

Bylaws Of The Evergreen Area Chamber of Commerce

Revised *effective 1-1-2016*

Article I

General

Section 1.1 The name of the organization is Evergreen Area Chamber of Commerce.

Section 1.2 The Evergreen Area Chamber of Commerce is a leadership organization of people in business and the professions whose mission is to represent the interests of the business community, create and promote a favorable climate for balanced economic development, and provide a forum for effective communication and advocacy of issues affecting the Evergreen area business community.

Article II

Membership

Section 2.1 Any individual or entity having an interest in the objectives of the Evergreen Area Chamber of Commerce shall be eligible for membership. There shall be two classes of members:

- (a) Class A members are assessed annually for a monetary payment to the corporation for costs, expenses, investments and obligations of the corporation.
- (b) Class B members are honorary members selected by the Board of Directors at its sole discretion. (See sec. 2.6)

Section 2.2 Applications for membership shall be in writing on the forms provided for the purpose and be signed by the applicant. Approval of new members shall be by an affirmative vote of a majority of the Board of Directors present at the next Board of Directors meeting following receipt of application. Membership approval shall be at the sole discretion of the Board of Directors.

Section 2.3 Annual membership dues shall be at such rate or rates as may be from time to time prescribed by the Board of Directors. Dues are nonrefundable in the event of termination of membership.

Section 2.4

- (a) Any member may resign from the Chamber upon written request to the Board of Directors.
- (b) Any member who is delinquent by more than thirty (30) days in the payment of dues shall give up its status within the Chamber as a member in good standing and will not be allowed those privileges of membership attached thereto. Members delinquent in their dues payment will receive written notification of their status. Any member who is delinquent more than ninety (90) days is subject to having its membership automatically terminated in the sole discretion of the Evergreen Area Chamber of Commerce Board of Directors.

- (c) A member may be expelled by the Board of Directors with or without cause after thirty (30) days written notice provided that the member shall first have a hearing before the Board of Directors if requested in writing. A two-thirds (2/3) vote of the Board of Directors present at any regular or special meeting shall be necessary to expel a member.

Section 2.5 In any proceeding in which voting by members is called for, each class A member in good standing shall be entitled to one vote.

Section 2.6 Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all of the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors may confer or revoke honorary membership by majority vote of the Directors present at any regular or special meeting.

Article III

Membership Meetings

Section 3.1 Special meetings of the membership may be ordered by the Board, called by the Chair(s) of the Board, or by presentation of a petition signed by not less than ten percent (10%) of the members in good standing.

Section 3.2 At any membership meeting call pursuant to 3.1 the members present shall have the right to be heard but, shall not have any voting right. Any action taken at any such meeting shall be deemed the action of the membership of the Chamber.

Section 3.3 Notice for member meetings shall be sent not less than ten (10) and not more than fifty (50) days prior to such meeting. Any notice of the meeting shall be deemed given when deposited in the United States mails so addressed with postage prepaid. The Chamber newsletter may serve as an official means of notice. Notice may include a by proxy E-mail, facsimile, or any other manor reasonably calculated to advise of the date, time and location of the meeting per current Colorado law.

Section 3.4 An annual report shall be prepared. The report shall include:

- (a) Treasurer's Report
- (b) President's Report
- (c) Committee Reports
- (d) Board of Directors appointments for the following years

The annual report shall be available to each member at the chamber office or upon its web site, or in any other manner reasonably calculated to make it available for review by the membership.

Article IV

Board of Directors

Section 4.1 The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors which will control its property, be responsible for its finances and direct its affairs. The Board shall be composed of not less than nine (9) nor more than sixteen (16) members so that no more than five (5) directors are elected each year. Following their election and appointment, the continuing Board shall meet, qualify and elect from their own number a Chair or Co-Chairs of the Board, Chair-Elect or Co-Chairs-Elect of the Board, a Treasurer and a Secretary.

Section 4.2

(a) At the October Board meeting each year, Directors shall be appointed to fill vacancies for the next year, commencing the following January 1st. Directors may be nominated by petition as outlined in sec. 4.2 (d)

(b) The People Committee shall nominate from the members of the Chamber at least as many candidates for election to the Board of Directors as there are vacancies to be filled by appointment.

(c) The People Committee shall file a list with the Chair(s) of the Board of the nominees recommended no later than forty-five (45) days before the **October Board Meeting**. Each candidate must be a member in good standing and must have agreed to accept the criteria, conditions and responsibilities of Directorship if appointed as outlined in written form by the President and the Board.

