

The Alamosa County Chamber of Commerce By-laws

Updated September 2023

PREAMBLE

In order to promote the general welfare and prosperity of the Alamosa County area, in particular, with reference to its commercial, civic and tourism activities; to establish a collaborative atmosphere; to use such means as are best calculated to protect the interests of its members; to promote fellowship and good faith; to facilitate business, civic pride and regional tourism; to cultivate a spirit of cooperation among business and professional people; to disseminate information relating to the commercial, industrial, civic and tourism interests of the City and County of Alamosa with the thought of stimulating business and increasing its trade territory, the Alamosa County Chamber of Commerce adopts these bylaws.

ARTICLE 1 NAME

Section 1.1 This organization is incorporated under the laws of the State of Colorado, and shall be known as the Alamosa County Chamber of Commerce (ACCC), a not-for-profit 501-C-6 corporation. The ACCE organizations' principal office shall be located within the limits of the County of Alamosa.

ARTICLE 2 LIMITATIONS

Section 2.1 The Alamosa County Chamber of Commerce shall be nonpartisan, and nonsectarian.

Section 2.2 The Alamosa County Chamber of Commerce will not discriminate against any person on the basis of race, color, national origin, age, gender identity, gender expression, marital status, sexual orientation, religion or disability, in admission of members or in hiring and employment related decisions for employees and volunteers.

ARTICLE 3 MEMBERSHIP

Section 3.1 Any person or legal entity may apply for membership in the ACCC. Application shall be regarded as a guarantee on the part of the applicant of its interest in and sympathy with the purposes of the Chamber and of its adherence, if accepted, to its bylaws and articles of incorporation. Memberships shall not be transferable.

Section 3.2 There shall be six classes of membership in the Alamosa County Chamber of Commerce.

- (1) General Membership – Any commercial entity of good standing interested in the principles and purposes of the Chamber shall be eligible for general membership. Chamber programs and services shall be organized primarily for the benefit of the general membership. The contribution requirements for General Membership are established by the ACCC Board of Directors on an annual basis. Chamber advertising and promotional services shall be vested exclusively in the general membership.
- (2) Associate/Individual Membership – Elected government officials, fully retired persons, students, unaffiliated/unemployed individuals and educators shall be eligible for Associate/Individual Membership. Associate/Individual members shall enjoy the voting rights and privileges of general members except that they shall not have the right to utilize Chamber advertising and promotional services.
- (3) 501c(3) non-profit organizations – Non-profits shall enjoy the voting rights and privileges of general membership and shall have the right to utilize Chamber advertising and promotional services.
- (4) Chamber Partner – Chamber Partners are any business, organization or individual contributing \$2,200 or higher in cash and/or in-kind dues to the Chamber. Chamber Partners shall enjoy the voting rights and privileges of general membership including the right to utilize Chamber advertising and promotional services. Chamber Partners will also have the benefit of their logo on the Chamber Website, in the Chamber E-Newsletter, on the Chamber Facebook Page, and recognition at Chamber Luncheons.
- (5) Home-Based Businesses – Home-Based Businesses are any business operating solely under the MLM Business Model and without a physical location. Home-Based Businesses shall enjoy the voting rights and privileges of general membership and shall have the right to utilize Chamber advertising and promotional services.
- (6) Honorary Membership – The Chamber CEO and Board of Directors may, by unanimous vote, admit to honorary membership without fees or dues, any citizen of distinction who shall seem entitled to such consideration, and such honorary membership shall confer the rights and privileges of an active member, except those of voting or holding office.

Section 3.3 Any general or associate Chamber member may designate in writing a representative who shall be an owner or employee of such member, for each full annual investment paid by such member. Each member shall be entitled to no more than one vote to be exercised by the member or its designated voting representative, regardless of the number of representatives these bylaws may authorize each member.

Section 3.4 The Board of Directors shall establish a schedule of annual investments in the form of dues to be paid by respective classes of members.

