

BYLAWS OF THE PENROSE CHAMBER OF COMMERCE

ARTICLE I GENERAL

- 1.1 NAME.** This organization is incorporated under the laws of the state of Colorado and shall be known as the Penrose Chamber of Commerce (herein referred to as the “Chamber”).
- 1.2 PURPOSE.** The purpose of the Chamber is to improve the overall business climate for its members through sponsorship of mutually supportive activities which stimulate tourism, economic growth, promote civic development and enhance the quality of life for our citizens, as well as being a liaison body with the government in affairs concerning our community.
- 1.3 LIMITATION OF METHODS.** The Chamber shall observe all local, state and federal laws which apply to not-for-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code.
- 1.4 PRINCIPAL OFFICE.** The principal office of the Chamber shall be in the city of Penrose, Fremont County, Colorado, at such a location as the Board of Directors may from time to time designate by resolution. The Chamber also may have one or more other offices as such other place or places as the Board of Directors may from time to time designate or as the affairs of the Chamber may require.

ARTICLE II MEMBERSHIP

- 2.1 ELIGIBILITY.** Any person, association, partnership, corporation, limited liability company, or political subdivision of the State of Colorado having an interest in the business and objectives of the Chamber, meeting the criteria for membership set forth below, and being of good character shall be eligible for membership.
- 2.2 APPLICATION.** Each applicant for membership shall submit a written application to the membership committee on forms provided by the Chamber. The membership committee may review applications and shall submit them to the Board of Directors at any meeting, with or without recommendation. The Board of Directors shall have the authority to accept or reject any application. Any applicant approved by the Board of Directors shall become a member upon payment of regularly scheduled dues as provided herein.
- 2.3 CLASSIFICATION.** There shall be two classes of membership: Business and Affiliate. Definitions of the two classes shall be as follows:
- A. **Business Member (voting):** Any sole proprietorship, partnership, limited liability company or corporation which owns or operates a business. If such member has an interest in more than one business, such membership shall be limited to one business which shall be designated by such member. However, nothing herein shall preclude additional membership for other businesses of such member.
 - B. **Affiliate Member (non-voting):** Any non-profit organization or an individual not associated with a member business and interested in community promotion and desire membership in the Chamber.

2.4 TERMINATION OF MEMBERSHIP.

- A. Any member may resign from the Chamber upon written notice to the Board of Directors.
- B. Membership shall be terminated in the event dues have not been paid for a period of 60 days from the due date unless the date is extended by the Board of Directors for good cause, provided that in no event shall such extended due date exceed 120 days from the original due date.
- C. The Board of Directors may terminate any membership on any of the following grounds:
 - (i) Conviction of any felony or serious crime (excluding traffic matters and minor offenses).
 - (ii) Unauthorized use of the Chamber's name.
 - (iii) Violation of any provision of the Chamber's Articles of Incorporation or Bylaws.
 - (iv) Any other act which in the determination of the Board of Directors, is detrimental to the Chamber and its objectives and policies. Any member subject to termination for the reasons set forth in this paragraph shall be entitled to notice of such action and a hearing conducted pursuant to reasonable standards established by the Board of Directors. At any such hearing, the member shall be entitled to be represented by counsel. The Board of Directors may ask the membership committee to conduct a preliminary investigation on behalf of, and make recommendations to, the Board of Directors with respect to proposed terminations for the reasons set forth in this paragraph.

2.5 TRANSFER OF MEMBERSHIPS. Any regular member may, with the approval of the Board of Directors, transfer its membership to any business entity or individual eligible for membership. As a condition of the transfer, the Board of Directors may require payment of any outstanding fees and assessments and may require the transferee to pay the annual fees and assessments the transferee would have been required to pay as a new member.

