

**BY-LAWS
EUREKA AREA CHAMBER OF COMMERCE**

Article I – GENERAL

Section 1. Name:

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

Section 2. Purpose:

The purpose of the Eureka Area Chamber of Commerce is to promote and enhance the economic vitality of our community. Our mission is to support our membership through business promotion, networking opportunities, educational programs, visitor information services and community events which reflect our unique Northwest Montana Culture.

Our Chamber Core Values include, but are not limited to: networking/referrals, website, advertisement, educational programs, service community, ambassador program, credibility, visitor information center, and special events insurance.

Section 3. Limitations of Methods:

The Eureka 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 individual, association, firm, corporation, partnership, governmental entity or agency, or estate having an interest in the objective of the organization shall be eligible for membership.

Section 2. Membership Fees:

Membership fees shall be at such rate or rates, schedule or formula as may be established by the Board of Directors and shall be paid annually, semi-annually, or quarterly.

Section 3. Delinquency:

In case of delinquency of a member by failure to pay fees within 30 days after date of maturity, a written notice thereof shall be sent to that member. If at the end of 90 days thereafter, delinquency remains, the membership may be terminated.

Section 4. Expulsion:

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 r prejudicial to the aims of repute of the Chamber, after notice and opportunity for hearing are afforded the member complained against.

Section 5. Voting:

Each member of the Eureka Area Chamber of Commerce, or their agent shall be entitled to cast one (1) vote.

Section 6. Exercise of Privileges:

Any firm, association, corporation, partnership holding membership may nominate individuals whom the holder desires to exercise the privileges of membership as the holder's agent, covered by its subscription and shall have the right to change its membership upon written notices.

Article III – Meetings

Section 1. Annual Meeting:

The annual meeting of the Chamber of Commerce shall be held in November of each year. The time and place shall be fixed by the Board of Directors.

Section 2. Special Meetings:

Special meetings of the Chamber of Commerce may be called by the President of the Board, a majority of the Board of Directors, or upon petition in writing by not less than ten percent (10%)

Section 3. Notice:

Notice of both regular and special meetings shall be given to each member in person, phone call, e-mail, or by regular mail as well as public posting on Eureka Area Chamber of Commerce website and Face Book at least five (5) days prior to such meeting at their contact information.

Section 4. Quorum:

The Board of Directors shall meet at least ten (10) times each year, or more often as the Board shall deem necessary. Fifty percent (50%) plus one person of the then seated Directors shall constitute a quorum.

Article IV – Board of Directors

Section 1. Composition of the Board:

The Board of Directors shall be composed of (9) members, one-third (1/3) of whom shall be elect annually to serve for three (3) years. The immediate Past President of the Board shall automatically serve on the Board of Directors with full Voting privileges for an additional year should his/her (added) term on the Board expire correspondingly with his term as President of the Board.

The Board of Directors is the governing authority of the Chamber and responsible for all policies, finances, and properties.

Section 2. Nomination Committee:

At the regular August Board of Directors meeting the President of the Board shall appoint a Nomination Committee of not less than three (3) members of the Chamber. Prior to September 15, the Nomination committee shall present to the Chairman a slate of candidates equal to the number to be elected. Each candidate must be a member in good standing and must have agreed to accept the responsibilities of a directorship.

Section 3. Additional Nominations:

Upon receipt of the Nomination Committee report, the President of the Board shall immediately notify the membership by mail of the nominees. Additional nominations may be made from the floor at the Annual Meeting of the Membership, in November.

Section 4. Elections:

The election of the Board of Directors will take place at the Annual Meeting in November.

Section 5. Term of Office:

All newly elected Board members shall be invited to attend the December regular Board Meeting. Their term of office will begin January 1, and therefore, they will have no voting rights prior to that date.

Section 6. Board Meetings:

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board, without notifying the President in advance of each absence shall be disqualified, and a new Director may be selected by a majority vote of the Board to serve the remainder of the unexpired term. The same procedure shall be followed upon the death, resignation, or inability to serve of any officer or Director.

Section 7. Policy:

The Board of Directors is solely responsible for formulating the policies of this organization. These policies shall be maintained in a policy manual to be reviewed every three (3) years and revised as necessary.

Section 8 Management:

The Board of Directors may employ an Executive Director and may fix his/her salary and other considerations of employment.

Article V – Officers

Section 1. Composition:

The officers of the Eureka Area Chamber of Commerce shall consist of a President of the Board, Vice President of the Board, Secretary of the Board and Treasurer of the Board. The term of office shall be for one (1) year beginning January 1.

Section 2. Election:

The President of the Board shall, no later than August 1, select three (3) Board members to serve as the Nomination Committee. The Committee shall select a candidate whose term does not expire from the membership of the Board of Directors for each office to be filed. The nominations shall be presented to the Board of Directors for the ensuing year at the Annual November Meeting. The President of the Board shall ask for additional nominations from the Board and if there are none, those nominated will be voted on by secret ballot.

Section 3. Duties of the President of the Board:

The President of the Board shall be the chief volunteer of the Eureka Area Chamber of Commerce, and shall have the following duties:

1. Shall preside at all meeting of the membership and Board of Directors;
2. Shall be the President of the Executive Board;
3. Shall, with the advice and counsel of the Executive Board, select such committee and/or Task force chairperson as are necessary to carry out the Chamber's program of work; and
4. Shall, with the advice and counsel of the Executive Board, cause a periodic review to be made of the Chamber's aims and purposes so that it is responsible to the will of the membership.