Section 3.5 Any member may be expelled by the Chamber CEO for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by two-thirds vote of the Board of Directors, at a regularly scheduled

meeting thereof, for conduct deemed to be illegal according to a court of law or if it becomes known that they have no ties to the area deemed sufficient by the Board of Directors.

ARTICLE 4 MEETINGS

Section 4.1 A board retreat shall be held once a year. The Board of Directors will provide for regular meetings of the Chamber Board each month, with a minimum of 10 meetings annually, and special meetings may be ordered by the board, led by the Board, or called by the Chamber CEO. All meetings shall be held at the time and place designated in the notice of the meeting.

Section 4.2 Members may attend any monthly board meetings. Members must submit requests to staff 24 hours in advance to be put on the meeting agenda.

ARTICLE 5 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 5.1 The government of the Chamber, the direction of its work and the control of its property shall be fixed in a Board of Directors. The directors may adopt rules and regulations and form policies to solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds for corporate purposes, and to engage in any lawful activity in furtherance of, incidental to, or connected with any of the other proposes in conducting the business of the Chamber. The Board of Directors shall meet at regular periods, the time and place to be fixed by the Board or Chamber CEO.

Section 5.2 The Board of Directors shall be composed of representatives from Member organizations (defined in section 3.1 above). If any vacancy among the elected members of the Board of Directors shall occur by reason of death, resignation or other cause, the Board shall have power to fill such vacancy. Any director chosen to fill a vacancy shall serve for the unexpired term.

Section 5.3 The Board of Directors shall employ the Chamber CEO and shall determine the salary and considerations of employment. The Board of Directors, with the Chamber CEO, shall determine an annual set of goals which will be assessed during an annual performance evaluation.

Section 5.4 A quorum shall consist of fifty percent of voting Board Members.

ARTICLE 6 ELECTING AND APPOINTING BOARD OF DIRECTORS

Section 6.1 The Board of Directors of the Chamber of Commerce shall consist of a **minimum of (7) and maximum of (12)** including a President, President Elect or Vice President, Treasurer, and if appropriate, Past-President. Regular directors shall be elected from the

membership. The regular term of office for a director shall be four (4) years, commencing January 1 following their election in October by the Board. A director may be reelected by the board for additional terms as deemed appropriate by the Board of Directors. A director may also serve two additional years on the board if the fourth year is in the capacity of President or fourth year as immediate Past President without re-election.

There may be elected from the membership of the Board of Directors, one person to serve as President Elect if the President wishes to step down, or a Vice President. The President Elect may serve in the capacity of Vice-President. The office of President Elect and President shall be for one (1) year term. Presidents may be elected for additional terms as deemed appropriate by the Board of Directors. Should the President Elect be unable to serve as President, the Board shall elect from the membership of the Board of Directors one person to serve as President. Officer's terms of office shall be January 1 through December 31 beginning the year elected.

A director serving as President during the third or fourth year of his/her regular term would serve for the additional (1) years as fits the term of the position of President as outlined above.

Section 6.2 The Board of Directors may fill all vacancies by appointment from the membership of the Chamber and such interim appointee shall serve until the expiration of the term of the Director creating the vacancy.

Section 6.3 Any Director who shall be absent from three (3) consecutive regular meetings of the Board without excuse may be suspended. Such suspension may be lifted upon request of the Director so suspended, which request shall be made in writing, filed with the Chamber CEO and presented by him/her to the Board. The Board may terminate any such suspension within 30 days of suspension notice from the President or Chamber CEO by declaring the office of Director to be vacant and shall immediately fill the same by interim appointment.

Section 6.4 The Board of Directors shall be the governing body of the Chamber and of all its committees, employees, agents, affiliated and subsidiary organizations and of the property of the chamber, subject only to such limitations as are provided in the Articles of Incorporation and the By-laws.

