

ARTICLE I
GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of Colorado and shall be known as the Mead Area Chamber of Commerce.

Section 2: Mission Statement

The Mead Area Chamber of Commerce is organized to advance the general business welfare and prosperity of the Mead area. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3: Area

The Mead Area economic region shall mean to include the communities of Longmont, Firestone, Frederick, Dacono, Johnstown, Berthoud, Platteville, and Hygiene.

Section 4: Limitation of Methods

The Mead Area Chamber of Commerce 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 an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of a member shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments 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.

Section 4: Termination

- a) Any member may resign from the chamber upon written request to the Board of Directors;
- b) Any member shall be expelled by the Board of Directors by a two-thirds vote for non-payment of dues after ninety (90) days from 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 regular scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputation 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.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate a maximum of 3 individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and director, current officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual (or orientation handbook).

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members 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.

ARTICLE III MEETINGS

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during month of February of each year. The time and place shall be fixed by the Board of Directors and notice thereof e-mailed or mailed through U.S. Postal Service to each member at least 10 days before said meeting.

Section 2: Additional Meetings (General membership, Board and Committee meetings.)

General meetings of the chamber may be called by the President or Vice-President at any time, or upon petition in writing of any 35% of members in good standing. A) Notice of special meetings shall be e-mailed or sent through U. S. Postal Service at least 10 days prior to such meetings; b) Board meetings may be called by the President or Vice-President or by the Board of Directors upon written application of three members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least three days prior to said meeting; c) Committee meetings may be called at any time by the Chairman of the Board, respective department Vice Chairman or by the Committee Chairman.

Section 3: Quorums

At any duly called general meeting of the chamber, 51 % of members shall constitute a quorum; at a Board meeting, a majority of Directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all chamber meetings must be given at least 5 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Composition of the Board

The Board of Directors (new and retiring) at its regular monthly meeting following the election, shall reorganize for the coming year. At this meeting, the Board shall elect the President and Vice President. All Board of Directors shall take office on the first day following this meeting of the Board of Directors following the election. During the first year Director of Governmental Affairs, Director of Economic Development and Director of Community Involvement shall serve for a 1 year term, all other Directors will serve 2 year terms. After the first year Directors will serve 2 year terms or until their successors assume the duties of office. The Vice-President of the Board will serve a 1 year term. There shall be a term limit of 4 years for each Directorship.

Section 2: Duties of Officers

- A. President.*** The President shall serve as the chief elected officer of the chamber of commerce and preside at all meetings of the membership, and Board of Directors.

The President shall be the chief administrative and executive officer. The President shall prepare notices, agendas and send the minutes of the Board and General Membership meetings.

The President will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to assure that the activities of the chamber are directed toward achieving business and community needs in the area being served by the chamber.

- B. Vice President.** The Vice President shall, with advice and counsel of the President assign Chairmen to divisional or departmental responsibility, subject to Board of Directors approval. The Vice President shall serve for 1 year.

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall prepare minutes of Board of Directors and General Membership meetings and send to President for approval and mailing to appropriate members.

- C. Secretary.** The Secretary shall be appointed by the elected Board of Directors annually. Duties shall include taking minutes General Membership meetings, Board of Directors meetings and e-mail to Board of Directors for corrections. After approved by the President e-mail to General Membership.

- D. Treasurer.** The Treasurer shall be appointed by the Board of Directors. The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the President or, in their absence, the Vice President. The Treasurer shall cause a monthly financial report to be made to the Board of Directors.

E. Board of Directors.

The Director of Public Relations, shall, set up a Committee.

The Director of Public Relations shall act as Chair of this Committee and prepare minutes of all Committee meetings and send to President and Vice President within five (5) days of meeting. As such, this Committee shall assist at such special events as Business After Hours, ground breaking events, ribbon cutting ceremonies, candle lighting ceremonies, conventions and other functions that provide an opportunity for public exposure of the Chamber. In conjunction with the President, it will plan, organize, develop and implement activities that enhance member recruitment and retention and that promote networking among members.

The Director of Economic Development, shall set up a Committee.

