



# Hotchkiss Community Chamber of Commerce

## Hotchkiss, Colorado

### -By-laws-

#### **Article I**

##### **-Name-**

The name of this organization shall be the Hotchkiss Community Chamber of Commerce, hereafter referred to as “The Association”.

#### **Article II**

##### **-Objectives-**

The objective of The Association shall be to support and promote the economic strength and viability of Hotchkiss, Colorado, and surrounding areas, in a manner which is deemed to be harmonious with the social interests of the community.

#### **Article III**

##### **-Membership & Meeting Time-**

**Section 1 – Membership Eligibility and Categories:** Any reputable person, organization, or business interest, upon presentation of applicable membership dues, may subscribe to membership in The Association, subject to these by-laws. Membership shall be offered in three categories: *General Business Members* (any entity registered to do business in the State of Colorado), *Non-Profit Business Members* (any entity registered with the State of Colorado as a Non-Profit Corporation), and *Citizen Members* (any individual representing only personal interests). Business members in either category shall enjoy full voting privileges, while Citizen members may make and second motions, but will not enjoy voting privileges when participating in the quorum during membership meetings or at the Annual Meeting.

**Section 2 – Membership Year:** The membership year and corresponding dues shall cover the period of January 1st to December 31st of each year.

**Section 3 – Membership Dues:** The rate for annual membership dues will be set by the Board of Directors (hereafter referred to as “The Board”). New members joining after July 31 will be assessed pro-rated dues equal to a half year membership. Those operating multiple businesses and wishing multiple businesses to be listed as full members, may apply for the first business at the full rate and apply for additional businesses at a reduced membership rate to be set by the Board. Multiple businesses under the same ownership will share one vote at any meeting of The Association.

**Section 4 – Membership Meetings:** Periodic meetings of the membership shall be open to the general public, and shall take place at a time, date and location determined by the Board, with advance notice to the Membership.

Meetings of the membership will take place a minimum of six times annually and may be conducted in person or via virtual meeting.

**Section 5 – Annual Meeting:** The Annual Meeting of the Association, at which the Board for the upcoming year shall be elected, by-law changes considered, policies adopted or changed, awards presented, and other business that may come before the Association, shall take place in November of each year on a date determined by the Board.

**Section 6 – Special Meetings:** Special meetings of the membership may be called by the President or Board to conduct emergency business of the Association, with 7 days advance notice to the membership

## **Article IV -Government and Election of Such-**

**Section 1 – Composition of the Board:** The government of the Association shall be vested in the Board of Directors. The Board will consist of the President, Vice President, Secretary and Treasurer, and three (3) business members not holding officer positions within the Association, all of which must be elected by ballot of the membership. The term of each seat on the Board shall be two (2) years with no fewer than three seats expiring annually. Any member in good standing may volunteer, or nominate any other member in good standing, to represent the organization on the Board. All interested candidates in good standing, shall be placed on the ballot.

**Section 2- Election of the Board:** The election of Board members will take place at the Annual Meeting of the membership, held each November. Notification of the election, and a call for nominations, shall be made to all members no less than 21 days prior to the Annual Meeting.

The election will be conducted by secret ballot. Ballots will be counted and confirmed by no fewer than two appointed members in good standing. Open seats on the Board will be awarded to candidates receiving the highest tally of votes. In the event of a tie vote, a coin toss will decide the outcome.

If a member wishes to vote in an election, but is unable to attend the Annual Meeting, he or she may request a mail-in ballot. All mail-in ballots must be signed and delivered to the Association by U.S. Mail no later than 5pm the business day prior to the Annual Meeting. Such ballots will remain sealed and will be opened during the vote tally by the appointed members.

In the event that the number of Board candidates equals the number of Board openings, no ballot will be conducted and nominees will be confirmed as elected.

**Section 3 – Board Vacancies:** Vacancies on the Board will be announced to the membership and a call for nominations made at least 21 days before the Board meets to appoint a member to the vacant seat. The candidate receiving the most votes from the assembled Board members shall be considered appointed. Appointment will expire on the same schedule as the vacated seat's originally scheduled expiration.

**Section 4 – Officers of the Association:** Immediately following the Annual Meeting and election of Board members, the new Board shall convene to select Board members to fill each officer position. Officer positions shall be one year terms, and shall be made by consensus of the Board, or if contested, by ballot, with the position going to the Board member with the highest vote tally. In the event of a tie vote, a coin toss will decide the outcome.

**Section 5 – Termination of Board Member:** Three or more unexcused absences by a Board Member in one calendar year, may, at the discretion of the Board, trigger a removal process, requiring a majority vote of the other Board Members. An unexcused absence is one where at least a 24 hour notice of absence is not provided to the President or full Board.

**Section 6 – Functions of the Board:** The Board shall have possession of, and responsibility for, the property of the Association, and shall faithfully discharge the day-to-day business of the Association adhering to these by-laws and the established policies of the Association. The institution of new policies, or changes to existing policies of the Association, as recommended by the Board, shall be determined by a simple majority of members of the quorum of the Annual Meeting.