(d) Additional candidates for Director can be nominated by petition bearing the signatures of at least five (5) percent of the current members in good standing of the Chamber. Said petition shall be on a form provided by the Chamber and available to members at the Chamber office. It shall state the name of the person being nominated, affirm that the member is a member in good standing and affirm that the candidate is willing and able to serve a full term as Director, if appointed. Each petition shall only contain one named candidate. Each petition must be filed in the office of the Chamber President no less than 15 days prior to the October Board Meeting. The determination of the People Committee as to the legality of the petitions(s) shall be final.

(e) The People Committee shall present all candidates individually, whether nominated by the committee or the membership by proper petition, to the Board for appointment by majority vote.

Section 4.3 All newly elected Board Members shall be seated at and participate in the regular November and December Board meetings, but may not vote at such meetings. They shall be participating and voting members commencing January 1st the following year. Retiring Directors shall continue to serve and vote until December 31st.

Section 4.4 If any vacancy among the elected members of the Board of Directors shall occur by reason of death, resignation or other cause, the People Committee shall select a nominee at its next regular meeting, the time and place of which shall be announced to all Directors. The name of the selected nominee(s) shall be proposed by the People Committee to the Board of Directors at the next regular Board meeting. Approval of the nominee(s) require/s a two-thirds (2/3) of the Directors present at the meeting. Any Director(s) chosen to fill a vacancy shall serve for the unexpired term. If

the Director(s) is/are replacing a Director(s) who was/were an officer(s) of the Board, the new Director(s) shall not fill the office position. Such position shall be filled as provided in Article 6.

Section 4.5 Directors who have completed their three (3) year term of office shall be eligible to be nominated for up to two (2) additional one (1) year term, regardless of the number of years as a director. Retiring Directors shall not be eligible to serve as a Director again until after the lapse of at least one (1) year following the end of such Director's term of office.

Section 4.6 The Board of Directors shall meet at least once per month. Special meetings may be called by the Chair(s) of the Board, or shall be called upon written request of three members of the Board of Directors. Notice shall be given at least 24 hours in advance of such meeting by telephone, facsimile, e-mail or other convenient means reasonably calculated to provide notice to the Board of Directors. An Executive Session shall be held as often as the Chair(s) of the Board deem/s necessary.

Section 4.7 A planning session shall be held in the month of October for the purpose of soliciting input from Board members relating to the strategic plan for the following year. This planning session is to be attended by all current and newly appointed Board members and may replace the regularly scheduled October Board meeting.

Section 4.8 At all meetings of the Board of Directors, a majority of the elected Directors shall constitute a quorum. Except as otherwise provided in these Bylaws, an action by the Board shall be by majority vote of those voting at a properly scheduled meeting where a quorum is present. In the event of Co-Chairs or Co-Chairs-elect, both are counted toward Board membership in determining a quorum. When Co-Chairs or Co-Chairs Elect are both present at a meeting, only one Chair/Chair-Elect will act as Chair, run the meeting and cast deciding votes.

Section 4.9 Voting by Proxy. Except as otherwise provided in these bylaws, a Director may vote either in person or by proxy executed in writing by the Director or a duly authorized attorney-in-fact of such Director. (For purposes of this Section, a proxy granted by telegram, e-mail or facsimile transmission by a Director shall be deemed "executed in writing by the Director.") No proxy shall be voted at any meeting of the Board of Directors unless the same shall be filed with the Secretary of the Board at the commencement of the meeting.

Section 4.10 Any member of the Board of Directors who is absent from more than three (3) regular Board meetings within one year shall have his or her tenure reviewed by the People Committee. Any director may be removed by an action of the Board as described in 4.8. Vacancies on the Board resulting from this Section shall be filled as per Section 4.4

Section 4.11 The Board of Directors shall employ a President and shall fix the salary and other considerations of employment. A President is first nominated pursuant to Section 6.2(8) by the People Committee and then approved by a majority vote of the full Board of Directors. In the event the full Board of Directors fails to approve a nominee, the People Committee shall present a new nominee until a nominee has been approved by the full Board of Directors. The President shall be an ex-officio non-voting member of the Board and shall attend all regularly scheduled monthly Board meetings.

Section 4.12 Any action that might be taken at a meeting of the Board of Directors may be taken without a meeting if consent is in writing (including email), setting forth the action taken, and is signed by all of the Directors entitled to vote; and each Director either: (a) votes for such action; or (b) votes against such action or (c) abstains from voting. Meetings may be held by telephone conference or any other similar means of communications by which the participating Directors may communicate and cast votes. Such participation shall constitute presence in person at the meeting.

