

ERIE CHAMBER OF COMMERCE, INCORPORATED
BY LAWS

ARTICLE I
GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Colorado and shall be known as the Erie Chamber of Commerce, Incorporated.

Section 2. Purpose

The Erie Chamber of Commerce (Chamber) is organized to advance the general welfare and prosperity of the Erie area so that its citizens and business community shall prosper.

Section 3. Limitation of Methods

The Chamber shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II
MEMBERSHIP

Section 1. Eligibility

Any person, association, lawful business organization, partnership, government or estate having an interest in meeting the objectives of the organization may be eligible to apply for membership.

Section 2. Types of Memberships

There shall be four types of membership, namely: Business, Individual, Honorary and Non-Profit.

A. **Business Membership**

Any business organization, whether operated as a proprietorship, practitioner, partnership, limited liability company or corporation, engaged in a business, trade or profession might hold a business membership in the organization. The owner, proprietor, partner, practitioner, or chief executive officer of each business organization holding a business membership shall be entitled to hold and exercise the rights attendant to one business membership. Each business membership may designate one or more persons to represent it at meetings of the Chamber. Each Business will designate a single source for all mailings and publications. Networking groups, excluding not for profit service organizations, will not be considered for membership.

B. **Individual Membership**

Any person not holding a business membership may hold an individual membership in the organization; provided, however, that no person who is an owner, proprietor, practitioner, partner or chief executive officer of an entity qualified to hold a business membership might hold an individual membership. Individual members will have all the privileges of business members.

C. **Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary memberships. 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 (Board) shall confer or revoke honorary memberships by a majority vote.

D. **Non-Profit Membership**

Non-Profit organizations that are not in conflict with the purposes of the Chamber are eligible for membership. Non-Profit organizations shall designate a person within the organization to

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be their representative to the Chamber. The Non-Profit organization shall have all the privileges of business members.

Section 3. Dues

Dues payable by the holders of Business, Individual and Non-Profit memberships in the organization shall be as established by the Board. The amount of dues payable by business, non-profit or individual membership may be different.

- A. All new members will pay one dues *based on a pro-rated schedule* with submittal of their membership application. Members will be billed *in September*. Dues paid to the Chamber are non-refundable.
- B. Membership in the Chamber may be terminated as follows:
 - 1. A member may resign from the Chamber upon written notice to the Board.
 - 2. A membership shall be terminated for nonpayment of dues after 30 days from due date.
 - 3. A membership may be terminated by at least a two-thirds (2/3) vote of the Board, at a regularly scheduled Board of Directors meeting thereof, for conduct prejudicial to the aims or reputation of the Chamber. Fourteen (14) days notice and a hearing are afforded the member complained against.

Section 4. Voting

Each eligible member shall be entitled to cast one vote. Voting by proxy will not be permitted.

ARTICLE III
MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting

The annual membership meeting of the Chamber shall be held during the month of January at a time fixed by the Board of Directors.

Section 2. Special Meetings

A member may request a special membership meeting upon presenting to the Board a petition signed by not less than thirty (30) percent of the active membership.

Section 3. Regular Meetings

The Board of Directors shall be responsible for scheduling regular meetings of the membership.

Section 4. Notification

Notice of any meeting of the membership shall be given to each member by mail at the last known address at least seven (7) days in advance of the scheduled meeting date.

Section 5. Quorum

At annual, special and regular meetings of the membership at least 10% of the membership must be present to constitute a quorum.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Authority

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

Section 2. Composition of the Board

- A. The Board of Directors shall consist of *up to ten (10) members*. Eight (8) of which are elected by eligible voting members, in addition to the immediate Past President *and Past Treasurer (if applicable)*.
- B. Subject to subsection D, the eligible voting members shall elect directors annually for a term of two years.
- C. At each election the membership shall elect Directors to fill the Board vacancies.
- D. If more than four (4) vacancies exist, the additional vacancies shall be designated by the Directors for election for a term of (1) year.

Section 3. Commencement of Term

Each person elected to the Board shall assume office on January 1st of the year following the elections.

Section 4. Vacancies

Any vacancy on the Board may be filled by a majority vote of the remaining Board of Directors. A Director selected to fill a vacancy on the Board shall hold office until the next election.

Section 5. Quorum

At any meeting of the Board of Directors one-half of the number of Directors in office shall constitute a quorum for the transaction of business.

Section 6. Absence

A member of the Board of Directors who *is* absent from three (3) consecutive meetings of the Board during their term of office *will be subject to review and may be removed by a majority vote of the remaining members*.

Section 7. Fees

No person will be paid a fee to serve on the Board of Directors.

ARTICLE V
ELECTION OF DIRECTORS

Section 1. Nominating Committee

The Board of Directors shall appoint a Nomination Committee of five (5) members of the Chamber no later than the June Board meeting. The Board of Directors shall elect the Chairman of said Nomination Committee. The Committee shall be composed of two (2) current members of the Board and three (3) non-Board members. In September the Committee shall present to the Vice President a slate of candidates of not less than 1 1/2 times and not more than 2 times the number of vacancies to be elected to the Board of Directors in the year of the election.

Section 2. Publicity of Nominations

Upon receipt of the report of the committee the vice-president shall immediately notify the membership by mail of the names of the persons nominated as candidates for directors and of their right to petition.

Section 3. Nominations by Petition

Additional names of candidates for Directors can be nominated by petition bearing the signatures of at least 25% of the members of the Chamber. Such petition shall be filed with the Committee within ten (10) days

after the nominating committee presents its report to the Chamber Vice President. The determination of the Committee as to the validity of the petition(s) shall be final. A letter of acceptance by the nominee must accompany a nomination by petition.

