

**Island Park Area
Chamber *of* Commerce, Inc.**

Bylaws

*Our mission is to sustain our members
and our community, and empower them
to succeed and grow.*

ARTICLE I. GENERAL

Section 1. Name.

This organization is incorporated under the laws of the state of Idaho and shall be known as the Island Park Area Chamber of Commerce Incorporated, herein known as, The Chamber.

Section 2. Purpose & Mission.

The Chamber is organized to advance the general welfare and prosperity of the Island Park area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Our Mission Statement.

Our mission is to sustain our members and our community and to empower them to succeed and grow.

Section 3. Area.

The Island Park area or economic region includes any surrounding areas that are interested in the purpose of The Chamber.

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, business, or corporation having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2. Membership.

Any reputable business, individual or organization entity who wishes to participate in the purpose and activities of The Chamber may do so. Memberships begin on the day the annual dues are paid and will expire one year later. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of ARTICLE II.

Any print directory The Chamber publishes will include Members who have joined the Chamber up until (30) thirty days prior to the printing of the directory. The Chamber will alert Members and potential Members about the publication of such a directory at least (45) forty-five days in advance, so Members can renew or new Members can join in time to be included. If possible, The Chamber will be flexible about this policy and include Members who join closer to the print date.

Section 3. Dues/membership.

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by The Board, payable annually, in advance.

Section 4. Termination.

- a. Any member may resign from The Chamber upon written request to The Board.
- b. A Member will not be removed from the Member list and Web site until (10) ten days after the membership expiration date. This (10) ten day grace period will give the renewing member time to get his/her dues paid. If dues are not paid, any member shall be expelled by The Board by a (2/3) two-thirds vote for non-payment of dues after (60) sixty days from the date due, unless otherwise extended for good cause.

Member will receive an advance notice of renewal within (30) thirty days of due date and a follow-up notice within (15) fifteen days after renewal due date has expired.

- c. Any member may be expelled by a (2/3) two-thirds vote of The Board at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of The Chamber, after notice and opportunity for a hearing are afforded the member complained against.

This procedure is to address all complaints by written acknowledgment to the person(s) filing the complaint in a timely manner. A copy of the complaint will be forwarded to The Board, the Business involved, and also the person(s) filing the complaint.

Section 5. Voting.

In any proceeding in which voting by members is called for, each individual or couple shall be entitled to (1) one vote, and each Business membership shall be entitled to (2) two votes.

Section 6. Orientation.

Each new Member will receive the current Island Park Area Chamber of Commerce, Incorporated, Bylaws at the next scheduled Chamber meeting. Each new member will be offered the opportunity to introduce themselves and/or his or her business and present a short summary of their business.

Section 7. 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 shall confer or revoke honorary membership by a majority vote.

ARTICLE III. MEETINGS.

Section 1. Annual meeting.

The annual meeting of The Chamber, in compliance with state law, shall be held during August of each year. The time and place shall be fixed by The Board and notice thereof mailed to each member at least (30) thirty days before said meeting.

Section 2. Additional meetings.

General Membership Meetings, The Board Meetings, and Committee Meetings make up the additional meetings. General meetings of The Chamber may be called by the President at any time, or upon petition in writing of any (25%) twenty-five percent of the members in good standing.

- a. Notice of special meetings shall be mailed to each member at least (5) five days prior to such meetings, or e-mail within (72) seventy-two hours of said meeting.
- b. The Board meetings may be called by the President or by The Board upon petition in writing of (3) three members of The Board. Notice (including the purpose of the meeting) shall be given to each director at least (1) one day prior to said meeting.
- c. Committee meetings may be called at any time by the President or by the committee leader.
- d. April and November have been designated non meeting months.

Section 3. Quorums.

At any duly called general meeting of The Chamber, the majority of the members present shall constitute a quorum; a majority of The Directors present shall constitute a quorum of The Board; at committee meetings, a majority shall constitute a quorum.

Section 4. Notices, agenda, minutes.

Notice of all The Chamber meetings must be given at least (10) ten 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.

