

THE BAYVIEW CHAMBER OF COMMERCE, INC. BYLAWS

ARTICLE ONE - NAME AND PURPOSE OF ORGANIZATION

Section 1. The name of the organization shall be the Bayview Chamber of Commerce, Inc., herein referred to as the Chamber.

Section 2. The principal office of the Chamber shall be in the community of Bayview, Idaho.

Section 3. The Chamber's purpose is to promote the quality of life in the community of Bayview by:

(a) Promoting positive and responsible community development and recreational facilities.

(b) Planning, promoting, implementing and/or sponsoring activities which enhance commercial and recreational interests of the Bayview Community.

(c) Assuring Regional cohesiveness, as Liaison/Representative for Bayview with governmental agencies and others.

(d) Sponsoring Public Forums for the purpose of examining issues and taking positions that benefit the Bayview Community as a whole.

Section 4. Definitions:

(a) Community of Bayview: That area within a six (6) mile radius of the Bayview post office (zip code 83803) for the purposes of these bylaws.

(b) Business: Any entity which is registered with the Idaho State Tax Commission and/or recognized by the Chamber as a business.

(c) Registered Agent: That member appointed by the Chamber to be responsible for maintaining the corporate records of the Chamber, including but not limited to registering and providing information to the secretary of state.

(d) Individual: any adult person who is eighteen years of age or older and is acting as a free and independent entity.

(e) Member in Good Standing: one whose membership is approved by the Board and whose dues are current.

ARTICLE TWO - MEMBERSHIP AND DUES

Section 1. Any business or individual determined by the Chamber Board of Directors as having an interest in the welfare and development of Bayview is eligible for membership. There are five categories of memberships defined as follows:

(a) **Business member (voting):** A business physically located in the community of Bayview. A business member is entitled to one (1) vote which must be cast in person by an authorized representative of the business. The representative shall be designated in writing to the Board. No proxy voting is permitted.

(b) **Individual member (voting):** An individual having an interest in the welfare and development of Bayview and who maintains a residence in Bayview. An individual member is entitled to one (1) vote which must be cast in person. No proxy voting is permitted.

(c) **Affiliate member (non-voting):** A business or individual interested in the welfare and development of Bayview. There is no requirement to reside in Bayview.

(d) **Associate member (non-voting):** An individual who is employed by a business located in Bayview and is supportive of the community.

(e) **Honorary member (non-voting):** An individual, business or non-profit entity the Chamber recognizes as supportive of the community and deserving of special recognition.

Section 2. Dues shall be as recommended by the Chamber Board of Directors during the budgeting process each year and adopted by the membership.

Section 3. Only business and individual (voting) members in good standing shall be entitled to introduce motions, engage in discussion on a motion or vote on matters brought before the membership.

Section 4. All member categories are entitled to participate in committee activities as established by the Board.

ARTICLE THREE - ORGANIZATIONAL STRUCTURE AND ELECTIONS

Section 1. The Chamber Board of Directors, herein referred to as the Board, shall consist of five (5) officers which are as follows: President, Vice President, Treasurer, Secretary and Member at Large

Section 2. All members of the Board shall serve a two (2) year term beginning January 1 and ending December 31 two years later. The President and Secretary shall serve two years commencing in January of the odd calendar years while the Vice President, Treasurer and Member at Large will begin their two year term of office in January of the even calendar years.

Section 3. In the event that any Board member fails to complete their term in office, the remaining Board members will nominate another qualified individual to complete that term. The nomination of the Board must be approved by the membership at the next General Membership meeting. Once approved, the elected candidate assumes the office.

Section 4. A nominating committee shall be appointed in accordance with the Standing Rules to prepare a slate of nominations for Board members to be presented to the membership at the November General Membership meeting.

Section 5. The election of Officers will be conducted by written ballot provided to all members in good standing. "Write in" space shall be provided on each written ballot. Write in candidates shall be members in good standing and must be contacted to verify their willingness to serve prior to the casting of ballots. At the December General Membership meeting, the President will appoint a two (2) member Teller Committee from those present and not on the ballot to count the written ballots at the meeting. The Board of Directors shall be declared as elected by a simple majority of the votes cast by those members present and voting. Ties will be decided by the toss of a coin. Without a majority, a runoff between the two candidates receiving the most votes will be conducted.

