

**BYLAWS OF THE
BUENA VISTA CHAMBER OF COMMERCE, INC.**

A Colorado Nonprofit Corporation

**ARTICLE I
Mission and Purpose**

1.1 Mission

The mission of the Buena Vista Chamber of Commerce, Inc. is to support economic vitality through advocacy and partnerships. It is informed by the vision of cultivating a prosperous and resilient local business community.

1.2 Purpose

As indicated in the Corporation's Articles of Incorporation, the Buena Vista Chamber of Commerce, Inc. (the "Chamber," "we," or "us") is a non-profit corporation organized exclusively for not-for-profit purposes, and no part of the net earnings of which inures to the benefit of any private shareholder or individual, as specified in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE II
Members**

2.1 New Member Admission

Any individual or organization interested in supporting the purposes of the Chamber may become a Member of the Chamber by filing an application through the process set forth by the Board of Directors from time to time and paying the annual membership fee established by the Board of Directors. The Board of Directors may require Board-approval of each application for membership or defer admission of new members to a designated staff person.

2.1 Voting

Each Member shall have one vote in each Director election and in any proceeding in which the Board of Directors determines voting by the members is in order. Members shall have no other voting or management rights with respect to the business and affairs of the Chamber, which shall be managed by the Board of Directors. The process for member voting will be set forth from time to time by the Board of Directors. Voting by proxy is not permitted.

2.3 Membership Termination

A Member may withdraw at any time by giving notice of intent to withdraw to the Board of Directors or to a staff person designated by the Board of Directors to manage member affairs.

A Member's membership in the Chamber may be terminated, and a Member's voting rights may be suspended, by a vote of two-thirds (2/3) or more of the Directors.

A Member's membership in the Chamber shall automatically terminate upon failure to pay the annual membership fee on or before the date prescribed by the Board of Directors. A Member whose membership is terminated for nonpayment of annual fees may be reinstated upon payment of all unpaid membership fees. Any dispute regarding eligibility for membership shall be resolved by the Board of Directors in its sole discretion.

ARTICLE III Board of Directors

3.1 Authority of the Board of Directors

The business and affairs of the Chamber shall be managed by its Board of Directors (the "Board"), and the Board may delegate its powers as it sees fit, subject to the restrictions imposed by the Articles of Incorporation, these Bylaws, the Colorado Revised Nonprofit Corporation Act (the "Act"), and Section 501(c)(6) of the Internal Revenue Code, as amended (the "Code").

Each Director shall be entitled to one vote on any matter to be decided by the Board of Directors. The responsibilities of the Board of Directors include:

- a. Creating a mission statement and ensuring implementation;
- b. Approval of human resource policies;
- c. Setting policy in order to oversee the overall programmatic, administrative, fiscal, and legal functions of the organization;
- d. Establishing the qualifications, authority, duties, and salary of the Executive Director and other staff members or contractors;
- e. Appointing, evaluating, and replacing the Executive Director and other staff members or contractors.

3.2 Number of Directors

The Board shall consist of at least five (5) and no more than nine (9) Directors.

3.3 Qualifications and Board Composition

Directors of the Board shall be persons eighteen years of age or older who by virtue of their experience are able to assist in establishing policy for and achieving the objectives of the organization. Individuals serving as Directors are required to read and demonstrate agreement to these Bylaws; attend Board meetings; serve on committees; make appropriate recommendations or take such actions as required to provide individual financial support to the agency; and fulfill any responsibility or tasks assigned in a timely manner. The Board shall seek a diverse membership including local community members with an interest in the mission of the organization as well as professionals with specific skills useful in the organization's development and sustainability. Each Director shall also be a registered Member of the Chamber.

3.4 Term of Office

Directors shall be elected to terms of 3 years. No Director shall be eligible to serve more than two consecutive terms. After two consecutive terms, a Director is required to vacate the Board for at least one year before they are eligible to reapply for a Director position.

3.5 Nomination and Election of Board Candidates

Potential candidates for Board positions may be presented by any current Director or Member in good standing, who shall present a brief description of the candidate's qualifications. Each candidate must be an active Member in good standing and must have agreed to accept the responsibility of directorship.

If approved for member-vote by a majority vote of the Directors, a nominated candidate must be approved by a majority vote of the voting Members. Director elections shall be conducted electronically via a secure online election portal.

