

Priest River Chamber of Commerce, Inc.

Bylaws

Amended on October 25, 2022

I. Organization

I.1. Incorporation

Priest River Chamber of Commerce organization is incorporated under the laws of the state of Idaho and shall be known as the Priest River Chamber of Commerce, Incorporated (hereinafter referred to as “Chamber”).

I.2. Purpose

To promote and protect the interests of business and try to create the best community in which to live, work, play, and do commerce.

I.3. Limitation of Methods

The Chamber shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

II. Definitions

II.1. Business Member

Any business, association, corporation, partnership, or other entity doing substantial business in the Priest River area and who meets the criteria as set forth in the Chamber Bylaws.

II.2. Fiscal Year

The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December each year.

II.3. Individual Member

Any person doing substantial business in the Priest River area and who meets the criteria as set forth in the Chamber Bylaws.

II.4. Member

Either a Business Member or Individual Member

II.5. Quorum

- (a) General Membership-The presence of ten percent (10%) of the membership of the Chamber shall constitute a Quorum of Members, provided only members having the right to vote may be counted toward a Quorum.
- (b) Board of Directors- More than fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.
- (c) A majority of the membership of any committee shall constitute a Quorum.

II.6. Representative

All Business Members are responsible for determining who will represent the Business Member at Chamber Meetings and vote on behalf of the Business Member. The Chamber does not request a formal designation from the Business Member. Business Member is charged with monitoring the actions undertaken by its Representative as it relates to Business Member's Membership in the Chamber.

III. Membership

III.1. Eligibility

Any person, business, association, corporation, partnership, or other entity doing substantial business in the Priest River area and who subscribes to the principles and objectives of the Chamber may become a member of the Chamber.

III.2. Transfer of Membership

Individual Membership in the Chamber is not transferable or assignable. Business Membership is transferable, Business Member must notify Chamber of any updated contact information.

III.3. Voting

Each Member shall have one vote on any matter subject to a vote. A Business Member shall select a Representative to vote on behalf of that Member. If a Representative of a Business Member is also an Individual Member, that Representative may cast a vote as the Representative and a separate vote as an Individual Member.

III.4. Application

Application for membership shall be in writing on the forms provided for that purpose or electronically submitted on the Chamber's website. Application shall become effective upon payment of applicable Membership Due.

IV. Membership Dues

IV.1. Amount

Membership Dues shall be at such rate or rates, schedule or formula as may be from time to time set by the Board of Directors and approved by the membership.

IV.2. Waiver

Membership Dues for a Member may be waived by a majority vote of the Board of Directors for Members who provide necessary services each year to the Chamber of a value that is equal to the dues that the Member would pay each year.

Any waiver authorized by the Chamber should be recorded in the minutes of the Meeting of the Board of Directors and shall be reviewed annually at the start of the fiscal year for a vote to renew. If the Board of Directors fails to address any waiver it shall be provisionally approved for another fiscal year but shall not continue for more than two (2) years without being addressed specifically by the Board of Directors.

If a waiver is not renewed the Board of Directors shall give notice to the Member and grant the Member sixty (60) days to pay Membership Dues.

IV.3. New Membership Dues

Membership Dues are due at time of applying to the Chamber for a New Member and are effective for Membership for the balance of the fiscal year in which the New Member applied. Subsequent years will be due as set forth in Section 4.04.

IV.4. Renewal Membership Dues

Membership Dues for Members renewing their Membership will be due on January 31st of each fiscal year.

IV.5. Termination of Membership for Non-Payment

A member who has not paid his/her/its Membership Dues within sixty (60) days of the start of the fiscal year will automatically cease to be a member of the Chamber.

IV.6. Reinstatement

A Member who has forfeited his/her/its membership for Non-Payment of Dues will be reinstated by payment of the dues in full.

V. Meetings

V.1. Date and Time

The Chamber shall hold a general membership meeting quarterly at a date, place, and time to be decided on by the Board of Directors.

V.2. Notice

The President shall ensure that each member is notified in writing at the last recorded email address of each Member of the Chamber at least three (3) days before the time appointed for the Meeting. The President is allowed to delegate this notice to an employee of the Chamber or another member of the Board of Directors.

V.3. Special Meetings

Special Meetings may be called by the President, majority of the Board of Directors, or by ten (10) members of the Chamber on at least seven (7) days notice. Notice shall be given as set forth in Section 5.02, except that the notice must state the purpose of the Special Meeting and no business other than that specified in the notice may be transacted.