ARTICLE 3 DUES

3.1 PAYMENT. Members shall pay annual dues each fiscal year commencing January 1 and ending December 31.

3.2 FAILURE OF PAYMENT. See Article 2, Section 2.4 B.

ARTICLE 4 BOARD OF DIRECTORS

4.1 GENERAL POWERS. The business and affairs of the Chamber shall be managed by a Board of Directors. In addition to the powers expressly conferred by these Bylaws, the Board of Directors may exercise all such powers that are not prohibited or expressly reserved to the members by statute, the Articles of Incorporation, or these Bylaws.

4.2 NUMBER OF DIRECTORS. The Board of Directors shall consist of the four (4) officers elected pursuant to Article 5 below and a minimum of two (2) directors elected pursuant to this Article 4, for a total of a minimum of six (6) voting directors to a maximum of eight (8) voting directors. The number of directors may be increased or decreased by amendment to these

Bylaws. The Executive Director shall serve on the Board as a director but shall not have a vote, unless otherwise entitled as an elected officer or director.

4.3 QUALIFICATIONS OF DIRECTORS. No person may be elected or continue to serve as a director of the Chamber, unless such a person is either a Business or Affiliate member of the Chamber in good standing. In order to promote diversity of the Board of Directors, no two (2) members of the same family may serve at the same time.

4.4 NOMINATION OF DIRECTORS. Not fewer than 60 days before the annual meeting of members, the President shall appoint a Nominations Committee of three members. The Nominations Committee shall report the slate of nominees to the membership by mail at least 30 days prior to the annual meeting. Nominations from the floor and closing of all nominations shall be at the annual meeting.

4.5 ELECTION OF DIRECTORS. The Executive Committee shall conduct the election of officers and directors, and they shall be in charge of all matters that pertain to that election. The election of officers and directors shall be held by secret ballot at the annual meeting. The ballot requirement for election to an office may be dispensed with by a majority vote when there is but one candidate for that office. The new Board of Directors shall take office immediately after the meeting at which they were elected.

4.6 DESIGNATION. The elected officers of the Chamber shall be a President, Vice President, Secretary and Treasurer.

4.7 ELECTION AND TENURE OF ELECTED OFFICERS. The officers and their terms shall commence after the annual meeting. Elected officers shall continue in office until the end of the succeeding annual meeting and until their successors shall be elected and qualified, or until resignation, removal, death, or other disqualification.

4.8 ELECTION AND TENURE OF BOARD OF DIRECTORS. There shall be a minimum of two (2) non-officer directors who will be elected from the membership at the annual meeting. The members of the Board of Directors shall serve for two terms of two (2) years and shall serve for their respective terms. To insure continuity of the Chamber's ongoing programs, there shall be 50% open positions on the Board of Directors to be voted on annually.

4.9 RESIGNATIONS, REMOVAL AND VACANCIES. Any director may resign at any time by giving written notice to the Board of Directors or the President. Such resignation shall take effect on the date specified therein and no acceptance shall be necessary. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the directors then in office. A director shall be removed without a vote of the board if such director shall be absent without cause from three consecutive regular meetings of the Board of Directors. The Board of Directors may suspend application of this provision with good cause. All matters pertaining to cause shall be determined by the Board of Directors in its discretion. Any vacancy occurring for any reason in the Board of Directors, including a vacancy occurring by reason of a director being elected or appointed to an office pursuant to Article 5 below, may be filled by the affirmative vote of the majority of the remaining directors even though less than a quorum of directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor. Any director to be filled by reason of an increase in the number of directors shall be filled until the next annual meeting of members by the affirmative vote of the majority of officers then in office.

4.10 CONFLICTS OF INTEREST. No contract or other material transaction between the Chamber and one or more of its directors or any other corporation, firm, association or entity in which one or more of the Chamber's directors are directors or officers or are financially interested shall be approved by the Board of Directors unless (i) the fact of such relationship of interest is disclosed to the Board of Directors or committee which considers the contract or transaction and (ii) the contract or transaction is approved by a majority of the directors then in office (not counting the interested director). An interested director shall not participate in the vote on the matter in which such interested director has an interest.

