

EAGLE VALLEY CHAMBER OF COMMERCE
BY-LAWS
AS AMENDED MAY 15, 1997

Proposed Amendments - September 29, 2010

The proposed amendments of which will be effective on November 1, 2010 are identified with the **SECTION** in the form of **red bold** text with the amendments in red text beneath the paragraph of which the original text is included. Proposed deleted text is highlighted in yellow.

ARTICLE I – NAME AND PURPOSE

SECTION 1.1. The name of the organization shall be Eagle Valley Chamber of Commerce.

SECTION 1.2. The organization shall focus shall focus its primary attention on the promotion of commerce and industry in the Lower Eagle Valley. Its principal areas of membership activity shall be in the Lower Eagle Valley of Eagle County, Colorado. (Amended 7/18/96)

SECTION 1.3. The organization shall be non-partisan, nonsectarian, and shall take no part in, or lend its influence or facilities, either directly or indirectly to the nomination, election, or appointment of any candidate for office in city, county, state, or nation, nor shall any meetings of a political nature be held within the premises occupied by or under the control of the Chamber. (Amended 11/10)

ARTICLE II – OFFICES

SECTION 2.1 PRINCIPAL OFFICES. The principal office of the corporation in the State of Colorado shall be located at the Visitors Center in Eagle, Colorado. The corporation may have such other offices within the State of Colorado as the Board of Directors may designate. (Amended 7/18/96)

SECTION 2.2. REGISTERED OFFICE. The registered office of the corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors. (Amended 7/18/96)

ARTICLE III – MEMBERSHIP

SECTION 3.1. There shall be three classes of membership: non-profit, business and honorary. Members shall pay annual dues in accordance with schedules adopted by the Board of Directors. (Amended 3/7/07)

Non-profit memberships shall be open to 501c3 Corporations. (Amended 7/05)

Business memberships shall be open to any business or commercial venture. The membership shall be represented by the owner, manager or executive director of such business or commercial venture.

The Board of Directors may award honorary membership to any citizen who has rendered outstanding public service to the Lower Eagle Valley. Honorary members shall be entitled to all membership privileges, and shall be exempt from all dues and fees.

SECTION 3.2. Each membership, regardless of classification, shall have only one vote.

SECTION 3.3. Applications for non-profit and business memberships shall be in writing on information forms provided by the Board of Directors. (Amended 7/05)

SECTION 3.4. The affirmative vote of a majority of Directors present at a meeting shall constitute election of an applicant to membership.

SECTION 3.5. Annual dues for either non-profit or business memberships shall become due and payable on October 1 of each calendar year. Members shall be invoiced for said dues not later than September 1 of the same year. Previous members who have not renewed their dues in full by October 31 of this calendar year shall be considered delinquent members and, therefore, not entitled to membership privileges. New members joining at a time during the calendar year shall pay pro-rated dues for partial first year membership. (Amended 7/05)

SECTION 3.5. Annual dues for either non-profit or business memberships shall become due and payable on a calendar year basis. Members shall be invoiced for said dues within thirty days prior to the expiration of the membership period. Previous members who have not renewed their dues in full by thirty days following the renewal inception date shall be considered delinquent members and, therefore, not entitled to membership privileges. ~~Removal of last sentence.~~ (Amended 11/10)

ARTICLE IV – MEETINGS

SECTION 4.1. The annual meeting of the Eagle Valley Chamber of Commerce shall be held on such day in October and at such hour and place as may be determined by the Board of Directors. Officers for the ensuing year shall be elected and installed at the annual meeting. Past presidents who remain active in the Eagle Valley Chamber of Commerce shall constitute the Nominating Committee. The Nominating Committee's Report shall be submitted to the general membership at least 20 days prior to the Annual Meeting. Further nominations from the floor shall be accepted at the Annual Meeting prior to the election of officers. (Amended 7/18/96)

SECTION 4.2. The Board of Directors shall provide for regular meetings of the membership. Special meetings may be called by the President or by the Board of Directors.