**Section 7 – Limitations of Board Authority:** The Board, in addition to the duties set forth in these by-laws, shall carry out all activities which, in its judgment, will tend to promote the usefulness of the Association. The Board shall have no power to make the Association liable for any financial obligations exceeding the assets in possession of the Association, or in the process of collection.

## **Article V -Duties of the Officers and Board-**

**Section 1 - President:** The President shall act as director of the Association and shall preside at all official meetings and functions of such. The President is also responsible for the agenda at such meetings, and may, if he/she feels it advisable, call any special meetings of the membership, Board of Directors, or any Chamber committee. The President may independently make any non-vital decisions concerning the day-to-day operation of the Association, providing decisions do not conflict with any decisions of the Board, do not conflict with the adopted budget, and are not regarding policy. The President will not be a voting Board member unless a tie vote is recorded, in which case, the President will cast the deciding vote.

**Section 2 – Vice President:** In the absence of the President, the Vice President shall take on Presidential duties; and in the absence of both the President and Vice President, any important functions of the Association shall be rescheduled.

**Section 3 - Secretary:** The Secretary shall be responsible for the timely processing of all incoming and outgoing correspondence (which may include, but not be limited to, telephone, e-mail and written correspondence), including the timely routing of correspondence to relevant officers or Board members. The Secretary shall keep all records of the activities of the Association, including a log of the minutes of each and every meeting of the Association.

**Section 4 - Treasurer:** The Treasurer shall collect all monies due to, and pay all bills of, the Association. The Treasurer shall keep complete records of these transactions and conduct the financial affairs of the Association within the limits of the annual budget, as approved by the Board. The Treasurer shall report all financial transactions to the Board and provide an assessment of the Association's financial condition at the Annual Meeting. Any unbudgeted expenditure of the Association greater than \$100 shall be presented by the Treasurer to the Board for approval in relation to the annual budget. The Treasurer will prepare a proposed budget for Board consideration each December, for the coming year.

**Section 5 – Non-Officer Board Members:** Non-officer Board Members will be expected to participate in meetings of the Board and will have voting authority equal to that of other Board members.

**Section 6 – Executive Director:** The Board will have the authority to appoint an Executive Director of the organization. The Executive Director may take on any duties assigned by the Board, however, will not have the authority to independently set policy, approve expenditures above \$50 not specifically budgeted, or act in any manner outside the guidelines of these By-laws or outlined in policy. The Executive Director will serve at the pleasure of the Board and will take direction from the Board.

## **Article VI -Committees-**

**Section 1:** Should the Association find it desirable to create any committee to act on behalf of the Association, it shall be the responsibility of the President to make the appointment of any committee chairpersons.

**Section 2:** Committee chairpersons shall be responsible for appointing members to their committees and shall be responsible for the functioning of their committee, and the success of the committee's program. Committees may only consist of members in good standing and are expected to function as semi-autonomous entities, and to act within these by-laws and the Association's budget. Any program or project of a committee must be outlined in writing and presented to the Board for approval prior to execution.

## **Article VII -Budget-**

Each December the Treasurer shall prepare a proposed budget to present to the Board. The Board shall adopt a budget prior to the start of each calendar year and based on estimated income and expenses for the upcoming fiscal year. Excess funds remaining in the General Fund at the end of the fiscal year, may be expended if approved, carried over, or transferred to another account held by the Association.

### **Article VIII -Disbursements-**

All disbursements of the Association shall be made or approved by the Treasurer in relation to the adopted budget. Any disbursements made in excess of \$100, and not included in the annual budget, shall be brought to the Board for approval. In no case shall appropriations of money or other property of the Association be made for any purpose other than to defray budgeted expenses, or those expenses approved by the Board or a quorum of the membership.

### **Article IX -Association Quorum-**

At all meetings of the Association, a quorum will be required in order to proceed with the business of the Association. A quorum is defined as no less than four out of seven Board members. All motions, except by-law changes at the Annual Meeting, will require a simple majority vote by the quorum to gain approval. By-law changes will require a 2/3 majority of the members present at the Annual Meeting to gain approval.

### **Article X -Special Policies-**

**Section 1:** Under no circumstances shall any action be taken by the Association, on behalf of any political candidate, political party, or religious organization, in an effort to further the mission or candidacy of that particular political candidate, political party, or religious organization.

**Section 2:** The Association may take positions from time to time on issues affecting the interests of the membership, including pending laws or initiatives of the State, County or Municipality. A position will only be taken on an issue by consensus of a 2/3 majority vote of the Board.

### **Article XI -Change of By-Laws-**

Any member of the Association may propose a change to these by-laws. Proposed changes must be presented to the Board at least 30 days prior to the Annual Meeting and receive a 4/7 majority vote of the Board to then be placed on the agenda for the Annual Meeting of the Association; this is the only time during the year that by-law changes will be considered. Proposed by-law changes and other questions to be presented to the Association at the Annual Meeting will be sent to all members at least 21 days prior to the Annual Meeting. Notice may be made by U.S. Mail, email, newsletter or any other commonly accepted medium of communication. Amended by-laws will take effect immediately upon approval by the membership.

*Adopted 11/11/2021*