

BOULDER AREA CHAMBER OF COMMERCE
Boulder, Montana
BY-LAWS – August 2020

ARTICLE 1 – Corporation Name

- 1.1 The name of the organization is the Boulder Area Chamber of Commerce (BACC) and also referred to the Corporation.

ARTICLE 2 – Purpose & Method

- 2.1 **Purpose:** The purpose of the Corporation is to encourage economic opportunities and advocate for business and community.
- 2.2 **Method:** The Corporation shall be a board driven 501(c) 6 non-profit and shall take no part in, or lend its support to, the election or appointment of any candidate for public office.
- 2.3 **Means:** via Sponsored Events.

ARTICLE 3 – Registered Office & Registered Agent

- 3.1 **Registered Office and Registered Agent:** The Registered Office and Registered Agent is currently located at 401 N Main, Boulder MT 59632. However, the Corporation may keep and maintain offices wherever the business of the Corporation may require.

ARTICLE 4- Membership

- 4.1 **Qualifications:** Any individual or business having interest in objectives of the Corporation and have paid annual dues may be eligible for membership.
- 4.2 **Dues:** Members shall be charged an annual membership fee which amount shall be determined from time to time by the Board of Directors.
- 4.3 **Vote:** The membership of the Corporation shall consist of voting members and each membership is entitled to one vote-at any meeting called for that purpose.
- 4.4 **Duties:** The membership will elect Directors at the annual meeting called for that purpose.
- 4.5 **Removal of Dictators by Members:** Directors may be removed upon affirmative vote of a majority of the members at a duly called meeting for that purpose.
- 4.6 **Quorum:** A quorum of the membership shall be a majority of those members present at any meeting.
- 4.7 **Termination of Membership:** The Board of Directors may terminate a membership provided that the termination is approved by a quorum of the Board. If the rights of members are significantly changed, then such amendment of their rights should be handled consistent with MT statutes.

ARTICLE 5 – Board of Directors

- 5.1 **General Powers and Duties:** The Corporation shall be governed by a Board of Directors (the board). The Board shall carry out the business of the Corporation.
- 5.2 **Number of Directors:** The Board shall consist of 7 (seven) directors.
- 5.2.1 **Compensation:** The Directors perform their duties voluntarily without compensation.
- 5.2.2 **Conflict of Interest:** Conflicts of interest must be noticed to the Board. And conflicts of interest shall be defined in 35-2-418 Montana code annotated (MCA)
- 5.3 **Qualifications:** All Directors must be a member of the Corporation.
- 5.4 **Executive Board:** The executive officers of the Board shall be President, Vice President, Secretary and Treasurer.
- 5.5 **Term of Directors:** Directors are **elected** for a 3 (three) year term or if appointed to fill a vacancy, serves for the remainder of that term.
- 5.6.1 Director terms shall be staggered for the purpose of providing consistency to the Board.
- 5.6.2 Director terms shall start at the annual Membership Meeting held in the month of January unless a vacancy is being filled.
- 5.6 **Vacancies caused by removal, resignation or death:** Such vacancies in the Board shall be filled by appointment by the remaining Directors. The appointee shall complete the unexpired term.
- 5.7 **Removal of a Director by Director:** Any Director who is absent without prior written notification for 3 consecutive meeting of the Board shall be deemed to have tendered their resignation.

ARTICLE 6 – Officers & their Duties

- 6.1 The President’s primary role is:
 - 6.1.1 Chairs the Board meetings
 - 6.1.2 Breaks tie vote
 - 6.1.3 CEO of the Corporation
 - 6.1.4 Signing documents & contracts on behalf of the corporation.
 - 6.1.5 Appoints committee chairs
 - 6.1.6 Serves on each standing committee if there is a vacancy
 - 6.1.7 Approves with the treasurer payment of all bills.

