

# BYLAWS

## GREATER SANDPOINT CHAMBER OF COMMERCE, INC.

### PREAMBLE

These Bylaws are subject to, and governed by, the Idaho Business Corporation Act (the "IBC"), the Idaho Nonprofit Corporation Act (the "INCA") and the Articles of Incorporation of Greater Sandpoint Chamber of Commerce, Inc., an Idaho nonprofit corporation (the "Corporation"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the IBCA, INCA or the Articles of Incorporation, such provisions of the IBCA, INCA, or the Articles of Incorporation, will be controlling.

### 1.0 CORPORATION

- 1.1 **Name:** The name of this organization is The Greater Sandpoint Chamber of Commerce, Inc., a nonprofit corporation organized under the laws of the State of Idaho.
- 1.2 **Registered Office and Agent:** The registered office and registered agent of the Corporation shall be as designated from time to time by the appropriate filing by the Corporation with the Office of the Secretary of State of the State of Idaho.
- 1.3 **Location:** The Corporation shall locate its offices and conduct its affairs within the trade area, or market, served by the business interests of the Greater Sandpoint area of Bonner County, Idaho.
- 1.4 **Corporate Seal:** This Corporation shall have a corporate seal in the margin of which shall be engraved the words 'Greater Sandpoint Chamber of Commerce, Incorporated, State of Idaho,' and in the center thereof the words 'Corporate Seal.'

### 2.0 OBJECTIVES AND LIMITATIONS

- 2.1 **Objectives:** The Corporation is organized to achieve the following mission: "We are an advocate of business development and tourism in the Greater Sandpoint area."
- 2.2 **Limitations:** The Corporation shall in all of its activities be nonpartisan, nonpolitical and nonsectarian.

### 3.0 MEMBERSHIP

- 3.1 **Eligibility:** Membership in the Corporation shall be open to any person or entity in good standing in the community, as determined by the Board. Membership shall be limited to persons or entities that engage in activity or business in the greater Sandpoint community; show an interest in the general welfare and development of the region; and support the advancement of the Corporation's purposes and objectives, as determined by the Board.
- 3.2 **Application:** Application for membership in the Corporation shall be in writing, signed by the applicant and accompanied by such membership fees as these Bylaws require. Applications must be mailed or delivered to the offices of the Corporation
- 3.3 **Admission:** Membership is effective on the date of receipt of the membership dues and/or application at the Office of the Corporation.

## BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.

**3.4 Duration:** Membership is for the duration of one year with annual renewal upon payment of the membership fee. Membership shall automatically cease in the following instances: Nonpayment of dues for 180 days; or death of the member; or cessation/dissolution of the business entity.

**3.4.1 Written Notice:** A written notice shall be sent by the Corporation to any member in arrears on membership dues.

**3.4.2 Extension:** Any member requesting an extension must provide a written request no later than 180 days from due date of the membership fee. The Board may extend membership for good cause.

**3.5 Denial and Revocation:** Membership may be denied or revoked, for any reason, by a vote of the Board of Directors. Following such a vote, any member may be reinstated by a majority vote of the Board of Directors.

**3.6 Equal Membership:** The rights and interests of all members shall be equal and no member shall acquire a greater interest than any other member in the organization.

**3.7 Civic Members:** Those individuals not affiliated with a business or profession may be entitled to membership if approved by the Board. Upon acceptance these civic members shall pay minimum annual membership dues. Examples include but are not limited to: educators, ministers, retirees, and farmers.

### 4.0 BOARD OF DIRECTORS

**4.1 Authority:** The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board").

**4.2 Directors:** The Corporation shall have Elected, Ex-Officio and Honorary Directors.

**4.2.1 Elected:** Twelve (12) directors shall serve terms of three (3) years with each term beginning on October 1<sup>st</sup> except as described in 4.2.3.

**4.2.2 Ex-Officio and Honorary Directors:** Non-voting Directors may be appointed annually to the Board to foster participation and partnerships between the Corporation and other organizations.