V.4. Waiver

Meetings may be held at any time if notice is waived. Notice may be waived by a majority vote of the members present.

V.5. Quorum Required

A Quorum must be present to: approve expenditures exceeding \$1,000.00 not in the normal course of business of the Chamber or Chamber events, donation of funds, elect or remove officers or directors, or to amend or repeal the Chamber Bylaws or Articles of Incorporation of the Chamber.

Once a Quorum is established at a meeting, it may proceed to transact business, except as specifically limited in the Chamber Bylaws, even though a Quorum may no longer be present.

V.6. Exceptions to Quorum Requirement

If a regularly scheduled meeting fails to obtain a Quorum business may be conducted under the following conditions:

- (a) It is the second consecutive meeting where the Chamber failed to obtain a Quorum and five percent (5%) of the membership of the Chamber are present at the Meeting and at least fifty percent (50%) of the Board of Directors are present at the Meeting.
- (b) If eighty percent (80%) of the Board of Directors are present at the Meeting.

V.7. Voting

All votes shall be decided by a majority vote unless otherwise provided in the Chamber Bylaws or by statute. All Members must cast their vote in person, subject to Section 5.08. If requested by any Member, a vote shall be taken by written ballot.

V.8. Voting Electronically

The Chamber may elicit votes for actions requiring a Quorum as set forth in Section 5.05 using electronic voting methods as long as Members are provided at least seven (7) days notice of the vote or allowed seven (7) days to submit electronic vote. This can be done by email or an electronic balloting or survey system.

V.9. Order of Business

Order of Business will be established by the President or presiding officer of any meeting.

V.10. Guests

Attendance at meeting is limited to members and invited guests. Any member may invite guests. Any meeting may be closed to public or invited guests upon a majority vote of the members.

VI. Board of Directors

VI.1. Number of Directors

The Board of Directors shall consist of eleven Directors to be elected from the general membership.

VI.2. Qualifications

Directors must be Members of the Chamber in good standing.

VI.3. Election and Terms

The election of the Members of the Board of Directors shall be elected by written ballot after nominations from the floor during a meeting. The nominees must accept nomination in person or in writing if not present at meeting. The election shall be held at the regular meeting to be held in December each year unless notice is given to hold the election at the regular meeting to be held in November. Five Directors shall be elected in odd numbered years and Six Directors shall be elected in even number years. All terms shall be for two years. Any Director may be re-elected.

VI.4. Powers and Duties of Directors

The Board of Directors shall:

- (a) Review and approve all expenditures and donations;
- (b) Hold meetings at such times and places as it deems proper;
- (c) Hire and fire agents and employees of the Chamber;
- (d) Create Committees and Appoint Members of Committees from the Board of Directors or from Members of the Chamber;
- (e) Fix compensation for agents and employees within limits set by Membership of the Chamber;
- (f) Conduct an annual audit of the books and records of the Chamber (if requested by a Member have the audit supervised by an independent accountant);
- (g) Prepare an annual budget for the Chamber;
- (h) Fill vacancies in any vacant office of the Chamber by Appointment;
- (i) Authorize a Director or Employee aside from the Officers to co-sign checks drawn on the Chamber's treasury;
- (j) Distribute funds in a manner and in an amount limited by Chamber Bylaws;
- (k) Ensure the Chamber complies with Federal and Idaho regulations to maintain non-profit and 501(c)(6) status;
- (l) Ensure that the Chamber complies with State and Federal employee regulations including, but not limited to, payroll taxes, reporting, Idaho Secretary of State reporting, and fiscal year reporting;
- (m) Manage the affairs of the Chamber at any time the membership does not meet regularly; and
- (n) Execute deeds, mortgages, contracts, and other legal documents in the name of the Chamber in a manner consistent with the Chamber Bylaws.

VI.5. Quorum

More than fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. An affirmative vote of a majority of the Quorum present at a meeting is necessary to pass any measure, proposal or resolution. A member who is appearing by telephone to the meeting may be counted towards the Quorum.

VI.6. Meetings

The President shall ensure that the Board of Directors is notified in writing at the last recorded email address of each Director at least three (3) days before the time appointed for the Meeting. The President is allowed to delegate this notice to an employee of the Chamber or another member of the Board of Directors. Notice of meetings can be waived by a majority vote.