4.11 EXECUTIVE COMMITTEE. The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary and Treasurer. Three members of the Executive Committee shall constitute a quorum. The Executive Committee shall have, and may exercise, all of the authority of the Board of Directors in the management of the Chamber during any emergency for which the full Board of Directors cannot be convened, except as limited by the Articles of Incorporation, these Bylaws, or statute. The Executive Committee shall keep regular minutes and mail copies thereof to all members of the Board of Directors.

4.12 DELEGATION. The Board of Directors may delegate any duty to the Executive Committee or any officer.

ARTICLE 5 DUTIES OF OFFICERS

5.1 PRESIDENT

- A. Shall be the chief executive officer of the Chamber.
- B. Shall preside over all Board of Directors and membership meetings of the Chamber.
- C. Shall make all appointments to committees, and shall serve on each committee as an ex-officio member.
- D. Shall enforce all Bylaws and Articles of Incorporation.
- E. Shall exercise general supervision over the affairs of the Chamber.
- F. Shall perform other such duties as directed by the Board of Directors.
- G. Shall vote only to make or break a tie vote.

5.2 VICE PRESIDENT

- A. Shall preside over the Board of Directors and membership meetings in the absence of the President, at which time the Vice President shall be vested with all the powers of that office.
- B. Shall perform other such duties as may be prescribed by the Board of Directors.

5.3 SECRETARY

- A. Shall keep a full and accurate record of all meetings of the Board of Directors.
- B. Shall be custodian of all records of the Chamber, including all reports made to the Board of Directors or the membership by all chairpersons of all committees, such records to be permanently preserved.
- C. Shall keep the membership roster of the Chamber and insure its accuracy and shall certify each roster from time to time as requested by the Board of Directors.
- D. Shall give notice of all meetings for which notice is required unless specified herein.
- E. Shall perform other duties as may be prescribed by the Board of Directors.

5.4 TREASURER

- A. Shall keep a full and accurate record of all moneys, receipts and disbursements of the Chamber.
- B. Shall be the custodian of all accounts and shall insure that all Chamber checks shall be signed by at least two officers or other persons as may be designated by the Board of Directors.
- C. Shall, along with the President, Past President (if still a member), and Executive Director, formulate the yearly budget.
- D. Shall, along with the Executive Director, determine and present to the Board of Directors for approval, a summary of expenditures and income for any fundraising or promotional events.
- E. Shall perform other such duties as may be prescribed by the Board of Directors.

5.5 SALARIES. Unless specifically authorized by the Board of Directors, the President, Vice President, Secretary and Treasurer shall not receive any compensation for their services to the Chamber. Nothing in these Bylaws shall preclude compensation, for services or otherwise, for the Executive Director should the Board of Directors so decide. Any officer, director, or member may be reimbursed for expenses when authorized by the Board of Directors.

ARTICLE 6 DUTIES OF THE BOARD OF DIRECTORS

- 6.1 PROCEDURE.** The President, with the approval of the Board of Directors, shall appoint a coordinator for each event and special committee for the upcoming year.
- 6.2 EVENT COMMITTEES.** Event committees shall be responsible for planning, organizing, and conducting the particular events.
- 6.3 SPECIAL COMMITTEES.** Special committees may be established by the Board of Directors to meet the goals of the Chamber. Such committees shall be evaluated on a yearly basis.
- 6.4 RESPONSIBILITY.** All committees shall be directly responsible to the Executive Committee, and in no instance shall a committee commit the Chamber to a financial obligation or policy unless such financial obligation or policy position has been approved by the Board of Directors.
- 6.5 FACILITIES.** The Board of Directors shall have immediate charge of the Chamber Headquarters.
- 6.6 OUTSIDE CONSULTANTS.** The Board of Directors from time to time may hire consultants to assist the Chamber in its various activities, including, but not limited to, advertising agencies, marketing firms, accountants and attorneys.
- 6.7 SALARIES.** Subject to Article 5.5, specifically authorized by the Board of Directors, no director shall receive any compensation from such Directors service to the Chamber, but may be reimbursed for expenses pursuant to Article 5.5.

