

# BY-LAWS

# Of The

# DURANGO CHAMBER OF COMMMERCE

### ARTICLE I

### MEMBERSHIP

**Section 1** There shall be five classes of memberships – Business, Enhanced Level, Non-Profit, Associate, and Honorary.

 Members shall pay an annual membership investment (including Enhanced Levels) in accordance with such investments schedules as shall be approved by the Board of Directors. Members may pledge and pay their investment in full before the end of their annual billing cycle for which the pledge was made.

 The Board of Directors may award not more than one individual honorary membership yearly to a local citizen who has rendered outstanding public service, such member being entitled to all membership privileges and being exempt from all investment fees.

**Section 2** Each member, regardless of classification, shall have only one vote.

**Section 3** Applications for individual and firm memberships shall be in writing and on uniform blanks.

**Section 4** The Board of Directors shall review and approve applications for new membership at their regularly scheduled board meetings. Annual review by the board for renewing members is not required.

**Section 5 a)** Any member may be expelled by a two-thirds vote of the Board of Directors present after notice and opportunity for hearing, for conduct unbecoming to a member.

 **b)** Due process would include written notification sent to the member outlining complaints and notice of hearing within 30 days to discuss status of membership.

 **c)** After the Board of Directors has acted, written notice of the Board’s decision will be sent to the member.

 **d)** The Member has the opportunity to appeal the board decision to the Executive Committee. Appeals must be submitted to the Executive Committee within 30 days of notice of the Board's decision. The decision of the executive committee shall be final. (Should there be a 2/3 vote of the executive committee for this procedure)

**Section 6 a)** The board of directors will establish policy determining methods of collections and the length of time an account shall remain delinquent.

 **b)** If payment is not received before the prescribed probationary period the membership is forfeited unless the Board of Directors takes special action.

### ARTICLE II

### MEETINGS

**Section 1** The annual meeting of the Durango Chamber of Commerce shall be held on such day and at such hour and place as may be fixed by the Board of Directors.

**Section 2** The Board of Directors may provide for regular meetings of the membership, and the President or the Board may call special meetings.

**Section 3** The Board of Directors shall meet at least , 11 times each year at such time and place, as the Board of Directors shall agree upon. Special meetings of the Board of Directors may be held at any time and place without notice when all Directors are present. Required notice for meetings shall be by mail, telephone, or electronic correspondence, at least 72 hours notice is required.

**Section 4** Ten percent of the members in good standing may call a special meeting. Ten percent shall constitute a quorum at regular and special meetings. The recommendation of the membership shall be forwarded to the board of directors for consideration at the next regularly scheduled meeting . A majority of the Board of Directors shall constitute a quorum of that body.

### ARTICLE III

### BOARD OF DIRECTORS

**Section 1** The government of the Durango Chamber of Commerce, the direction of its work and the control of its property shall be vested in the Board of Directors consisting of 12 members in the following categories, City Appointed, Young Professionals Appointed, Diplomat Appointed, Leadership La Plata Appointed and seven (7) at-large who shall be elected from the membership provided in Article III, Section 2 of the By-Laws. The immediate past president shall serve as a voting member of the Board of Directors.

**Section 2 a)** The Board positions will be elected as follows: A nominating/screening committee comprised of 3 board members shall recommend to the Board a slate of candidates for approval. Upon board recommendation the slate of candidates shall be presented to the membership for approval. **b)** Each Chamber member “in good standing” may cast one vote for the proposed slate of board members.

 **c)** The expiring seats on the Board of Directors shall be elected annually to a three-year term, by a plurality of the votes cast by members in good standing, and they shall be approved by the membership via a secret ballot. All members in good standing shall be mailed or emailed an individual ballot which shall be returned via mail or email to the Balloting Committee within five (5) days. If a chamber member does not have access to email, a printed ballot will be made available to the chamber member.

**d)** A Nominating Committee, for the purpose of receiving and tabulating results of the election, shall consist of at least three (3) members and shall be appointed by the President and approved by the Board of Directors. Email ballots will be tabulated through the balloting software and verified by the Nominating Committee. Mail in ballots will not be opened other than by the Balloting Committee and then only when a majority of the committee is present. The nominating committee will announce the results of the approval process to the membership.

**Section 3 a)** The Board of Directors shall elect annually a President, and a Vice-President. The Board of Directors shall hire an Executive Director, and fix his/her salary. The retiring President shall remain a voting member of the Board of Directors for one year following the expiration of the term of office as President.

