



BAKER CHAMBER OF COMMERCE BY LAWS

Adopted and amended on January 4th, 2023

SECTION I

ARTICLE I

Section 1- NAME

This organization is incorporated under the laws of the State of Montana and shall be known as the Baker Chamber of Commerce Incorporated.

Section 2- PURPOSE

The Baker Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people and a concern for their problems, educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business: 2) Promoting business and community growth and development by; promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3- AREA

The Baker Area and economic region shall mean to include all the cities in Fallon County.

Section 4- LIMITATIONS OF METHODS

The Baker Chamber of Commerce 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.

ARTICLE II

Membership

Section 1- ELIGIBILITY

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

Section 2- ELECTION

Any person, association, corporation, partnership, or estate may become a member upon payment of the regularly scheduled dues or upon invitation or rules set by the general membership.

Section 3- INVESTMENTS

Membership dues shall be at such rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable annually or semi-annually in advance. Dues shall be delinquent if not paid within ninety (90) days of the due date. The Board has the right to alter fee schedules for membership to the Organization as is necessary in the best interest of the Organization.

Section 4-TERMINATION

a) Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5- VOTING

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast two votes for each full membership (if two people are present) or one vote per individual membership. A full membership is for one business with more than one owner/employee. A membership is for one owner/employee or for those people not in business.

Section 6- EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its

subscriptions, and shall have the right to change its membership nomination upon written notice in all matters concerning the Chamber.

ARTICLE III

Meetings

Section 1- ANNUAL MEETING

The annual meeting of the corporation, in compliance with state law, shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof to each member at least three days before said meeting. The Board of Directors will determine notice methods.

Section 2- ADDITIONAL MEETINGS

General Meetings of the Chamber of Commerce shall be held the first (1st) Thursday of the month unless it's a Holiday. Then the meeting shall be held the second (2nd) Thursday of the month or the Board of Directors votes to move it to another day.

Special Meetings may be called by the Board of Directors at any time, or upon the petition of the Board of Directors, or 15 members, or 25% of the membership in good standing.

Section 3- QUORUMS

At committee meetings at least five (5) of nine (9) members, if not all executive committee is there, 2/3 of the board need be present to vote.

Section 4- NOTICES, AGENDA, MINUTES

Notices, Agendas, and Minutes- Notice of all organization meetings must be given at least 2 days in advance. Minutes or records of all meetings will be kept on file in the office of the Chamber. An advance agenda and minutes must be prepared for the leader for all meetings.

ARTICLE IV

Board of Directors

Section1- COMPOSITION OF THE BOARD

The Board of Directors shall be composed of 8-10 members. Included will be the President, Vice President, Treasurer, Immediate Past President (who will serve for two years), and Secretary, and three to five (3-5) elected directors from the membership to serve two years. The four directors may be re-elected to serve for more terms consecutively. The Executive Director is a non-voting member of the board and will keep minutes of all meetings.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and directs its affairs.

Section 2- SELECTION AND ELECTION OF DIRECTORS

- A. NOMINATING COMMITTEE.** Before the October general meeting of each year, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of at least three (3) members of the Chamber. The President shall designate the Head of the Committee.
- Prior to the meeting, the Nominating Committee shall contact the secretary for the number of vacancies. The candidates for office must be an active member in good standing and must agree to accept the responsibility of office.
- B. PUBLICITY OF NOMINATIONS.** Upon receipt of the report of the Nominating Committee (prior to the October meeting) the secretary shall read the slate of candidates before the general membership. At this time the President shall ask for nominations from the floor.
- C. NOMINATIONS BY PETITION.** Additional nominations may be given to the membership committee by either writing or phone conversation and must be made within ten (10) days after the first reading of the nominating committee.
- D. DETERMINATION.** If no petition is filed within ten (10) days, the nominations shall be closed and the nominated slate of candidates will be renamed at the November meeting. At the November meeting, nominations will be asked from the floor. If there is more than one candidate for any office, a secret ballot will be held at the December meeting. If there is only one name for each office, the slate of officers will be declared elected at the December meeting.
- E. JUDGES.** If there is a secret ballot election, the President shall appoint at least three (3), but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots, in another room than the meeting room. They shall report the results of the election before the close of the December meeting.

Section 3- SEATING OF THE OFFICERS

All officers will be seated at the regular January meeting and shall be participating members thereafter. The President, Vice President, Treasurer and Secretary shall serve one (1) two-year term.

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 shall automatically be dropped from membership of 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 of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5- POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in the minutes, to be reviewed annually and revised as necessary.

Section 6- INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such director shall be adjusted in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability from negligence or misconduct.

