

Billings Area Chamber of Commerce

BYLAWS 2012

Approved by Board of Directors
May 16, 2005
Amended by Board of Directors
May 19, 2008
Amended by Board of Directors
August 25, 2008
Amended by Board of Directors
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John Brewer, President/CEO

Billings Area Chamber of Commerce BYLAWS

ARTICLE 1 ORGANIZATION

- 1.1 **Vision and Mission.** OUR VISION IS to achieve excellence in community leadership and growth. OUR MISSION IS to develop a strong business climate and vibrant economy by serving the community in a leadership role, thereby enhancing the quality of life.
- 1.2 **Limitation of Methods.** The Billings Area Chamber of Commerce (“Chamber”) 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

- 2.1 **Eligibility.** Any person, association, corporation, partnership or entity having an interest in the objectives of the organization shall be eligible to apply for membership.
- 2.2 **Membership Investment.** Membership dues shall be at such a rate or rates, schedules or formulas as may be prescribed by the Board of Directors (“Board”).
- 2.3 **Confirmation.** Membership shall be subject to confirmation by the Board.
- 2.4 **Honorary Membership.** Honorary membership may be conferred by a vote of the Board at a regular or specially called meeting, to distinguished persons in recognition of notable service. Honorary members shall be entitled to all privileges of the Chamber, except that they are not eligible to participate in elections nor exercise the voting privileges of active membership.
- 2.5 **Termination and Expulsion.** Any member who fails to pay the required dues may have its membership terminated by the Board. Any member who violates these Bylaws or any rules, policies or membership criteria may be expelled as a member by not less than a 2/3 vote of the Board. Any member charged with such violation shall be given written notice of such charges and of the date and place of the Board meeting at which expulsion will be considered at least ten days before such date, and shall be invited to appear for a full and complete hearing. If the Board expels a member, any dues paid by the member beyond the calendar quarter in which the expulsion occurs, shall be refunded.
- 2.6 **Resignation.** Any member may resign as a member at any time. No refund of any dues previously paid is required to be made.
- 2.7 **Voting.** In any proceedings in which voting by members is called for, each member shall be entitled to cast one (1) vote. If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Act requires a greater number of affirmative votes.

- 2.8 **Annual Meeting.** The annual meeting of the Chamber shall be held as early as practicable after July 1 of each year at such time and place as designated by the Board. Notice of the annual meeting shall be given to the members at least ten (10) days prior to the date of the meeting.
- 2.9 **Special Meetings.** Special meetings of the members of the Chamber may be called by the Chair of the Board at any time or upon a petition in writing of 1/20 of the members. Notice of a special meeting shall be given to each member at least five (5) days prior to such meeting. No business, other than that specified in the notice of meeting, shall be transacted at any special meeting of the members.
- 2.10 **Quorum.** At any duly called meeting of the members of the Chamber, those present shall constitute a quorum.

ARTICLE III

BOARD OF DIRECTORS

- 3.1 **Duties and Powers.** The Board of Directors shall be the governing body of the Chamber, subject only to the limitations and exceptions provided for in the Articles of Incorporation, these bylaws, or by law.
- 3.2 **Number and Selection.** The Board shall consist of no more than nineteen (19) and no less than fifteen (15) voting members elected by the membership. The Board shall, from time to time, fix the number of directors within the minimum and maximum limits, by resolution.
- 3.3 **Term of Office.**
- A. **Generally.** Directors elected by the members shall serve for three (3) years on a staggered term basis so that 1/3 of the elected directors retires in any given year at the end of the fiscal year, leaving 1/3 of the elected directors with an additional year of service, and the remaining 1/3 of the elected directors with an additional two (2) years of service. Directors may serve no more than two (2) consecutive complete terms in addition to any partial term to which they have been appointed prior to election. Second terms are not automatic and should only be considered, if in the opinion of the membership or Board, the individual has contributed to the organization through active participation, financial contribution or support of the Chamber's program objectives.
- B. **Extended Term.** Notwithstanding the foregoing section 3.3A, if a board member is serving as Chair or Chair Elect of the Board and such board member's second term expires at the end of his/her term as chair or chair elect, the term of such board member shall be automatically extended for an additional year or years, as necessary, to allow such board member to fulfill his/her role as Chair and/or Immediate Past Chair of the Board. Upon expiration of the extended term of such board member, a new board member shall be elected to serve for the balance of the term that would otherwise be remaining but for the application of this section 3.3B, in order to maintain 1/3 of the board positions expiring each year.
- 3.4 **Ex-officio Members of the Board.** The Chair of the Board may appoint one or more ex-officio members, as approved by the Board, to serve on the Board in an advisory position throughout the Chairperson's term. Ex-officio members have no voting authority.

