

**BYLAWS OF THE
BEAR LAKE – MONTPELIER IDAHO CHAMBER OF COMMERCE, INC.**

**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 – Montpelier Idaho 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 Montpelier, Idaho and the surrounding Bear Lake valley 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.

**ARTICLE II
Membership**

Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination

- a) Any member may resign from the chamber upon written request to the Board of Directors; b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds 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 the member complained against.

b) Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

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Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairmen, committees and new members.

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to 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 majority vote.

**ARTICLE III
Meetings**

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during September 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.

Section 2. Additional Meetings

General meetings of the chamber may be called by the Chairman of the Board at any time, or upon petition in writing of any 20% members in good standing: a) Notice of special meetings shall be mailed or e-mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chairman of the Board or by the Board of Directors upon written application of four (4) members of the Board. Notice including the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the Chairman of the Board, the Executive Committee, or by the committee's designated chairman assigned by the Chairman of the Board.

Section 3: Quorums

At any duly called general meeting of the chamber, 51% of the members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than five (5) members. In that case, three (3) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written or e-mailed notices of all chamber meetings must be given at least three (3) business days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

**ARTICLE IV
Board of Directors**

Section 1: Composition of the Board

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The Board of Directors shall be composed of no more than nine (9) elected members, who shall be elected alternately to serve for two (2) years or until their successors are elected and have qualified. The nine (9) board member positions would alternate annually to be elected with five (5) one year and four (4) the following year in order to retain order in the election process. The incoming Chairman of the Board may appoint members to the Board to serve one year terms subject to the approval of the Board and if vacancies are present.

The Past Chairman and the Executive Director shall serve as members of the Board in addition to the nine (9) maximum elected members.

The government 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: Selection and Election of Directors

A. Nominating Committee. At the regular July Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members of the Chamber. The Chairman of the Board shall designate the chairman of the committee.

Prior to August 15th annually, the Nominating Committee shall present to the Chairman of the Board a slate of candidates to serve two-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive two-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least five (5) qualified members of the chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular September Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of candidates for the eligible vacancies only. The Executive Director shall mail or e-mail this ballot to all active members at least 15 days before the regular September Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its regular September Board meeting declare the candidates with the greatest number of votes elected.

E. Judges. The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of New Directors

All newly-elected and appointed Board members shall be seated at the regular September Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve as non-voting resources to the Board of Directors and attend requisite meetings until the end of the program year in order to maintain continuity and provide experience to new board members.

Section 4: Vacancies

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A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

Section 6: Management

The Board of Directors shall appoint an Executive Director, if deemed necessary. In the absence of an Executive Director, the Chairman of the Board will act in this stead. While this voluntary service position is customary to be unpaid, the Board of Directors may also elect to fix a salary or stipend and other considerations if actual employment is elected to be extended.

Section 7: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**ARTICLE V
Officers**

Section 1: Determination of Officers

The Board of Directors at its regular September meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman of the Board, Vice Chairmen as is deemed necessary to conduct the activities of the chamber and the Treasurer. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

A. Chairman of the Board. The Chairman shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman title is synonymous with being the President of the organization.

The Chairman of the Board oversees the conduct of the Executive Director. The Chairman of the Board shall, with advice and counsel of Board of Directors, determine all committees, select all committee chairmen and assist in the selection of committee personnel

B. Vice Chairman. The duties of the Vice Chairman shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

The Vice Chairman is designated to succeed the Chairman of the Board once the Chairman's term has expired unless the Board of Directors specifically vote by maturity to elect another existing board of director to that position.

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C. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.

D. Secretary: The secretary shall be responsible for taking, typing and submitting minutes for all Chamber meetings to the board of directors for approval. Also, the secretary is assigned to keep copies of all non-financial records including membership lists, advertising and marketing information, etc.

E. Executive Director. The Executive Director shall be the chief administrative officer and shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board.

The Executive Director shall serve as advisor to the Chairman of the Board and Program of Work Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the chamber.

The Executive director shall be a member of the Board of Directors, the Executive Committee and all committees.

With assistance of the divisional Vice Chairmen, the Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Program of Work Committee and Budget Committee, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocations.

In the absence of an Executive Director, these duties will reside with the Chairman of the Board in an unpaid capacity and must be overseen with Board of Director oversight and approval.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Past Chairman, Vice Chairmen, Treasurer and the Executive Director. The Chairman of the Board will serve as chairman of the Executive Committee.

Section 4: Indemnification

The chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

**ARTICLE VI
Committees and Divisions**

Section 1: Appointment and Authority

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The Chairman of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall

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serve concurrent with the term of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees 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, division, employee, 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 of Directors.

Committees shall be discharged by the Chairman of the Board 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 committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

**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 placed in a reserve account.

Section 2: Disbursements

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

Section 3: Fiscal Year

The fiscal year of the chamber shall close on December 31st annually.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the chamber of commerce shall be reviewed accounted for annually as of the close of business on December 31st. The accounting report shall at all times be available to members of the organization within the offices of the chamber.

Section 6: Bonding

The Executive Director and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the chamber.

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**ARTICLE VIII
Dissolution**

Section 1: Procedure

The chamber shall use its funds only to accomplish the objectives 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, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

ARTICLE IX

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the chamber.

**ARTICLE X
Amendments**

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, 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 ten (10) days in advance of the meeting at which they are to be acted upon.

By virtue of the signatures of the initiating CHAMBER steering committee members present below, these bylaws are officially adopted by the Bear Lake – Montpelier Idaho Chamber of Commerce, Inc. as of the _____ day of _____, 2010.

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