Section 4. Duties of the Vice President of the Board:

The Vice President of the Board shall act in the absence or disability of the President of the Board, shall be a member of the Executive Board, and shall have such responsibilities as may be requested by the President of the Board.

Section 5. Duties of the Secretary:

The Secretary shall have the following duties:

1. Shall together with the President of the Board and the Chamber Staff keep accurate minutes of all meetings both regular and special meetings. These minutes shall have the date, place, and time of the meeting and who was in attendance. These minute shall be e-mailed to the Board Members for review prior to the next meeting.
2. Shall keep a file of all business conducted online (i.e. e-mails)

Section 6. Duties of the Treasurer:

The Treasurer shall have the following duties:

1. Shall together with the President of the Board and the Chamber Staff be in charge of the receipt and disbursement of the funds of the Chamber in accordance with the approved annual budget;
2. Shall, together with the President of the Board and the Chamber Staff keep accurate records of al Chamber business transactions;
3. Shall, together with the President of the Board and the Chamber Staff cause to prepare a monthly operating statement and to certify the same;
4. To study and make recommendations to the Board from time to time on the proper control of the Chamber's finances; and

5. Together with the President of the Board and Chamber Staff, shall make reports to the Board of Directors as to the Chambers financial condition.

Section 6. Qualifications:

Any person shall be eligible for nomination for any office providing that person is serving an elected term on the Board of Directors.

Article VI – Committees

Section 1. Appointment and Authority:

The President of the Board shall appoint all committees and committee chairperson subject to confirmation by the Board of Directors. The Board shall authorize and define the powers and duties of all standing committees and task forces except those whose function and scope of authority are set forth in these by-laws. Committee appointments shall be at the will and pleasure of the President of the Board and limited to the term of the apportioned Board President or until they are discharged by the President of the Board with consent of the Board of Directors. Standing committee members must also be current members of the Eureka Area Chamber of Commerce. It shall be the function of the various committees to make investigations, conduct studies and hearings and make appropriate recommendations to the Board of Directors to carry out such phases of the Chamber's goals and objectives as set forth in the program of work as may be delegated to them by the Board. At any duly called meeting of the committee or task force those present shall constitute a quorum.

Section 2. Limitation of Authority

No unit within the Chamber shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber to a question of policy without first receiving the approval of the Board of Directors.

Section 3 Executive Committee

The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and immediate Past President of the Board. In the interim between meetings of the Board, it shall control routine business of the Chamber and exercise such authority as may be specifically delegated by the Board. It shall exercise General supervision over the property, finances, and Executive Director of the Chamber. The Executive Committee shall have the authority to order disbursement of Chamber funds for necessary expenses, and may grant to any committee a reasonable amount of money for its work.

The Executive Committee shall review all committee recommendations for conformance to policy and budget and make appropriate recommendations to the Board of Directors, which shall have final authority in all committee actions.

Article VII – Finances

Section 1. Funds:

All money paid to the Chamber shall be placed in the appropriate Chamber owned account.

Section 2. Liability:

No disbursements of funds of the Chamber shall be made unless the same shall have been approved, authorized, and ordered by the Board of Directors. All disbursements shall be made by check or Chamber Bucks. The Officers of the Board of Directors shall be empowered as signatures.

Section 3. Fiscal Year:

The fiscal year of the Chamber shall start January 1 and shall close on December 31.

Article VIII – Indemnification and Limitation of Liability

Section 1. Indemnification:

To the full extent permitted by the Montana Non Profit Corporation Act, the Board of Directors shall authorize the Chamber to indemnify any present or former Director, employee or agent of the Chamber against judgment, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with a proceeding in which the person is, was, or is threatened to be made a named defendant or respondent because the person is or was a Director, officer, employee, or agent of the Chamber.

Section 2. Liability:

No director of the Chamber shall be personally liable to the Chamber of monetary damages for breach of fiduciary duty as a Director, provided; however, that this Section 2 shall not eliminate or limit the liability of a Director to the extent provided by applicable law

- For a breach of the Director’s duty of loyalty to the Chamber or its members,
- For acts or omissions that constitute willful misconduct, recklessness, or a knowing violation of law,
- For a transaction from which the Director derives an improper personal benefit, or
- For conflict of interest transactions, loans to or guarantees for Director and officers or unlawful distribution,
- Any act or omission occurring prior to the effective date of this Section 2. No amendment to or repeal to this Section shall apply to or have any effect on the

liability or alleged liability of any Director of the Chamber for or with respect to any acts or omissions on such Director occurring prior to such amendment or repeal.

Article IX – Parliamentary Procedure

The current edition of Roberts Rules of Order shall be the final source of authority governing all meeting procedures when such rules are consistent with the charter of by laws of this Chamber.

Article X – Provision for Amendment

These by laws may be amended or repealed by approval of two-thirds (2/3) of those voting provided that at least ten percent (10%) of the membership was present at any general meeting or at any special meeting. Written notice of intention to amend or repeal must be delivered personally or sent by mail or by e-mail to the address of record of each member at least fifteen (15) days prior to the general or special meeting which will address the amendment or repeal. A final vote of the members on a proposed amendment to the by-laws shall be by show of hands or written ballot.

Article XI – Dissolution

If at such time as the Board of Directors may see fit, based on just cause and adequate reason, it may recommend to the membership, the dissolution of the Chamber. After a period of thirty (30) days' notice to the membership the President of the Chamber, the Board shall be responsible for conducting a two-thirds (2/3) majority of the total membership eligible to vote. 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.