Section 6.5 The Board of Directors or a nominating committee of no fewer than three (3) members and the Chamber CEO may be appointed by the President of the Board by the August Board Meeting, prior to the election in October. The committee shall solicit nominees for all the vacancies to be filled. By September Board Meeting said committee shall file with the President and Chamber CEO a list of recommended nominees, and the Chamber CEO shall invite those on the list and post open applications to the membership by mid-October.

ARTICLE 7 OFFICERS

Section 7.1 The officers shall consist of a President, President Elect or Vice President, Treasurer and if appropriate, Past-President. These persons and the Chamber CEO shall constitute the Executive Committee.

Section 7.2 The President, or in his/her absence, the President Elect or Vice President, shall preside at all meetings of the membership and of the Board of Directors.

Section 7.3 A vacancy in any office because of death, resignation, removal, and disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.4 The Chamber CEO shall be the chief administrator. The Chamber CEO shall serve as Secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board. The Chamber CEO may delegate this responsibility to an employee of the Chamber or member of the Board of Directors.

The Chamber CEO shall serve as advisor to the President and Board Committees on program and event planning, and shall assemble information and data and cause to be prepared special reports as directed by the Board.

The Chamber CEO shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees.

The Chamber CEO shall be responsible for hiring, discharging, directing, and supervising all employees, interns, and volunteers.

The Chamber CEO 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 Chamber CEO shall also be responsible for all expenditures with approved budget allocations.

Section 7.5 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. The President will serve as chairman of the Executive Committee.

ARTICLE 8 COMMITTEES

Section 8.1 The Chamber CEO will create or make changes to, standing or special committees as are deemed necessary, with the consent of the Chamber Board. Each new Committee shall, as promptly as possible, proceed to organize or make changes to such committees. Additionally, special or standing committees may be created similarly at any time. The Chamber CEO shall authorize and approve the purpose and members of these committees.

The Chamber CEO shall authorize and define the powers and duties of all standing and special committees, except those committees whose functions are set forth in these By-laws. Subject to confirmation by the Board, the Chamber CEO shall appoint all committees. Said Committee appointments shall in no event exceed appointed term unless extended by the CEO.

Section 8.2 It shall be the function of the committees to make recommendations to the Board, organize work efforts and projects as assigned and to carry on such activities as may be delegated to them by the Chamber CEO. They shall examine into and report on such subjects as may be referred to them by the Board or by the Chamber CEO and they may originate and report to the Board such views as they may deem proper for its consideration.

Section 8.3 No Committee shall take formal action, make public any resolution, or in any way commit the Chamber of Commerce on a question of the policy, finances or on matters of general public interest, without having first received the approval of the Board of Directors.

Section 8.4 Special and Standing Committees shall be discharged by the Chamber CEO when their work has been completed and their reports accepted or when, in the opinion of the Board and Chamber CEO, it is deemed wise to discontinue the committee.

Section 8.5 No details of such study, investigation or recommendation shall be released for publication or be stated in public by any committee official or member until after final action of the Board of Directors on the subject involved.

ARTICLE 9 FINANCES

Section 9.1 The Board of Directors shall have final authority over the deposit, investments and disbursement of all money paid to and property acquired by the Alamosa County Chamber of Commerce or any of its committees. Such income may result from payment from membership dues, solicitation of special funds, assessments, gifts, or any other source. As determined to be appropriate, The Board of Directors will delegate the handling of certain funds or special bank accounts to audit by an impartial auditing committee or professional auditor designated for this purpose. An annual review should be conducted by bookkeeping agent.

Section 9.2 The fiscal year of the Chamber shall be January 1st thru December 31st.

Section 9.3 Expenditure of all membership dues, fees and sustaining dues and income from property rentals, business operations, investments or any other source intended for the operation of the Chamber, shall be allocated to meet the operating needs of the Chamber.

Purchase of securities or real estate or any other investment made with Chamber funds shall have the prior approval of the Board of Directors. The Board of Directors may require the Chamber CEO or Treasurer to make full report on such investment at any time.