**4.2.3 Chair, Chair-Elect, Past Chair Term Extension:** If a director's term expires while serving as Chair, Chair-Elect, or Past Chair, then the director will remain on the Board as a non-termed position until completion of the Past Chair responsibilities. The expired position will be filled in the normal rotation with a new member. This provision allows for up to 15 board members.

**4.3 Eligibility:** Any individual shall be a member (or an employee of a member) of the Greater Sandpoint Chamber of Commerce for at least one year, and also be a member in good standing before he/she can be nominated to serve on the Board as an elected director.

## BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.

**4.4 Term Limits:** No Elected or Representative Director who has served for two (2) consecutive terms of three (3) consecutive years shall be eligible to serve on the Board again until after the lapse of one (1) year. An exception shall be as described in Section 4.2.3.

**4.5 Responsibilities of the Board:** The Board of Directors shall serve as the legislative body of the Corporation and shall have the power to:

- 4.5.1 Appoint and remove any employees of the Corporation. The Board is also to determine employee duties and fix compensation; and
- 4.5.2 Conduct, manage and control the affairs and business of the organization. Promulgate rules and regulations for the guidance of the officers and management of the Corporation not inconsistent with the Laws of the State of Idaho or these Bylaws; and
- 4.5.3 Do any and all things reasonable and practicable for the welfare of the Corporation.

## 5.0 SELECTION OF DIRECTORS

### 5.1 Elected Directors:

- 5.1.1 **Candidates:** The Board Development Committee shall report to the Board candidates who are willing to accept the position. The Nominating Committee's report shall be provided to both the Board and the membership. Notice to membership must include the election date and the right of petition.
- 5.1.2 **Election Date:** Unless a petition is filed with the Secretary, the Board may declare the candidates elected on or after the election date.
- 5.1.3 **Petition:** At any time prior to the election date, additional names of candidates can be nominated by petition bearing signatures of at least five (5) members of the Corporation. Such petition shall be filed with the Secretary of the Corporation.
- 5.1.4 **Contested Election:** In the event that any Board position is contested, the Corporation shall hold an election by written ballot for all available positions. Ballots may be distributed by mail or email and must clearly state the date of return for the contested election. The candidates receiving the largest number of votes shall be elected to the available Elected Director positions. All votes should be kept for review by any candidate for a reasonable time after the Contested Election.

**5.2 All Other Directors:** All other directors shall be nominated by the Chair and confirmed by the Board.

## 6.0 VACANCIES AND REMOVAL OF DIRECTORS

- 6.1 **Vacancies:** The Board shall have the power to make appointments to fill all vacancies on the Board, such new Directors to serve the unexpired portion of the term remaining and eligible for re-election in the regular manner at the close of the term
- 6.2 **Removal:** Three (3) unexcused absences from any regular Board meetings in any one-year shall constitute cause for removal from the Board upon a majority vote of the Board.
- 6.3 **Recall of A Director:** Upon a petition signed by at least ten (10) percent of the current membership, the Board shall call a vote to be held within forty-five days after receipt of the petition. A ballot shall be sent by mail or email to all qualified members with a reasonable date of return specified. The Director shall be recalled upon a majority of the returned votes.

## 7.0 OFFICERS

- 7.1 **Election of Officers:** Following an election, the Directors shall select a Chair, Chair-Elect, Secretary and Treasurer. The Board is authorized to create such other officers of the Corporation.
- 7.2 **Eligibility:** A Director must serve on the Board of the Corporation for at least one year before being eligible for the office of Chairman.
- 7.3 **Terms:** All officers of the Greater Sandpoint Chamber of Commerce shall be elected for a term of one year, except the Chairman whose term will be two years, beginning the first of October and ending the following 30<sup>th</sup> of September, or until their successors have been duly qualified and elected, whichever comes later. All officers are eligible to serve an additional term at the request and/or approval of the Board of Directors.

