

ESCALANTE CHAMBER OF COMMERCE, INC.

BY-LAWS

Amended March 2017

ARTICLE I

GENERAL

SECTION 1 - NAME

This organization is incorporated as a not-for-profit under the laws of the State of Utah, and shall be known as the Escalante Chamber of Commerce, Inc.

SECTION 2 - LEGAL STATUS

The Escalante Chamber of Commerce, Inc. shall observe all local, state and federal laws which apply to a non-profit organization. The Escalante Chamber of Commerce shall, at times, be called the Escalante-Boulder Chamber of Commerce.

SECTION 3 - MISSION STATEMENT

The Escalante-Boulder Chamber of Commerce is a coalition of businesses, non-profit organizations, and individuals with a mission of promoting the compatible economic growth/development of its businesses; and well-being of the community. And doing so in the spirit of honoring the heritage of the community's past.

SECTION 4 - STATEMENT OF PURPOSE

1. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development. Provide advancement of education to foster social action and advocate for under-represented populations.
2. To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
3. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
4. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth

herein;

6. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

7. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

SECTION 5 - DEFINITIONS

Wherever the following words are used in these by-laws, they shall have the following meaning:

- “Chamber” or “Chamber of Commerce” means Escalante-Boulder Chamber of Commerce.
- “Board” of “Board of Directors” means the Board of Directors of the Escalante-Boulder Chamber of Commerce.
- “Member” means an entity that meets the requirements of Article II Section I.
- “City” means both Escalante and Boulder Cities; Escalante City will be defined as such, as will Boulder City.
- “Employee” means owner(s) of business or any person(s) on payroll.

ARTICLE II MEMBERSHIP

SECTION 1 - CLASSIFICATION

Any person, association, corporation, partnership or estate having an interest in objectives of the organization shall be eligible to apply for membership. The membership shall be composed of the following classifications:

- Dues paying:
 - Business with business license or meeting the city and county requirements to

operate a business.

- Business defined as – Any individual person or business organization of any kind, including sole proprietorship, corporation, nonprofit corporations, partnership, limited partnership, or association are eligible for membership.
- Non Dues Paying:
 - Honorary Member
 - Honorary member defined as– Non-dues paying membership extended to an individual or organization who has performed acts or deeds so exceptional on behalf of the betterment of the Chamber’s ideals and purposes as to be recognized by the voting membership so long as the individual lives.
 - Qualifications:
 - 1) Must be an individual person, or a not-for-profit, not a business organization.
 - 2) Must be recommended by the Board.
 - 3) Must be approved by two-thirds (2/3) of the Board of Directors.
 - 4) Must have supported the community through community service activities.
 - After selection, Honorary membership is non-voting. The Board may remove an Honorary member from the membership list if, in the determination of the Board, the member cannot be contacted or other reason that is in the best interest of the Chamber.
 - Honorary members do not have a vote.

SECTION 2 - MEMBERSHIP APPLICATIONS

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The application shall be accompanied by a deposit in an amount equal to the applicant’s dues if admitted to membership. The deposit shall be refunded in the event the applicant is not admitted to the membership.

SECTION 3 – DUES

Annual dues for active members of the corporation shall be provided in the schedule of dues adopted from the Board. The dues shall be paid annually, typically in September of each year.

Dues shall be delinquent if not paid within ninety (90) days of the due date.

SECTION 4 – VOTING

In any proceeding in which voting by members is called for, each membership shall be entitled to one vote. Only members in good standing, current in payment of their membership investment, shall be permitted to vote. In addition, each member in good standing who employees more than ten (10) employees will be entitled to one (1) additional vote; and each member in good standing who employees more than twenty (20) employees will be entitled to two (2) additional votes.

SECTION 5 - TERMINATION

Any member may resign from the Chamber upon notification to the Board. In addition, any member may be expelled for non-payment of membership investment which are over ninety (90) days delinquent, or for acts, which in the opinion of the board, are detrimental to the interests of the Chamber.

ARTICLE III

MEETINGS

SECTION 1 - ANNUAL BOARD MEETING

The annual meeting of the Escalante-Boulder Chamber of Commerce shall be held in March of each year. The Board will advertise the meeting with 30 days' notice telling the time and place of the annual meeting.

SECTION 2 - REGULAR BOARD MEETING

Regular meetings of the board shall be held at least quarterly. A meeting can be called by the President upon giving ten (10) days advance notice to the Board of Directors. An agenda shall be sent at the time of the notice for review and approval at the meeting.