Section 6. The new officers and directors shall assume their respective duties on January 1 following the elections.

ARTICLE FOUR - DUTIES OF THE BOARD OF DIRECTORS

Section 1. Duties: The Board shall provide general direction for the work of the Chamber, including but not limited to, receiving reports, making plans, preparing agendas, recommending policies and objectives, and proposing budgets.

Section 2. Quorum: Three (3) members of the Board shall constitute a quorum to transact the business of the Board of Directors.

Section 3. Liability: The Board of Directors shall not be liable to the members of the Corporation for any mistake in judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith.

ARTICLE FIVE - DUTIES OF THE OFFICERS

Section 1. The President shall preside over the meetings of the Chamber and the Board of Directors. He/she shall direct the work of the Chamber in accordance with the policies set by the Board, Bylaws and Standing Rules and State and Federal statutes. The President also appoints the members of standing and other committees. The President will conduct meetings of review for member application and discipline. The President may sit ex-officio on any committee.

Section 2. The Vice President shall preside in the absence of the President and shall obtain programs for the monthly General Membership meetings as appropriate. He/she will arrange and schedule forums and educational presentations. The Vice President shall ensure that committee activities are reported each month to the Board of Directors and to the general membership.

Section 3. The Secretary shall be responsible for taking and recording minutes at all General Membership and Board of Directors meetings and maintaining such Chamber records as directed by the Board

Section 4. The Treasurer shall be responsible for keeping current financial records. He/she must maintain a full knowledge and understanding of the Chamber operating funds and ensure that Idaho state taxes and other obligations are paid when due.

Section 5. The Member at Large will fill in at any vacancy on the Board in accordance with the Standing Rules.

ARTICLE SIX - FINANCIAL POLICY

Section 1. The Chamber shall be managed in accordance with a strict "good business practice" policy.

Section 2. The yearly Chamber budget shall be developed and adopted in accordance with the Standing Rules.

Section 3. Records for actual expenditures and budgetary items shall be maintained at all times in a form specified by the Board. These records shall be kept in a secure place for a minimum of seven years and be available to the membership if requested in writing to the Board.

Section 4. No debts shall be contracted unless sufficient funds are available at the time to meet the obligation, except that debts may be contracted without sufficient funds if a fund raising plan to cover the expenses is submitted to the Board of Directors, and approved by the general membership, prior to incurring the obligation.

Section 5. The Chamber may, with prior approval of the membership, join other organizations and pay necessary and reasonable dues.

ARTICLE SEVEN - MEETINGS

Section 1. Board meetings and General Membership meetings will be held each month except July at the Bayview Community Center in accordance with the Standing Rules.

Section 2. Prior to every General Membership meeting, the Board shall prepare an agenda which will be made available to the membership prior to the beginning of the meeting. During the monthly Board meeting the Agenda for the following membership meeting will be adopted.

Section 3. In the absence of both the President and the Vice-President, another member of the Board, designated by the highest ranking officer, shall preside over the meeting.

Section 4. At all times, Standing Rules then Chamber Bylaws, then Articles of Incorporation then Idaho Statutes and lastly the current edition of New Robert's Rules of Order published by SMITHMARK Publishers 1996 edition will prevail at all meetings. In case of disagreement, Chamber Bylaws and Idaho Statutes will take precedence

ARTICLE EIGHT - AMENDMENTS TO THE BYLAWS

Section 1. Before the bylaws can be amended, a committee must be established to draft the proposed amendment(s). The committee will present the draft in written form, first to the board for review then to the general membership for discussion. Amendments may not be changed from the floor at a meeting, but must be approved or rejected as presented. Amendments must be presented, by the committee, for discussion at a membership meeting before voting. Amendments must have a two-thirds majority of those members present and voting.

CERTIFICATE OF ADOPTION

We the undersigned, being all of the members of the Board of Directors of the Bayview Chamber of Commerce, do hereby certify that the foregoing bylaws were adopted by a two thirds majority of members present and voting at a meeting of the general membership held on April 12, 2011

Linda Williams – President

Paul Celeri – Vice President

Ken Saunders – Treasurer

Leah Simpson – Secretary

Tom Lloyd – Member at Large