Article V

Executive Committee

Section 5.1 **Appointment.** The Board of Directors by resolution adopted by a majority of the full Board, may designate five (5) or more of its board members to constitute an Executive Committee, which will include the Chair(s) of the Board, Immediate Past Chair(s) of the Board (if still a board member(s)), Chair(s)-Elect of the Board, Treasurer and/or Secretary. The President shall be an ex-officio non-voting member. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 5.2 **Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee, and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Chamber otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the Chamber or a revocation thereof, or amending the Bylaws of the Chamber.

Section 5.3 **Tenure.** Each member of the Executive Committee shall hold office until December 31 following his or her designation and until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

Section 5.4 **Meetings.** Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the members of the Executive Committee at his or her business address. An Executive Session shall be held as often as the Chair(s) of the Board deem/s necessary. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting, but the Committee shall be accountable to the Board for its actions.

Section 5.5 **Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present. In the event of immediate past Co-Chair, Co-Chairs or Co-Chairs-elect, both are

encouraged but not required to attend. The combined vote of Co-Chairs will have the weight of one vote. Both Co-Chairs are counted as one member in counting the Executive Committee membership to determine a quorum.

Section 5.6 **Informal Action.** Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if there is consent in writing, setting forth the action so taken. Such consent shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof. One Co-Chair may sign on behalf of both Co-Chairs. One Co-Chair-Elect may sign on behalf of both Co-Chairs-Elect.

Section 5.7 **Vacancies.** Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 5.8 **Resignations and Removal.** Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Chair(s) of the Board or Secretary of the Chamber, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.9 **Procedure.** The Chair(s) of the Board shall be the presiding officer(s) over the Executive Committee. The members may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors at its next meeting.

Article VI

People Committee

Section 6.1 **Appointment.** The People Committee shall consist of standing members and temporary members as follows:

- (a) **Standing Members.** The standing members of the People Committee shall be the Chair(s) of the Board, Immediate Past Chair(s) of the Board (if still a board member(s)), Chair(s)-Elect of the Board and two (2) other board members as appointed by the Chair(s) of the Board and ratified by a majority of the full Board of Directors; and
- (b) **Temporary Members.** When the People Committee seeks to: (1) Identify, recruit, and recommend potential new Board members other than as prescribed in Section 4.4; or (2) Conduct a search for a President it shall add two (2) non-Board members, who are members of the Chamber, to assist in such task. The appointment of these additional committee members shall be limited to the duration in which it takes to accomplish the task in which they were appointed to assist. These two additional committee members shall be appointed by the Chair(s) of the Board and ratified by a majority vote of the full Board of Directors.

The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 6.2 **Authority.** The People Committee shall: (1) Identify, recruit, and recommend potential new Board members and Officers for the Board of Directors; (2) Oversee Board performance and engagement; (3) Serve as a resource to the President for leadership and staff development; (4) Establish and review, at least annually, compensation for President; (5) Serve as an appeal board for staff issues which the parties thereto do not feel were appropriately resolved through the normal staff appeal process; (6) Oversee the onboarding process of new Board members; (7) Review not less than annually and administer the Board policy manual; (8) Conduct a search for a President in the event of a vacancy or expected vacancy in the office of President in order to present a nominee for President for approval by the full Board of Directors; and (9) Perform any and all other responsibilities assigned to it in the Bylaws of the Evergreen Area Chamber of Commerce as well as take all reasonable measures to further or accomplish its responsibilities. The People Committee shall discuss, review, and make final recommendations, as needed, and shall present all recommendations and decisions to the full Board for consideration and final approval by the full Board. No recommendation, action, or decision shall be effective until approved by a majority vote of the full Board;

Section 6.3 **Tenure.** Each member of the People Committee shall hold office until December 31 following his or her designation and until his or her successor is designated as a member of the People Committee and is elected and qualified.

Section 6.4 **Meetings.** The Chair(s) of the Board shall determine the frequency of regular meetings of the People Committee by resolution as needed, but no less than quarterly. A meeting of the People Committee shall be held as often as the Chair(s) of the Board deem/s necessary. Meetings of the People Committee may exclude staff or board members of whom are under review or discussion by the People Committee and the decision to exclude a staff or board member shall be made in the sole subjective discretion of the Chair(s) of the Board. Upon obtaining permission from the Chair(s) of the Board, any member of the People Committee may invite special attendees and guests to a meeting of the People Committee. Regular meetings of the People Committee may be held without notice at such time and places as the Chair(s) of the Board may fix by resolution. Special meetings of the People Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the members of the People Committee at his or her business address. Any member of the People Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the People Committee need not state the business proposed to be transacted at the meeting, but the Committee shall be accountable to the Board for its actions.

