

GREATER LAVA HOT SPRINGS CHAMBER OF COMMERCE
BY-LAWS

ARTICLE I

GENERAL

1. MISSION

The purpose of the Chamber is to promote the prosperity of the Greater Lava Hot Springs business community and to promote the general quality of life in the Greater Lava Hot Springs area.

2. STATUS

The Greater Lava Hot Springs Chamber of Commerce, hereinafter referred to as the Chamber shall be an incorporated body established under the laws of the state of Idaho without capital stock and comprising those individuals, firms, and organizations which pay the required membership dues and otherwise comply with these bylaws. . The 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. The Chamber will not take any actions on the basis of color, race, religion, sex, or national origin.

ARTICLE II

MEMBERSHIP

1. ELIGIBILITY

Any person, association, corporation, partnership or estate having an interest in the objectives of the Chamber shall be eligible for membership.

2. CATEGORIES

There are two categories of membership in the Chamber: Business and Individual. Any business owner/operator/manager or practicing professional person can purchase a single Business membership to represent that business or profession. Any individual or the representative of a non-profit organization can purchase a single Individual membership.

Any business, profession or organization that owns and operates a business or organization at a separate and distinct location under separate managerial control, may purchase an additional membership for that location in the appropriate

membership class provided that the operator/manager of that business, profession, or organization is the membership holder.

3. VOTING

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

4. DUES

Membership dues shall be at such rate or rates as may be prescribed by the Board of Directors and shall be payable in advance. The first year membership will be prorated for any new business joining the Chamber during the year. The dues are for the period January 1 thru December 31.

4. TERMINATION

Membership in the Chamber shall be:

- a. Continuous unless a member submits a written resignation to the Board.
- b. Terminated when payment of dues becomes more than ninety days delinquent.
- c. Terminated for cause by the Board by at least two-thirds vote after written notice and the opportunity for a hearing are afforded the member.

Members who resign or have their membership terminated, shall not be eligible for a refund of their dues.

5. HONORARY MEMBERSHIP

Honorary membership will be conferred or revoked by a majority vote of the Board. Honorary members will have all the privileges of members except the right to vote, and shall be exempt from paying dues.

ARTICLE III

MEETINGS

1. The general membership shall be convened:
 - a. At least six times per year;
 - b. When determined necessary by the Board;
2. Quorums

At any duly called meeting of the Chamber, thirty (30) percent of the members shall constitute a quorum; at a Board meeting at least half the Board shall constitute a quorum; at committee meetings a majority shall constitute a quorum.

ARTICLE IV

BOARD OF DIRECTORS

1. Composition of the Board

The Board shall be composed of at least five (5) but no more than ten (10) members. All members shall be elected to a two year term. On the first year after this change takes effect, one half of the board positions shall be for a one year term, two years in subsequent terms. The Board shall organize annually after being installed by electing Board Members to serve as President, Vice-President, Secretary and Treasurer. The government and policy-making responsibilities of the Chamber shall be vested in the Board which will control its property, be responsible for its finances and direct its affairs.

2. Meetings

- a. The Board shall hold at least one meeting monthly on specified dates to be established by the Board of Directors.
- b. The Board may be called into a special meeting at any time by the President or by three (3) Board members, provided that a call shall be issued to each Board member stating the purpose of the meeting not less than twenty four (24) hours preceding the meeting.

3. Selection and Election of Board

- a. Nominating Committee: At the regular October meeting, the President will appoint, subject to approval of the Board, a Nominating Committee of three (3) members. A Chairman will be appointed by the President.
- b. On or before November 15, all members will be notified of the elective vacancies which will occur on the Board in the ensuing year. Such notification shall be accompanied by the names of the Nominating Committee.
- c. Members in good standing may be nominated by at least two (2) other members in good standing who shall submit the nomination to the committee.
- d. Ballots shall be cast by secret ballot in conformity with such rules and regulations as the Board may adopt. Ballots shall be cast by the date specified by the Board but no later than December 15.
- e. The candidates who receive the highest number of votes shall take office in the first general membership meeting after the election but in no case later than January 15. If more than 10 members receive votes for membership on the Board, the ten with the highest number of votes will be selected to serve.
- f. In the case of a tie, the election shall be made by lot under the direction of the committee in charge of the election.