The Board shall be composed of not more than (9) nine and not less than (5) five voting members, one third (1/3) of whom shall be elected annually to serve for (2) two years, or until their successors are elected and have qualified.

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

Section 2. Selection and election of directors.

The Board officers start duties September 1.

Schedule for single slate election & orientation of Officers & Directors

May. President appoints Nominating Committee with The Board approval at regularly scheduled Board meeting. (ARTICLE IV, Section 2a)

a. Nomination Committee. At the regular May Board meeting, the President shall appoint, subject to approval by The Board, a nominating committee of (3) three members of The Chamber. The President shall designate the head of the committee. **Prior to July**, the nominating committee shall present to The Board, a slate of candidates to serve (2) 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 (2) two consecutive (2) two-year terms, is eligible for election to an officers position for a third term. A period of (1) one year must elapse before eligibility is restored.

b. Publicity of Nominations. Upon receipt of the report of the nominating committee, The Board 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 (2) two 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 at their regular August 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 (1) one candidate per vacant seat. The Board shall mail this ballot to all active members at least (30) thirty days before the regular July board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within (10) ten days. The Board shall at its regular August board meeting declare the candidates with the greatest number of votes elected.

e. Judges. The President shall appoint, subject to approval of The Board, at least (3) three, but no more than (5) five judges who are members of The Board, but not candidates for election. 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.

June. Nominating Committee presents slate to The Directors. (ARTICLE IV, Section 2a). Immediate notice of slate is sent to all current Chamber members and right of petition explained. Petitions must be received within (10) ten days of notice. (ARTICLE IV, Section 2b - 2c)

July. Deadline for ballots to be received is July 31.

August. Election of officers and directors at regularly scheduled Board meeting. (ARTICLE IV, Section 3 and ARTICLE V, Section 1)

6 Island Park Area Chamber of Commerce Bylaws

Orientation of new officers and directors; plan new Program of Work; appoint and orient new committee leaders, committee members and other action groups; and plan new budget.

September 1. New Board takes office and committees and other action groups commence assigned responsibilities.

Section 3. Seating of new directors.

All newly elected board members shall be seated at the regular August board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4. Vacancies.

A member of The Board who shall be absent from (3) three consecutive regular meetings of The Board 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, or among officers, shall be filled by The Board by a majority vote.

Section 5. Policy.

The Board is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all polices of the organization. These polices shall be maintained in The Chamber Bylaws and to be reviewed annually and revised as necessary.

Section 6. Management.

The Board may employ an Executive Administrator and may fix the salary and other considerations of employment. If the Executive Administrator position is vacant, The Board shall be responsible for The Chamber operations.

The Executive Administrator shall serve as advisor to the President and Program of Work Committee on program planning. With the cooperation of the Program of Work and Budget Committee, the Executive Administrator shall work with The Board and shall be responsible for the preparation of an operating budget covering all Fundraisers of The Chamber, subject to the approval of The Board. The Executive Administrator shall also be responsible for all expenditures with approved budget allocations.

Section 7. Indemnification.

The Chamber may, by resolution of The Board, provide for Indemnification by The Chamber of any and all of its directors or former directors 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 directors of The Chamber, except in relation to matters as to which such director 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 (new and retiring directors) at the regular August meeting, shall reorganize for the coming year. At this meeting, The Board shall elect the President, Vice President, Immediate Past President, Secretary, and Treasurer as is deemed necessary to conduct the activities of The Chamber. Officers will be elected from members of The Board. All officers shall serve for a term of (1) one year or until their successors assume the duties of office, and they shall be voting members of The Board.