All financial records, except those that must be kept longer to conform to regulation of governmental agencies, may be destroyed after seven (7) years from their original dates.

All regular and special bank accounts and funds of the Chamber shall be audited as directed by the Board. An outside firm may audit bank accounts as directed by the Board.

Section 9.4 A Budget will be prepared by the Chamber CEO, approved by the Executive Committee and adopted by the Board of Directors. Such a budget shall be adopted by January 1 of each year. Consideration shall be given to budget requests made by various committees and divisions but final determination shall be based on the best interests of the Chamber as a whole, sound fiscal policy and the anticipated income for the ensuing year.

No committee, division, or any other group operating under such budget may expend more than its allocated amount without approval of the Board of Directors.

The Board of Directors may, at any time during the fiscal year, reduce the amount originally allocated to any other committee, division or other group. They may assign any

unexpected budget balances or any portion thereof to other committees, divisions or groups if such action is deemed to be in the best interest of the Chamber.

All Chamber committees with their own funds must present an annual budget to the Chamber CEO prior to December 1st to be considered in the Chamber budget.

At the end of the fiscal year, the unexpended balances in any and all budget allocations shall revert to the general fund of the Chamber, unless the Chamber CEO or Directors make specific provisions.

The Treasurer or Chamber CEO shall make an accumulative report each month to the Board of Directors on income and expenditures.

Section 9.5 The President, Vice President, Treasurer and Chamber CEO shall serve as signatories on the Chamber Bank Account(s).

ARTICLE 10 LIMITATION OF METHODS

Section 10.1 The Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

Section 10.2 The Chamber of Commerce shall have an Issues & Advocacy Policy in place, to be reviewed and approved by the Board of Directors at the start of each fiscal year. The CEO, under the priorities laid out by Issues & Advocacy Policy, shall have the authority to make statements in support of designated priorities and support the actions of members as they align with the approved policy. The CEO shall regularly review and select issues to present to the Board for review at any board meeting or via email. The Board of Directors must, but majority vote, approve an official stance on any issue before it is presented publicly.

Section 10.3 The Chamber of Commerce may officially designate any current member of the organization and/or a current member of the Board of Directors to serve as the official Games Manager for the Chamber, should the Chamber determine it wishes to maintain an active Bingo-Raffle License with the state of Colorado.

ARTICLE 11 INDEMNIFICATION

Section 11.1 All Directors and Officers of this Corporation and any person who may have served at the request of the Corporation as a Director or Officer (and his heirs, executors or administrators) shall be indemnified by the Corporation against all costs and legal or other expenses. This includes the costs or amount of settlement, reasonably incurred by or imposed upon them, or proceeding, civil or criminal, in which they, or any of them, are made parties by reason of being or having been Directors or Officers of the Corporation.

Section 11.2 The right of indemnification herein provided shall apply whether or not such Director or Officer or former Director or Officer or person indemnified is such at the time

such costs or expenses are incurred or imposed. The right of indemnification shall not apply, however, in relation to matters as to which any such Director or Officer or Former Director or Officer or person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such Director or Officer, provided, however, that an entry of judgment by consent is part of a negligence or misconduct in the performance of duty. If any such claim, action or proceeding did not arise out of the negligence or misconduct in the performance of his duty by the Director or Officer or former Director or Officer or person, he would not be held liable for such claim, action or proceeding, it shall be necessary and sufficient to justify indemnification. The right of indemnification herein provided shall be entitled under any statute, other by-law agreement, and vote of the members or otherwise.

ARTICLE 12 DISSOLUTION

Section 12.1 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 13 PARLIAMENTARY PROCEDURE

Section 13.1 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 14 AMENDMENTS

Section 14.1 The Board of Directors shall have the power to make, amend and repeal the By-laws of the Corporation by a two-thirds vote at any regular meeting of the Board or at any special meeting called for that purpose.