

**BYLAWS**  
**of**  
**GUNNISON COUNTRY CHAMBER OF COMMERCE**

**Revised and Adopted November 2022**  
**Revised and Adopted March 2024**

**ARTICLE I**  
**THE ORGANIZATION**

Section 1. The Gunnison Country Chamber of Commerce shall be nonpartisan and nonsectarian in its objectives. This shall in no way restrict this organization from endorsing and promoting issues considered to be in the furtherance of its objectives as hereinafter stated.

Section 2. This organization is incorporated under the laws of the State of Colorado as a non-profit organization 501(c)(6) and is known as the Gunnison Country Chamber of Commerce. The Certificate of Incorporation was issued by the Secretary of State, State of Colorado, on February 27, 1925, to the Gunnison County Chamber of Commerce and a copy of the original Articles of Incorporation is on file in the office of the Gunnison Country Chamber of Commerce, 500 East Tomichi Avenue, Gunnison, Colorado. On April 23, 1987, an updated application was filed with the Colorado Secretary of State Corporations Office requesting a change of name to Gunnison Country Chamber of Commerce which is the recognized legal name with the state of Colorado. The 1987 Articles of Incorporation are also kept on file at the Chamber office.

Section 3. The Gunnison Country 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**  
**OBJECTIVES**

Section 1. The Gunnison Country Chamber of Commerce is organized to achieve the following objectives:

(1) Education of the business community and representation of its interests in legislative issues;

(2) Promotion of economic growth by promoting civic, social, environmental, and cultural programs.

## **ARTICLE III MEMBERSHIP AND VOTING**

Section 1. Eligibility. Any reputable person, firm proprietorship, partnership, joint venture association, or corporation desiring to advance the commercial, industrial, and civic propriety of Gunnison Country and its trade area may seek membership in the Gunnison Country Chamber of Commerce (hereinafter "the Chamber"), subject to these Bylaws.

Section 2. Membership Classes. There shall be three classes of membership in the Chamber.

(1) Business Memberships. Any business, firm, proprietorship, joint venture association, or corporation interested in the principles and purposes of the Chamber shall be eligible for general membership upon acceptance of a completed application. If for any reason a vote is needed by membership, one voting right per business membership shall be vested in business members. Only one individual may be designated to cast this vote.

(2) Individual Members. Government officials, retired persons, students, educators, or employees of a member business shall be eligible for individual memberships. Individual members shall enjoy the rights and privileges of membership.

(3) Non-Profit Organizations. Formal not-for-profit organizations recognized as tax exempt status under 501(c)(3) of the Internal Revenue Code and is in good standing with the State of Colorado.

Section 3. Membership Dues. No member shall be entitled to vote or exercise any of the rights and privileges of membership in the Chamber until membership dues are paid current. Membership dues shall be established by the Board of Directors. Dues shall be paid in United States dollars unless otherwise approved.

Section 4. Applications of Membership. Membership is contingent upon written application found on the Chamber website. By written application and payment of dues, each applicant thereby consents to and accepts the objectives of the Chamber, and consents to adhere to its Bylaws and rules and regulations. A copy of the Bylaws is available by request at the Chamber office and posted on the Chamber website.

Section 5. Applications Approval. The Board of Directors reserves the

right to reject any application for membership deemed not to be in the best interests of the Chamber.

Section 6. Loss of Membership. Upon two-thirds vote of the entire Board of Directors, any membership may be terminated upon a finding by the Board that the membership or its designated representative has acted dishonorably or otherwise caused the Chamber injury.

Section 7. Voting Qualifications. If a full vote to membership is put forward, each business membership shall be entitled to one vote. Proxy voting is not allowed. In accordance with Section 3, Article III, any membership whose dues are delinquent shall not be eligible to vote.

Section 8. Referendum. Upon the written request of twenty-five members or upon its own initiative, the Board of Directors shall submit questions pertaining to proposed policies or projects for referendum vote by mail and or electronically. The proposal or project shall be in a ballot format, and may be accompanied by briefs in favor of or opposing the ballot proposition. For the ballot proposal to be determined, thirty-five percent of the eligible membership must cast a ballot. A two-thirds majority of the votes cast shall determine the issue. If less than thirty-five percent of the membership cast a vote, or if less than two-thirds of the votes cast positively endorse the proposed policy, the proposed policy shall fail. If passed, the ballot proposal shall have the same effect as if it were a vote of the membership of the Chamber duly taken at a regular or specially called meeting of the Chamber held for the purpose of considering the subject matter.

#### **ARTICLE IV MEETINGS OF MEMBERS**

Section 1. General and Special Meetings of the Membership. General and Special meetings may be held at such other times and places as the President or the Board of Directors may determine. Special meetings shall be called upon the written request of one-third (1/3) of the members eligible to vote. No Special meeting may be held without a minimum of seventy-two hours written notice to the membership. Only such business as specified in the written notice of such Special meeting may be considered.

Section 2. Quorum. At all meetings of the general membership, the presence of twenty percent of the total membership eligible to vote shall constitute a quorum.