- g. Vacancies: A member of the Board who is absent from three (3) consecutive regular meetings of the Board will automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the Board will be filled by the Board by a majority vote and the term of the appointed Board member will run until the next scheduled election.

4. Annual Program of Work and Budget

The Board shall annually, by February 1, approve the Program of Work and Budget to be implemented after February 1 and submit it to the general membership for approval by a majority of members present. The Program of Work and budget must satisfy the purpose of the Chamber.

ARTICLE V

OFFICERS

1. Duties

- a. President: The President shall be the chief administrative and executive officer. The President will be a member of all committees and will, with assistance of the Vice President, be responsible for the administration of the program of work in accordance with the policies and regulations of the Board. The President will be responsible for the hiring, discharging, directing and supervising all employees. With the cooperation of the Board, the President will be responsible for the preparation of the operating budget covering all activities of the Chamber. The President will also be responsible for, with the help and cooperation of the treasurer, all expenditures and approved budget allocations of the Chamber. The President will preside at all meetings of the membership and the Board. The President will, with advice, counsel and approval of the Board, determine all committees and select committee chairpersons.
- b. Treasurer: The Treasurer will be responsible for the bank account, collection of dues, reporting of the financial status of the Chamber and assisting the President and Past President in paying all expenditures and approved budget allocations of the Chamber.

- c. Secretary: The Secretary will execute and distribute all minutes, agendas and notices of all Board and general membership meetings and functions of the Chamber.
 - d. Vice President: The Vice President will assist the President and the Board in their duties and will serve on committees at the will of the President and the Board. The Vice President will act in place of the President when that person is unavailable to fulfill their duties.
 - e. At-Large Members: The remaining members of the Board shall be voting members of the Board and will serve on committee assignments at the will of the President.
2. Indemnification
The Chamber may, by resolution of the Board, provide for indemnification and/or bonding by the Chamber of any and all of its officers, former officers or members.

ARTICLE VI

Committees

- 1. Subject to the approval of the Board, the President shall authorize and define the power and duties of all committees. All committees will be chaired by a Director unless otherwise specified by the President.
- 2. The President shall appoint, subject to approval of the Board, all committees and committee members, each of which shall consist of two or more members. Unless otherwise prescribed by the Board, members of each such committee shall be appointed by the President. Any member thereof may be removed by the Board.

ARTICLE VII

FINANCES

- 1. Funds
All monies paid to the Chamber will be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.
- 2. Disbursements
Upon approval of the budget, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements will be made by check and signed by both the President and Treasurer. A reporting of all disbursements and transactions will be made at the monthly Board

meeting. No conjugal or blood relationship shall exist between any parties who have signature authority for the funds of the Chamber.

3. Fiscal Year
The fiscal year shall be January 1 – December 31.
4. Budget
The budget shall be developed and submitted as stated in Article IV paragraph 4. At no time will the Chamber incur financial obligations without adequate funds to cover such obligations. At no time will the Board approve a budget with projected expenditures being in excess of funds available for the year.
5. Audit
An Audit Committee appointed by the Board will ensure that all financial records are reviewed by either a professional auditor or a group of members in good standing after the conclusion of each fiscal year. Audit results will be presented to the general membership at the next regularly scheduled meeting.

ARTICLE VIII

DISSOLUTION

1. Procedure
The Chamber will use its funds to accomplish the objectives and purposes specified in these bylaws, and no part of said funds will inure or be distributed to members of the Chamber. On dissolution of the Chamber, any funds remaining will be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board.

ARTICLE IX

AMENDMENTS

1. Revisions
These bylaws may be amended or altered by a majority of ballots cast by members in good standing of the Chamber. Proposed amendments or alterations shall be submitted to the Board for

inclusion as an agenda item at the next general membership meeting unless a special meeting is called before then.

ARTICLE X

OTHER

1. **Records**
All Chamber records except those that must be retained longer to conform to Chamber policies or governmental regulations, may be destroyed after six (6) years. All records are available to members upon request within five (5) business days.
2. **Parliamentary Authority**
The current edition of *Roberts Rules of Order* will be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the Chamber.