OFFICERS:

1) PRESIDENT: President shall serve as the executive head of the Chamber of Commerce and 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 with advice and council of the other Board members determine all committees; select all committee chairs; assist in the selection *of* committee personnel subject to the approval *of* the Board of Directors. The immediate Past President shall continue to serve for a year on the Board and Executive Committee, even if their Board term had expired.

2) 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 two (2) year term. The President-Elect shall "Shadow" the current President to learn more about the duties and obligations of the job.

3) SECRETARY: The Secretary shall:

- 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 of each member which shall be furnished to the Secretary by each member;
- e) Sign with the President certificates for membership in the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors;
- f) Have general charge of the membership books of the Corporation and
- g) 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.

4) **TREASURER:** The Treasurer and/or the Executive Director 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 Director. The Treasurer and/or the Executive Director shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall cause the funds of the Corporation 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 Corporation. 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.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1 **APPOINTMENT AND AUTHORITY:** The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chairs as he/she deems necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

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, committee and division employee, Director or officer 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 President 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 and President 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. (NOTE: See Article V, Section 2 1).

SECTION 3 **FISCAL YEAR:** The Fiscal Year of the Chamber shall start January 1, and shall close on December 31.

ARTICLE VIII

DISSOLUTION

SECTION 1 PROCEDURE: 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 I 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

SECTION I REVISIONS: These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least (10) days before the meeting at which they are to be acted upon.

Director

Director

Director

Director

Director

Director

Director

Director

PRESIDENT

PRESIDENT ELECT