VI.7. Absence

Should a Director be absent for three (3) consecutive Board of Director Meetings, his/her seat may be declared vacant by a majority vote of Board of Directors. This is a permissive action and not a mandatory action. Any Director may make the motion to declare a seat vacant during a Board of Director Meeting.

VI.8. Vacancies

- (a) Whenever any vacancy occurs on the Board of Directors, for any reason, it shall be filled by a majority vote of the remaining members of the Board of Directors. Such election shall be made upon a motion before the Board of Directors. If there are multiple nominations put forth it shall be by written ballot.
- (b) The Board of Directors may elect to have the vacancy filled by an election at a general meeting upon motion by a Member. If there are multiple nominations put forth it shall be by written ballot.
- (c) The election for filling vacancies shall be held at the next Board of Director Meeting or General Member Meeting. If a vacancy persists due to lack of nomination or accepting by nominees the Board of Director's will continue to seek nominations at least once a month at the General Member Meetings or Board of Director Meetings until position is filled.
- (d) The person so elected shall serve the balance of the term of the person whose seat he/she is elected to fill. If the vacancy has been for more than one month the Board of Directors may elect to assign the new Director a term that ensures no more than half of the board is up for election each year. If this assignment of a term creates a term for the Director that is more than two years but less than three years the term limitation set for in Section 6.03 is waived.

VI.9. Removal

- (a) By the Board of Directors

Any one or more of the Board of Directors may be removed at any time by a vote of two-thirds (2/3) of the members present at any two (2) consecutive Board of Directors Meetings.

(b) By the General Membership

Any one or more of the Board of Directors may be removed at any time by a majority vote of the members present at any two (2) consecutive General Meetings.

VI.10. Attendance of Non-Members at Meetings

Any member of the Chamber may attend any meeting of the Board of Directors. Guests may attend upon invitation by a Director.

VII. Officers

VII.1. Officers

The officers of the Corporation shall be the President, Vice-President, and the Treasurer.

VII.2. Qualifications

Candidates for Officers must be an active Director in good standing who has agreed to accept the responsibility of the role.

VII.3. Term

Officers shall begin their term in January following their election and the term shall be for one year, commencing January 1st and terminating December 31st. If an Officer election is unable to be held by December 31st each year the current Officers' term shall be extended by one month for an election to be held in January.

No individual shall serve more than two (2) consecutive terms as President or Vice President. A period of one (1) year must elapse before eligibility to serve as President or Vice President is restored. This restriction applies if an individual serves two (2) consecutive terms in either role as President or Vice President or a combination of the two roles.

VII.4. Election

Nominations and elections for Officers shall be held in November or December after the election of Directors is held by the General Membership. The election shall be held before December 31st each year. If an Officer resigns or is removed during his/her term the Board of Directors shall nominate and elect a Director to serve as that role for the balance of the year at the next Board of Directors Meeting.

VII.5. President Duties and Powers

The President shall:

- (a) Be the chief administrative and executive officer;
- (b) Serve as the secretary to the Board of Directors and prepare notices, agendas, and minutes of board meetings;
- (c) Preside over General Meetings and Board of Directors Meetings;

- (d) Appoint Committees;
- (e) Have authority to co-sign checks drawn on the Chamber's treasury; and
- (f) Perform such other duties as are necessary to the office of the President.

VII.6. Vice-President Duties and Powers

The Vice-President Shall:

- (a) Perform the duties of the President in the event of the President's absence or inability to act;
- (b) Have authority to co-sign checks drawn on the Chamber's treasury; and
- (c) Act as liaison between the Chamber and City, County, and State and Federal Governments, and also the various other Chambers of Commerce in the local area and other similar organizations.

VII.7. Treasurer Duties and Powers

The Treasurer Shall:

- (a) Have authority to co-sign checks drawn on the Chamber's treasury;
- (b) Review receipts and expenses of the Chamber and ensure receipts are deposited and expenses are paid as directed by the Board of Directors and General Membership as set forth by the Chamber Bylaws;
- (c) Prepare an annual budget for the Chamber;
- (d) Have control and possession of the funds, books, and financial records of the Chamber;
- (e) Prepare a monthly financial report of the Chamber to present to the Board of Directors and to be a part of the Chamber records;
- (f) In the event no Director wishes to serve as Treasurer a Member may be nominated and elected as Treasurer and said Treasurer would be a non-voting member of the Board of Directors; and
- (g) If required by the Board of Directors, the Treasurer shall give to the Chamber such security for the faithful performance of his or her duties as the Board of Directors may direct.

