

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:

To promote and improve the business environment, stimulate a vibrant local economy and produce a cooperative effort to enhance the overall quality of life in Cut Bank and its surrounding areas.

SECTION 3 AREA

The Cut Bank area shall mean to include all Glacier County and surrounding area.

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) (6) 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 MEMBERSHIP

Forms for membership shall be completed on forms provided for that purpose. Any business or individual shall become a member upon payment of the regularly scheduled dues and must agree to adhere to the by-laws, rules and regulations of the organization.

SECTION 3 DUES

Membership dues shall be at such rate as prescribed by the board of directors, payable annually.

SECTION 4 TERMINATION

Any member may withdraw from the chamber upon written request to the board of directors. 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 individual member or business member in good standing shall be entitled to cast one vote.

SECTION 6 ORIENTATION

At regular annual intervals, orientation on the purposes and activities of this organization may be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new members.

SECTION 7 HONORARY MEMBERSHIP

Distinction in public affairs may confer eligibility to an annual honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues annually. 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 February of each year. The time and place shall be fixed by the board of directors and publicly noticed at least fifteen (15) days before said meeting.

SECTION 2 SPECIAL 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 the request

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 the annual meeting of the chamber, ten (10) 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, and 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.

At the October board meeting, the nominating committee shall present to the board 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.

Upon board approval, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of vacant positions to be filled, and 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 before November 1.

The ballot shall be marked in accordance with instructions printed on the ballot and returned to the chamber office on or before November 25. The board of directors shall at their regular December board meeting declare the number of vacant positions to be filled 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.

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, vice-president, 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 meeting 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. Vice-President – 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 also serve as head of the program of work committees of the chamber. As such the vice-president 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 or delegate the sending out of 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 or as delegated and voted on by the board. 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, as well as those duties assigned by the president and board of directors.

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

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, 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.

ARTICLE VII FINANCES

SECTION 1 FUNDS

All money paid to the chamber may be placed in a general operation fund. Funds unused from the current year's budget may 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 or as delegated and voted on by the board.

SECTION 3 FISCAL YEAR

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

SECTION 4 BUDGET

As soon as possible after election of the new board of directors and officers but no later than March 1st, the treasurer shall present the budget for the current fiscal year and submit it to the board of directors for approval at the March board meeting.

SECTION 5 ANNUAL AUDIT

The accounts of the chamber of commerce shall be audited annually as 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

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 may 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.

Adopted: August 16, 1983
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