

AMENDED AND RESTATED BYLAWS
OF THE BEAR LAKE COUNTY CHAMBER OF COMMERCE, INC.

PREAMBLE

The following consists of the amended and restated bylaws of the “Bear Lake County Chamber of Commerce, Inc.” (BLCC) or (Organization), as approved in accordance with the BLCC’s established governance procedures and under Idaho Law.

I. SPECIFIC OBJECTIVES AND PURPOSES

A. *Mission Statement:* To champion business through the fostering of a growing and thriving business environment and community in the Bear Lake Economic Region, which includes all cities and unincorporated communities within the boundaries of Bear Lake County, Idaho

B. *Objectives.* The objectives of this organization shall be to:

- a. To create, develop and advance the general welfare of small businesses in the Bear Lake Economic Region (Region).
- b. To facilitate the exchange of ideas as to concept, operation, and growth of small businesses in the Region;
- c. To initiate and encourage the exchange of information and experience between members of the BLCC.
- d. To promote good relations with officials at all levels of government in matters affecting businesses in the Region.
- e. To advocate a Code of Ethics to maintain high professional standards and sound business methods among its members in order to serve the best interests of the local businesses and the public;

II. IRS SECTION 501(C)(3) PURPOSES

This Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code.

III. MEMBERSHIP

Any person, Organization, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership in accordance with the following conditions:

A. *Application and Requirements.* Application must be made to the BLCC Board of Directors who will accept the applicant under the following conditions, that the applicant agrees to:

1. Agree to and abide by the provisions, mission and objectives of the BLCC including its ethical standards;
2. Pay the annual dues as set by the Organization.

B. *Nomination.* Any existing member of the BLCC may nominate and designate an employee whom the member desires to exercise the rights covered by its membership and shall have the right to change or withdraw its membership nominee or designee upon written notice

C. *Termination.* Suspension, termination or reinstatement of membership in the Organization shall be accomplished in the following manner:

1. Any member whose dues for any annual period are not paid in full within ninety (90) days after becoming due and payable may be dropped from the rolls by a two-thirds (2/3) vote of the Directors present at any regular meeting of the Board of Directors;
2. Any member who is delinquent in any fees and/or charges other than dues for a period of sixty (60) days shall be subject to suspension or expulsion by a majority vote of the Board of Directors present at any meeting with any remaining portion of membership dues applied to the debt;
3. Any member may be censured, suspended or expelled from the Organization for cause. Action may be taken only by specific recommendations from the Ethics Committee (if such a committee has been established) and a two-thirds (2/3) majority vote of the Board of Directors present at any regularly scheduled Board meeting. In the event of such intended action, the member shall be so informed in advance in writing;
4. The vote of two-thirds (2/3) of the Board of Directors at any meeting shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this section.

D. *Certificate of Membership.* Each member shall receive an appropriate membership certificate upon acceptance and dues payment. Further, each member shall be granted the right to use the BLCC in advertising. In the event of termination of membership, the use or display of the certificate or emblem must be immediately discontinued.

E. *Liability of Members.* No member of the BLCC shall be personally or otherwise liable for any of the debts, liabilities, and/or obligations of the Organization. Likewise, during the performance of duties and responsibilities, the BLCC not be liable to, or for, any individual member. This provision shall be in addition to and consistent with all liability protections afforded under law governing non-profit corporations.

F. *General Voting Rights.* Members in attendance at a scheduled meeting shall be deemed to have one vote. Policies, issues, and events brought before the general meeting members will be voted on at regularly held meetings. The decisions as approved will be honored by all members.

IV. OFFICERS AND DIRECTORS

As set forth in the procedures herein, the Organization shall elect officers who will also serve as the Board of Directors during their respective tenures in office. Designated officers, their duties, process of election and tenure and other such provisions are as follows:

A. *Designated officers and general powers.* Officers shall consist of a President, Vice President, Secretary, Treasurer, and Member at Large. In addition and consistent with other duties and authority set forth in these Bylaws, the Officers shall have collective authority:

1. To schedule and conduct meetings or executive sessions on at least a monthly basis and as deemed necessary;
2. To conduct, manage, and control the affairs and business of the BLCC and to make rules and regulations consistent with the BLCC's mission and objectives;
3. To incur indebtedness, the terms and amount of which shall be entered into books of account, and the note or obligations, if any, given for the same, approved by the officers.
4. To appoint agents or committees as it deems necessary.
5. To change the principal office for the transaction of business of the BLCC from one location to another.
6. To adopt, make, and use an official seal.
7. To procure and/or approve the procurement of materials and services as necessary in support of BLCC objectives and activities.

B. *Quorum.* At meetings of the Board of Directors, a simple majority present shall constitute a quorum. Any action requiring a vote by the Board shall require a quorum of the board voting, either at the meeting or by some other verifiable means.