The Director of Economic Development shall act as Chair of this Committee and prepare minutes of all Committee meetings and send to Executive Director within five (5) days of meeting. The Director shall direct the Committee to work to attract and retain quality jobs, solicit new business that will diversify economy, assist expansion of existing companies and enhance the Mead area's overall quality of life; foster a new appreciation for awareness of – and pride in – the Downtown Area and; enhance the image of the Downtown area through concentrated and dynamic events that creates a Downtown destination.

The Director of Governmental Affairs, shall set up a Committee.

The Director of Governmental Affairs shall act as Chair of this Committee and prepare minutes of all Committee meetings and send to President within five (5) days of meetings.

The Director shall direct the Committee to act as your legislative and public policy advocate. Your partnership with us provides you access to legislative issues affecting your business bottom line at the state and local level.

The Committee will obtain involvement and commitments from Mead area residents, downtown businesses and property owners, businesses in the Mead area, the Town of Mead and Mead Town Board of Trustees. This Committee will work to make Mead a thriving commercial and social center that benefits the economy of the entire community. This Committee will work to strengthen Mead's retail and service sectors. Identify local infrastructure development priorities necessary to meet the economic development needs of new and existing business and identify financing strategies and bring this to the attention of the Mead Mayor and Board of Trustees.

The Director of Membership. Director of Membership shall set up a Committee. The Director of Membership shall act as chair of this committee and prepare minutes of all Committee meetings and send to the President within 5 days of meeting.

The Director Membership shall direct the Committee to provide Membership Recruitment and provide ongoing action which will result in positive member recruitment and retention. The Committee will cooperate with other committees where applicable and handle "new Member" orientation. The Committee will call on all new storefront businesses within two weeks of their opening to encourage them to join the chamber and deliver plaques to businesses who join. Committee shall send a letter and membership application to all Mead Area Businesses who have not joined the chamber.

The Director will direct Membership Services to develop, evaluate and alter as necessary services which the Chamber provides to its members (Chamber newsletter, phone rates, group insurance, information and updates). They will also seek to improve tangible benefits directly available to the Chamber membership.

Director of Community Involvement. The Director of Community Involvement shall set up a Committee. The Director of Community Involvement will act as Chair and prepare minutes of all Committee meeting and send to President within 5 business days.

The Director of Community Involvement will direct the Committee to obtain involvement and commitments from Mead area residents, downtown businesses and property owners; Stimulate Mead residents to be involved and to take action to enhance their community and to protect their quality of life and; Promote community unity by encouraging networking among private individuals, groups, civic organizations and government agencies interested in economic and community development. It will also strengthen existing volunteerism and develop additional volunteerism for the community with a log of volunteers to work as needed to promote community projects not necessarily chamber sponsored events.

The Committee will facilitate and coordinate activities which will enhance the economic opportunity and quality of life for people who live in, work in, play in or just visit Mead.

Board of Directors. The President and the Vice President shall be a member of the Board of directors and all Committees.

The Board of Directors shall be responsible for hiring, discharging, directing and supervising all employees.

The Board of Directors shall be responsible for the preparation of an operating budget covering all activities of the chamber. The President shall be responsible for all expenditures with approved budget allocations.

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors shall automatically be dropped from membership of the Board unless confined by illness or other absence approved by a majority of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among officers, shall be filled by the Board of Directors by a majority vote. The Board of Directors

shall have the right to remove any member of the Chamber of Commerce for violation of the By Laws.

ARTICLE V
COMMITTEES AND DIVISIONS

Section 1: Appointment and Authority

The Vice President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by 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.

Committees shall be discharged by the Vice President 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 committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen 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 chamber.

ARTICLE VI FINANCES

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account. Reserve account balances may be used in any subsequent year.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

The fiscal year of the chamber shall close on December 31st of each year.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Budget Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The account of the chamber of commerce shall be audited annually as of the close of business on December 31st by a 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 designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the chamber.

ARTICLE VII 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 to be selected by the Board of Directors as defined in IRS Section 501(c) (6).

ARTICLE VIII

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 charter or bylaws of the chamber.

ARTICLE IX AMENDMENTS

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (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 submitted to the Board in writing, at least 10 days in advance of the meeting at which they are to be acted upon.

Adopted: _____

Amended: _____