

**CUT BANK AREA CHAMBER OF COMMERCE  
BY-LAWS**

**ARTICLE I  
GENERAL**

**SECTION 1 NAME**

This organization is incorporated under the laws of the State of Montana and shall be known as the Cut Bank Area Chamber of Commerce.

**SECTION 2 PURPOSE**

The Cut Bank Area Chamber of Commerce is organized to achieve the objectives of:

Preserving the competitive enterprise system of business by: a) creating a better understanding and appreciation of the importance of business people and a concern for their problems; b) educating the business community and representing them in city, county, state and national legislative and political affairs; c) preventing and addressing controversies which are detrimental to expansion and growth of business and the community if they arise; d) creating a greater appreciation of the value of a liberal investment of substance and self on behalf of the interests of competitive business and promoting business and community growth and development by: 1) promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; 2) promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and 3) discovering and correcting abuses which prevent the promotion of business expansion and community growth.

**SECTION 3 AREA**

The Cut Bank area shall mean to include all cities and communities in Glacier and surrounding counties.

**SECTION 4 LIMITATION OF METHODS**

The Cut Bank 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)(3) of the Internal Revenue Code.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1 ELIGIBILITY**

Any person, association, corporation, partnership or estate having an interest in the commercial, industrial, civic, educational and agricultural advancement of Glacier and surrounding counties 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. The membership committee (or designated individual) shall review all applications and submit them to the board of directors with a recommendation. Election of members 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 and must agree to adhere to the by-laws, rules and regulations of the organization.

## SECTION 3 INVESTMENTS

Membership investments shall be at such rate schedule or formula as prescribed by the board of directors, payable annually, semi-annually, quarterly or in advance.

## SECTION 4 TERMINATION

Any member may resign from the chamber upon written request to the board of directors. Any member shall be expelled by the board of directors by a two-thirds (2/3) vote for non-payment of dues after one hundred twenty (120) days from the date due, unless otherwise extended for good cause. Any member may be expelled by a two-thirds (2/3) vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute 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 or member firm in good standing shall be entitled to cast one vote.

## SECTION 6 EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership or estate holding membership may nominate 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 annual intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new members.

#### 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 January of each year. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least fifteen (15) days before said meeting.

#### SECTION 2 ADDITIONAL MEETINGS (General membership meetings, board meetings and committee meetings)

General meetings of the chamber of commerce may be called by the president at any time, or upon petition in writing of twenty (20) members in good standing. Special board meetings may be called by the president or by the board of directors upon written application of five (5) members of the board. Notice (including the purpose of the meeting) shall be given to each director at least (48) hours prior to said meeting. Committee meetings may be called at any time by the president, vice-president or by the committee leader.

#### SECTION 3 QUORUMS

At any duly called general meeting of the chamber, twenty (20) members shall constitute a quorum; a majority of directors present shall constitute a quorum of the board of directors; at committee meetings, a majority shall constitute a quorum.

#### SECTION 4 NOTICES, AGENDA, MINUTES

Written notice of all general chamber membership meetings must be posted at least (48) hours in advance unless otherwise stated. An advance agenda and minutes should be prepared for all meetings.

## **ARTICLE IV BOARD OF DIRECTORS**

### **SECTION 1 COMPOSITION OF THE BOARD**

The board of directors shall be composed of eleven (11) members beginning January 2008, all of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have been qualified.

The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances and direct its affairs.

### **SECTION 2 SELECTION AND ELECTION OF DIRECTORS**

Nominating Committee: At the regular August board meeting, the president shall appoint, subject to approval by the board of directors, a nominating committee of five (5) members of the chamber. The president shall designate the head of the committee.

Prior to October 1, the nominating committee shall present to the president a slate of at least five (5) candidates to serve three (3) year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No board member who has served two (2) consecutive three (3) year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three (3) candidates only, a place will be provided for write-in candidates. The write-in candidate must be a member of the chamber. The ballot shall be mailed to all active members at least ten (10) days before the second board meeting in November.

The ballot shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten (10) days. The board of directors shall at their regular December board meeting declare the three (3) candidates with the greatest number of votes, elected.

Judges: The president may appoint, subject to the approval of the board of directors, at least three (3) judges, but no more than five (5) judges who are not members of the board of directors or candidates for election. Such judges shall have complete supervision of the election, including auditing of the ballots. They shall report the results of the election to the board of directors.