C. *Duties of Officers.* In addition to and consistent with duties and authority set forth in these Bylaws, the duties of the respective offices are as follows:

1. **President**: Shall Preside over and control all meetings and events of the Organization; have authority to appoint committees as deemed necessary in accordance with the provisions of these Bylaws and define the committee's duties and purposes; shall have signature authority to write checks or authorize payments from the Organization's accounts; shall have other powers and duties as may be required by situations and events.
2. **Vice President**. Shall have all the authority of the President in the President's absence; may assume responsibilities and duties assigned by the President or as needed.
3. **Secretary**. Shall keep minutes and maintain a record of all meetings; shall facilitate a meeting attendance sign-in sheet into a minute's book; is responsible for providing notice of all meetings to the membership of the BLCC; can assume other duties and responsibilities as directed by the President.
4. **Treasurer**. Shall prepare and keep a full, adequate, and correct set of books of accounts, deposit or cause to be deposited all monies and other valuables in the name and to the credit of

the BLCC; shall render an account status at the end of the calendar year that will be entered into the meeting minutes and any time an account status is needed; will be responsible for the payment of all indebtedness by the BLCC from Organization funds.

5. **Member at Large.** Duties and responsibilities are not fixed but will instead vary as directed by other members of the Board; will act as a tie-breaking vote when needed in executive sessions.

D. Term of Office. The President, Vice President, Secretary, and Treasurer shall be elected by a vote of qualified electors every two years at the October meeting in accordance with the “Election Voting Rights” set forth herein. Member at Large shall be elected by a vote of qualified electors yearly. The Treasurer and Secretary shall be elected on alternate years from President to Vice President. In the event the Treasurer and/or Secretary are elected for President or Vice President, a special election will be held to fill the remainder of that Treasurer or Secretary’s tenure until the next scheduled election of officers.

E. Method of Accession and Election Voting Rights. The requisite qualifications of prospective officers and the manner for nominating individuals for office shall be as follows:

1. Individuals must be nominated by a BLCC member who has election voting rights, submitted at or before the October meeting.
2. A nominated individual must have election voting rights.
3. The nominee must demonstrate a working knowledge of the BLCC functions.
4. Nominees must have been a member of the CHAMBER for a minimum of one year.
5. Nominees will be selected by a majority of the secret ballots cast by members in attendance who have election voting rights.
6. Ballots will be collected and tabulated by the current officers. The results will be announced before the close of the meeting.
7. Newly elected officers assume the duties of the office at the close of the calendar year, but shall attend executive meetings of the outgoing officers, through the end of the calendar year.

F. Removal and Resignation. An individual may be removed from office if the officer becomes unaffiliated with a member organization. An office may be declared vacant by a majority vote of the Board of Directors with or without cause. Causes for such action will include, but are not limited to, failure to abide by the Bylaws, repeated and inexcusable absences from meetings of the Board of Directors, or conviction of a felony.

G. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of

officers appointed at the discretion of the board may or may not be filled as the board shall determine

V. MEETINGS

Meetings of the BLCC membership will be held on a monthly basis or as deemed necessary by the Board with prior notice to its members. In addition to the other applicable provisions set forth in these Bylaws, meetings will be conducted as follows.

1. The Date, time, and place of meeting will be standardized as much as possible. Unless otherwise changed by the Board or due to special circumstances, BLCC meetings will occur the 2nd Tuesday of each month.
2. A meeting agenda will be handed out at each meeting and the person conducting the meeting will adhere to the agenda. Items may be placed on the agenda by contacting the secretary or designated person prior to the scheduled meeting.
3. A meeting sign-in sheet will be provided at each meeting. It is the responsibility of members in attendance to ensure they place their name on the sheet.
4. Meeting minutes will be taken and signed by the person taking the minutes.
5. A calendar of events for the next year's activities will be presented at the October meeting.

VI. ADVISORY COMMITTEES

The President may establish an Advisory Committee. Such committee may be made up of at least five to no more than ten members, all of which must be in good standing. The Committee may assist the President in identifying problems developing, solutions, and implementing said solutions. The President may add or remove members as deemed necessary. Minutes will be kept of committee meetings and attendance noted.

VII. OTHER ORGANIZATION POSITIONS

The Board shall have authority to appoint individuals to serve in certain positions deemed necessary to execute functions, events or business of the BLCC. Such positions shall be delineated and made available to the membership in an organizational chart per event, function or other such purpose as determined by officers.

VIII. ADMINISTRATIVE AND ORGANIZATIONAL PROVISIONS

A. *Execution of Instruments, Deposits and Funds.*

1. **Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any

contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

2. **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by the Treasurer and countersigned by the President of the Organization.

3. **Deposits.** All funds of the organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.

4. **Gifts.** The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the non-profit purposes of this Organization.