Section 4. Ballots

Nominations shall close at the end of the designated ten (10) day period. A ballot listing all candidates in alphabetical order shall be prepared and sent to all Chamber members.

Section 5. Election of Directors

A. Voting

Ballots may be mailed or delivered in person to the Chamber by the start of the Election Meeting.

B. Election Meeting

The Election Meeting shall take place on the 2nd Wednesday of November. Those members present, who have not voted previously, may bring their ballots to the Election Meeting for voting.

C. Counting of Ballots

The nomination Committee shall tally and announce results of ballots. The results shall be announced as soon as the tally has been completed. The persons with the highest vote totals shall be elected, in order, until all vacancies have been filled.

ARTICLE VI
OFFICERS

Section 1. Officers

The officers shall be members of the Board and shall include a President, Vice President, Treasurer, and Secretary, all of whom shall be elected by the Board for one-year terms.

Section 2. President

The President shall be the Chief Executive Officer of the organization and President of the Board. He/she shall preside at all meetings of the Chamber and of the Board and shall appoint, with the Board's ratification, all committees unless otherwise provided for in the bylaws.

Section 3. Vice-President

The Vice-president shall perform the duties of the President in the absence of the President. The Vice-President will chair such committees as designated by the Chamber President and approved by the Chamber Board of Directors.

Section 4. Treasurer

The Treasurer shall be responsible for the accounting and safeguard of all funds received by the Chamber and for their proper disbursement. Each month the Treasurer shall present to the Board, Balance Sheets for the previous month, line itemized to correspond with the annual budget or approved amended budget.

Section 5. Secretary

The Secretary shall keep accurate minutes of all meetings and shall be responsible for the giving of notice of meetings of the Board and the Chamber. The Secretary shall be custodian of the records and valuable papers of the Chamber. The Secretary shall serve as registered agent for the Chamber at its office. The Chamber Secretary may request help from the Chamber office personnel for the taking of minutes and recording of the same.

Section 6. Election of Officers

The current President shall schedule a meeting of the following years Board by no later than December 15 to elect officers for the New Year. The new Board shall have the authority only to elect officers, appoint committees and set meeting schedules.

ARTICLE VII
COMMITTEES

Section 1. Authority

The Board shall authorize and define the powers and duties of all committees.

Section 2. Appointment

Except as provided for in these bylaws, the president shall appoint all committee chairpersons and aid in the selection of committee members. The Board of Directors shall ratify all appointments made by the President.

Section 3. Limitation of Authority

No action by any member, committee, Director, or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board.

ARTICLE VIII
FINANCES

Section 1. Funds

The Chamber shall use its funds only to accomplish the objectives and purposes specified in *the business plan* and no part of said funds shall inure or be distributed to the members of the Chamber, except for purchases made in the normal course of business.

Section 2. Deposit and Withdrawal of Funds

The moneys of the Chamber shall be deposited in its name in such financial institution(s) as the Board shall designate and shall be drawn out only on checks signed in the name of the Chamber by such person(s) as the Board selects. Automatic bank drafts (medical insurance, etc.) may be made with Board approval.

Section 3. Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. All disbursements shall be by check.

Section 4. Fiscal Year

The fiscal year of the Chamber shall be the calendar year.

Section 5. Budget

As soon as possible after election of the Board and its officers, a committee shall compile a budget of estimated expenses for the coming year and submit it to the Board for its approval. This committee shall also verify funds closing the fiscal year.

Section 6. Annual Review

The accounts of the Chamber shall be reviewed annually as of the close of business on December 31st. The Review will be budgeted in the annual budget. A CPA will make the Review or an accountant licensed to do business in the State of Colorado. The firm shall not be a current Board member or related thereto.

ARTICLE IX
PROCEDURE

Section 1. Parliamentary Authority

Robert's Rules of Order, Revised shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with these bylaws.

Section 2. Final Source of Authority

Colorado Revised Statutes shall be the final source of authority governing the Chamber where not provided in these Bylaws or Articles of Incorporation.

ARTICLE X
INDEMNIFICATION

Section 1. Officer and Director Indemnification

Each director and officer of the organization shall be indemnified by the organization against all expenses, penalties and liabilities, including attorneys fees, reasonably incurred by or imposed upon them in connection with any claim, demand, action or proceeding, whether civil or criminal, or in connection with any settlement thereof to which he/she may be a party or in which he/she may become involved by their being or having been a director or officer at the time such expenses, penalties or liabilities are incurred except in cases where he/she shall be adjudged in such action or proceeding to be liable for willful misconduct in the performance of his/her duties as such director or officer. The right of indemnification herein provided shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled and the right of indemnification herein provided shall inure to the benefit of the personal representatives of the deceased director and officer.

ARTICLE XI
AMENDMENTS

Section 1. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors then in office, presented at a regular Board of Directors meeting; provided that notice of any proposed amendment to these Bylaws shall have been made to each Chamber member at least fifteen (15) days preceding the date of the meeting at which action on the same is to be considered. No amendment to these Bylaws shall render them in conflict or inconsistent with the Articles of Incorporation or Colorado Law.

ARTICLE XII
DISSOLUTION

Section 1. Distribution Upon Dissolution. On dissolution, no part of the money, funds or property of the Chamber shall inure to or be distributed to its members. All such money, funds or property shall be distributed to one or more similar non-profit organizations carrying out one or more of the objectives and purposes of this organization, such distributee is to be selected by the Board.

**The above Bylaws were amended, approved and adopted
by the Board of Directors this ____ day of _____, 20____.**

Secretary, Erie Chamber of Commerce