VII.8. Removal of Officers

- (a) By the Board of Directors

Any Officer may be removed at any time by a vote of two-thirds (2/3) of the members present at any two (2) consecutive Board of Director Meetings at which fifty percent (50%) of the Board of Directors are present. The meetings to be held at least seven (7) days apart. Removal as an Officer does not remove that Officer as Director unless that is specifically moved for in the vote and provisions of Section 6.09 are also complied with.

- (b) By the General Membership

Any Officer may be removed at any time by a majority vote of the members present at two (2) consecutive General Meetings where a Quorum is present. The meetings to be held at least seven (7) days apart. Removal as an Officer does not remove that Officer as Director unless that is specifically moved for in the vote and provisions of Section 6.09 are also complied with.

VIII. Compensation

VIII.1. Officers, Directors, or any Members

Except as herein provided, neither the Officers, Directors, or any Member serving on Committees may receive any salary or other form of compensation for services rendered to the Chamber. Members may be compensated for necessary out-of-pocket expenses actually paid. The Member shall submit evidence of payment to the Board for Reimbursement of out-of-pocket expenses. Member undertake out-of-pocket expenses at their own risk unless the Board has given prior approval to expenditure.

VIII.2. Services Rendered

A Member who provides business services for the Chamber may be compensated for his/her/ its services, Provided that:

- (a) Fee is approved by a majority vote of Board of Directors in advance of the performance of the service; and
- (b) The fee charged is not more than the usual, customary fee for the services performed.

IX. Contracts and Finances

IX.1. Contracts and Loans

The Board of Directors shall not enter into any contracts, make any loans, or pledge the credit of the Chamber, on behalf of the Chamber without prior approval by vote at a General Meeting.

IX.2. Payment by Check

All Checks, drafts, orders for payments, and withdrawals of funds from the Chamber Treasury must be signed by Directors, Employees, or Officers designated by the Board of Directors.

IX.3. Deposits

All funds of the Chamber shall be deposited from time to time to the credit of the Chamber with such banks, trust companies, and other depositories as the Board of Directors may select.

X. Committees

X.1. Committee Formation

The President shall appoint Committees that are deemed necessary. Committees shall be discharged by the President when their work has been completed.

X.2. Committee Powers and Duties

Each Committee shall make investigations, conduct studies and meetings, make recommendations to the Board of Directors, and carry out such activities as may be delegated to them by the Board of Directors.

X.3. Limitation of Committee Authority

No action by any Committee or Committee Member shall be binding upon or constitute an expression of the Chamber until it shall have been first approved or ratified by the Board of Directors.

X.4. Members

Members of the Committee shall consist of:

- (a) Members of the Chamber appointed by the President or the Board of Directors;
- (b) Community members appointed by the President or the Board of Directors; and
- (c) Members and Community Members appointed by the Chairperson of the Committee.

The President of the Chamber or Chairperson of a Committee may also make the Committee open to any interested Member or Community Member, however the Committee Chairperson must be a Director in the event the Committee is open membership.

X.5. Membership Terms

Members of the Committee shall serve for one (1) year unless they are reappointed by the President or Committee Chairperson.

X.6. Meetings and Reports

The Committees shall meet from time to time as the Committee may decide and shall elect a Chairperson (unless one has been appointed by the President). The Chairperson shall keep minutes of all business transacted by the Committee and make a written report at least quarterly to the President of the Chamber.

X.7. New Committees

The President or Board of Directors may at any time, appoint other committees on any subject for which there exists no committee.

X.8. Quorum

A majority of the membership of any committee shall constitute a Quorum for the transaction of business.

X.9. Budget

If a Committee will be receiving funds or expending funds separate from the ordinary course of business for the Chamber it shall prepare a budget upon its formation and annually prepare a budget of its expected expenditures or revenues to submit for approval by the Board of Directors

XI.

Amendment

XI.1. Amendment of Bylaws

The Chamber Bylaws may be amended or repealed in whole or in part by an affirmative vote of two-thirds (2/3) of the members present at a meeting at which a Quorum is present.