- 3.5 **Elections.** Directors and the Officers of the Board shall be elected by the active membership by a ballot sent by mail or electronically at least thirty (30) days prior to the end of the current fiscal year. Each director and officer shall hold office until the expiration of his or her term of office or until his or her respective successors are elected and qualified. All terms begin at the start of the new fiscal year.
- A. **Nominating Committee.** The Executive Committee shall serve as the nominating committee.
- B. **Nominating Procedures/Directors.** Members will be asked to submit candidates for consideration by the Executive Committee. The Executive Committee shall select a slate of candidates equal to twice the number of Directors whose terms are expiring. Nominees to the Board must be Chamber members in good standing. The slate shall be presented to the Board by May 1 of each year for selection of nominees, and shall list candidates in the order of preference. Upon approval by the Board, the candidates will be contacted, in order of preference until there is a full slate of nominees. A ballot with the name of each board approved nominee and an option for a write in candidate will be sent by mail or electronically to all members. All ballots returned to the Chamber office no later than 5:00 p.m. on the last business day of May will be counted. The nominees receiving the greatest number of votes will be declared elected and will be certified at the June Board meeting.
- C. **Nominating Procedures/Officers.** The Executive Committee shall select and secure the acceptance of a qualified candidate from the current directors and officers for each of the offices, except for the President/CEO for the ensuing year. A recommended slate of candidates shall be presented to the Board by May 1.
- 3.6 **Vacancies.** When a vacancy occurs among the directors or directors elect, the Chair shall appoint a new director or director elect. Such appointment is subject to ratification by the Board, and shall continue for the balance of the unexpired term of the vacated director. The appointee remains eligible to serve two (2) full terms.
- 3.7 **Salaries.** Directors shall not receive any salary or compensation. The salary or compensation of the President/CEO shall be fixed by the Executive Committee of the Board.
- 3.8 **Removals.** Any director may be removed by a 2/3 vote of the Board whenever in its judgment the best interests of the Chamber will be served thereby.
- 3.9 **Conflict of Interest.** Any director or officer having an interest or conflict in a transaction presented to the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the Chamber's interest. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or

deliberations with respect to such contract or transaction, nor shall the director be counted in determining the quorum for the meeting or that portion of the meeting. The minutes of the

meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

- 4.1 **Monthly Meeting.** Regular monthly meetings of the Board will be held at a date, time and place determined by the Chair.
- 4.2 **Special Board Meetings.** Special board meetings may be called by the Chair of the Board or upon written application of not less than one-third (1/3) of the Board members.
- 4.3 **Notice of Meetings.** Notice of the time and place of monthly Board meetings or any special meetings of the Board shall be given by mail or electronically at least three (3) days prior to the date on which the meeting is to be held.
- 4.4 **Quorum and Action.** A majority of the Board will constitute a quorum for the transaction of business. The vote of a majority of the Board present at a meeting in which a quorum is present shall be the act of the Board. At any meeting of the Board at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. Once a director is present at a meeting, the director is deemed to be present for quorum purposes for the entire meeting and for any adjournment of the meeting, even if the director leaves before the conclusion of the meeting.
- 4.5 **Actions by Written Consent.** Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if at least two-thirds (2/3) of the directors sign a written consent describing the action taken and deliver the consent to the President/CEO for inclusion in the minutes or filing with the corporate records. An action taken under this bylaw without a meeting is effective when the last director required for action under this provision signs the consent, unless the consent specifies a different effective date. The consent may be signed in two or more duplicate counterparts, each of which shall constitute one and the same document. Signatures to the consent may be transmitted by fax or email, and shall be deemed original signatures. A consent signed under this bylaw has the effect of a meeting vote and may be described as a vote in any document.
- 4.6 **Attendance.** Directors shall not miss more than four (4) Board meetings during any fiscal year. Board attendance will be reviewed periodically at which time the Chair of the Board has the discretion and authority to advise those directors not complying that their absence is construed as resignation from the Board. Allowance for extenuating circumstances will be made. If a petition for reinstatement is not received, the Chair will proceed with filling the vacant position.
- 4.7 **Meetings by Conference Telephone.** The Board may permit any or all directors to participate in a meeting of the Board by, or conduct the meeting through use of, conference telephone or any means of communication by which all persons participating in the meeting may hear each other simultaneously during the meeting. A director participating in a meeting by conference telephone is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by telephone.

