**BY-LAWS OF THE**

**FOUNTAIN VALLEY CHAMBER OF COMMERCE**

**ARTICLE 1 GENERAL**

1.1 NAME: This organization is organized under the Laws of the State of Colorado and shall be known as the Fountain Valley Chamber of Commerce (hereinafter referred to as the “Chamber”). The name of the organization may be changed by an affirmative vote of a majority of the Board of Directors.

1.2 PURPOSE: The purpose of the Chamber is to improve the overall business climate for its members

through sponsorship and support of mutually supportive activities which promote business and support the overall business climate, stimulate tourism and economic growth, promote civic development and enhance the quality of life for our citizens.

1.3 LIMITATION OF METHODS: 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.

1.4 PRINCIPAL OFFICE: The principal office of the Chamber shall be in El Paso County, Colorado at

such location as the Board of Directors may from time to time designate. The Chamber also may have one or more offices at such other place or places as the Board of Directors may from time to time designate or as the affairs of the Chamber may require.

ARTICLE 2

MEMBERSHIP

2.1 ELIGIBITY: Any person, association, partnership, limited partnership, corporation, limited liability company, or political subdivision of the State of Colorado having an interest in the business and objectives of the Chamber meeting the criteria for membership set forth below and being of good character shall be eligible for membership.

2.2 APPLICATION: Each applicant for membership shall submit a written application to the Board of Directors on forms provided by the Chamber. The Board of Directors shall review applications and vote on acceptance at the following meeting. The Board of Directors shall have authority to accept or reject any application. Any applicant approved by the Board of Directors shall become a member upon payment of regularly scheduled dues as provided herein.

2.3 CLASSIFICATION: There shall be four (4) classes of membership: Business, Affiliate, Associate and Honorary. Definitions of the four (4) classes shall be as follows:

1. Business Member: Any sole proprietorship, partnership, limited partnership, limited liability company or corporation which owns or operates a business whose name is currently registered with the Secretary of State. If such member has an interest in more than one business, such membership shall be limited to one business which shall be designated by such member. However, nothing here in shall preclude additional memberships for other businesses of such member.
2. Associate Member: Any employee of a member business.
3. Affiliate Member: Any non-profit organization or an individual not associated with a member business and interested in community promotion and desiring membership in the Chamber.
4. Honorary Member: The Board may award honorary membership to persons who have been nominated by a Board Member or the President. Honorary members may vote and shall be exempt from all dues.

2.4 TERMINATION OF MEMBERSHIP:

1. Any member may resign from the Chamber upon written notice.
2. There will be no refund of dues on termination of membership.
3. Membership shall be terminated in the event dues have not been paid for a period of 30 days from the due date unless the due date is extended by the President for a good cause, provided in no event shall such extended due date exceed 90 days from the original due date. An extension does not change a member’s renewal date.
4. Member’s in good standing have the privilege of attending general membership meetings, speaking, voting, nominating, holding office, presenting motions or other business, inspecting official records of the Chamber, receiving official Chamber publications and insisting upon enforcement of the rules of the Chamber.
5. Each member shall have one vote, regardless of the designation in which they joined. To clarify; a member business may have more than one employee, and they are considered Chamber members under their company’s umbrella, but only one vote is allowed.

ARTICLE 3

MEETINGS

3.1 ANNUAL MEETINGS: The annual meeting of the Chamber membership shall be held on such day and at such hour and place as the Board of Directors may set. Notice of such annual meeting shall be published in the monthly newspaper, mailed and/or emailed to the membership not fewer than fourteen (14) days before such annual meeting.

1. The purpose of the annual meeting shall be to fill those positions vacated by members and Executive Board Members.
2. Names of active members may be nominated from the floor before the election provided that their agreement to serve has been secured.
3. Elections will be held at the beginning of the meeting by secret ballot. The current Vice President and the Secretary/Treasurer shall count the ballots and announce the new Board at the close of the meeting.

3.2 GENERAL MEETINGS: General meetings shall be at such times and places as the Board may direct.

3.3 SPECIAL MEETINGS: Special meetings of the membership may be called by the President of the Board or any two or more Board Directors. The person(s) calling such meetings shall give notice to all members by mail, email, or by Chamber newsletter not fewer than 10 calendar days prior to such meeting specifying the place, date, time, and purpose of such meeting. Only matters specified in the notice for a special meeting can be considered at the special meeting for which such notice was given. A Planning and budget meeting will be conducted on November 1st.

