

ARTICLE I
General

Amended May 13, 2013

Section 1: Name

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

Section 2: Purpose

The Wellington Area Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3: Area

The Wellington Area Chamber of Commerce of the northern Colorado economic region shall mean to include Wellington and adjacent communities.

Section 4: Limitations of Method

The Wellington Area Chamber of Commerce 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 interest in the objectives of the Wellington Area Chamber of Commerce 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 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.

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.

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

See attached list of Chamber areas of activity. 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. A detailed outline for orientation of each of these groups shall be part of this organization's procedures manual.

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 Meetings

The annual meeting of the corporation, in compliance with State law, shall be held during October or November 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 10% of members in good standing: a) Notice of special meetings shall be 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 three (3) 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 meeting may be called at any time by the Chairman of the Board, respective department Vice Chairman, or by the committee chairman.

Email or phone meetings of the Board of Directors may be held to expedite discussion and passage of certain issues, referendums, or motions when deadlines are imminent or pressing and it is not possible to convene the Board. All Board members must agree to conducting business on each such issue in this manner before proceeding with the phone or email discussion. All discussions and votes must be read into the minutes of the next regularly scheduled meeting. .

Section 3: Quorums

At any duly called general meeting of the chamber, 30% of members shall constitute a quorum; at a Board meeting, a majority of directors shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Notice of all chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. An outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of eleven (11) elected members, (first year election, all 11 elected for staggered terms of 3, 2, and 1 year). New Directors shall be elected annually, as terms of existing Directors expire, to serve for three (3) years. The incoming Chairman of the Board may appoint, subject to the approval of the Board from (3) to (6) members to the Board to serve one to three year terms. The Past Chairman and the current President (when hired) shall also serve as members of the Board.

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: Selections and Election of Directors

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

Prior to September 15, the nominating Committee shall present to the President a slate of 3 candidates to serve three-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.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership 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 3 qualified members of the chamber. Such petition shall be filed with the Nominating Committee (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 nomination shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular October 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 (number of vacancies) candidates only. The President shall provide this ballot to all active members at least 15 days before the regular November 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 November Board meeting declare the 3 candidates with the greatest number of votes elected.

E. Judges. The Chairman of the Board may 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 January 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 of Directors who is absent from (3) consecutive regular meetings of the Board of Directors may be dropped from membership on the Board unless confirmed 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: Ex Officio Membership on the Board of Directors

Membership in public affairs, charitable, governmental, religious, or non-profit organizations shall confer eligibility for ex officio membership on the Board of Directors. Ex officio members shall have all the privileges of directors except the right to vote. The Board of Directors may appoint as many ex officio members as it deems necessary by inviting selected organizations to appoint a representative and optionally an alternate (both to be approved by the board) to serve in this ex officio manner. Ex officio members may be reappointed without term limit and are appointed for one year terms beginning in January.

Section 6: 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. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 7. Management

The Board of Directors shall employ a President (or appropriate title) and shall fix the salary and other considerations of employment as soon as there is sufficient funding to support the position.

Section 8. 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 employee against expenses actual 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 of proceeding to be liable for negligence of 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 (new and retiring) at its regular October or November 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, Chairman-elect, as many Vice Chairmen as 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. In the absence of the President, the Chairman shall assume (or delegate to Board members as needed) the duties of the President.

The Chairman of the Board shall, with the advice and counsel of the President, assign Vice Chairmen to divisional or departmental responsibility, subject to Board of Directors approval.

The chairman of the Board shall, with advice and counsel of Vice Chairmen and the President, determine all committees, select all committee chairmen and assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. Chairman-elect. The Chairman-elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-elect shall also serve as head of the Program of Work Committee of the chamber. As such, the Chairman-elect and committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to assure that the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber.

C. Vice Chairmen. The duties of the Vice Chairmen 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.

D. Treasurer. The Treasurer shall be responsible for the safeguarding and proper disbursement of all funds received by the chamber. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. All expenditures will be approved by the President. Checks issued for \$500 or less may be signed by either the Treasurer or the President. Checks issued in excess of \$500 will require two signatures. The Treasurer shall cause a monthly financial report to be made to the Board whereupon all expenditures will be reviewed.

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

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

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

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

With the cooperation of the Program of Work Committee and Budget Committee, the President 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 President shall also be responsible for all expenditures with approved budget allocations.

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, Chairman-elect, Vice President, Treasurer and the President. 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 an 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 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 committee.

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 Board of Directors.

ARTICLE VII *Finances*

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund unless otherwise designated. Funds unused from the current year's budget will be rolled into the next fiscal year.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. The Chairman is further authorized to make non-budgeted disbursements for expenses not authorized by the Board of Directors in sums not to exceed \$500.00 per quarter. These expenditures must be reported to the Board by email and at the next regularly scheduled meeting of the Board. Disbursements shall be by check.

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 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 audited annually as of the close of business on December 31 by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6: Bonding

The President and such other officers and staff as the Board of Directors may designate may be bonded by 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 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
Procedures

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 of bylaws of the chamber.

ARTICLE X
Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-third (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 and the members by email, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Lead Time	Month Prior New Board Taking Office	Action To Take
5 months	August	Chairman of the Board appoints Nominating Committee with Board's approval at regularly scheduled Board meeting. (Article IV, Section 2 A)
4 months	September	Nominating Committee presents (single slate) to Directors

**TIME SCHEDULE
FOR SINGLE SLATE ELECTION
AND ORIENTATION OF OFFICERS AND DIRECTORS**

		(Article IV, Section 2A) Immediate notice of slate is given to the membership and right of petition explained. Petitions must be received within ten (10) days of notice. (Article IV Section 2B and C).
3 months	October	Election of Directors at regularly scheduled Board meeting. (Article IV, Section 2 D).
2 months	November	Election of Officers at regularly scheduled Board meeting. Combination of old and new Board. (Article IV, Section 3 and Article V, Section 1.)
1 month	December	Orientation of new officers and Directors; plan new program of work; appointment and orientation of new committee chairmen, committee members and other action groups; and plan budget.
	January	New officers and Board of Directors take office. Committees and other action groups begin work.