Section 3. Voting. At all meetings of the members, voting shall be by the members' delegates. Cumulative voting shall not be allowed by any delegate. Members must be present in person to vote; proxy votes shall not be allowed at any meeting of the members.

Section 4. Open to the Public. All meetings of the full membership are open to the public.

## **ARTICLE V BOARD OF DIRECTORS**

Section 1. Government. Governance of the Chamber, the direction of its work, and the control of its assets shall be vested in the Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors within a range of no less than seven (7) or more than eleven (11) members from the business membership.

Section 2. Vacancies. Board members are voted on by the current seated Board of Directors through an application process. This occurs at the December Board of Directors meeting. If a vacancy occurs during the year, the board may appoint one or more persons to serve as director to fill an open position or unexpired term on the board when the number of directors is less than the total allowed by these bylaws. All Board members and ex-officio appointments must be members in good standing or representatives of members in good standing. No Board member can be related to the Executive Director.

Section 3. Absenteeism. Absence from three (3) consecutive regular meetings or six (6) meetings within a twelve-month period without a valid reason in the judgement of the Board of Directors shall be considered a resignation constituting a vacancy to be filled by the Board.

Section 4. Voting Qualifications. Each director shall be entitled to one vote. No proxy or absentee voting shall be allowed. Any director whose membership dues are as much as 60 days in arrears shall not be eligible to vote in regular, special committee, or Board meetings.

Section 5. Initiation of New Directors. All newly elected and appointed Board members shall be installed and take office at the first regular January Board Meeting and shall be participating members thereafter. Retiring directors shall serve until the conclusion of December.

Section 6. Term of Office. The term of each elected director of the Chamber will be three (3) years. If more than 4 board members are appointed in one year, terms for the additional directors will be reduced to 2 years or increased to 4 years to allow for succession of the board. No elected director will be eligible to serve more than two (2) consecutive full terms as an elected director. After a one (1) year absence from serving as a director, a former director may be eligible for re-election to the board.

Section 7. Removal of a Director. Any director may be removed from the board of directors by an affirmative vote of two-thirds (2/3) of the directors present at an official meeting of the board. At least ten (10) days' notice of the proposed removal will be given to the involved director, who will be given an opportunity to present and to be heard at the meeting at which the removal is considered.

Section 8. Indemnification. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors, defense of any action, suit, or proceeding in which they or any of them are made parties by reason of having been officers, directors, or employees of the Chamber. Indemnification shall not be possible for matters in which such individuals shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or malfeasance in the performance of duty. To such matters indemnification shall not apply.

Section 9. Ex Officio. The President, with two-thirds approval of the Board of Directors, may appoint no more than four Ex Officio Board members for a term of up to one year only. Said Ex Officio Board members may not present motions and will not have voting privileges in all matters before the Chamber Board of Directors. The immediate past president may be appointed as ex-officio, for a one-year term, only if the immediate past president's term on the Board has expired. The Ex Officio directors identified in this Section are in addition to the membership on the Board of Directors identified in Section 1, Article V. Their term shall expire at the end of the calendar year in which appointed.

Section 10. Compensation and Expenses. No compensation will be paid to any member of the Board of Directors for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for attendance at special meetings of the board and for special services rendered by any director.

## **ARTICLE VI NONDISCRIMINATION**

Section 1. Nondiscrimination Policy. The Chamber is committed to a policy of fair representation on the Board of Directors and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography, or age. Directors shall be selected on the basis of representation from the membership community.

## **ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Regular Meetings. The Board of Directors shall meet monthly at a date, time, and place to be designated by a majority vote of the Board of Directors. Written notice and an agenda shall be required to notify the members of the Board of this Regular Meeting. The notice of the meetings and agenda must be provided to each director at least twenty-four hours prior to the scheduled date and time.

Section 2. Special Board Meetings. Special meetings of the Board of Directors may be called at any time by the President, a majority of the board, or by a request of a majority of members. When either initiates the Special Board Meeting, a telephone call or electronic notification shall be placed to each director stating the purpose of the meeting. Such notification shall be made at least twenty-four hours prior to the scheduled meeting time.

Section 3. Quorum. A majority of the eligible voting Board of Directors shall constitute a quorum at any meeting. A quorum must exist to conduct any official business. A simple majority quorum of the seated board consists of 50% plus one (rounded up to a whole number).

## **ARTICLE VIII OFFICERS**

Section 1. Officers. The officers of the Chamber shall consist of a President, Vice-President, Secretary and Treasurer.

Section 2. Elections. At the December meeting of the Board of Directors, the current directors shall elect the officers. All officers shall hold office for twenty-four months beginning January 1, of the year following the December election.

Section 3. Duties of the President. The President shall preside at all general meetings of the Chamber and the Board of Directors, and perform all duties incident to this office. The President shall recommend to the membership and to the Board such matters and make such suggestions as may tend to promote the prosperity and increase the effectiveness of the Chamber.

Section 4. Duties of the Vice-President. The Vice-President shall act as President in the absence of the President, and shall be assigned duties by the President. The Vice-President shall, upon election, become familiar with the activities of the organization, and shall assume the responsibilities of the office of the President during an absence or should the President not be able to complete the term to which he or she was elected.