ARTICLE V

EXECUTIVE COMMITTEE

- 5.1 **Authority.** The Executive Committee shall have the authority to direct all affairs of the Chamber with the exception of amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any committee or any Director or officer of the Chamber; amending the Articles of Incorporation; adopting a plan of merger or authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by the bylaws. This committee shall have the sole responsibility for evaluation of the President/CEO at least annually and for any changes in compensation of the President/CEO. Annual staff salary increases and bonuses shall be reviewed by the Executive Committee as presented by the President/CEO. In personnel matters concerning the President/CEO, he/she may be excused or may be asked not to participate in those discussions. The combined compensation for staff and the President/CEO shall be presented to the full board for approval.
- 5.2 **Meetings.** The Executive Committee shall meet monthly or on call of the Chair, unless there are extenuating circumstances.
- 5.3 **Composition.** Members of the Executive Committee shall be the Officers and up to four additional Directors appointed by the Chair and ratified by the Board. The President/CEO shall be an ex-officio member of the Executive Committee without voting powers. Upon a majority vote of the members of the Executive Committee present at a meeting, the President/CEO may be excused from participation in the Executive Committee meeting.
- 5.4 **Quorum and Action.** A majority of the members of the Executive Committee must be present to constitute a quorum. The vote of a majority of the members of the Executive Committee present at a meeting in which a quorum is present shall be the act of the Executive Committee.

ARTICLE VI OFFICERS

- 6.1 **Officers.** The officers of the Chamber shall be the Chair of the Board, Chair-Elect, the President/CEO, Treasurer, and the immediate Past Chair.
- 6.2 **Vacancies.** If a vacancy occurs in the office of the Chair of the Board, the Chair-Elect shall succeed to the Chairmanship for the unexpired term. If a vacancy occurs in any of the other offices described in this Article, the Chair shall appoint a successor, subject to ratification by the Board.

- 6.3 **Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board, the Executive Committee and membership meetings and shall perform other duties as the Board may require. He or she shall be a voting member of all committees, task forces or groups, unless specified otherwise.
- 6.4 **Chair-Elect.** The Chair-Elect shall assist the Chair of the Board in whatever manner the Chair may suggest. In the event of the disability or inability of the Chair to serve, the Chair-Elect, with the approval of the Board, shall assume the duties of the Chair of the Board until such time as the Chair is capable of again assuming his responsibilities, or until his term of office expires.
- 6.5 **Treasurer.** The Treasurer shall have oversight of all funds and securities of the Chamber.
- 6.6 **Immediate Past Chair.** By virtue of past service as Chair of the Board, the immediate past chair will serve as a voting officer for one year following the end of his or her term as Chair.
- 6.7 **President/CEO.** The President/CEO shall be charged with the general supervision and management of the office and business affairs of the Chamber. He or she shall be the chief executive officer and shall be charged with initiating and implementing the marketing plan, budget and related projects, the general supervision over employees, including their duties and compensation in conformity with the policies approved by the Board, and conducting the business of the Chamber. The President/CEO may appoint a secretary to keep the minutes of the Board meetings, to keep other records as the Board may require, and to perform such other duties as may be prescribed by the Board or these Bylaws. The President/CEO shall so manage the affairs of the Chamber as to promote the objectives for which the Chamber is organized.
- 6.8 **Order of Precedence.** During the absence or incapacity of the Chair of the Board, the following shall be the order of precedence among the other officers in presiding at meetings or in general authority: Chair-Elect, Treasurer, and immediate Past-Chair.
- 6.9 **Delegation.** The Chair of the Board or other officers presiding in the Chair's absence may, with the consent of the Board, appoint delegates to any meeting, conference, or convention at which representatives from the Chamber appear desirable or necessary, but such delegates shall not, unless so authorized by the Board, commit the Chamber to any policy, action or expense. Appointment of such delegates shall involve no financial obligation by the Chamber in their behalf unless specifically authorized by the Board.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 7.1 **Indemnification.** To the full extent permitted by the Montana Nonprofit Corporation Act, the Chamber shall indemnify any present or former director, officer, 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.