ARTICLE V

Officers

Section 1- DETERMINATION OF OFFICERS

The Board of Directors (new and retiring directors) shall meet between the December and the January meeting to reorganize for the coming year. The president is in charge of all Board of Directors meetings, if he is absent the President Elect shall serve as chairman.

Section 2- DUTIES OF OFFICERS

- A. PRESIDENT.** The President shall serve as chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.
- The President shall, with the advice and counsel of the Board of Directors, assign Vice-Presidents to divisional or departmental responsibilities, and appoint chairmen of all committees.
- The President, shall, with the advice of counsel of Vice President and Secretary, determine all committees, select all committee leaders, assist in the selection of committee personnel, subject to approval of the Board of Directors.
- B. PRESIDENT-ELECT.** The President-elect (or Vice President) shall exercise the powers and authority to perform the duties of the President in the absence or disability of the President. The President-elect shall also serve as head of the Program of Work Committee of the Chamber. As such, the President-elect and Committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the chamber.
- C. TREASURER.** The treasurer shall be responsible for creating and chairing the finance/budget committee. The treasurer shall receive the financial report before every Board meeting from the Executive Director to inform the Board and Membership. Upon the vacancy of an Executive Director the Treasurer shall be responsible for the accounting duties of the Executive Director.
- D. SECRETARY.** The Secretary shall perform the duties of minute taking and record keeping in absence of the Executive Director at all meetings. Upon the vacancy of an Executive Director the Secretary shall be responsible for the preparing of notes, agenda, and meeting minutes of all meetings.
- E. EMPLOYEES-** The Executive Director, and when needed an assistant, shall be hired by majority vote of the Board of Directors and, among other duties as prescribed by the Board, shall serve as custodian of records and valuable papers of the organization. The Executive Director shall serve as registered agent of the organization at its place of business.

Section 3- EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session or not easily assembled, but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, Treasurer, and Secretary. The President shall serve as the head of the Executive Committee.

Section 4-INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these by-laws.

Section 5- EMPLOYEE REVIEW

All employees will be subject to an annual review to be reviewed between October and December. At that time the board can choose to re-elect or terminate positions reviewed.

ARTICLE VI

Committees and Divisions

Section 1- APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The President may appoint such ad hoc committees and their leaders 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. There may be on several occasions, committee members who are not members of the Chamber.

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by the Board. Non-Chamber members of committees are directly answerable and responsible to the Board of Directors and before any action is taken by them it must first be approved by the Board.

Section 2- LIMITATION OF AUTHORITY

No action by any members, committee, division, employee, Director, or Officer shall be binding upon, or constitute as expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

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 wise to discontinue the committees.

Section 3- TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies.

Section 4- DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporation. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including the collection and disbursement of funds.

No actions or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon expressive to the Chamber, unless approved by the Board of Directors.

ARTICLE VII

Finances

Section 1-DISBURSEMENTS

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be by check.

Section 2- FISCAL YEAR

The fiscal year shall be from January 1 through December 31 of each year.

Section 3- BUDGET

As soon as possible and as close as possible to the January meeting, the new Budget Committee, shall meet and draw a budget for the year and then submit it to the Board of Directors for approval.

Section 4- ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited annually as close as possible to the annual meeting. The audit committee shall be appointed by the Board of Directors or members of the Board of Directors.

Section 6- MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS AND OTHER CHAMBER RECORDS

A copy of the Chamber's Article of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any member at all reasonable times during office hours.

ARTICLE VIII

Dissolution

Section 1- PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS section 501 (c) (3).

ARTICLE IX

Section 1- PARLIMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X

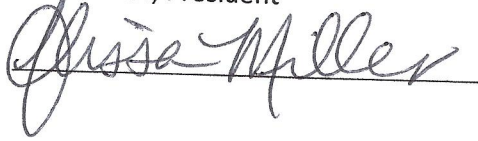
Amendments

Section 1- REVISIONS

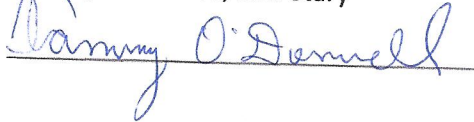
These bylaws may be amended or altered by two-thirds (2/3) vote of the majority of board members at any regular or special meeting, providing the notice for the meeting includes the proposal of amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or the general membership in writing, at the next general meeting at which they are to be acted upon.

Adopted January 4th, 2023.

Alissa Miller, President

A handwritten signature in blue ink that reads "Alissa Miller". The signature is written in a cursive style and is positioned above a horizontal line.

Tammy O'Donnell, Secretary

A handwritten signature in blue ink that reads "Tammy O'Donnell". The signature is written in a cursive style and is positioned above a horizontal line.