3.4 QUORUM: A Quorum for all meetings of the membership shall consist of 20 percent of the then current membership.

3.5 NOTICE: Notice of membership meeting, if required, shall be published in the monthly newsletter, mailed, faxed and/or emailed. Such notice shall be deemed delivered when either deposited in the United States mail, addressed to the member at such member’s address as it appears on the records of the Chamber, faxed or emailed to the member to the members fax or email address as it appears in the records of the Chamber.

3.6 VOTING: Except as otherwise provided herein, any matter may be considered at any annual or regular meeting. At any meeting at which a vote of the members shall be conducted, each member shall be entitled to one vote. Such vote shall be exercised, by the member or by a person designated by the member in writing. Unless otherwise required by these By-Laws or Colorado law, any action to be taken by the member shall be approved by the vote or concurrence of a majority of the members present at any duly called meeting at which a quorum is present.

ARTICLE 4

DUES

4.1 PAYMENT: Members shall pay dues in accordance with the dues schedule approved by the Board of Directors.

4.2 FAILURE OF PAYMENT: See Article 2, Section 2.4 C.

4.3 MODIFICATIONS: Changes to the dues structure shall be presented for approval of the Board of Directors at a regular or special meeting. The dues structure changes must receive an affirmative vote of a majority of the Board members at a meeting at which a quorum is present.

ARTICLE 5

BOARD OF DIRECTORS

5.1 GENERAL POWERS: The governing body of the Chamber shall be a Board of Directors comprised of no more than nine (9)) members. A quorum shall consist of a simple majority of the total board members. The current edition of Roberts Rules of Order shall govern all parliamentary procedures.

5.2 NUMBER OF DIRECTORS TERM: The Board of Directors shall consist of nine (9) Directors elected pursuant to this Article 5. Directors shall be elected for a term of two (2) years each, with an *objective* of approximately one-third (1/3) of Directors elected each year. Once a Director has served their first two-year term, they must be nominated by the Nominating Committee and approved in accordance with Article 5.4 to be able to serve a second consecutive two-year term. If a Board Member has already served two consecutive two-year terms then that Board Member shall not be eligible for election to a third term until a period of one year has elapsed from the time of the Board Member’s last service on the Board. Exceptions to this rule to facilitate the objective of one-third (1/3) of the directors being elected each year must be approved by a majority vote of the Board.

5.3 QUALIFICATION OF DIRECTORS: No person may be elected or continue to serve as a Director of the Chamber unless such person is a member, other than an Honorary Member of the Chamber. No person may serve more than four (4) consecutive years as a Director. A period of one (1) year must elapse before eligibility is restored.

5.4 NOMINATION, ELECTION AND SEATING OF DIRECTORS:

1. Nominating Committee. Not later than the regular June Board Meeting, the President of the Board shall appoint a Nominating Committee of three (3) members, one of which shall be the Vice-President who shall chair the committee. The Nominating Committee shall present to the Board a slate of candidates for the Directors whose terms are expiring. The Secretary shall notify the membership by publishing in the monthly newsletter, by mail and/or email of the persons nominated for Director to replace those whose terms are expiring and of the right to petition by the October Board Meeting of the applicable election year. The Nominating Committee shall present to the Board a slate of candidates to fill positions vacated by resignation, removal or vacancies caused by any other reason other than expiration of term and the Board shall by affirmation vote to approve the Directors to fill such vacancies.