Section 6.5 **Quorum.** A majority of the members of the People Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the People Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present. In the event of immediate past Co-Chair, Co-Chairs or Co-Chairs-elect, both are encouraged but not required to attend. The combined vote of Co-Chairs will have the weight of one vote. Both Co-Chairs are counted as one member in counting the People Committee membership to determine a quorum.

Section 6.6 **Informal Action.** Any action required or permitted to be taken by the People Committee at a meeting may be taken without a meeting if there is consent in writing, setting forth the action so taken. Such consent shall be signed by all of the members of the People Committee entitled to vote with respect to the subject matter thereof. One immediate past Co-Chair may sign on behalf of both immediate past Co-Chairs. One Co-Chair may sign on behalf of both Co-Chairs. One Co-Chair-Elect may sign on behalf of both Co-Chairs-Elect.

Section 6.7 **Vacancies.** Any vacancy in the People Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 6.8 **Resignations and Removal.** Any member of the People Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the People Committee may resign from the People Committee at any time by giving written notice to the Chair(s) of the Board or Secretary of the Chamber, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.9 **Procedure.** The Chair(s) of the Board shall be the presiding officer(s) over the People Committee. The members may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. The People Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors at its next meeting.

Article VII

Officers

Section 7.1 The officers of the Chamber shall be Chair(s) of the Board, Chair(s)-Elect of the Board, President, Treasurer and Secretary.

Section 7.2 The People Committee shall present its recommendations for officers for the following year at the regular November Board meeting. Directors present at the meeting shall vote on the nominees, individually, by secret ballot. Approval requires the affirmative vote of two-thirds (2/3) of the Directors present. If any Director nominated for officer fails to receive approval, nominations will be made from the floor. This process shall continue until the officer positions are filled.

Section 7.3 Except for the President who is an employee of the Chamber, the term of office for all officers shall be one calendar year, effective January 1st of the year following the election.

Section 7.4 Responsibilities of the Chamber officers are as follows:

- (a) **Chair(s) of the Board** – The Chair(s) of the Board shall serve as the chief-elected officer(s) of the Chamber and shall preside at all meetings of the general membership, Board of Directors, Executive Committee, and People Committee. The Chair(s) of the Board shall, with the advice and counsel of the President, appoint the chairs of the Committees, subject to Board approval, and shall be an ex-officio member thereof. The Chair(s) shall be the official spokesperson(s) for the Chamber in situations when such representation is appropriate. It is permissible for one person to serve as Chair of the Board or, in the alternative, for two people to serve as Co-Chairs of the Board.

- (b) **Chair(s)-Elect of the Board** – The Chair(s)-Elect of the Board shall exercise the powers and authority and perform the duties of Chair(s) of the Board in the absence of the Chair(s) and shall function as deputy/ies to the Chairperson(s) of the Board. The Chair(s)-Elect of the Board shall work with the Chair(s) of the Board to ensure that the policies and programs of the Chamber are properly executed and shall perform additional tasks as may be delegated by the Chair(s) of the Board. Upon expiration of the Chair(s) of the Board's term, the Chair(s)-Elect of the Board shall succeed to the office of Chair(s) of the Board. It is permissible for one person to serve as Chair-Elect of the Board or, in the alternative, for two people to serve as Co-Chairs-Elect of the Board.
- (c) **Treasurer** – The Treasurer shall be responsible for safeguarding 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. The Treasurer shall cause a monthly financial report to be made to the Board.
- (d) **Secretary** – The Secretary shall cause to ensure that the minutes are kept of the meetings of the members, of the Board of Directors and of the Executive Committee; see that notices are duly given in accordance with the bylaws as required by law; keep a register of the post office address of member; be the custodian of the corporate records and of the seal of the corporation and see that the seal is affixed to all documents authorized to be executed on behalf of the corporation.
- (e) **President** – The President shall be the chief executive officer of the corporation and shall cause to prepare notices, agendas and other communications as may be required. The President shall be responsible to the Board of Directors for the competent discharge of all duties as stated in the current job description for the position.