SECTION 3 - MINUTES

In any event, a record of the proceedings of the Board of Directors shall be kept by the Secretary, and a true copy shall be promptly furnished to each board member. This copy may be delivered through email.

SECTION 4 - QUORUM

At any duly called general meeting of the Chamber, a majority of the members in good standing

present shall constitute a quorum. Majority is over 50% of the members. Members must be present to vote.

SECTION 5 - NOTIFICATION

Written notice of all Chamber general membership meetings shall be delivered to the address provided to the Chamber by the member, their email address and/or advertisements in town.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1 - COMPOSITION OF THE BOARD

The Board of Directors shall be composed of not more than nine (9) members who shall be elected annually to serve for three (3) years or until their successors are elected. About one-third (1/3) of the Board will be replaced annually. Board members will consist of business owners and managers that have a valid business license; at least three (3) board members will employ more than ten (10) people; and at least two (2) board members will employ at least 2 people.

The Board can enlist non-voting members (Advisory Council) who may participate in Chamber activities. The Board may establish honorary and ex officio members of the Board with all privileges and responsibilities of the board, providing that honorary and ex officio members shall not vote on matters before the Board or be counted as fulfilling the Board's quorum.

Non-voting members may be individual businesses, agencies, or not-for-profit organizations. One member of the Advisory Council shall be from the "public sector," such as County Commissioner, Mayor or City Council Member.

SECTION 2 - MANAGEMENT

The governance and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control Chamber property, be responsible for Chamber finances, and direct Chamber affairs. The Board shall have the power to:

- Adopt and use a corporate seal
- Levy annual dues, assessments, or fees upon members and set the date for payment

- o Adapt, amend or repeal bylaws

If funds are available, the Board of Directors may choose to employ an Executive Director and shall fix his/her monetary compensation. The Executive Director shall serve as the chief administrative officer of the Board. The Board of Directors shall have final approval of the hiring and termination of the Executive Director.

Checks shall be signed by any two of the following Directors: President, Vice-President, Treasurer, and Executive Director.

SECTION 3 - ELECTION OF DIRECTORS

1. Nomination committee – The President shall appoint, subject to approval of the Board of Directors, a Nominating committee of not fewer than three (3) members of the Chamber. The Nominating Committee shall be selected from a broad base group and shall be representative of several membership classifications. The representative shall designate the head of the committee.

1. Nominations – Additional names of Trustee candidates will be nominated at the annual board meeting.

2. Voting – Each member of the Chamber in good standing is entitled to one vote in any election referendum or membership meeting. In addition, each member in good standing who employs more than ten (10) employees will be entitled to one (1) additional vote; and each member in good standing who employs more than twenty (20) employees will be entitled to two (2) additional votes. No voting by proxy shall be permitted.

3. Seating of Board Members – All newly elected board members shall be seated at the next regularly scheduled board meeting following elections and shall be a participating member thereafter. Retiring Directors shall continue to serve until their replacements have been elected.

SECTION 4 - VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors may, upon a majority vote of the Board, be dropped from membership on the Board. The Board shall also declare vacant the seat of any member or officer whose resignation is accepted by a majority vote.

Vacancies on the Board of Directors shall be filled within sixty (60) days by the Board of Directors by a majority vote. A trustee appointed by the Board to fill an unexpired term of another trustee shall be eligible for election to the Board at the conclusion of the unexpired term filled.

ARTICLE V

OFFICERS

SECTION 1 - ELECTION OF OFFICERS

The Board of Directors, at a regular meeting, shall re-organize for the coming year. At this meeting, the Board shall elect as necessary the Board Members. All officers shall serve for a term of three (3) years or until their successors assume the duties of office, and they shall be voting members of the Board of Directors. The Vice President shall serve as the President the following year.

SECTION 2 - DUTIES OF OFFICERS

1. President – The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the general membership and the Board of Directors. The President shall, with the advice and counsel of the Board of Directors, determine all committees, and assist in the selection of committee personnel. The president shall complete the annual budget for approval from the Board.

The President shall sign and execute all authorized bonds, contracts, obligations and written instruments in the name of the Chamber. The President shall, from time to time, make reports of the affairs of the organization, as the Board of Directors may require, and shall present a report of the preceding year's activity at the annual meeting to the membership. The President shall perform such duties as may be directed by the Board of Directors. Only the President, or his authorized designee shall be allowed to speak for and on behalf of the Chamber.

2. Vice President – The Vice President shall exercise the powers and authority and perform the duties of the President in the absence of the President. The Vice President shall oversee any task force or ad hoc committee of a temporary nature which may be assigned to him by the President.

