

# WELLINGTON AREA CHAMBER OF COMMERCE

## BYLAWS

Amended: July 21, 2020

### ARTICLE I

#### *General*

##### **Section 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.

##### **Section 2: Purpose**

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

##### **Section 3: Area**

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

##### **Section 4: Limitations of Method**

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 interest in the objectives of the Chamber shall be eligible to apply for membership.

##### **Section 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 Article II.

### **Section 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.

### **Section 4: Termination**

a) Any member may resign from the Chamber at any time; b) Any member may be expelled for nonpayment of dues after 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.

### **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. No proxy voting is permitted. The act of a majority of members present at any meeting at which a quorum is present shall be the act of the members, except as otherwise provided herein.

### **Section 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.

### **Section 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. The Board of Directors shall confer or revoke honorary membership by a majority vote annually.

## **ARTICLE III** *Meetings*

### **Section 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.

## **Section 2: Additional Meetings**

A. 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. 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.

B. 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. Regular scheduled meetings of the Board of Directors may be held without notice. 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.

C. 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.

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

## **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 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***

**Section 1: Composition of the Board**

The Board of Directors shall be composed of eleven (11) elected members, each elected for a three (3) year term. New Directors shall be elected annually, as staggered terms of existing Directors expire. The Past Chair, the Treasurer, if not otherwise a member of the Board, 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: Selection and Election of Directors**

**A. 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 September 15, the nominating Committee shall present to the President a slate of 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, or Chamber staff, 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 three (3) Chamber members in good standing. Such petition shall be filed with the President or Chamber staff within ten (10) days after notice has been given of the names of those nominated.

**D. Election Judges.** In the instance of nominations by petition, 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 report the results of the election to the Board of Directors.

The determination of the Election Judges as to the legality of the nomination petition(s) shall be final. If legal petitions shall present additional candidates, the names of all candidates, whether nominated by committee or by petition, shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The President, or Chamber staff, shall provide this ballot to all active 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.

**E. 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 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.

### **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 the Chair.

Vacancies on the Board of Directors, or among the officers, 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.

### **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 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*

### **Section 1: Determination of Officers**

At its regular January meeting the Board of Directors shall reorganize for the year ahead. At this meeting, the Board shall elect the Chair of the Board, Chair-elect, and the Treasurer. Officers will be elected from members of the Board, with the exception of the Treasurer, who may be elected from the general membership. All officers shall take office upon election 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. 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 President, the Chair shall assume (or delegate to Board members as needed) the duties of the President. The Chair of the Board shall, with advice and counsel of the President, determine all committees, select all committee Chairs and assist in the selection of committee personnel, subject to approval of the Board of Directors.

**B. 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.

**C. 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.

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

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 Executive 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 Chair of the Board, Past Chair, Chair-elect, Treasurer and the President. The Chair of the Board will serve as Chair 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 8 of these bylaws.

## **ARTICLE VI** *Committees and Divisions*

### **Section 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. 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 ad hoc committees and their Chairs as deemed necessary to carry out specific tasks. Ad hoc committee appointments shall be at the will and pleasure of the Chair of 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.

### **Section 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.

### **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, or staff as authorized by the Board of Directors, is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. The Chair 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 shall be audited annually as of the close of business on December 31 by a certified 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, as defined in IRS Section 501(c)(3), to be selected by the Board of Directors.

## **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 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 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.

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

<b>Month Of Action</b>	<b>Action To Take</b>
August	Chair of the Board appoints Nominating Committee with Board's approval at regularly scheduled Board meeting. (Article IV, Section 2, A)
September	Nominating Committee presents (single slate) to Directors. (Article IV, Section 2, A)  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 2, B and C).
October	Election of Directors at regularly scheduled Board meeting. (Article IV, Section 2, E).
November	Election of Directors at regularly scheduled Board meeting, if vote by ballot has been taken. (Article IV, Section 2, E).
December	Orientation of new Officers and Directors; plan new program of work; appointment and orientation of new committee Chairs, committee members and other action groups; and plan budget.
January	Election of Officers at regularly scheduled Board meeting. (Article V, Section 1). New Officers and Board of Directors take office. Committees and other action groups begin work.