

AMENDED AND RESTATED BYLAWS
OF THE
WELLINGTON AREA CHAMBER OF COMMERCE

ARTICLE I

Name, Purpose, Service Area

1. Name

This organization was incorporated on August 16, 2005, under the laws of the State of Colorado as a nonprofit corporation and shall be known as Wellington Area Chamber of Commerce.

2. Purpose

Wellington Area Chamber of Commerce (*hereinafter* the “Chamber”) is organized to promote the growth and prosperity of business in the Town of Wellington, Colorado and the adjacent communities.

3. Service Area

The Chamber’s service area shall include the Town of Wellington, Colorado and may extend to adjacent communities in the northern Colorado economic region.

ARTICLE II

Membership

1. Eligibility

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

2. Application

Applications for membership shall be in writing, in the formats provided for that purpose. Any applicant shall become a member in good standing upon payment of the regularly scheduled dues as provided in Section 3 of this Article II.

3. Dues

Membership dues 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. Membership dues are non-refundable.

4. Termination of Membership

4.1 Member's Resignation. Any member may resign from the Chamber at any time. In the event of a member resignation, said member shall forfeit all claims to any dues previously paid to the Chamber and the Chamber shall not refund amounts paid for dues, in whole or in part, to a resigning Member.

4.2 Expulsion

- a. *Failure to Pay Dues*. Any member may be expelled by the Board of Directors for nonpayment of dues after the date due therefor, unless otherwise extended for good cause by the Board.
- b. *Conduct*. 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. The decision of the Board is final.
- c. *Refunds*. Dues of an expelled member will not be refunded.

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. No proxy voting or cumulative voting is permitted. The act of a majority of members present at any meeting at which a quorum is present, whether in person or virtually, shall be the act of the members, except as otherwise provided herein.

6. Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may, from time to time and without notice, designate individuals within the business whom the holder desires to exercise the privileges of membership.

7. Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of Basic Business membership except the right to vote and shall be exempt from payment of dues. Honorary memberships shall renew automatically. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III
Meetings

1. Annual Meetings

A membership meeting of the corporation shall be held annually. The time and place shall be fixed by the Board of Directors and notice thereof sent to each member at least ten (10) days before said meeting.

2. Special Meetings

2.1 Authority to Call a Meeting. Special member meetings of the Chamber may be called by the Chair of the Board at any time, or upon petition in writing of ten percent (10%) of members in good standing.

2.2 Notice. Notice of special member meetings, including the purpose of such meeting, shall be given to each member at least ten (10) days prior to such meetings and otherwise comply with all other applicable notice requirements stated herein.

3. Notice

Regularly scheduled meetings of the Board of Directors may be held without notice. Special Board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice of special meetings, including the purpose of the meeting, shall be given to each director at least two (2) days prior to said meeting. Committee meetings may be called at any time by the Chair of the Board, or by the Committee Chair.

4. Special Action without Meeting (Email Meetings)

Special email action without a meeting of the Board of Directors may be had to expedite voting upon the passage of certain issues, referendums, or motions when deadlines are imminent or pressing and it is not possible to convene the Board.

All communications regarding such email action shall be conducted by email shared with all Directors in a manner in which any sender of an email communication is identifiable to the other Directors.

Board members are entitled to a two (2) day notice of such meetings, although Directors may choose to waive notice.

The action may proceed only if a majority of all the voting members of the Board vote to proceed, and if no Director has demanded in writing that action not be taken without a meeting.

All writings made pursuant to an email action shall be filed with the meeting minutes of the Board.

5. Telephonic and Virtual Attendance. One or more members of the Board of Directors may participate in Board meetings by telephone or virtually so long as all Directors participating in the meeting can hear and communicate with all other participating Directors.

6. Quorums

6.1 General Meetings. At any duly called general meeting of the Chamber, thirty percent (30%) of members shall constitute a quorum.

6.2 Board Meetings. For meetings of the Board of Directors, a majority of directors shall constitute a quorum.

6.3 Committee Meetings. 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.

7. Notices, Agenda, Minutes

Notice of all member meetings shall include a description of any matters requiring member approval or, in the case of a special meeting, the purpose of the meeting. An advance agenda and minutes must be prepared for all meetings. Notice may be given personally, by mailing to the member's business address, or by electronic means.

ARTICLE IV
Board of Directors

1. Composition of the Board

1.1 Composition & Qualification. The Board of Directors (*hereinafter* "Board" or "the Board") shall be composed of eleven (11) elected Directors, each elected for a three (3) year term by the membership. Only members holding a Business Plus, Directors, or Chairman's Circle Membership who are current on annual dues are eligible to be elected to or remain serving on the Board. Elections for Directors shall be held annually as staggered terms of existing Directors expire.