1. Election. If no nomination is filled within the designated period, the nominations of Directors’ to fill expiring terms shall be closed and the candidates submitted by the Nomination Committee shall be elected by the Board. Nomination considerations (other than those nominated by the Nominating Committee) from the general membership may be presented at the October Board Meeting of the applicable election year. Any candidate consideration presented at the October Board Meeting must be eligible as described in 5.4 (C).
* If valid timely nomination(s) shall present one (1) or more additional candidates for Directors to fill expiring terms, the names of all candidates shall be arranged on a ballot in alphabetical order with instructions to vote for a number of candidates equal to the number of Directorships to be filled.
1. Candidates Eligibility. Any candidates to fill expiring terms shall be a member in good standing for a minimum of one (1) year or position to eligible for a Director’s position. If the Board is unable to fill vacancies during the regular process, it shall have the discretion to fill the vacancy through appointment of a member to the Board who has been a member for less than one (1) year.
2. Designated Voting Location. The Chamber’s business office shall be the only location where an official election ballot may be cast, unless otherwise approved by a vote of the Board of Directors.
3. Voting Eligibility. The Office Manager shall notify all members in good standing, by publishing in the monthly newsletter, mail and/or email that the paper ballots are ready to be marked. Before receiving an official ballot, the Office Manage shall first verify the eligibility of the voter. Ballots must be marked at the Chamber office by close of business on the 15th day after commencement of the ballot period.
* The ballot shall be retained in a secured container placed at the Chamber office for delivery to the Nominating Committee at the close of the ballot period, after which the Nominating Committee shall open the Ballots at the Chamber office.
* The President of the Board not listed on the ballot shall have supervision, opening, counting and auditing of the ballots, and shall report the results of the balloting to the General Membership. The determination of the Nominating Committee as to the legality and the validity of the ballots shall be final for all purposes.
1. Seating. All newly elected Directors shall be seated at the regular January Board meeting.

5.5 REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at least once each month as the Board of Directors shall agree upon.

5.6 SPECIAL MEETING. Special meetings of the Directors may be called by the President of the Board or any two (2) or more Directors. Notice of such meeting shall be given to all Directors to the extent possible no less than two (2) calendar days prior to such meeting, specifying the place, date, time and purpose of the meeting. Special meetings of the Directors may be convened in person, by email, or by conference call. All requirements herein for a quorum or other percentage of the then sitting Board shall apply to special meetings in person, email, or conference call.

5.7 RESIGNATION, REMOVAL AND VACANCIES:

1. Resignations. Any Director may resign at any time by giving written notice to the Board of

Directors. Such resignation shall take effect on the date specified therein, and no acceptance shall be necessary

1. Removal. Any Director may be removed at any time with or without cause, by the affirmative vote of two-thirds (2/3) of the Directors then in office. A Director who shall be absent without cause from three (3) consecutive regular meetings of the Board of Directors or four (4) total regular meetings of the Board of Directors in a calendar year may be removed by a vote of two-thirds (2/3) of the members of the Board present at a regular meeting of the Board or at a special meeting called for that purpose.

1. Vacancies. A Director elected to fill a vacancy shall be elected for the unexpired term and shall be immediately seated by the Board. A Director elected to fill a vacancy is eligible to be elected for one (1) more two (2) year term.
2. Chamber Board will fill board vacancies as they become available.

5.9 CONFLICTS OF INTEREST: No contract or other material transaction between the Chamber and one (1) or more of its Directors or any other corporation, firm, association or entity in which one (1) or more of the Chamber’s Director are Directors or Officers or are financially interested shall be approved by the Board of Directors unless (1) the fact of such relationship of interest is disclosed to the Board of Directors or committee which considers the contract or transaction and (II) the contact or transactions is approved by the majority of the Directors then in office (not counting the interested Director). An interested Director shall not participate in the vote on the matter in which such interested Director has an interest.

5.10 COMMITTEES:

1. Committees. Each individual event, project or activity of the Chamber shall be planned, organized and conducted by a committee established by the Board. The President of the Board, with the approval of the Board of Directors, shall appoint a chairperson for each committee. The chairpersons of such committees shall be members of the Board of Directors. All committees shall terminate at the end of the calendar year which they are created unless continued by the Board of Directors.
2. Limitation on Authority. No action by any committee, or by any member or chairperson of any committee, shall be binding on the Chamber until it is approved by the Board of Directors. No committee shall be authorized to incur or commit to a financial obligation without the specific, authorization of the Board of Directors.

5.11 FACILITIES: The business office shall function under the authority of the Board.

5.12 OUTSIDE CONSULTANTS: The Chamber from time to time may hire consultants to assist the Chamber in its various activities, including but not limited to advertising agencies, marketing firms, accountants and attorneys.

5.13 SALARIES: Unless specifically authorized by the Board of Directors, the President of the Board, Vice-President and Secretary/Treasurer shall not receive any compensation for their services to the Chamber. Nothing in these By-Laws shall preclude compensation, for services or otherwise, for the Office Manage should the Board of Directors so decide. An Officer, Director, or Member may be reimbursed for expenses when authorized by the Board.