Section 5. Duties of the Secretary. The Secretary will review all meeting minutes prior to disbursement to the Board of Directors.

Section 6. Duties of the Treasurer. The Treasurer shall be responsible for review of financial reporting of the Chamber and under the direction of the Board shall coordinate with the Executive Director in supervision of all deposits, investments, and disbursements of Chamber funds.

Section 7. Duties of the Executive Director. The Executive Director shall be selected by the Board of Directors, which shall fix the salary and other employment compensation. The Executive Director must keep a full and accurate record of the proceedings of each meeting of the Board of Directors. The Executive Director shall maintain these meeting records in convenient form. The Executive Director does not vote on any issue, but is encouraged to comment upon issues at meetings of the membership, Directors, or work groups. The Executive Director shall have care and custody of the Chamber's headquarters, and shall appoint and supervise all employees. The Executive Director shall also perform other functions and have such authority as may be prescribed by the Board of Directors, utilizing a written job description. At the termination of the Executive Director's employment, the Executive Director shall deliver to the Board all books, papers, and property of the Chamber. An audit of the Chamber records shall be done immediately upon the termination date of the Executive Director.

Section 8. Authority Limits. No member of the Board individually shall have the power or authority to commit the Chamber on any matter of policy, or to expend any funds, sell any assets, or hire employees without the approval of a majority of the full Board of Directors.

Section 9. Vacancy. In the event an elected officer is not able to complete the term for which he was elected, the President shall recommend a candidate to be voted upon by the Board of Directors to complete the incomplete term of the officer.

## **ARTICLE IX COMMITTEES**

Section 1. Committee Organization. The board of directors may authorize the establishment of committees, work groups, or advisory boards from time to time and assign duties to them.

## **ARTICLE X BUDGET AND FINANCE**

Section 1. Fiscal Year. The fiscal year shall begin January 1st and end on the last day of December of the same year.

Section 2. Funds. The Chamber shall be maintained by membership dues, by gifts and by revenues from other available sources. Monies so collected shall be placed in a fund known as a General Fund unless otherwise directed by the Board of Directors.

Section 3. Other Funds. The Board of Directors may, from time to time, establish other funds as the need arises.

Section 4. Budget. The budget as approved shall be the appropriation measure of the Chamber. The budget acts as an operational guideline.

Section 5. Committee Funds. No funds shall be allocated to committees other than those identified in the budget without full board discussion.

Section 6. Disbursements. Upon approval of the budget, disbursements on accounts of expenses provided for in the budget may be made without approval of the Board of Directors. Disbursements of funds of the Chamber to cover the expenses not provided for in the budget shall be made only after the same shall have been approved and ordered by the Board of Directors. In no case shall appropriations of money or other property of the Chamber be made for any purpose other than to defray normal expenses, except by a two-thirds vote of a quorum of the directors present at a meeting of the Board of Directors.

Section 8. Financial Reports. The Executive Director shall present a financial report of the previous month's activities to the Board.

Section 9. Financial Review. The Board shall cause the books and accounts of the Chamber to be reviewed annually by a group to be appointed and managed by the Board of Directors.



Section 10. Salary Reviews and Benefits. When creating the next year budget, a review will be made of all Chamber employees' salaries and benefits by the Executive Director, and appropriate recommendations will be made to the full Board.

## **ARTICLE XI POLICIES**

Section 1. Authority. The Board of Directors by majority vote is authorized to make policies that affect the Chamber. Such policies may include but are not limited to purchases, investments, political involvement, endorsements, and operational functions. These policies will be attached to and become addendum to the Bylaws after approval by the Board of Directors.

Section 2. Purchases. The Chamber shall follow the purchasing policy as passed by the full Board of Directors.

Section 3. Endorsements of Political Candidates. Under no circumstances shall the Chamber officers, directors, or committees take action which may be construed as an endorsement of any individual candidate for political office.

Section 4. Political Involvement. While employed by the Chamber, the Executive Director is not eligible for candidacy for election to any public office or office in any political party. The Executive Director may accept other appointments with the consent of the directors.

Section 5. Resolutions. Resolutions approved by the Board of Directors shall be kept on file in the Chamber office.

Section 6. Political Declarations. All official statements, news releases, publicity and policy declarations regarding political issues shall be under the direct supervision of the Board of Directors.

## **ARTICLE XII AMENDMENTS**

Section 1. Amendment of the Bylaws. The full Board of Directors shall review and recommend approval, changes, amendments, and alterations to these Bylaws and/or Articles of Incorporation which are in the interests of the Chamber. Amendments may be approved by a two-thirds vote of a quorum of the Directors present at any regularly scheduled meeting or by two-thirds vote of a quorum of members present at a specially called meeting of the General Membership of the Chamber.

**ARTICLE XIII**  
**RULES OF ORDER**

Section 1. Rules of Order. All questions of parliamentary procedure shall be settled according to Robert's Rules of Order, whenever they are inconsistent with the Articles of Incorporation or the Bylaws.