3. Treasurer – All Chamber funds shall be kept on deposit in federally insured financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall present a quarterly financial report to the Board, shall be responsible for the preparation of an annual report, and shall prepare budgets and reports requested by the President. The Treasurer shall be the signee of checks, and insures all bills are paid. Until office space is secured, the Treasurer will also hold all data storage files.

4. Secretary/Administrative Assistant – The Secretary/Admin shall take the minutes of all regularly scheduled or special meetings of the Board of Directors and regular meetings, Assist in sending out invoices and making sure bills are paid, assist in fund raising activities, and perform other duties as directed by the President or the Executive Director.

5. Economic Business Development – The Economic Development Director shall collaborate with City and County officials to bring new business to the community, raise funds, and provide needed business support and trainings.

6. Marketing Director – The Marketing Director shall oversee all IT, including the paid contractor, make sure website is up to date, and collaborate with board and others on advertising. Also shall work with other board members to raise funds and promote tourism.

7. Executive Director – (The Chamber shall employ an Executive Director if funds are available to hold this position for at least one (1) year.) The Executive Director shall serve as the chief administrative employee of the Chamber and shall serve as assistant to the President of the Board of Directors. The Executive Director shall serve as Secretary to the Board of Directors OR appoint a designee to prepare notices, agendas, and minutes of meetings of the Board and Chamber. The Executive Director shall assemble information, data and special reports as directed, and provide staff support to the Board of Directors and all committees. With the aid of the Board of Directors the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber. The operating budget shall be adopted, subject to approval of the Board of Directors. The Executive Director shall be responsible for all expenditures with approved budget allocations.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1 APPOINTMENT AND AUTHORITY

The President, with the approval of the Board of Directors, shall approve all committees and committee leaders. The President may appoint such ad hoc committees as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to further the efforts of the Chamber by participating and carrying out our delegated activities.

SECTION 2 LIMITATION OF AUTHORITY

No action by any member, committee, division employee, director, or officer shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board of Directors. By-Laws⁷ shall take precedence over any other pronouncements of policy. Committees shall be discharged by the President when their work has been completed and their reports accepted or when, in the opinion of the Board of Directors, it is deemed appropriate to discontinue the committee.

SECTION 3 TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon

the President, or his designee, to give testimony or make presentations before civic and governmental bodies or media representatives, as needed. Only the President, or his authorized designee shall be allowed to speak for and on behalf of the Chamber or divisions within the Chamber.

SECTION 4 DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the Chamber. The Board shall authorize the creation and define the powers and duties of all such divisions. The Board shall annually review and approve all activities and proposed programs of the divisions and monitor the collection and disbursement of funds. No action or resolution of any kind shall be taken by the Chamber division which has a bearing upon or purports to be expressive of the Chamber position unless approved by the Board of Directors.

ARTICLE VII

FINANCES

SECTION 1 FUNDS

All money paid to the Chamber shall be place in a general operation fund.

SECTION 2 DISBURSEMENTS

Following approval of the budget, the President, Executive Director and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval by the Board of Directors.

SECTION 3 BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Treasurer shall meet with the President and prepare a budget for the coming year, to be submitted to the Board of Directors for approval.

SECTION 4 ANNUAL AUDIT OR FINANCIAL REVIEW

The accounts of the Chamber of Commerce shall be presented and reviewed annually be the Board of Directors. The audit or review shall be available to members by request to the Board President. The financial review should be completed by March 1 of the year immediately following the year to be reviewed. Any exception must be approved by the Board of Directors by a majority vote.

ARTICLE VIII

INDEMNIFICATION

The Board shall indemnify every Trustee or former Trustee of the Board, and any person who serves or has served at its request as a Trustee against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is a party by reason of being or having been such Trustee, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. The forgoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled.

ARTICLE IX

DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified by these By-Laws, and no part of said funds shall insure, or be distributed, to the members of the Chamber.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as stated above to be selected by the Board of Directors.

ARTICLE X

AMENDMENTS

These By-Laws may be amended or altered by a majority vote of all members, provided that notice for the meeting includes the amendment proposals. Any proposed amendments or alteration shall be submitted to the Board, in writing, at least ten (10) days prior to the meeting at which they are to be acted upon. If the Board chooses, votes from members may be sent in via email through a registered business email with the Chamber or via US mail.

ARTICLE XI

DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Adopted March 15, 2017

By _____, President

For the Escalante Chamber of Commerce, Inc.