In cooperation with the Chair(s) of the Board and other Chamber officers, the President shall be responsible for the implementation of the annual strategic plan. The President shall assure that all receipts and expenditures meet budgetary guidelines.

The President shall be responsible for hiring, directing, supervising and discharging all Chamber employees.

Section. 7.5 Immediately following the election of officers in November, the Executive Committee shall become the Combined Executive Committee for the months of November and December. It shall be composed of the Chair(s) of the Board, Immediate Past Chair(s) of the Board, Chair(s)-Elect of the Board, Treasurer, Secretary, newly elected Chair(s)-Elect of the Board, newly elected Treasurer, and newly-elected Secretary. The President shall be an ex-officio non-voting member.

Section 7.6 The Executive Committee shall be responsible for ensuring that there is a strategic plan for the Chamber for the coming year. This strategic plan is to clearly spell out the objectives for the next year, along with the strategies to be implemented in order to accomplish the objectives. The strategic plan shall also include a working budget for the coming year. The President shall distribute the proposed strategic plan to all Board members by October 31st. The strategic plan shall be reviewed and discussed by the Board of Directors at the November board meeting. The strategic plan and final budget shall be voted on for approval at the December Board meeting. Said approval shall require the affirmative of a majority of the Board of Directors present and voting.

Section 7.7 Any officer may be removed by an action of the Board as described in Article 4.

Section 7.8 In the event an officer position is vacated, it shall be filled as follows:

- (a) The Chair(s) of the board shall be replaced by the Chair(s)-Elect of the Board, subject to the affirmative vote of two-thirds (2/3) of the Directors present at the next regularly scheduled meeting of the Board, per Article 4. Voting shall be by secret ballot. If the Chair(s)-Elect of the Board fail(s) to receive approval, nominations will be made from the floor. This process shall continue until the Chair(s) of the Board position is/are filled.
- (b) All other officer positions shall be replaced by the People Committee recommending a Director to the Board at the next regularly scheduled meeting of the Board. Directors present at the meeting shall vote on two-thirds (2/3) of the Directors present. If the director recommended for the office fails to receive approval, nominations will be made from the floor. This process shall continue until the officer position is filled.

Article VIII

Committees

Section 8.1 There shall be three types of committees authorized by these Bylaws: Standing Board Committees, special Board Committees and Operational Committees.

- (a) **Standing Board Committee.** A committee provided for by the Bylaws or resolution of the Board is a Standing Board Committee. These committees are permanent, and shall be appointed as provided by the Bylaws. Examples of these consist of an *Executive Committee*, a *Finance Committee*, a *Strategic Advisory Committee* and a *People Committee*.
- (b) **Special Board Committee.** A committee appointed for a special purpose on an “ad hoc” basis is a Special Committee. Such a committee shall make investigations, conduct studies and hearings, perform functions, stage activities, make recommendations to the board, and perform such other functions, services, and activities as may from time to time be delegated to it by the Board of Directors. A Special Board Committee ceases to exist when it has completed its work and made its final report to the Board of Directors.

Should the Board appoint an ad hoc committee for the purpose of sponsorship or endorsement of ‘public affairs’ or other ‘advocacy issues’ that bear interest to chamber membership, that committee shall follow guidelines and a review process prescribed by the Board.

Any action recommended shall require a two-thirds (2/3) vote of the entire Board of Directors,

- (c) **Operational Committee.** A committee provided for by the Bylaws or resolution of the Board acts under the appointment and guidance of the President, which enables him/her to execute the annual strategic plan.

Section 8.2 The Board of Directors may, by resolution adopted by affirmative vote of two-thirds (2/3) of the Directors present at a regularly scheduled meeting, designate and appoint one or more Standing or Special Board Committees, each of which shall consist of one or more Directors, or one or more Operational Committees. The Chair(s) of the Board shall be responsible for appointing the chair of each committee and for committee organization, subject to confirmation by the board of Directors. All committees and chairs so appointed shall serve at the pleasure of the Chair(s) of the Board and concurrent with the term of office of the Chair(s) of the Board making the appointment.

Section 8.3 The chair of all Standing Committees shall be a member of the Board of Directors. Unless otherwise provided by the Bylaws, membership on any committee shall be open to any member in good standing subject to the approval of the Board of Directors.

Section 8.4 All Standing Board Committees and Special Board Committees are to report to the Board of Directors on a monthly basis.

Section 8.5 Membership on all Operational Committees is open to any member in good standing. The President shall cause a report of each Operational Committee to be given to the Board of Directors on a monthly basis.