3.6 Attendance

A Director who is absent without permission from the Board President or Executive Director from three board meetings during a calendar year may be considered to have tendered their resignation.

3.7 Removal

A Director may be removed for cause, only. Willful misconduct or gross negligence in carrying out Director duties or conduct occurring or coming to light during the Director's term, that the Board of Directors reasonably judges to be likely to injure the operations or reputation of the Chamber, will constitute cause for removal of a Director. A Director removed for cause must be removed by a vote of two thirds of the Directors in attendance for the vote.

3.8 Resignation

A Director may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

3.9 Indemnification of Directors

The Chamber shall indemnify any Director, officer, or former director or officer of the Chamber or any person who may have served at its request against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been an officer or director of the Chamber. However, no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Chamber. Any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

ARTICLE IV
Meetings of the Board

4.1 Place of Meetings

Meetings will be held at the Chamber's headquarters or in an alternate place as may be determined from time to time by the Board. Remote participation is permitted by teleconferencing, as long as all participating Directors can hear one another simultaneously.

4.2 Annual Meeting

An annual meeting of the Board shall be held in March of each year, on such date and at such place and time as the Board may determine. At the annual meeting, the Board shall review and approve the budget for the coming fiscal year.

4.3 Regular Meetings

Regular meetings of the Board shall be held monthly. The Board President may cancel a monthly meeting if there are no agenda items that require Director attention, provided that regular meetings occur at least 4 times each fiscal year.

4.4 Special Meetings

Special meetings may be held upon call of the Board President or a majority of Directors, with no less than seven (7) days written email notice to each Director.

4.5 Executive Session

The Board reserves the right to call itself into Executive Session (closed to public, staff, or any other specific persons) by a majority vote of the Directors present or by order of the Board President. The Executive Director will be excluded only to discuss matters relating to Executive Director performance and contract.

4.6 Quorum and Voting

Three quarters (3/4) or four (4) Directors (whichever is greater) shall constitute a quorum for the transaction of business at any meeting of the Directors. Each Director shall be entitled to one vote. Directors may not vote by proxy.

4.7 Action by Board

Unless otherwise required by law, these Bylaws, or contracts entered into by the Chamber, a majority vote of the Directors present and voting at the meeting at which a quorum is established shall be the act of the Chamber.

Action by the Board may be taken without a meeting if the action is approved in writing by all Directors.

4.8 Rules of Order

The President or officer presiding at any meeting of the Board will determine the rules of order to govern the meeting. The rules of order shall govern the Chamber in all cases in which they are applicable and do not conflict with the Bylaws or applicable law.

ARTICLE V Elected Officers

5.1 General

The elected officers of the Corporation shall be a President, a Secretary, and a Treasurer. The officers must be current Directors, and shall constitute the Executive Committee of the Board. The Board may create such other offices and committees as they may consider necessary.

5.2 Election and Term of Office

Officers shall be elected by a majority vote of the Directors and shall hold office for a term of one year, or until the officer's successor has been duly elected. Officer elections shall take place at the annual meeting.

An officer may serve subsequent terms in the same position if approved by a majority vote of the Directors.

5.3 Removal and Resignation

Any officer elected by the Board may be removed from their officer position by a two-thirds vote of the Board when, in the Board's judgment, it would be in the best interest of the Chamber.

An officer may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

5.4 Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

5.5 President

The President shall be the principal Executive Officer of the Chamber and shall, in general, supervise and control all of the business of the Chamber. The President shall preside at all meetings of the Board. The President shall be responsible for hiring, discharging, directing, and supervising Chamber employees and contractors.

The President may sign any legal instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by state to the Executive Director or another officer of the Corporation.

In the absence of the President, the duties of the President shall be performed by any Vice President appointed by the Board, or in the absence of either, by the Secretary. When so acting, such replacement shall have all the powers and be subject to all the restrictions of the office of the President.

5.6 Secretary

The Secretary shall cause the Executive Director to have charge and custody of true and accurate records of all acts and proceedings of the Chamber; shall give or cause to be given notice of all regular, special, and annual meetings of the Board; shall maintain or cause to be maintained permanent minutes of all meetings of the Board; and shall perform all duties incident to this office as required by the Board or by federal or state statute. The Secretary shall also give or cause to be given notice of all regular, special, and annual meetings of the Board.