Section 2. Duties of officers & Executive Administrator.

a. President. The President shall serve as the chief elected officer of The Chamber and shall preside at all meetings of the membership, The Board, and executive committees. The President shall, with advice and counsel of the Vice President and the Executive Administrator, (if The Chamber has hired an Ex Admin), determine all committees, select all committee leaders, assist in the selection of committee personnel,subject to approval by The Board.

b. Vice President. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The duties of the Vice President 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 President and The Board. They will also have under their immediate jurisdiction all committees pertaining to their division or department.

c. The Immediate Past President. The Immediate Past President will reside in this position for a (1) one year term with complete voting privileges. After the (1) one year term, the Immediate Past President will automatically step down to a Board Member or Chamber Member, whatever their personal preference may be. During the (1) one year term, the Immediate Past President will be a consultant concerning past and future matters pertaining to The Chamber.

d. Secretary. The Secretary shall serve as Secretary to The Board, and cause to be prepared notices, agendas, and minutes of meetings of The Board and general meetings. The Secretary shall assemble information and data and cause to be prepared special reports as directed by the Program of The Chamber.

e. 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 an interest bearing Time Certificate of Deposit (CD) account as approved by The Board. Checks are to be signed by the Treasurer and designated Board member. The Treasurer shall prepare a monthly financial report to be presented to The Board.

f. Executive Administrator. The Executive Administrator shall be a non-voting member of The Board, the Executive Committees and all committees. The Executive Administrator, with assistance of the Vice President, shall be responsible for administration of the Program of Work in accordance with the policies and regulations of The Board.

Section 3. Executive Committee

The Executive Committee shall act for and on behalf of The Board when The Board is not in session, but shall be accountable to The Board for its actions. It shall be composed of the President, Vice President, Prior Year President, Secretary, Treasurer, and the Executive Administrator. The President will serve as head of the Executive Committee.

Section 4. Indemnification.

The Chamber may, by resolution of The Board, 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

Section 1. Appointment and authority.

The President, by and with the approval of The Board, shall appoint all committees and committee leaders. The President may appoint such ad-hoc committees and their leaders as deemed necessary to carry out the program of The Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by The Board.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to The Board, 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, 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.

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, it is deemed wise to discontinue the committee.

Section 3. Testimony.

Once committee action has been approved by The Board, It shall be incumbent upon the committee leader 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.

ARTICLE VII. FINANCES

Section 1. Funds.

All money paid to The Chamber shall be kept on deposit in financial institutions, invested in an interest bearing Time Certificate of Deposit (CD) account as approved by The Board.

Section 2. Disbursements.

Upon approval of the budget, the Treasurer and (2) two Board Members are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of The Board. Disbursement shall be by check with the proper signatures. Any expenditures not in the budget must be approved by The Board.

Section 3. Fiscal year.

The fiscal year of The Chamber shall close on December 31.

Section 4. Budget.

As soon as possible after election of The Board and officers, the Executive Committee shall adopt the budget for the coming year and submit it to The Board for approval.

Section 5. Annual audit.

The accounts of The Chamber shall be audited annually as of the close of business on December 31 by an independent firm. The audit shall at all times be available to members of the organization within the office(s) of The Chamber.

Section 6. Bonding.

If needed, The Executive Administrator and such other officers and staff, as The Board may designate, shall be bonded by a sufficient fidelity bond in the amount set by The Board and paid for by The Chamber.

ARTICLE VIII. DISSOLUTION

Section 1. Procedure.

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to 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 as defined in IRS Section 501 (C)(3).

ARTICLE IX. RULES OF ORDER

Section 1. Parliamentary authority.

The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the Charter or Bylaws of The Chamber.

ARTICLE X. AMENDMENTS

Section 1. Revisions

These Bylaws may be amended or altered by a majority vote of The Board, or by a majority of the members present 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) ten days in advance of the meeting at which they are to be acted upon.

Bylaws approved & revised

Original - January 11, 1984

Amended - April 23, 1992

Amended - February 13, 1996

Amended - October , 2007

INDEX

ARTICLE I	General	2
ARTICLE II	Membership	3
ARTICLE III	Meetings	4
ARTICLE IV	Board of Directors	5
ARTICLE V	Officers	7
ARTICLE VI	Committees	8
ARTICLE VII	Finances	8
ARTICLE VIII	Dissolution	9
ARTICLE IX	Rules of Order	9
ARTICLE X	Amendments	9
Revision Dates		10