1.2 The Past Chair is a Director with full voting privileges. The individual occupying the office of Past Chair shall serve as a voting Director on the Board. For the purposes of clarification, the Past Chair's directorship shall constitute one of the eleven (11) Directorships set forth in section 1(A) hereof, the election therefor being said Member's initial election to the Board of Directors by the membership and subsequent election and confirmation by the Board as Chair Elect and Chair, respectively.

- 1.3 Treasurer serves Board in an *ex officio* capacity. The Treasurer shall serve as an *ex officio* member of the Board. For the purposes of these Bylaws, *ex officio* members of the Board shall serve the Board of Directors but are not themselves Directors.
- 1.4 The Board's Responsibilities. The governance 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.

2. Selection and Election of Directors

- 2.1 Nominating Committee. At the regular August Board meeting, the Chair of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members of the Chamber. The Chair of the Board shall designate the Chair of the Committee.

Prior to the September Board meeting, the nominating Committee shall present to the Board of Directors a slate of candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active voting member in good standing, must have completed the application packet for directorship, and must have agreed to accept the responsibility of a directorship.

- 2.2 Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Executive Director, or Chamber staff, shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.
- 2.3 Self-Nominations by Application. Additional names of candidates for directors can be self-nominated by completion of the Chamber's application packet for directorship and filing it with the Executive Director or Chamber staff within ten (10) days after notice has been given of the names of those nominated.
- 2.4 Election Judges. In the instance of self-nominations by application, the Chair 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, and shall designate one as Chair. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall promptly report the results of the election to the Chair.

The determination by the Election Judges as to the legality of the self-nomination application(s) shall be final. If legal applications shall present additional candidates, the names of all candidates, whether nominated by committee or by self-nomination, shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The Executive Director, or Chamber staff, shall provide this ballot to all active voting members at least fifteen (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 (10) days. Voting may be by email or other virtual means, as determined by the election judges.

2.5 Determination. If no application 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 vote by ballot has been taken, the Board of Directors shall, at its regular November Board meeting, declare the candidates with the greatest number of votes elected, upon receipt of the election results report from the Election Judges.

3. Seating of New Directors

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

4. Removals, Resignations, and Vacancies

4.1 Removal. The following are grounds for removal from the Board of Directors, following an opportunity for a hearing before the Board of Directors.

- a. Extended Absences. Any Director or member who is absent from three (3) consecutive regular meetings of the Board of Directors may be removed from the same upon the Chair's motion and an affirmative vote therefor by two-thirds of the voting Directors unless said extended absence is the result of an illness confirmed by the Chair or other reason deemed excusable by the Chair.
 - i. Conduct. Any Director or member may be removed from the same upon a Director's motion and an affirmative vote therefor by a two-thirds vote of the voting Directors at a regularly scheduled meeting thereof for conduct unbecoming a board member or prejudicial to the aims or repute of the Chamber.
 - ii. Failure to pay Annual Dues. Any Director or member may be removed from the same upon a Director's motion and an affirmative vote therefor by a two-thirds vote of the voting Directors at a regularly scheduled meeting thereof for failure to pay annual dues and remaining delinquent thereon for thirty (30) days.

4.2 Resignation. A Director may resign at any time, provided that said resignation does not result, directly or indirectly, in the Chamber not having at least one (1) Director serving on the Board upon said resignation becoming effective.

4.3 Vacancies. Vacancies on the Board of Directors, or among the officers, in accordance with Article V, shall be filled to complete the vacant term by a majority vote of the Board of Directors at any meeting where a quorum is present.

5. Policy

The Board of Directors is responsible for establishing and adopting procedure and formulating policy of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

6. Management

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

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 except in such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V Officers

1. Determination of Officers

1.1 Annual Election of Officers to Three (3) Year Terms. At its regular January meeting, or at the soonest monthly meeting thereafter, the Board of Directors shall reorganize for the year ahead by, in part, electing officers to fill any open offices as set forth in these Bylaws.

1.2 Offices. The Chamber shall have four (4) offices:

- a. *Chair of the Board* – Confirmed by the Board.
- b. *Chair-elect* – Elected by the Board.
- c. *Treasurer* – A non-voting *ex officio* member of the Board pursuant to Article IV. Sec. 1(B).
- d. *Secretary* – A non-voting member of the Board pursuant to Article V, Sec. 4 hereof.