 **b)** The seats on the Board of Directors are established to have overlapping terms. Each board term will be for three years (3) except when one additional year is added to a director’s term to accommodate the position of Immediate Past President.

**Section 4** Should a board member resign;

* The Board may use its own discretion in appointing someone to fill the vacancy.

It is incumbent upon the Board of Directors to use their discretion in making the best decision for the organization . The term of office of the members appointed shall not extend beyond that of the individual being replaced.

Should a board member change employment they shall be allowed to retain their board position under their new corporation or business entity as long as the business or individual is a Chamber member.

**Section 5** Any Director who demonstrates a lack of commitment, as defined by the Board, will be suspended or asked to resign. Directors are expected to attend 11 board meetings each year. Any Director, who misses 4 meetings during a 12-month period, will be expected to submit their resignation from their position on the board. The Executive Committee has the authority to review and discuss the absenteeism or resignation with the Director(s) and suggest individual action.

**Section 6** Director shall be limited to two (2) consecutive 3-year terms, except to serve as an officer of the Board at which time the term would be extended for one year. Following the second term, a one-year waiting period is required before that individual may be appointed for office again.

### ARTICLE IV

### OFFICERS

**Section 1** The officers of the Durango Chamber of Commerce shall be President, Vice-President . The term of office shall be for the fiscal year for which they are elected or until a successor is named. The President may appoint a Treasurer with approval by the Board, for each fiscal year. If the treasurer is not an elected member of the Board, the Treasurer shall serve as an Ex Officio member without a vote of the Board of Directors.

**Section 2** The president shall be elected by the Board of Directors in the manner prescribed in Article III of these By-Laws. The President shall preside over all Board and membership meetings, exercise general supervision over the affairs of the Chamber, and perform such other duties as are incidental to the office and as may be prescribed by the Board of Directors, the Articles of Incorporation or the By-Laws. The President shall be an Ex Officio member of all committees and other bodies of the Chamber.

**Section 3** The Vice-President shall be elected in the same manner and shall act in the absence of the President in the order of their standing, and shall perform such other functions as may be prescribed by the Board of Directors.

**Section 4** If a vacancy occurs in the office of President, the Vice President shall assume that office for the remainder of the term that the President was serving. The Board of Directors may elect from its membership a Vice President to serve the remainder of the present term.

**Section 5** The Executive Director shall be selected by the Board of Directors. The Executive Director’s term of employment shall be set by the Executive Committee. It shall be the duty of the Executive Director or designee to keep a full and accurate record of proceedings of each meeting of the Durango Chamber of Commerce, the Board of Directors, Committees, Task Forces and all other meetings, and have such records preserved in durable and convenient form. The Executive Director shall be free to speak on all questions at meetings of the membership, the Board of Directors, committees and other groups. The Executive Director shall have immediate charge of the Association’s headquarters and shall hire and have total supervision over all employees. The Executive Director shall also perform such other functions as may be prescribed by the Board of Directors. At the expiration of their employment they shall deliver to the Board of Directors all books, papers and property of the organization. . The Executive Director shall be an Ex Officio member of all committees and other bodies of the Association.

**Section 6**

### ARTICLE V

### COMMITTEES, COMMISSIONS, COUNCILS & TASK FORCES

**Section 1** The officers of the Durango Chamber of Commerce are designated the Executive Committee and are considered to be directly responsible for the current operation. The Past President shall serve as a voting member of the Executive Committee. The Treasurer, if not an elected member of the Board of Directors, shall serve as a non-voting member of the Executive Committee.

**Section 2** The President, with the approval of the Board of Directors, shall appoint the chair and members of all committees, commissions, council or task forces of the Chamber. These committees shall be chaired, and or co-chaired, by currently seated Chamber Board Members in good standing who have been appointed by a majority vote of the greater board. The number, nature, and size of those groups will be that which, in the judgment of the President and the Board, will most effectively implement the Strategic Plan of the Durango Chamber of Commerce.

**Section 3** Committee membership will normally consist of current members of the Board of Directors. On occasion, and when appropriate, the Board of Directors may choose to expand committee membership to include members at large from the populous of active general Chamber members in good standing.

**Section 4** When a need arises for a committee to expand its membership beyond existing members of the Board of Directors, the Board of Directors may fill the open position(s) by any means deemed appropriate. Applicants for open position(s) must be approved by a majority vote of the Board of Directors. The applicant’s term of service will be determined by the Board of Directors and in some instances may serve only a single specific purpose for a finite period of time.