### 7.4 Duties:

- 7.4.1 **Chair of the Board:** The Chair shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties as are incident to the office. He/She shall appoint all committees, all unfilled committee chairs and be a voting member of each committee
- 7.4.2 **Chair-Elect:** The Chair-Elect shall preside at meetings of the Directors if the Chair is unable to attend and perform such duties as assigned by the Chair. The Chair-Elect shall automatically be nominated for the office of Chair the following year, unless he/she is unable or unwilling to serve.
- 7.4.3 **Secretary:** The secretary shall record and report the official minutes of any meetings and maintain an accurate record of the proceedings.

**BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.**

7.4.4 **Treasurer:** The treasurer shall prepare an annual budget for the Corporation and present it to the Board for approval. The Treasurer is shall maintain accurate financial records and provide monthly financial reports to the Board for their review and approval. The Treasurer also provides an annual report to the general Chamber membership at the Regular Annual Meeting and/or via written annual report.

7.4.5 **Past Chair:** For continuity purposes, the immediate Past Chair will serve on the Board and the Executive Committee for one additional year.

7.5 **Vacancies:** Vacancies occurring in any office shall be filled by the vote of the Board at any meeting thereof and the term of the officers elected to fill the vacancies shall be the term of their predecessor.

8.0 **COMMITTEES:** The Board shall appoint or authorize personnel it deems necessary for the creation and continuation of the following committees:

8.1 **Administrative Committees:** The following Board Committees shall be maintained for the purpose of the continued propagation of the Board and the Chamber. Membership on these committees will be made up of Board Members only. Each Board member must serve on a minimum of one Administrative Committee. The Board can authorize additional administrative committees it deems necessary.

8.1.1 **Executive Committees:** The Executive Committee shall consist of the Chair, the Chair-Elect, the Secretary, the Treasurer and the Past Chair. The Executive Committee shall provide ongoing direction to the President/CEO and staff of the Corporation, meeting as needed and as directed by the Chair, or in his/her absence, the Chair-Elect

8.1.2 **Finance Committee:** A finance committee will be appointed to assist the Treasure and Staff in financial matters effecting the ongoing operation and viability of the Chamber. The scope of responsibility includes, but not limited to, budget preparation, financial reviews and audit review.

8.1.3 **Fundraising Committee:** A fundraising committee will be appointed to assist the Chamber staff in carrying out fundraising events, selling sponsorships and/or creating and implementing a Board fundraising program.

8.1.4 **Board Development Committee:** The board development committee will be responsible for the nominating and ongoing education of Board Members.

8.2 **Program Committees and Councils:** The Board shall authorize the formation of such Program Committees and Councils as it may deem necessary and shall define their duties. Program Committees and Councils report to the President/CEO.

8.3 **Committee and Council Meetings:** Meetings of the committees and councils may be called at any time by the Board Chair, the chair of the committee or council or the President/CEO and with whatever frequency is required. A majority of the members of

## BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.

the committee or council shall constitute a quorum, which shall be required for official action to be taken. Minutes of all committee and council meetings shall be kept and reported by a committee/council member to the Secretary and made available for review of the Board.

**8.4 Committee and Council Membership:** All members of the Greater Sandpoint Chamber of Commerce in good standing and current on their dues are eligible for participation on program committees and councils. Nonmembers and those who are at least 1 (one) month in arrears on their dues are not eligible to participate on any chamber committee. The Chamber membership requirement may be waived by the Board of Directors for membership in Councils if deemed prudent.

**8.4.1 Committee Membership:** Committees shall consist of Chamber members in good standing as stated above. Committee meetings are open to the general membership.

**8.4.2 Council Membership:** Councils shall have restricted membership as approved by Board of Directors and shall govern grant awards and special projects of the board of directors as need determines. Council meetings are closed meetings except to Board Members.

