

**BY-LAWS OF THE BELLE FOURCHE CHAMBER OF COMMERCE
REVISED August 31, 2016**

Article I

NAME:

The name of this organization shall be the "Belle Fourche Chamber of Commerce".

Article II

PURPOSE:

The Belle Fourche Chamber of Commerce is organized for the purpose of providing service and promoting the commercial, industrial, civic and general interests for the members of the Chamber of Commerce, the City of Belle Fourche and the trade area.

Article III

LIMITATION OF METHODS:

The Chamber shall be nonpartisan and nonsectarian in that it shall not permit, nor participate in, nomination, election or appointment of any candidate for office in the city, county, state or nation. The within section shall in no manner be deemed to be a limitation on the Chamber Board to take opposition on matters which may be controversial, but which can or very likely will affect the interest of the City of Belle Fourche, or the business community, or any one of them. The Chamber Board may, after careful consideration, take positions on such controversial matters such as sales tax, parking meters, water pollution, and any and all other matters having to do with the general welfare of the City of Belle Fourche and inconformity with Article III of the by-laws.

The Chamber shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, and vendors.

The Chamber 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 IV

MEMBERSHIP:

Section 1 - Eligibility

Any business, person, non-profit organization, association, corporation, or partnership having an interest in the objectives of this organization shall be eligible to apply for membership.

Section 2 - Membership Classification

Any of the persons or entities above set forth in Section 1 may become members of the Belle Fourche Chamber of Commerce upon ratification of the Board of Directors and payment of a membership fee as determined by the Board of Directors. There shall be three classes of membership in the organization.

Active Members: Active Members admitted in accordance with the provisions of this Article IV.

Honorary Members: Distinction in public affairs shall confer eligibility to honorary memberships.

Honorary Memberships shall include all the privileges of active memberships, except that of holding office, with exemption from the payment of dues. Election to honorary membership shall require the unanimous vote of the Board of Directors. An Honorary Membership may be revoked by the majority vote of the Board of Directors at any time.

Retired Members: Retired, existing Chamber members who wish to keep their Chamber affiliation may request a special classification entitling them to pay one-third (1/3) of the current minimum dues for an individual. This classification will be considered only upon request and must be approved by the Board of Directors.

Section 3 - Dues

Annual dues for active members of the corporation shall be provided in the schedule of dues adopted periodically by the Board of Directors. The Dues shall be paid annually based on the anniversary date of the date joined. Dues shall be delinquent if not paid within ninety (90) days of the date due. Honorary members shall be exempted from the requirement to pay dues.

In the event any member, or prospective member, shall be dissatisfied with his/her classification by the Board, or the dues which shall be assessed against him/her to attain membership he/she shall have the right to appeal to the Board of Directors as to classification of dues. The decision of the Board of Directors as to classification shall be final.

Any person, firm, association or corporation eligible for membership may acquire more than one membership by undertaking to pay the annual dues of each such membership, and may designate an individual to represent each such membership, all subject to approval of the Board of Directors.

Any person, firm association or corporation holding one or more memberships may have the right at any time to change any or all of its representatives upon written notice to the Chamber of Commerce, subject to approval of the Board of Directors.

Section 4 -Termination

Any member may resign from the corporation upon written notice to the Board of Directors. Any dues paid shall be forfeited upon resignation.

Members may be expelled by the Board of Directors for good cause shown. No member may be expelled without the opportunity of a hearing before the Board of Directors at a proposed time and place. The member shall be given written notice a minimum of fifteen (15) days prior to said hearing. A vote of a two-thirds majority of the Directors present at said hearing shall be necessary to expel a member.

The death, resignation or expulsion of a member shall terminate his/her membership. The termination of a membership shall work as a forfeiture of all interest of the member in, and to the property of the organization, and the member shall have thereafter no right thereto. The substitution of a new assignee for the holder of a plural membership shall in no case terminate the particular membership.

Article V

MEETINGS:

Section 1- Annual Membership Meeting

An annual membership meeting shall be held at the beginning of each fiscal year and shall be held no later than March 31. The Board of Directors shall submit in writing, at the annual meeting, a full report of the work and the finances of the organization.

