

CRAWFORD AREA CHAMBER OF COMMERCE  
CRAWFORD, COLORADO  
BY-LAWS

**Article I**  
**-Name-**

The name of this organization shall be the Crawford Area Chamber of Commerce, hereafter referred to as the "Chamber".

**Article II**  
**-Purpose-**

The purpose of the Chamber shall be to promote and support the general welfare and economic prosperity of the commercial and civic interests of the community at large of the Crawford area; to use such means as are best calculated to protect the interests of its members; to promote integrity and good faith; to facilitate business relationships; to encourage communications and input with local government agencies; to cultivate a spirit of cooperation among businesses, professionals and the general public with the intent of stimulating business in Crawford and the North Fork area.

**Article III**  
**-Membership and Meetings-**

**Section 1:** Any person, organization, or business interest may subscribe to membership in the Crawford Area Chamber of Commerce, subject to these by-laws. Membership shall be offered in three categories: General Business Members (any entity registered to conduct a lawful business in the State of Colorado), Non-Profit Business Members (any entity registered with the State of Colorado as a Non-Profit Corporation) and Supporting Members (any individual representing only personal interests). Business members in either category (General Business or Non-Profit Business) shall enjoy full voting privileges, while Supporting 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. Membership(s) shall not be transferable.

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

**Section 3:** Membership dues shall be determined by the Board of Directors each year. New members joining after July 31 will be assessed pro-rated dues equal to a half year membership.

**Section 4:** 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 Board will take place a once per month and may be cancelled with a majority vote providing there is no outstanding business to be addressed. A majority of Board Members present shall constitute a quorum. Board meetings shall be open to the general public but do not require advance notice to the Membership. The Annual Meeting will take place in November. Special meetings may be called by the President and, except in the case of an emergency, at least ten days' notice shall be given.

**Article IV**  
**-Government and Election of Board of Directors-**

**Section 1:** The government of Chamber Business shall be vested in the Board of Directors the number of which shall consist of no less than five members and no more than 7 members. The Board will consist of the President, Vice President, Secretary or Communications Secretary and Recording Secretary, Treasurer and at least one Non-Officer Member. The term of each seat on the Board shall be two (2) years or until their successors are elected and have assumed office.

**Section 2:** The election of Board members for any vacant or expiring seats 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. After presenting a slate of nominations received prior to the Annual Meeting, a call for further nominations from the floor shall be made. The election will be conducted by secret ballot. 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 Chamber by U.S. Mail no later than 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.

**Section 3:** Following the Annual Meeting and election of Board members, the new Board shall convene to select the Board members to fill each Officer position. Officers shall serve a two year term, and shall be made by consensus, 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. No Officer shall hold more than one office at a time except to perform the duties of a vacancy until a new Officer is appointed.

**Section 4:** Non-Officer Board Members will be expected to attend meetings of the Board and will have voting authority equal to that of other Board Members.

**Section 5:** Resignation of any Board Member may be submitted in writing or verbally at shall take effect at the time stated therein.

**Section 6:** Vacancies of office for any cause other than expiration of term of office may be filled by unanimous consent of the remaining Board. Any person so appointed shall serve until the expiration of said term.

**Section 7:** Any member of the Board of Directors may be removed by a majority vote of the Board Members for regularly failing to attend meetings of the Board, without an accepted absence; or be found to be acting contrary to the prescriptions of these by-laws; or whenever in the Board's judgement, the best interest of the Chamber would be served.

**Section 8:** The Board shall have possession of, and responsibility for, the property of the Chamber, and shall faithfully discharge the day-to-day business of the Chamber adhering to these by-laws and the established polices of the Chamber. The institution of new policies, or changes to existing policies of the Chamber, as recommended by the Board, shall be determined by a simple majority of members of the quorum of the Annual Meeting.

**Section 9:** 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 Chamber. The Board shall have no power to make the Chamber liable for any financial obligations exceeding the assets in possession of the Chamber.