### **SECTION 3 SEATING OF NEW DIRECTORS**

All newly elected board members shall be seated at the regular January board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of January.

#### SECTION 4 VACANCIES

A member of the board of directors who shall be absent without previous notice from three (3) 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 vote of those voting at any meeting thereof.

Vacancies on the board of directors, or among the officers, shall be filled by the board of directors by a majority vote.

#### SECTION 5 POLICY

The board of directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. The policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

#### SECTION 6 INDEMNIFICATION

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all of its directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### **ARTICLE V OFFICERS**

#### SECTION 1 DETERMINATION OF OFFICERS

The board of directors (new and retiring directors) at its regular January meeting shall reorganize for the coming year. The nominating committee for directors shall also nominate officers each year. At this meeting, the board shall elect the president, president-elect, treasurer and secretary. Officers will be elected from members of the new board. Officers who are elected after the expiration of their term on the board of directors may serve in their elected office for the full term that their election requires and will serve as a voting member of the board of directors.

#### SECTION 2 DUTIES OF OFFICERS

A. President – The president shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, board of directors and the executive committee. The term of the president will be for two years.

The president shall, with the advice and council of the board, determine all committees, select all committee leaders and assist in the selection of committee personnel.

B. President-Elect – The president-elect shall exercise the powers and authority and perform the duties of the president in the absence or disability of the president. The president-elect shall also serve as head of the program of work committees of the chamber. As such the president-elect and committee will be responsible for determining the program activities of the chamber are of such duration as is required, at all times being alert to assure the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber.

C. Secretary – The secretary shall keep the minutes of all meetings of the board and perform such other duties as the title of the office implies. The secretary will send out meeting notices and copies of the minutes.

D. Treasurer – The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their 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 treasurer and the president or in the absence of either or both, by any two officers. The treasurer shall cause a monthly financial report to be made to the board.

E. Past President – The duty of the past president shall be such as the title by general usages would indicate and such as required by law, as well as those duties assigned by the president and board of directors. The past president will also serve as the chairman of the annual meeting committee for the meeting the year following his/her year of presidential service.

### SECTION 3 EXECUTIVE COMMITTEE

The executive committee shall act for and on behalf of the board of directors when the board is not in session and shall be accountable to the board of directors for its actions. It shall be composed of the president, past president, president-elect, secretary and treasurer. The president will serve as head of the executive committee.

### SECTION 4 INDEMNIFICATION

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these by-laws.

## **ARTICLE VI COMMITTEES AND DIVISIONS**

### **SECTION 1 APPOINTMENT AND AUTHORITY**

The president, by and with the approval of the board of directors, shall appoint all committees and committee leaders. The president may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the president and shall serve concurrent with the term of the appointing president unless a different term is approved by the board of directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors and to carry on 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 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 committee.

### **SECTION 3 TESTIMONY**

Once committee action has been approved by the board of directors it shall be incumbent upon the committee leaders 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 when requested or appropriate.

### **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, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the board of directors.

## **ARTICLE VII FINANCES**

### **SECTION 1 FUNDS**

All money paid to the chamber shall be placed in a general operation fund. Funds unused from the current year's budget will be placed in a reserve account.

### **SECTION 2 DISBURSEMENTS**

Upon approval of the budget, the treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursements shall be by check, which will be signed by two (2) members of the executive committee.

### **SECTION 3 FISCAL YEAR**

The fiscal year of the chamber shall close on December 31<sup>st</sup>.

### **SECTION 4 BUDGET**

As soon as possible after election of the new board of directors and officers but no later than March 1<sup>st</sup>, the executive committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

### **SECTION 5 ANNUAL AUDIT**

The accounts of the chamber of commerce shall be audited annually as of business on December 31<sup>st</sup> 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**

Officers and staff as the board of directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the chamber.

## **ARTICLE VIII DISSOLUTION**

### **SECTION 1 PROCEDURE**

The chamber shall use its funds only to accomplish the objectives and purposes specified in the by-laws and no part of said funds shall 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)(3).

**ARTICLE IX  
PARLIAMENTARY PROCEDURE**

**SECTION 1 PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the charter or by-laws of the chamber.

**ARTICLE X  
AMENDMENTS**

**SECTION 1 REVISIONS**

These by-laws 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 or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

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