Section 2 - Special Membership Meetings

The Board of Directors may provide for holding membership meetings whenever it is considered

necessary or desirable as hereinafter stated.

Chamber members may call for providing a special membership meeting upon presenting the Board of Directors with a signed petition. The petition must be signed by no less than ten (10) percent of the members.

Notice of special meetings shall be given to each member at least three (3) days in advance of the day of meeting, which notice shall state the purpose thereof. Electronic notification of the special meeting is permissible.

Section 3 - Quorum

At all membership meetings five (5) percent of the members in good standing shall constitute a quorum.

Article VI

BOARD OF DIRECTORS:

Section 1 - Exercise of Corporate Powers

The general policy decisions of the Chamber, and overall direction of the Chamber's work, and the control of the property of the Chamber, shall be vested in a Board of Directors.

Section 2 - Number and Term

The Board of Directors shall consist of nine (9) elected members, one-third of whom shall be elected annually for a term of three (3) years as hereinafter provided.

In addition to the elected positions, one appointed Representative from each of the Belle Fourche City Council and the Belle Fourche Development Corporation shall be voting members of the Board of Directors; however, such Representative Board Members shall not be eligible to be an officer of the Chamber.

Elected Members of the Board of Directors shall not be eligible to re-election until one (1) year shall have elapsed since the close of his/her last term as a Director.

Section 3 - Powers of the Board

The Board of Directors shall have the power to:

- Hire and remove the Executive Director; prescribe any powers and duties for the staff of the Organization that are consistent with law, the Articles of Incorporation and these By-Laws; and fix compensation for paid employees of the organization.
- Change the principal office of the organization.
- Levy annual dues, assessments, or fees upon members, and set the date or dates for their payment; change the amount of such dues, assessments or fees from time to time, and provide for collection or penalties for non-payment of any such dues, assessments or fees.
- Draft revisions to the organization by-laws to be voted on by the Chamber membership which are deemed necessary to conduct the affairs of the organization.
- Fill all vacancies on the Board of Directors due to death, resignation or expulsion of a Board Member.
- Adopt rules for conducting business of the Chamber.

Board Members reserve the right to abstain from voting when a conflict of interest is identified or when otherwise deemed necessary.

Section 4 - Election of the Board of Directors

A Nomination Committee will be appointed by the President forty-five (45) days prior to the

election. The Nomination Committee will consist of no less than three (3) members and the Executive Director.

The Executive Director will provide election notice to the membership no less than thirty (30) days prior to the election and will solicit the membership for nominees to be considered for election to the Board of Directors.

The nomination process will become closed fifteen (15) days prior to the election.

The Executive Director shall notify all members of the Chamber ten (10) days prior to the election, a list of the nominees recommended by the Nomination Committee.

Ballots will be provided to the membership no earlier than five (5) days prior to the election.

Ballots must be submitted back to the chamber no later than 4:00 p.m. local time on the day of the election. Ballots may be returned earlier if desired.

The Nomination Committee shall act as judges who shall have supervision of the election. The committee's responsibilities will continue until the election results have been ascertained.

The number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected. Ballots shall be provided to all members by electronic means. Mailed ballots may be provided upon request.

Section 5 - Board Meetings

The Board of Directors shall meet at such time and place as shall be determined by them, but in no event shall their meetings be less frequent than once a month.

Special meetings of the Board of Directors for any purpose may be called at any time by the President or in his/her absence the Vice-President. Notice of the time and place of any special meeting of the Board of Directors shall be given 48 hours in advance to each Director by telephone, fax or email to the Director's contact information shown on the records.

Section 6 - Resignation

Any Director may resign, effective immediately, or at a later time, by notification to the President or the Executive Director.

Absence from three (3) consecutive meetings without an excuse deemed valid, and so recorded by the Board of Directors, shall, at the discretion of the Board, be construed as a resignation.