## **Article V**

### **-Duties of the Officers and Board of Directors-**

**Section 1:** The President shall act as director of the Chamber, 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 Chamber, providing decisions do not conflict with any decisions of the Board, do not conflict with the adopted budget, and are not regarding policy.

**Section 2:** In the absence of the President, the Vice President shall perform his/her duties; and in the absence of both the President and Vice President, any important functions of the Chamber shall be rescheduled.

**Section 3:** 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. The Secretary shall keep all records of the activities of the Chamber, including a log of the minutes of each and every meeting of the Chamber providing such minutes to Board Members within fifteen days after such meeting. Additionally, the Secretary, shall be custodian of records. The custodian shall keep safely the official documents of the organization such as the organizational documents, the Bylaws and any amendments to the same, as well as a Seal if there should be one, and any other records and correspondence of this organization.

The Board, at its discretion, may determine to split the Secretary office into two offices, a Recording Secretary and a Correspondence Secretary. In such a case the Recording Secretary shall keep all records of the activities of the Chamber, including a log of the minutes of each and every meeting of the Chamber providing such minutes to Board Members within fifteen days after such meeting. The Recording Secretary shall also be custodian of records. The Correspondence 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.

**Section 4:** The Treasurer shall collect all monies due and deposit them in the Chamber's bank account and pay all bills as budgeted by the Chamber. Any unbudgeted expenditure of the Chamber, greater than \$100 shall be presented by the Treasurer to the Board for approval in relation to the annual budget. The Treasurer shall keep complete records of these transactions, and conduct the financial affairs of the Chamber within the limits of the annual budget. The Treasurer shall report all financial transactions to Board at each monthly meeting and provide a report of the Chamber's financial position at the Annual Meeting. The Treasurer shall provide to the Board, at its December meeting, the books for the previous fiscal year and a proposed budget for the upcoming year based on the estimated income and expenses. The Board shall make any needful adjustments and adopt the budget prior to the beginning of the new fiscal year.

**Article VI**  
**-Committees-**

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

**Section 2:** Members shall be appointed to committees by the President with Board Approval. Committee Chairpersons shall be responsible for the functioning of their committee, and the success of the committee's program. Committees are expected to function as semi-autonomous entities, and to act within these by-laws and the Chamber's budget. Any program or project of a committee must be outlined in writing and presented to the Board for approval prior to execution. Committee reports shall be presented at Board meetings as needed or as requested by the Board. A majority of the members of a committee shall constitute a quorum.

**Article VII**  
**-Finance-**

**Section 1:** The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December.

**Section 2:** The Board of Directors may authorize any officer, or officers of the Chamber to enter into any contract or execute and deliver any Instrument in the name of and on behalf of the Chamber.

**Section 3:** Each December the Treasurer shall prepare a proposed budget to present to the Board who shall adopt a budget prior to the start of each calendar year 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 Chamber.

**Section 4:** All disbursements of the Chamber 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 Chamber be made for any purpose other than to defray budgeted expenses, or those expenses approved by the Board or a quorum of the membership.

**Section 5:** All donations made by the Chamber to any entity shall be approved by the Board of Directors prior to funding. Donations shall be made only to organizations, not to individuals.

**Article VIII**  
**-Parliamentary Authority-**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Chamber in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**Article IX**  
**-Amendment-**

These bylaws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote provided notice of any proposed amendments has been given at a previous meeting.

**Article X**  
**-Policy-**

**Section 1:** Under no circumstances shall any action be taken by the Chamber, 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 Chamber 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**  
**-Dissolution Clause-**

The Chamber shall use its funds only to accomplish the objectives and purposes as specified in these bylaws. No income, contributions or other revenue of funds shall inure to the benefit of any member. In the event of dissolution of the Chamber, any funds of property remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations or organizations to be selected by the Board of Directors.

Adopted this 12<sup>th</sup> day of June 2017 by the current Board of Directors.