B. *Offices.*

1. **Registered Office.** The registered office of the Organization required by the Idaho Business Organization Act (“IBCA”) to be continuously maintained in the state of Idaho may, but need not, be the same as any of its principal places of business in the state of Idaho. In any case, the Organization’s registered office shall be the business office of the registered agent required by the IBCA to be continuously maintained in the state of Idaho. The address of the registered office may be changed from time to time by the Board of Directors or the President of the Organization by delivering a statement to the Idaho Secretary of State containing the information acquired by the IBCA or by indicating such change in the annual report required by the IBCA to be filed with the Secretary of State. (Idaho Code §§ 30-1-501 and 30-1-502.)

2. **Principal Office; Other Offices.** The Organization may also have and maintain an office or principal place of business in Idaho Falls, ID, Idaho, or at such other place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the state of Idaho, as the Board of Directors may from time to time determine or the business of the Organization may require.

C. *Standards of Conduct for Officers and Directors.* Each director and officer with discretionary authority shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believes to be in the best interests of the Organization. In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Organization whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or another person as to matters the Director or officer reasonably believes are within such person’s professional or expert competence; or (iii) in the case of a director, a committee of the Board of Directors of which the Director is not a member if the director reasonably believes the committee merits confidence.

A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A director or officer is not liable as such to the Organization for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this section.

A director shall not be deemed to be a trustee with respect to the Organization or with respect to any property held or administered by the Organization, including without limit, property that may be subject to restrictions imposed by the donor or transferee of such property.

D. *Directors' Conflict of Interest Transactions.*

1. **Definition.** "Conflict of interest transaction" means: a transaction with the Organization in which a director has a direct or indirect interest. For purposes of this section, a director of the Organization has an indirect interest in a transaction if (a) an entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (b) an entity of which a director of the Organization is a director, officer or trustee is a party to the transaction.

2. **Prohibition Against Loans to or Guarantees for Directors or Officers.** No loans shall be made by the Organization to its directors or officers nor shall the Organization guarantee the obligations of directors or officers of the Organization.

3. **Voidability of Conflict of Interest Transactions.** No conflict of interest transaction shall be voidable or the basis for imposing liability on a Director if the transaction was fair at the time it was entered into or is approved as provided in this section.

4. **Approval of Conflict of Interest Transactions.** A transaction in which a director of the Organization has a conflict of interest may be approved if the material facts of the transaction and the director's interest are disclosed or are known to the Board of Directors or a committee of the Board of Directors, and the Board of Directors or committee authorizes, approves, or ratifies the conflict of interest transaction.

A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board or of a committee of the Board of Directors, who have no direct or indirect interest in the transaction. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved pursuant hereto.

If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the conflict of interest transaction, a quorum is present for purposes of taking action under this section.

E. *IRS 501(C)(6) Tax Exemption Provisions*

1. **Limitations on Activities.** No substantial part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Organization shall

not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Organization shall not carry on any activities not permitted to be carried on (a) by a Organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2. Prohibition Against Private Inurement. No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Organization.

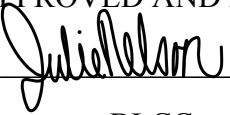
F. *Distribution of Assets.* Upon the dissolution of this Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

G. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of Law or under the provisions of the Articles of Incorporation or the bylaws of the Organization, a director may waive any notice required to be given to such director by the Act or these bylaws: (1) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Organization which is signed by the director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (2) by a director's attendance at the meeting whereby such waives objection to lack of notice or defective notice, unless the director upon arriving at the meeting and prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

H. *Amendment of Bylaws.* Except as otherwise provided by under law, these Bylaws may be altered, amended, or repealed by a unanimous vote of the Board of Directors or 2/3rds of the membership at any regular or special meeting. These Bylaws shall be reviewed and updated as needed every two years by the officers during the off-year of the presidential election. Any changes, deletions, and/or additions will be presented to the general membership for consideration.

I. Construction and Terms. If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Organization, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Organization filed with an office of this state and used to establish the legal existence of this Organization. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

APPROVED AND RATIFIED BY THE BLCC MEMBERSHIP ON JULY 11, 2024



Secretary, BLCC



Lance Fitzsimmons (Oct 18, 2024 15:20 MDT)

President, BLCC



ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of Idaho and shall be known as the Bear Lake County Chamber of Commerce, Inc. (hereinafter known as CHAMBER).

Section 2: Purpose

The purpose of the CHAMBER is to further the economic and commercial interests in Bear Lake County, ID so that businesses and citizens may be successful in their business ventures.

Section 3: Area

The Bear Lake valley economic region shall mean to include all cities and unincorporated communities within the boundaries of the Bear Lake County, Idaho with primary emphasis being Montpelier, Idaho. In addition, the extended economic region may include communities in and around the Bear Lake valley that may have similar business goals and ideals related to the positive promotion of Bear Lake as located in the immediate vicinity in parts of Idaho, Utah and Wyoming.

Section 4: Limitation of Methods

The CHAMBER 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 Code.