Section 7 - Removal

Any member of the Board of Directors may be expelled based on the good faith determination of the Board that the Board member has engaged in conduct contrary or damaging to the Chamber or aims of the Chamber. Action can be taken upon a majority vote of the Board of Directors.

Section 8 - Vacancies

The Board of Directors shall have the power to fill all vacancies.

Section 9 - Quorum

A simple majority of the Board of Directors shall constitute a quorum at any meeting.

Article VII

OFFICERS AND EXECUTIVE DIRECTOR

Section 1- Officer Election

At the first regular monthly meeting after the annual election, the Directors shall meet and elect officers for the ensuing year to include a President, Vice President and Secretary.

The President and Vice President positions must be filled by members of the Board of Directors. The

Secretary may or may not be a member of the Board of Directors.

Section 2 - Executive Director

The Board of Directors shall employ an Executive Director whose compensation shall be determined by the Board of Directors.

Section 3 - Surety Bonds

The Executive Director of the Chamber of Commerce shall furnish surety bonds in such amounts as the Board of Directors shall deem necessary. The cost of such surety bonds shall be paid by the Belle Fourche Chamber of Commerce.

Section 4- President's Duties and Responsibilities

The President shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to his/her office.

The President shall, subject to the approval of the Board of Directors, appoint all committees and he/she shall be ex-officio member of all committees.

The President shall, at the annual meeting of the Chamber, and at such other times as he/she may deem proper, comment to the membership of the Board of Directors such matters and make suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

Section 5 -Vice President's Duties and Responsibilities

The Vice President shall act in the absence of the President; and in the absence or in the event of disability of both the President and Vice President; a member of the Board of Directors shall be chosen to act temporarily.

Section 6 - Executive Director Duties and Responsibilities

The Executive Director shall be the Chief Administrative Officer of the Chamber and it shall be the duty of the Executive Director to carry out the policies and operating plans as defined and set forth by the Board of Directors with such authority as determined by the Board of Directors.

The Executive Director shall receive and disperse the funds of the Chamber and keep all monies of the Chamber deposited in its name in such depository as designated by the Board of Directors.

The Executive Director shall submit a financial statement and written report at the monthly meeting of the Board of Directors.

The Executive Director shall provide a written report of the year's work at the closing of each fiscal year.

The Executive Director shall be the general supervisor over all of the employees of the Chamber, and shall have the authority to do all things permissible to accomplish the goals and objectives set forth by the Board of Directors

The Executive Director shall not be subject to discharge without hearing or cause, which hearing shall be held only after reasonable notice is afforded to the Executive Director.

Article VIII

COMMITTEES:

The Board of Directors shall have the authority to establish Chamber committees when it is deemed necessary to serving a special interest of the Chamber.

The Board of Directors shall define and authorize the powers and duties of all committees.

The President shall appoint all committees, subject to confirmation by the Board.

Committee appointment shall be made from a list of current members. The person in charge of the

committee shall be appointed by the Chamber President. A board member may be appointed by the President to attend committee meetings and report to the Board the committee's actions and desires.

Article IX

DISBURSEMENTS:

Section 1 - Disbursement Authority

No disbursement of the funds of the Chamber shall be made unless the same shall have been approved, authorized, and ordered by two (2) Chamber Board members.

Section 2 - Predesignated Authority

Upon the approval of the budget, the Executive Director may be authorized to make disbursements on account for ordinary expenditures provided for in the budget without an additional approval by the Board of Directors.

Article X

BUDGET:

The Board shall compile a budget of estimated expenses, including a stated amount for each committee, and such budget, as so approved by the Board, shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

Article XI

FISCAL YEAR:

The fiscal year shall end on the 31st day of December.

Article XII

PARLIAMENTARY PROCEDURE:

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

Article XIII

AMENDMENTS:

The by-laws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Chamber of Commerce, provided notice of the proposed change shall have been mailed by the Executive Director to each member not less than then (10) days prior to such meetings. Such notice may be sent by electronic means unless requested in physical form.

ACKNOWLEDGED BY:

Jay Cordell
President,
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Debra Elliot
Vice President,
Board of Directors

Gary Wood
Executive Director