SECTION 4.3. The Board of Directors shall meet not less than once each month, at such time and place as the Board membership shall agree upon. Special meetings of the Board of Directors may be held following notice by mail or telephone to each Board member. A quorum shall be constituted by **six (6) or more directors.** (Amended 7/18/96)

SECTION 4.3. The Board of Directors shall meet not less than once each month, at such time and place as the Board membership shall agree upon. Special meetings of the Board of Directors may be held following notice by mail, telephone, **email or fax** to each Board member. A quorum shall be constituted by **one more than half the number of the total directors on the board.** (Amended 11/10)

ARTICLE V – OFFICERS

SECTION 5.1. The officers of the Eagle Valley Chamber of Commerce shall be President, Vice President, Secretary and Treasurer. The President, Vice President, Secretary and Treasurer shall be elected annually in October by the membership. The term of office of the President, Vice President, Secretary and Treasurer shall be for one (1) year. (Amended 7/18/96)

SECTION 5.2. The President shall preside over all board and membership meetings. The President shall exercise general supervision over the affairs of the Chamber, and shall perform such other duties as may be prescribed by the general membership, Board of Directors, Articles of Incorporation or By-Laws. The President shall be an ex-officio member of all committees of the Chamber.

SECTION 5.3. The Vice President shall act in the absence of the President, and while so acting shall perform the duties and functions of the President hereinabove set forth. The Vice President shall perform such other duties as may be prescribed by the general membership or the Board of Directors.

SECTION 5.4. The Secretary shall (a) keep the minutes of the proceedings of each of the general membership meetings and of the Board of Directors; (b) see that all notices are duly given in accordance with these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal is affixed to all documents on behalf of the corporation is duly authorized to execute; (d) keep a register of the **post office** addresses of each member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. (Amended 7/18/96)

SECTION 5.4. The Secretary shall (a) keep the minutes of the proceedings of each of the general membership meetings and of the Board of Directors; (b) see that all notices are duly given in accordance with these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal is affixed to all documents on behalf of the corporation is duly authorized to execute; (d) keep a register of the **mailing and email addresses** of each member; and (e) in general

perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. (Amended 11/10)

SECTION 5.5. The Treasurer shall be responsible for all financial records and funds of the Chamber. The Treasurer shall maintain such records in durable and convenient form, and shall deposit Chamber moneys in such banking accounts as shall be prescribed by the Board of Directors. The Treasurer shall report regularly on the financial status of the Chamber to the Board of Directors and the general membership.

SECTION 5.6. Assistant Secretaries and Assistant Treasurers. The Board of Directors may appoint an Assistant Secretary and/or Assistant Treasurer. The Assistant Secretary and/or Assistant Treasurer shall be salaried at a rate to be determined by the Board of Directors. The Assistant Secretary and/or Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or by the Board of Directors. (Amended 7/18/96)

ARTICLE VI – BOARD OF DIRECTORS

SECTION 6.1. The administration of the Eagle County Chamber of Commerce, the direction of its work, and the control of its property shall be vested in the Board of Directors. The Board shall consist of eleven members, each of whom shall be elected by the general membership. Directors shall be elected to serve a term of two (2) years each, or, if appointed to fill a vacancy, shall serve a term expiring upon the original expiration of the position. Each member shall be limited to three consecutive terms. (Amended 7/18/96)

SECTION 6.2. The President, Vice President, Secretary and Treasurer shall fill four (4) of the eleven (11) Board positions. If any one is not an incumbent member of the Board of Directors, he will be part of the Board of Directors membership elected for the ensuing term and shall be limited to three consecutive terms (Amended 7/18/96)

SECTION 6.3. Vacancies on the Board of Directors shall be filled by a majority appointment of remaining directors at any regular or special meeting. The term of office of a director appointed to fill a vacancy shall not extend beyond that of their predecessor.

SECTION 6.4. Any director who shall be absent from three (3) consecutive regular meetings of the Board shall be considered by the Board to have resigned the position. If deemed appropriate by the Board, a vacancy shall be declared and an appointment to fill the vacancy shall be made as provided herein.