 - 6.1.8 Vice President – Duties as assigned by president and acts as chair in presidents’ absence

- 6.2 The Secretary shall
 - 6.2.1 Document, or cause to be documented, all meeting minutes, membership and vendor records and files.
 - 6.2.2 Give, or cause to be given, member notification of SPECIAL meetings
 - 6.2.3 And all other duties normally recognized

- 6.3 The Treasurer shall
 - 6.3.1 “Manage all funds of the Corporation, under the direction of the Board”
 - 6.3.2 Prepare, or cause to be prepared, tax return
 - 6.3.3 Sign and endorse checks up to \$2000.00

ARTICLE 7 – Meeting and Corporation

- 7.1 **Board of Directors Meeting:** The Board of Directors shall hold monthly meetings at a date, time and place to be set.
 - 7.1.1 **Notices:** No notice of the regular meeting of the Board of Directors is required to be given, but such notice may be given as directed by the President or the Secretary.
 - 7.1.2 **Special Meetings:** special meetings of the Board must be noticed not less than 10 days in advance and the purpose for which the Special Board Meeting is called must be stated.
 - 7.1.3 **Quorum:** A majority of the entire board shall constitute a quorum. If the business before the Board is to fill a vacancy, then a quorum shall be majority of the remaining Board.
 - 7.1.4 **Proxy:** There will be no proxy voting.
 - 7.1.5 Same as 7.2.6

- 7.2 **Membership Meetings:**
 - 7.2.1 **Notice:** Any meeting of the membership may be held at such a time, place and date as may be fixed by the Board of Directors and shall be specified in the notice of the meeting.
 - 7.2.2 **Annual Membership Meeting:** The purpose of the Annual Meeting is to elect or remove Directors of the Board. The annual Meeting of the membership shall be held during the month of January, or any other time as directed by the Board of Directors. Directors and notice will be mailed or emailed to each member at least ten (10) days prior to the meeting. Elections shall be held at the annual January meeting. Nominations should be made at the regular meeting in December. All ballots cast shall be kept secret The Director(s) duly elected shall take office effective Feb. 1.
 - 7.2.3 **Special Meetings:** Special Meetings of the Membership may be called by the President, or by any 3 members on the Board of Directors, or by written demand via a letter signed by not less than 10 percent of all members, stating the purpose of the Special Meeting, and delivered to the Board of Directors no less than 10 days prior to the date of the Special Meeting.
 - 7.2.4 **Quorum:** Each Membership equals one vote. A quorum is 10 percent of the membership at any meeting.
 - 7.2.5 **Vote:** All votes shall be cast in person or remotely and no proxy voting shall be permitted.

7.2.6 Members may participate via conference call or similar remote communications if such options are available.

ARTICLE 8 – Committees of the Board

- 8.1 The corporation will from time to time designate and appoint standing ad-hoc committees, each of which shall include 2 or more directors. General members of the corporation may also be appointed to serve on the committee.
- 8.2 **Standing Event Committees:** Current standing events include the Community Garage Sale, the Boulder Farmers Market, the Boulder Classic Car Show, the Music and Arts Festival, and the annual Holiday Bazaar.
- 8.3 **Executive Committee:** The Executive committee shall be the officers of the Board. The creation of committee and appointment of members must be approved by majority of directors.
- 8.4 **Working Committee:** Ad hoc committees will be recommended by the President.

ARTICLE 9 – Dissolution of the Corporation

- 9.1 The corporation may dissolve by a majority vote by the directors, members, or third persons at a meeting called for that purpose.
- 9.2 The corporation shall give notice to its members per 35-2-429(3) MCA of the proposed dissolution by a majority vote.
- 9.3 The notice must state that the purpose or one of the purposes of the meeting is to consider dissolving the corporation and must contain or be accompanied by a copy or summary of the plan of dissolution.
- 9.4 The plan of dissolution must indicate to whom the assets owned or held by the corporation will be distributed after all creditors have been paid. The adoption of the plan disillusion must be approved by the membership.

ARTICLE 10 – Amendments

- 10.1 Procedure: These Bylaws may be amended at any regular or special meeting by a vote of 2/3 of the members in attendance and in good standing. Any meeting notice to amend the Bylaws shall include notice that there is an amendment proposal and a link will be provided for the membership to read the changes online.
 - 10.1.1 Any proposed amendments or alterations shall be submitted by a member to the Board of Directors in writing, at least 14 (fourteen) days prior to the meeting in which the board will review amendments to be placed on the following agenda at which they are to be acted upon.
 - 10.1.2 Approved amendments to Bylaws shall be effective immediately.
 - 10.2.1 All members shall receive an amended copy of the bylaws within 30 days of amendment.