ARTICLE 7 MEETINGS

- 7.1 ANNUAL MEETINGS.** The annual meeting of the Chamber shall be held in January on such a day and at such an hour and place as the Board of Directors duly may fix. At least ten (10) but not more than 45 calendar days in advance written notice shall be given to the membership.
- 7.2 BOARD OF DIRECTORS.** The regular meeting of the Board of Directors shall be held at least once a month as the Board of Directors shall agree upon by resolution duly adopted establishing the time, date, and place of such meetings without any notice other than such resolution setting such meetings.
- 7.3 QUORUM – MEMBERS.** A quorum for all meetings of the membership shall consist of more than three (3) members.
- 7.4 QUORUM – DIRECTORS.** A quorum for any meetings of the Board of Directors shall consist of fifty percent (50%) or more directors.
- 7.5 REGULAR MEETINGS – MEMBERS.** The Board of Directors from time to time by resolution duly adopted may establish regular meetings of the membership at such date, times and places as set forth in such resolution without any notice other than such resolution setting such meeting.
- 7.6 SPECIAL MEETINGS – MEMBERS.** Special meetings of the membership may be called by the President or any two or more directors. The person(s) calling such meeting shall give written notice thereof to all members not fewer than five (5) calendar days prior to such a meeting, specifying the place, time, date and such purpose of such meeting.
- 7.7 SPECIAL MEETINGS – DIRECTORS.** Special meetings of the directors may be called by the President or two (2) or more of the directors. Telephone notice of such meeting shall be given to all directors to the extent possible (namely two (2) or more calls by any of the directors) not fewer than two (2) calendar days prior to such meeting, specifying the date, time, place and purpose of such meeting.
- 7.8 NOTICE.** Notice of a membership meeting, if required, shall be mailed. Such notice shall be deemed delivered when deposited in the United States mail, addressed to the member at such member's address as it appears on the records of the Chamber. Any member or director may waive notice of any meeting and attendance at any meeting shall constitute such waiver unless such member or director attends for the sole purpose of protesting the holding of such meeting as not lawfully convened.
- 7.9 VOTING.** Except as otherwise provided herein, any matter may be considered at any annual or regular meeting. Only matters specified in the notice for a special meeting can be considered at the special meeting for which such notice was given. At any meeting at which a vote of the members shall be conducted, each business member, in good standing, shall be entitled to one vote. Such vote shall be exercised by the member or by a person designated by the member. Absent written notice to the contrary, the Chamber shall be entitled to rely on the fact that the individual casting the members vote has been duly designated by such member. Unless otherwise required by these Bylaws or Colorado law, any action to be taken by the members shall be approved by the vote or concurrence of a majority of the members present at any duly called meeting at which a quorum is present.

ARTICLE 8 EXECUTIVE DIRECTOR

8.1 EMPLOYMENT. The Executive Director can be employed by and shall report directly to the Board of Directors.

8.2 RESPONSIBILITIES. The Executive Director's position shall be defined by the Executive Committee within a job description that is reviewed annually and updated as needed.

ARTICLE 9 FINANCES

9.1 FISCAL YEAR. The fiscal year of the Chamber shall be from January 1 through December 31.

9.2 BUDGET AND DISBURSEMENT. The Board of Directors shall adopt a budget for each fiscal year. Upon approval of the budget, the Board of Directors is authorized to make disbursements consistent with the budget for programs and activities of the Chamber.

9.3 EXECUTION OF CONTRACTS. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent of the Chamber into any contract or execute and deliver any instrument in the name and on behalf of the Chamber. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Chamber to any contract or engagement, or to render the Chamber liable for any purpose.