1.3 General Qualifications and Term

- a. Unless otherwise stated herein, all Officers shall be elected from among the Directors previously elected to and serving on the Board.
- b. The Treasurer shall be elected by the Board from those persons in the general membership who are in good standing and have applied to serve the Board in said capacity. The Treasurer shall not serve on the Board as a Director in the capacity of a Director during their term of office.
- c. All officers shall take office upon election by the Board or confirmation. Officers shall serve for a term of three (3) years or until the earlier of the following: the officer ceasing to serve on the Board of Directors (if applicable), the officer's resignation, the officer's removal by the Board, or the officer's failure to win reelection and the associated appointment of a successor to the relevant office.

2. **Duties of Officers**

- 2.1 Chair of the Board. The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. In the absence of the Executive Director, the Chair shall assume (or delegate to Board members as needed) the duties of the Executive Director. The Chair of the Board shall, with advice and counsel of the Executive Director, determine all committees and select all committee Chairs subject to approval of the Board of Directors.
- 2.2 Chair-elect. The Chair-elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Chair-elect shall be involved in the program activities and objectives of the Chamber. Upon completion of the two (2) year term, or upon an earlier vacancy of the Chair, the Chair-elect shall be confirmed as the Chair.
- 2.3 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. The Treasurer shall cause a monthly financial report to be made to the Board whereupon all expenditures will be reviewed.

3. **Removal of Officers**

Any officer may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors.

4. Management

4.1 Executive Director. The Executive Director, when hired by the Board of Directors, shall be the chief administrative and executive officer. The Executive Director shall have the following duties:

- a. *Secretary to the Board*. The Executive Director shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of the meetings of the Board.
- b. *Advisor and Administrator*. The Executive Director shall serve as advisor to the Chair of the Board, administer 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 responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.
- c. *Supervising Staff*. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees.
- d. *Budget Preparation and Oversight*. With the oversight of the Treasurer, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber. The Executive Director shall also be responsible for all expenditures with approved budget allocations.

5. 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 Chair of the Board, Past Chair, Chair-elect, and the Treasurer. The Chair of the Board will serve as Chair of the Executive Committee. The provisions of ARTICLE VI of these bylaws shall not apply to the Executive Committee.

ARTICLE VI Committees and Divisions

1. Appointment and Authority

The Chair of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee Chairs, who shall serve concurrent with the term of the appointing Chair of the Board, unless a different term is approved by the Board of Directors.

Committee chairs shall be responsible to populate their committees. 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. Committees shall be discharged by the Chair, with the approval 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.

The Chair of the Board may appoint task forces and their Chairs as deemed necessary to carry out specific tasks. Task force appointments shall be at the will and pleasure of the Chair of the Board.

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.

3. Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chairs 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.

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

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.

2. Disbursements

All expenditures will be approved by the Board of Directors. The Executive Director 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 at the next regularly scheduled meeting of the Board. Checks issued for

\$500 or less may be signed by the Treasurer, the Executive Director, or authorized staff, or by use of the credit card. Checks issued in excess of \$500 will require two signatures, and all disbursements shall be by check.

3. Fiscal Year

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

4. Budget

As soon as possible after seating the new Board of Directors and Officers, the Treasurer shall present the budget for the coming year and submit it to the Board of Directors for approval.

5. Annual Audit

The accounts of the Chamber shall be audited annually as of the close of business on December 31 by the Chamber's accountant. A certified public accountant ("CPA") need not perform the annual audit unless a resolution requiring the same for a particular year is adopted by a majority of Directors at a regular Board meeting where a quorum is present.

The Board is advised to establish a reserve fund to cover the cost of an annual audit by a CPA.

The annual audit shall be available to members of the organization upon within the offices of the Chamber during posted business hours and upon advanced request, which shall not be unreasonably denied but shall be subject to Executive Director's availability.

6. Bonding

The Executive Director 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

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, as defined in IRS Section 501(c)(3), to be selected by the Board of Directors.

ARTICLE IX
Procedures

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 bylaws of the Chamber.

ARTICLE X
Amendments

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 provided to the Board and the members in the notice, at least ten (10) days in advance of the meeting at which they are to be acted upon.

CERTIFICATION

I, Troy Hamman, Chair of the Board, hereby certify that the foregoing was adopted and approved by the Board of Directors as the First Amendment to the Bylaws of the Wellington Area Chamber of Commerce on the date set forth below.

BOARD OF DIRECTORS

Troy Hamman

_____ Date 4/23/2023_____

By: Troy Hamman – Chairman
Wellington Area Chamber of Commerce

ATTEST

Mary McCaffery

_____ Date 4/2/2023_____

Mary McCaffery
Board Secretary & Executive Director