**Section 5** All committees, commissions, councils or task forces shall be directly responsible to the Board of Directors and in no instance shall such a body commit the Chamber to a financial obligation or policy unless such financial obligation or policy position has been approved by the Board of Directors. Committee members shall serve exclusively in an advisory role to both the committee and the chamber board and are not authorized to represent or speak for the Chamber of Commerce on any matter. Committee members may occasionally be asked to attend a public meeting or function for the sole purpose of information gathering, but may not act or represent themselves as having the ability to speak on behalf of the Chamber. Members will provide reports back to their respective committees which will ultimately be presented by the committee chair(s) to the Chamber of Commerce Board. Only with specific direction from the Board of Directors shall a committee member ever represent a cause on behalf of the Chamber of Commerce Board. Such direction requires approval by a majority vote of the Chamber of Commerce Board, and even then only the duly appointed representative of the chamber board may speak on behalf of the Board of Directors for any particular cause. A violation of the member duties, or misrepresentation of the chamber, will result in an immediate revocation of membership status from any committee.

### ARTICLE VI

### FINANCES

**Section 1** The fiscal year of the Durango Chamber of Commerce shall be from January 1 to December 31.

**Section 2** Prior to the beginning of each fiscal year a budget of receipts and expenditures for the ensuing year shall be prepared which shall be submitted to the Board of Directors in proposed form together with notice of meeting date ten days prior to the consideration thereof. By majority vote of the board the budget must be approved.

**Section 3** All committees/task forces allocated funds in the budget shall direct disbursement of these funds through the Executive Director to most effectively implement their portion of the program of work for responsible fiscal control. The expenditures shall be made in the same manner as other Chamber expenditures as hereinafter provided in these By-Laws.

**Section 4** Checks and other obligations for payment of funds offered or entered into by or on behalf of the Chamber shall be signed in the corporation name of the Durango Chamber of Commerce by one signature for checks up to and including $1,000.00 and by two signatures for checks over $1,000.00, of the following: The Executive Director, President, Vice President, or Immediate Past President.

When two signatures are required, one of the signatures must be that of the President, Vice President or Immediate Past President.

**Section 5** No funds for other organizations shall be allocated from the funds of the Durango Chamber of Commerce without the approval of two-thirds of the members of the board.

**Section 6** The financial records of the Durango Chamber of Commerce may be audited annually or reviewed by a certified public accountant

**Section 7** Contracts or notes for obligations other than for normal operations shall be approved and signed by any three of the following: Executive Director, President, Vice President or Immediate Past President.

### ARTICLE VII

### REFERENDA

**Section 1** Upon the request in writing of 25% (twenty-five percent) of the members in good standing, the Board of Directors shall, or upon its own initiative, may submit questions pertaining to proposed policies or projects of the Chamber by mail to the membership for a referendum vote. Briefs stating both sides of the question shall accompany the ballot for that vote. A 35% (thirty-five percent) vote of the membership shall constitute a referendum and a two-thirds majority of the votes cast shall control. Such referendum shall have the same effect as and no other than if it were a vote of the membership of the Chamber duly taken at a regularly called meeting to the Chamber held for the purposes of considering the subject matter thereof.

### ARTICLE VIII

### AMENDMENTS

These By-Laws may be changed at any regular or special meeting of the Board of Directors by a two-thirds majority vote of the elected Directors , provided that notice of the proposed change has been mailed or emailed to all members of the Board not less than ten (10) days prior to the meeting at which the proposed changes are to be considered.

### ARTICLE IX

### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, VOLUNTEERS, AND AGENTS

The Durango Chamber of Commerce shall and does hereby indemnify and hold harmless from any liability to The Chamber or any third party, it’s directors, officers, employees, and agents arising from acts, errors or omissions resulting in harm or damage, which acts, errors, or omissions occurred while said director, officer, employee, ore agent was serving in an official capacity. A Directors and Officers Insurance policy shall be for a minimum of $1,000,000 (one million dollars). Indemnification is granted pursuant to and shall be governed by Colorado Revised Statutes, 1-1-101.5, as amended, which statutes shall apply in the event any director, officer, employee, or agent becomes a party to any threatened, pending, or completed proceeding. Indemnification shall apply to all reasonable expenses of litigation as well as the damages that may be assessed to The Chamber or to any third party.

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