ARTICLE VIII
COMMITTEES

- 8.1 **Committees.** The Board shall designate and establish such standing committees and task forces as it considers appropriate to carry into effect the objectives and purposes of the Chamber. Committee chairs will be appointed by the Chairperson of the Board.
- 8.2 **Definitions.**
- A. Standing Committee. A designated group whose activity is continuous in meeting the long range objectives of the Chamber. The Committee is chaired by a member of the Board.
 - B. Task Force. A designated group whose objective is specific and which will disband when that objective is met.
- 8.3 **Meetings and Quorums.** Standing Committee meetings or task force meetings may be called at any time by the respective Chairperson or the Chair of the Board. At any duly called meeting of a committee or task force, those present shall constitute a quorum.
- 8.4 **Membership.** Each member may participate on committees or task forces, as authorized by the Board or the President/CEO. Non-Chamber members may attend on invitation of the presiding officer, Chair of the Board or President/CEO.
- 8.5 **Functions and Authority.** Each committee and task force shall study, investigate and make recommendations to the Board on subjects within the general scope of activity assigned it by the Chair of the Board or which subsequently may be referred to it by the Chair of the Board or by the Board.
- 8.6 **Communications.** No details of any study, investigation or recommendations shall be released for publication or be stated in public by any committee or task force official or member until after final action of the Board on the subject involved. The Chair of the Board, the President/CEO, or their designee shall be the official spokesperson for the Chamber.
- 8.7 **Finance.** No committee or task force shall, without specific approval of the Board or the President/CEO, solicit any funds or make any expenditure.
- 8.8 **Records and Reports.** All minutes of meetings, reports and correspondence originating with or received by any member of any committee or task force shall be placed in the books and records of the Chamber.
- 8.9 **Dissolution.** Committees shall be dissolved by the Chair of the Board when their work has been completed or their reports have been accepted or when the Board otherwise determines. The official status of all committees and task forces and their Chair and members' terms shall sunset at the conclusion of each fiscal year.

ARTICLE IX
ADMINISTRATIVE AND FINANCIAL PROVISION

- 9.1 **Fiscal Year.** The fiscal year of the Chamber shall begin on July 1 and shall end on June 30.
- 9.2 **Control.** The Board shall have final authority over the deposits, investments, and disbursements of all monies paid to the Chamber or any of its committees, task forces or affiliated or subsidiary organizations.

- 9.3 **Budget and Marketing Plan.** A budget and marketing plan (“Budget”) shall be prepared annually by the President/CEO and adopted by the Board on or before the first Board meeting of each fiscal year. The Board may, at its discretion, transfer money from the general fund to any special fund and may from time to time make any such alterations in its adopted budget as it may see fit and as governed by state lodging tax or Tourism Business Improvement District regulations. The Treasurer, or the Treasurer’s designee, shall make a cumulative report each month to the Board on income and expenditures.
- 9.4 **Disbursements.** Upon approval by the Board of the Budget, the President/CEO is authorized to make such disbursements as necessary on accounts and expenses provided for in the Budget, without additional approval from the Board. Such disbursements may be made by check and require any two (2) of the following signatures: President/CEO; Chair; Chair-Elect; Immediate Past Chair; Treasurer. Checks written against regular Chamber bank accounts shall be supported by proper requisitions, vouchers, statements, or other evidence showing the expenditure to be appropriate and authorized hereunder.
- 9.5 **Property.** The Board shall have the power (as allowable under Article III) to purchase, hold, sell, lease, mortgage or exchange real estate or personal property required for conducting business.
- 9.6 **Books and Records.** All financial records, except those which must be kept longer to conform with regulations or governmental agencies or specific directives of the Board, may be destroyed after seven years from their original dates. The Chamber shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board meetings, and committees having any of the authority of the Board; and shall keep at its principal office a register of the names and addresses of its members. All books and records of the Chamber may be inspected by any active member, or his/her agent or attorney, for any proper purpose at any reasonable time, with reasonable written notice.
- 9.7 **Auditing Procedure.** The Board shall engage an independent certified public accounting firm to audit, annually, all general and special accounts of the Chamber. The firm may be instructed to perform unannounced audits at any given period of the year for verification of accounts, in addition to the annual audit. All audit results should be distributed in writing on a timely basis to the Board.
- 9.8 **Bond.** The President/CEO and such other officers and staff as the Board may designate, shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

ARTICLE X
PROVISIONS FOR BYLAWS AMENDMENT

- 10.1 **Amendments.** These Bylaws may be amended or repealed at any regular or special meeting of the Board provided that a majority of all directors vote in favor of such amendment and provided further copies of such amendment are sent by mail or electronically to each director at least three (3) days before the meeting on which such proposed changes are adopted and rejected.

ARTICLE XI
DISSOLUTION

- 11.1 **Dissolution.** At such time as the Board may see fit, based on just cause and adequate reason, the Board may recommend to the membership the dissolution of the Chamber. After a period of thirty (30) days' notice to the membership by the Chair of the Chamber, the Board shall conduct a referendum of the membership and the Chamber shall be dissolved if dissolution is approved by not less than two-thirds (2/3) of the total membership eligible to vote.

ARTICLE XII
RULES OF PROCEDURE

- 12.1 **Procedure.** The rules of procedure at meetings of the membership and of the Board of the Chamber shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board.