Article IX

Finances

Section 9.1 All money paid to the Chamber shall be placed in a general operating fund or special purpose fund(s) as the Board may direct. The Board of Directors shall designate a bank or banks to be used for Chamber business, which designation shall continue until affirmatively changed by the Board of Directors.

Section 9.2 The President shall prepare a proposed annual budget and submit it to the Executive Committee not later than November 30th of each year. This proposed budget shall be distributed to the Board of Directors for approval at the December Board of Directors meeting.

Section 9.3 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. No obligation shall be incurred, and no disbursements of funds of the Chamber shall be made, unless the same shall have been included in the current budget and authorized by the Board of Directors.

Section 9.4 All expenditures greater than \$2,500.00 that are not stated in the budget shall require an appropriation approved by any two members of the Finance Committee or Executive Committee. If the total cost of a previously approved appropriation should increase greater than \$2,500 the expenditure needs to be re-appropriated and approved. A petty cash fund of no more than one hundred fifty dollars (\$150.00) shall be maintained by the President.

Section 9.5 The President and such other officers and staff, as the Board shall designate, shall be bonded or insured in a sufficient amount set by the Board and paid for by the Chamber.

Section 9.6 Three board members of the Finance Committee shall review the Chamber's financial reports and report to the Board on a monthly basis. At any time, the Finance Committee or the Executive Committee may vote to request the Board to authorize a financial statement review or audit of the Chamber financial records by a certified public accountant or other qualified professional or agency ("Financial Review or Audit.") Upon the request of the Finance Committee or Executive Committee, the Board shall vote on whether to authorize a Financial Review or Audit. Each time that a new Chamber President is elected or appointed (including an interim President), the Board shall vote on whether to authorize a Financial Review or Audit. In addition, at any time, the Board may vote to authorize a Financial Review or Audit. If the Board votes to authorize a Financial Review or Audit, the Executive Committee shall engage a certified public accountant or other qualified professional or agency to perform the Financial Review or Audit within a reasonable time after such authorization.

Article X

Parliamentary Procedure

Section 10.1 The proceedings of Chamber meetings shall be governed by and conducted by the Chair(s) of the Board in accordance with *Robert's Rules of Order*, latest edition, which shall be recognized as the authority governing the meetings of the Chamber, its Board of Directors and Committees, in all instances wherein its provisions do not conflict with the By-laws.

Article XI

Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors, provided notice of the proposed change shall have been mailed (includes mailing by electronic means) to each member of the Chamber not less than ten (10) days prior to such meeting.

Article XII

Indemnification

Section 12.1 All Directors and Officers, former Directors and Officers of this Corporation and any person who may have served at the request of the Corporation and any person who may have served at the request of the Corporation as a Director or Officer (and heirs, executors or administrators) shall be indemnified by the corporation against all costs and legal or other expenses, including costs or amount of settlement, monetary or damages reasonably incurred by or imposed upon them, or any of them, in connection with or resulting from any claim, action or proceeding, civil or criminal, in which they, or any of them, are made parties by reason of being or having been Directors or Officers of the Corporation.

Section 12.2 The right of indemnification shall not apply, however, in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence, or for wanton, willful or intentional acts or

omissions, in the performance of duty as such Director or Officer, but entry of judgment by consent as part of a settlement shall not be deemed a final adjudication of liability for negligence or misconduct in the performance of duty. The right of indemnification herein provided shall not be exclusive or any other right to which those indemnified may be entitled under any statute, other bylaw, agreement, vote of members, vote of the Board of Directors, or otherwise.

Section 12.3 All Directors and officers shall be indemnified to the fullest extent under Colorado law.

Section 12.4 The right of indemnification herein provided shall not apply to employees of the corporation.

Article XIII

Gender

Whenever used herein, the singular number shall include the plural, the plural the singular and the use of any gender shall include and be applicable to all genders.

Article XIV

Fiscal and Elective year

The fiscal and elective year of the Chamber shall be the year commencing the first day of January and run through December 31.

Article XV

Non-Discrimination

The officers, directors, committee members, employees and persons served by this Chamber shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, sexual orientation or political affiliation.

Article XVI

Books and Records

The Chamber shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and Committees having any of the authority of the Board of Directors.

Adoption

The above and foregoing bylaws are hereby adopted by the Evergreen Area Chamber of Commerce by a 2/3 vote of the entire Board of Directors this 16th day of March, 2016, witness our hands and seal.

Chair of the Board

Date

Attest:

Secretary

Date