**8.5 Committee and Council Dispute Mediation:** If deemed necessary by the Board, the Board will oversee the mediation of disputes between Staff and Committees or Councils. A written request by either party will be required to initiate the process.

### 9.0 VOTING AND MEETINGS

**9.1 Voting:** Unless otherwise specified, all votes require majority approval. Any current member may vote in an election, referendum, or membership meeting of the Corporation. A current member is any member who has paid the dues and whose voting rights have vested. Voting rights vest fifteen (15) days after admission of membership. Every current member of the Corporation is entitled to one vote. No voting by proxy shall be permitted.

**9.2 Board Meetings:** A majority of the Board of Directors shall constitute a quorum. The Board shall meet at least once each month, at a day and hour fixed by resolution of said Board. Special meetings of the Board of Directors may be called at any time by the Chairman or by three (3) Directors.

**9.2.1 Member Attendance:** A current member shall have the right to attend and speak at a Board meeting for a reasonable amount of time, as determined by the Chair

**9.3 Membership Meetings:** At any membership meeting, the number of members present shall constitute a quorum. A Regular Meeting shall be held once per year. Special meetings of the general membership may be called at any time by (a) the Chair or (b)

**BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.**

ten (10) current members by written request delivered to the Secretary. Any special meeting for the membership must be noticed three days prior to the date of the meeting.

**9.4 Conflicts of Interest:** Any Board Members with conflicts of interest must disclose the conflict and recuse themselves from any vote in which they may personally or professionally benefit from the outcome of the vote.

**10.0 FINANCES**

**10.1 Fiscal Year:** The fiscal year of the Corporation shall be from October 1<sup>st</sup> through September 30<sup>th</sup>.

**10.2 Budget:** The amount of money required to sustain the efforts of the Greater Sandpoint Chamber of Commerce for each fiscal year shall be determined by the Treasurer, in consultation with the President/CEO and the committee Chairs of the various standing committees, and with the approval of the Board of Directors. The Treasurer shall receive and consider, at the beginning of the fiscal year, estimates of income and expenditures for the ensuing year, prepared and filed with it by the President/CEO and by officers of committees apportioning the funds of the Chamber, which recommendations may be approved, amended, or rejected by the Board. As passed by the Board, with or without modification, the approved budget shall be the appropriation measure of the Corporation. Significant deviations from the approved budget, new programs, new events, or significant capital expenditures shall be approved in advance by the Board of the Corporation.

**10.3 General Fund:** All financial receipts shall constitute the General Fund of the Greater Sandpoint Chamber of Commerce unless otherwise provided by the Board. The expenses for the maintenance and conduct of the organization shall be paid from the General Fund.

**10.4 Funding:**

**10.4.1 Membership Fees:** The membership fee schedule shall be determined by the Executive Committee and approved by the Board of Directors of the Greater Sandpoint Chamber of Commerce. Membership fees shall be reviewed every one year, and can be adjusted by approval by the Board of Directors at that time. Consideration shall be made for changes in economic conditions of the trade area and the needs of the Chamber. Membership dues may or may not be adjusted every one year. No dues will be raised more than one time during the one-year period without a majority vote of the membership of the Corporation.

**10.4.2 Fund-Raising:** All fund-raising events shall be approved in advance by the Board of the Corporation along with an expected budget for the event. Monies from all events shall accrue to the General Fund of the Corporation, except as otherwise designated by the Board, such as in the case of administered grant programs.

**BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.**

**10.5 Bank Accounts And Surplus Funds:**

10.5.1 **Banking Services:** Funds of the Corporation shall be maintained in an account under the name of the Corporation and with a financial institution located in the greater Sandpoint area. Records of all deposits and expenditures shall be maintained for a minimum of seven years by the Treasurer. The Corporation shall review its banking service every three (3) years. The Corporation will make every effort to keep all funds at one financial institution for the duration of the three year period.