9.4 DEPOSITS. All funds of the Chamber shall be deposited to the credit of the Chamber under such conditions and in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any officer or agent of the Chamber to whom such power from time to time may be delegated by the Board of Directors. For the purpose of making such deposits, any person to whom such power is delegated may endorse the Chamber's name and deposit the checks, draft and other orders for the payment of monies that are payable to the order of the Chamber.

9.5 CHECKS AND ENDORSEMENTS. All checks, drafts, or other orders for the payment of money, obligations, notes or other evidences of indebtedness, and such other instruments, shall be signed or endorsed by such officers or agents of the Chamber as shall from time to time be determined by resolution of the Board of Directors, but in no event shall there be fewer than two signatures.

9.6 LOANS. No loans shall be made by the Chamber to its members, directors, or officers.

9.7 AUDIT. The financial records of the Chamber shall not be audited annually. Instead of an annual audit the Chamber shall use a system of internal control that separates the accounting duties from the check writing and cash receipts duties.

9.8 FUNDRAISING. Neither the Chamber nor the Board of Directors shall act as fundraisers for any other entity or organization.

ARTICLE 10 INDEMNIFICATION

- 10.1 GENERAL.** The Chamber shall indemnify directors, officers, employees and agents to the full extent permitted by Colorado law (C.R.S. §7-22-101.5) including indemnification against (i) liability arising out of conduct in an official capacity as director, officer, employee or agent, and (ii) the reasonable expenses incurred in the defense of such conduct. The Chamber, by action of the Board of Directors, may indemnify such persons for liability of expenses to a greater extent than set forth in C.R.S. §7-22-101.5, provided that such indemnification is otherwise consistent with law.
- 10.2 COSTS OF ENFORCEMENT.** The Chamber shall pay all costs and expenses, including attorney's fees, incurred by any director, officer, employee or agent in effecting the provisions of this article.
- 10.3 ADVANACEMENT OF EXPENSES.** The Chamber shall advance expenses to any person indemnified pursuant to this article, provided that such advances shall be consistent with the law.
- 10.4 EXTENSION OF LIABILITY.** The indemnification provided hereby shall extend to any person who is or was a director, officer, employee, or agent of the Chamber.
- 10.5 INSURANCE.** The Board of Directors may authorize the purchase and maintenance of insurance on behalf of persons covered by the provisions of this article.
- 10.6 CHANGES IN INDEMNIFICATION.** No change in the indemnification provisions hereof shall have the effect of reducing the indemnification provided for actions prior to such change.
- 10.7 PROCEDURAL MATTERS.** Unless otherwise provided by law, all matters pertaining to indemnification, including retention of counsel and settlement of claims, shall be decided by the Board of Directors or the Executive Committee.

ARTICLE 11 DISSOLUTION

- 11.1 PROCEDURE.** The Chamber shall use its funds to accomplish the objectives and purposes specified in these Bylaws, and no part of such funds shall inure or be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization as defined in IRS Section 501(c)(6) or 501(c)(3) to be selected by the Board of Directors.

ARTICLE 12 MISCELLANEOUS

- 12.1 PARLIAMENTARY AUTHORITY.** The rules contained in Robert's Rules of Order, newly revised, shall govern this organization in all cases to which they are applicable and which they are not inconsistent with the Bylaws or special rules of order of this organization.

12.2 POLITICAL ACTIVITY. The Chamber shall be non-partisan in its activities. No action shall be taken by the Chamber, its Board of Directors, any committee or any officer acting in an official capacity to endorse any political candidate for any political office in the name of the Chamber.

12.3 AMENDMENTS OF BYLAWS. Proposed amendments of these Bylaws may be considered only at the annual meeting, or at a special meeting of the membership. Notice of any meeting (annual or special) at which changes to these Bylaws are to be proposed shall be mailed to the membership not fewer than ten (10) days before the meeting at which the proposed amendments are to be acted upon. Such notice must specify that amendments to these Bylaws are to be considered at the meeting. To be adopted, any proposed amendment must receive the affirmative vote of two-thirds (2/3) of the members present at which a quorum is present.