ARTICLE 6

OFFICERS

6.1 DESIGNATION: The Officers of the Chamber shall be a President, Vice-President and Secretary/Treasurer who shall be elected by a majority vote from and by the Board.

6.2 SEATING OF OFFICERS:

1. Seating. All newly elected Officers shall commence the duties of their office beginning January 1 of the following year. Retiring Officers shall continue to serve until the end of the calendar year.

6.3 PRESIDENT OF THE BOARD:

1. Shall be the Chief Executive Officer of the Chamber.
2. Shall preside over all Board of Directors and membership meetings of the Chamber.
3. Shall make all appointments to committees and shall serve on each committee as an ex-officio member.
4. Shall enforce all By-Laws.
5. Shall exercise general supervisions of the affairs of the Chamber.
6. Shall perform such other duties as are directed by the Board of Directors.

6.4 VICE-PRESIDENT:

1. Shall preside over Board of Directors and membership meetings in the absence of the President of the Board, at which time the Vice-President shall be vested with all the powers of that office.
2. Shall spend such time as necessary to become familiar with the duties of the President of the Board prior to assuming such duties.
3. Shall perform such other duties as may be prescribed by the Board of Directors.

6.5 SECRETARY/TREASURER:

1. Shall keep a full and accurate record of all meetings of the Board of Directors.
2. Shall be custodian of all records of the Chamber, including all reports made to the Board of Directors or the membership by all chairpersons of all committees, such records to be permanently preserved.
3. Shall keep the membership roster of the Chamber and ensure its accuracy and shall certify such roster as current from time to time as requested by the Board of Directors, unless delegated by the Board to the Office Manager.
4. Shall give notice of all meetings for which notice is required unless delegated by the Board to the Office Manager.
5. Shall keep a full and accurate record of all monies, receipts, and disbursements of the Chamber.
6. Shall be the custodian of all accounts. The Board of Directors shall approve a dollar amount above which all Chamber checks shall be signed by authorized signatory members.
7. Shall, along with the Office Manager present to the Board of Directors, a monthly financial statement.
8. Shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE 7

OFFICE MANAGER

7.1 EMPLOYMENT: The Office Manager shall be employed by and shall report directly to the Board President or designee.

7.2 RESPONSIBILITES: The Office Manager’s responsibilities shall be defined by the Board of Directors within a job description.

7.3 OFFICE MANAGER PERFORMANCE REVIEWS: Board President or designee shall meet with the Office Manager quarterly to discuss performance. One (1) or more Officer(s) will conduct a written performance review annually for purposes of establishing pay increases and updating job description as needed.

ARTICLE 8

FINANCES

8.1 FISCAL YEAR: The fiscal year of the Chamber shall be the calendar year.

8.2 EXECUTION OF CONTRACTS: Except as otherwise provided in these By-Laws, the Board of Directors may authorize any Officer or Agent of the Chamber to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chamber. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, Agent or employee shall have any power or authority to bind the Chamber to any contract or engagement or to render the Chamber liable for any purpose.

8.3 DEPOSITS: All funds of the Chamber shall be deposited to the credit of the Chamber in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any Officer or Agent of the Chamber to who such power from time to time may be delegated by the Board of Directors for the purpose of making such deposits, any person to who such power is delegated may endorse the Chamber’s name and deposit checks, drafts and other orders for the payment of monies that are payable to the order of the Chamber.

8.4 CHECKS AND ENDORSEMENTS: All checks, drafts, or other orders for the payment of money, obligations, notes or other evidences of indebtedness, and such other instruments, shall be signed or endorsed by TWO such Officers authorized signatory members of the Chamber and at such dollar limits as shall be determined by the Board of Directors.

8.5 LOANS: No loans shall be made by the Chamber to its members, Directors or Officers.

8.6 AUDIT: The financial records of the Chamber shall be *informally* audited annually by a committee appointed by the Board, which shall not include the current Treasurer or President. The board of Directors may obtain a formal audit by a CPOT firm at any time at its discretion.