10.5.2 **Authorized Signature:** All checks drawn on bank accounts of the Corporation shall be signed by any two of the following: The Chairman, the Chair-Elect, the Treasurer or the President/CEO of the Greater Sandpoint Chamber of Commerce.

10.5.3 **Surplus Funds:** Surplus funds may be invested for the purposes of earning interest in federally secured savings accounts or certificates of deposit in a financial institution operating in the trade area of the Greater Sandpoint area. Investment of funds in any other investment instrument requires a two-thirds vote of the Board of the Corporation.

10.5.4 **Reserve Fund:** When possible, the Corporation shall reserve and invest surplus funds to maintain a minimum of six (6) months of operating expenses in a liquid funds account and to create an endowment for the Corporation.

10.6 **Debts:** All debts incurred by the Corporation, including loans and leases, but excluding trade payables incurred in the ordinary course of business, must be approved in advance by the Board of Directors. Lines of Credit and Credit Cards, together with their approved credit limits must be reviewed and approved annually by the Board of Directors. Draws on credit lines may be made for the credit of the Corporation and authorized by any member of the Executive Committee. All debt instruments executed by the Corporation must be signed by any two members of the Executive Committee

10.7 **Fidelity Bonds:** Any agent or employee of the Greater Sandpoint Chamber of Commerce may be required to give bond through approved indemnity company in such amount as the Board of Directors may determine to secure the faithful performance of his or her duties.

**11.0 CONTRACTS**

11.1 **Contracted Services:** Where possible, the Corporation shall have written contracts for services to be reviewed every three (3) years. Contracted services shall include but are not limited to taxes, banking services, maintenance, administrative services and all other contracts that the Chamber may enter into in the course of business. Where possible, contracts shall be for a three-year term and approved by the Executive Committee. Committee members with conflicts of interest must disclose the conflict and recuse themselves from the matter.

11.2 **Request For Proposal:** At the conclusion of a three-year term, all contracts under review must complete a Request For Proposal ("RFP"). Where possible, at least three



**BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.**

(3) additional vendors to the current contractor will be invited to submit bids. The Executive Committee, with staff input and recommendation will review and select the service or goods provider. The President/CEO shall manage the RFP process and advise the Executive Committee with recommendations. Chamber members take precedence over non-Chamber member service providers.

**12.0 BYLAWS**

**12.1 Amendments:** These Bylaws may be amended, repealed, or new Bylaws adopted (a) by majority vote of the members at a regular or special meeting but only after ten (10) days notice to the members; or (b) by two-thirds vote of the Board of Directors.

**12.2 Construction:** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

12.2.1 The remainder of these Bylaws shall be considered valid and operative, and

12.2.2 Effect shall be given to the intent manifested by the portion held invalid or inoperative.

**12.3 Headings:** headings are for organization, convenience and clarity. In interpreting these Bylaws, the table of contents and headings shall be subordinated in importance to the other written material.

**BYLAWS OF GREATER SANDPOINT CHAMBER OF COMMERCE, INC.**

We, the undersigned, being the all the members of the Board of Directors of the Greater Sandpoint Chamber of Commerce, DO HEREBY CERTIFY THAT the foregoing bylaws of said Corporation, were adopted by a 2/3 majority vote of members present at the monthly Board of Directors meeting held on the 20<sup>th</sup> day of November, 2014.

\_\_\_\_\_ - Ken Wood, Chairman

\_\_\_\_\_ - Chair Elect

\_\_\_\_\_ - Kris Sabo, Secretary

\_\_\_\_\_ - Jacob Styer, Treasurer

\_\_\_\_\_ - Patty Hutchens

\_\_\_\_\_ - Sean Mirus

\_\_\_\_\_ - Michelle Siverston

\_\_\_\_\_ - Stephen Snedden

\_\_\_\_\_ - Mandy Evans

\_\_\_\_\_ - Margi Gunter

\_\_\_\_\_ - Jim McKiernan

\_\_\_\_\_ - Chad Foust