SECTION 6.5. The Board of Directors may employ a Chief Executive Officer (aka CEO) to manage the general business affairs of the Chamber of Commerce and to perform such functions as may be prescribed by the Board of Directors. The CEO shall have immediate responsibility for the Chamber's Headquarters, and shall have immediate supervision of all employees. The CEO is an ex-officio member of the Board of Directors and all committees established by the Board of Directors. (Amended 7/18/96, 7/05)

SECTION 6.6. Any power not specifically mentioned or contained herein shall be deemed to be vested in the Board of Directors. (Amended 11/10)

ARTICLE VII – COMMITTEES

SECTION 7.1. The four officers of the Eagle County Chamber of Commerce are hereby designated as the Executive Committee and are to be considered directly responsible for the current activities of the Chamber. The CEO is an ex-officio member of the Executive Committee of the Board of Directors. (Amended 7/18/96)

SECTION 7.2. The President, with the approval of the Board of Directors, shall appoint the chairmen and members of all committees of the Chamber. The number, nature and size of each committee will be that which, in the judgment of the President and the Board, will most effectively implement the desired Chamber project.

SECTION 7.3. All committees shall be directly responsible to the Board of Directors, and in no instance shall a committee commit the Chamber of Commerce to a financial obligation or policy unless such obligation or policy has been approved by the Board of Directors.

ARTICLE VIII – FINANCES

SECTION 8.1. The fiscal year of the Eagle Valley Chamber of Commerce shall be from January 1 through December 31. (Amended 5/15/97)

SECTION 8.2. Before the start of each fiscal year, a budget of projected receipts and expenditures for the new fiscal year shall be prepared by the President and the Treasurer, upon consultation with the CEO and the Assistant Treasurer, if one be appointed. Said budget shall be submitted to the Board of Directors in proposed form, and shall become the Chamber's budget if approved by majority action of the Board. (Amended 7/18/96)

SECTION 8.3. All committees allocated funds in the budget shall be responsible for and shall direct disbursement of their respective allocations through the Treasurer. Expenditures shall be made in the same manner as other Chamber expenditures, as hereinafter provided.

SECTION 8.4. Checks, notes, contracts and other obligations for the payment of funds offered or entered into by or on behalf of the Chamber of Commerce shall be signed in the corporate name of the Eagle Valley Chamber of Commerce by either the President or CEO. (Amended 7/05)

SECTION 8.5. No funds for other organizations shall be allocated from the funds of the Eagle Valley Chamber of Commerce without prior authorization by the Board of Directors.

SECTION 8.6. Financial records of the Eagle Valley Chamber of Commerce may be audited by a certified public accountant or special committee appointed by the Board of Directors, if deemed appropriate by the Board.

ARTICLE IX – REFERENDA

SECTION 9.1. Upon the request in writing by not less than five (5) members in good standing, the Board of Directors shall, or upon its own initiative may, submit questions pertaining to proposed policies or projects of the Chamber by mail to the membership for a referendum vote. The ballot for such vote shall be accompanied by brief statements explaining the purpose of the proposal. Majority vote of those members responding to any referendum shall determine its approval or rejection.

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ARTICLE X – AMENDMENTS

SECTION 10.1. These By-Laws may be changed at any regular or special meeting of the general membership by a majority vote of those members present, provided that written notice of the proposed amendments has been mailed to all members of the Chamber of Commerce not less than ten (10) days prior to the meeting at which the proposed change(s) is to be considered.

SECTION 10.1. These By-Laws may be changed at any regular or special meeting of the general membership by a majority vote of those members present, provided that written notice of the proposed amendments has been mailed, **emailed or faxed** to all members of the Chamber of Commerce not less than ten (10) days prior to the meeting at which the proposed change(s) is to be considered.

I hereby certify that the foregoing amendments to the By-Laws, were proposed by the Board of Directors on April 9, 1996, and were adopted by the membership at the General Membership meeting on July 18, 1996.

I hereby certify that the foregoing amendments to the B-Laws were proposed by the Board of Directors on October 8th, 2010 and may be adopted by the membership at the General Membership meeting on October 28th, 2010.

Signed by Secretary Julie Ann Vanvatta 7/18/96

Signed by President Michelle Morgan 11/1/10