5.7 Treasurer

The Treasurer shall be responsible for oversight of the financial operations of the Chamber including causing the Executive Director to have charge and custody of and be responsible for all funds of the Chamber; receive and give receipts for monies due and payable to the Chamber from any source; and deposit all such monies in the name of the Chamber in such banks as shall be selected in accordance with the provision of the Bylaws or Board policy. The Treasurer shall serve as the Chair of any finance committee assembled by the Board and shall insure that the Chamber's accounting policies and procedures are followed and include such internal controls as needed to provide timely and accurate financial reports to the Board. In the absence of the President, Vice President, and Secretary, the Treasurer shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions of the office of the President.

ARTICLE VI Committees

The Directors may, by resolution duly adopted under a quorum, establish such committees as they may deem necessary to assist them in their work. The resolution establishing such committees shall state the purpose, timeline, and authority of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Directors of any responsibility imposed by law.

ARTICLE VII Management

7.1 Executive Director

The Executive Director of the Chamber shall be appointed by the Board and shall serve until resignation or for-cause removal.

The Executive Director shall be the manager of all Chamber activities, and shall be responsible to the Board for the application and implementation of policies established by the Board in the operation of the Chamber.

Any Executive Director that receives compensation, whether as an employee or an independent contractor, shall be a non-voting ex-officio member of all Board committees and may attend all functions of the Board with the exception of executive sessions to discuss matters relating to the Executive Director's performance or contract. The Executive Director shall cause to be prepared an Annual Report, which includes full disclosure of agency control, fiscal information, major programs, and a summary of activities.

7.2 Annual Budget

The Executive Director and Treasurer shall cause an annual budget to be prepared and submitted to the Board at the time designated by the Board for the purpose of discussion, modification, and approval.

7.3 Annual Audit

At the end of each fiscal year, the Executive Director shall determine whether an audit is appropriate or necessary for the Chamber. The Board shall receive a report on the financial management of the agency on an annual basis.

7.4 Insurance Coverage

The Executive Director shall cause to be submitted to the Board for approval, a program of appropriate insurance coverage for the protection of the Board, staff, clients, the general public and the physical facility.

7.5 Termination of the Executive Director

The Board may terminate the appointment of the Executive Director for convenience at any time according to the conditions of its employment contract with the Executive Director.

The following shall constitute for-cause removal of the Executive Director: an act or omission by the Executive Director, occurring or coming to light during their employment with the Chamber, that the Board reasonably judges to be likely to injure the operations or reputation of the Chamber, with those acts disclosed to the Executive Director and with the Executive Director afforded an opportunity to respond in writing to the Board.

7.6 Fiscal Year

The fiscal year of the Chamber shall begin on July 1st and end on June 30th each year.

ARTICLE VIII Anti-Discrimination

The Chamber shall not discriminate or allow unlawful harassment on the basis of race, color, nation origin, gender, sexual orientation, gender identity, religion, political affiliation, age, size, marital status, disability, or military status, in any of its activities or operations. These activities include, but are not limited to, all employment decisions, selection of volunteers, selection of vendors, access to services, and the provision of services.

**ARTICLE IX
Dissolution**

Upon the dissolution of the Chamber, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Chamber exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) or Section 501(c)(6) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

The organization to receive the assets of the Chamber shall be selected by the discretion of a majority of the Board and if its Directors cannot so agree and there is no qualifying organization known that has a charitable purpose, which, at least generally, includes a purpose similar to the Chamber, then the assets lawfully available for distribution will be made to the Treasurer of the State of Colorado to be added to the general fund for public use.

**ARTICLE X
Amendments**

The Board shall have the power to amend these Bylaws at any regular, special, or annual meeting of the Board by a two-thirds vote of the Directors attending the meeting. Written notice of the proposed amendment is to be given to each Director by email no less than ten (10) days prior to the meeting where action is to be taken. These Bylaws shall be reviewed for necessary revisions and amendments at least every two (2) years.

 11/17/2021
Jay Smith - President

 10/20/21
Ashley Dunasta - Vice President

 11/17/21
Nelson Fleming - Interim Treasurer



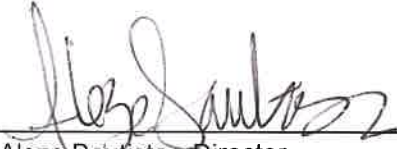
Tom Rollings - Secretary



Keith Barbeau - Director



Tim Stange - Director



Aleza Bautista - Director



Brian Ellis - Director