8.7 FUND RAISING: The Chamber shall not act as a fund raiser for any other entity or organization.

ARTICLE 9

INDEMNIFICATION

9.1 GENERAL: The Chamber shall indemnify Directors, Officers, employees and Agents to the full extent permitted by Colorado Law (C.R.S. § 7-27101.5 or other applicable statute) including indemnification against liability arising out of conduct in an official capacity as Director, Officer, employee or Agent, and the reasonable expenses incurred in the defense of such conduct. The chamber, by action of the Board of Directors, may indemnify such persons for liability or expenses to a greater extent than set forth in § 7-22-101.5, provided that such indemnification is otherwise consistent with applicable law.

9.2 COSTS OF ENFORCEMENT: The Chamber shall pay all costs and expense, including attorney’s fees, incurred by any Director, Officer, employee, or Agent in effecting the provisions of this article.

9.3 ADVANCEMENT OF EXPENSES: The Chamber shall advance expenses to any person indemnified pursuant to this article, provided that such advances shall be consistent with applicable law.

9.4 EXTENSION OF LIABILITY: The indemnification provided hereby shall extend to any person who is or was a Director, Officer, employee, or Agent of the Chamber.

9.5 INSURANCE: The Board of Directors may authorize the purchase and maintenance of insurance on behalf of persons covered by the provisions of this article.

9.6 CHANGES IN IDEMNIFICATION: No changes in the indemnification provisions hereof shall have the effect of reducing the indemnification provided for acts prior to such change.

9.7 PROCEDURAL MATTERS: Unless otherwise provided by law, all matters pertaining to indemnification, including retention of counsel and settlement of claims shall be addressed by the Board of Directors.

ARTICLE 10

DISSOLUTION

10.1 PROCEDURE: The Chamber shall use its funds to accomplish the objectives and purposes specified in these By-Laws, and no part of such funds shall insure or be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific or philanthropic organization as defined in IRS Section 501(C)(6) or 501(C)(3) to be selected by the Board of Directors.

ARTICLE 11

MISCELLANEOUS

11.1 PARLIAMENTARY AUTHORITY: The By-Laws or special rules of order of this organization shall govern this organization in all cases. The rules contained in Robert’s Rules of Order shall govern this organization in all cases to which any inconsistencies with the By-Laws or special rules of order of this organization may occur.

11.2 POLITICAL ACTIVITY: The Chamber shall be non-partisan in its activities. In no event or circumstance shall Chamber funds be contributed to any candidate or to any political committee or utilized in support of any candidate or any political committee. No action shall be taken by the Chamber, its Board of Directors, any committee or any Officer or employee acting in any official capacity to endorse any political candidate for any political office in the name of the Chamber.

The Chamber (on its own or in association with other non-partisan civic or community groups) may, at the discretion of the Board, conduct, sponsor or participate in activities designed to promote discussion of issues, dissemination of information, and presentation of candidates and their positions (such as by hosting candidate or issues forums), provided that such activities are open to all candidates or to proponents of all sides of an issue.

The Board of Director’s may adopt procedures or policies for the polling or surveying of the membership on issues which are pertinent to the purposes of the Chamber and publicizing the results as in support of or in opposition to such issues. In addition, the Board of Directors may, without such polling or surveying of the membership, adopt resolutions with respect to issues which are pertinent to the purposes of the Chamber and may publicize same in support or in opposition to such issues.

11.3 AMENDMENTS OF BY-LAWS: These By-Laws may be amended or revised by either a two-thirds (2/3) vote of the full, then sitting Board of Directors at any regular or special meeting of the Board or a majority vote of the membership where a quorum is present at the annual meeting of the membership or at a special meeting of the membership. Notice of any membership meeting (annual or special) at which changes to these By-Laws are to be voted on shall be published in the monthly newsletter, mailed, faxed and/or emailed to the membership not fewer than ten (10) days before the meeting at which the proposed amendments to these By-Laws are to be voted on at the meeting. To be adopted, any proposed amendment must receive the affirmative vote of a majority of the members at which a quorum is present

These Fountain Valley Chamber of Commerce By-Laws were Restate, Amended and approved on \_\_\_\_\_\_\_\_ 2016, by two-thirds (2/3) vote of the full Board of Directors.

\_\_\_\_\_\_\_\_\_\_\_\_

PRESIDENT

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

VICE-PRESIDENT

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SECRETARY/TREASURER

Attested:

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OFFICE MANAGER