

**THE WINDSOR CHAMBER OF COMMERCE, INC.
BY-LAWS
421 MAIN STREET
WINDSOR, CO 80550**

ARTICLE I – GENERAL

Section 1: The Windsor Chamber of Commerce, Inc., hereafter the Chamber, is incorporated under the laws of the State of Colorado.

Section 2: The Chamber is the leading non-profit, membership-driven, business organization dedicated to creating a climate in which business can succeed.

Section 3: The Chamber is a 501(c)(6) non-profit organization and therefore will not engage in any activities that will compromise our tax-exempt status.

Section 4. The Windsor Chamber of Commerce, Inc. shall be non-partisan and non-sectarian in its activities. This shall in no way restrict this organization from endorsing and promoting issues considered being in furtherance of its objectives.

ARTICLE II – MISSION / VISION

Section 1. Mission Statement: To grow business, build community, improve the business climate and quality of life by adding value as we advocate, educate and support our business organizations.

Section 2. Vision: The Windsor Chamber of Commerce strives to successfully market the Windsor business community and to foster positive public recognition of business in Windsor.

ARTICLE III – MEMBERSHIP

Section 1. (Eligibility): Any business, individual, association, corporation, or partnership may become a member.

Section 2. (Classification): Members of the Chamber are classified as active or honorary members.

Section 3. (Dues): The Chamber Board of Directors, hereafter the Board, shall set membership dues and payment schedules.

Section 4. (Termination): (a) Any member may resign upon notice to the Chamber. (b) Any member may be expelled for nonpayment of dues after 90 days from the due date unless otherwise extended.

Section 5. (Transfer): No member may sell, assign, transfer, or in any manner dispose of the Chamber membership without approval of the President or the Board of Directors.

Section 6. (Representatives): Any person, firm, association or corporation holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber.

Section 7. (Voting): Should the Board request a vote of the membership, each member of the Chamber in good standing is entitled to one vote.

ARTICLES IV – COMMITTEES

Section 1. (Formation): The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in the by-laws. All committee chairs are recommended by the committees or the President of the Board and are subject to confirmation by the Board.

Section 2. (Authority): No committee shall take any public or formalized action on any resolution, or commit the Chamber on any question of policy without prior approval of the Board, except as delegated by the Board. No committee may exceed its budgeted appropriation without prior consent of the Board.

Section 3. (Financial Committees): The Finance Committee shall consist of the President, Vice President, Treasurer, Chamber Staff, and any other interested Board Members. The Finance Committee shall advise the Board of the financial condition of the Chamber on a monthly and annual basis. The committee shall present a budget of the estimated income and expenditures to the Board for approval, in the last quarter of the fiscal year.

Section 4. (Executive Committee): The Executive Committee shall be composed of the three officers. The Executive Committee shall, during the intervals between meetings of the Directors, exercise the functions of the Board, subject to final action by the Board. The Executive Committee shall attend to the interim work of the Board and also shall perform such duties as delegated by the Board. The Executive Committee shall meet at least once a month to review and establish the agenda for the Board meeting. A majority of all the members shall constitute a quorum. The Executive Committee shall hire, discharge, and have supervision over all employees of the Chamber, including determining their duties and compensation in accordance with policies and practices approved by the Board.

Section 5. (Leads Group): The purpose of the Leads Group will be to help businesses flourish by exchanging leads and meeting other professionals. They shall have a

Chairperson and Co-chairperson. The Leads Group shall be composed of Chamber members in good standing. There shall be no more than 20 participants. There shall be no competing businesses. New members will complete an application and be decided upon by the existing members.

Section 6. (Ambassadors): The Ambassadors will represent the Windsor Chamber of Commerce in a positive and welcoming manner at all social and new business events. This includes but is not limited to Business After/Before Hours, Ribbon Cuttings, various festivals and celebrations. They shall serve as greeters at all chamber events. They will make visits to current, new, and prospective members. They will meet on a monthly basis with the Administrative Assistant for Programs and Events, and make reports to the chamber board.

ARTICLE V – FINANCIAL PROVISIONS

Section 1. (Membership Dues): All membership dues paid to the Chamber shall be placed in the Chamber’s general operating fund. The Chamber will not refund dues.

Section 2. (Disbursements): Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be by check. The President, the Vice President, Treasurer, and the Executive Director shall serve as signatories. The Vice President shall only be authorized to sign checks in the absence of the President. All disbursements in excess of \$500.00 shall require two signatures, one of which must be the President, Vice President or the Treasurer. The second signature can be either the Vice President or Executive Director. No signatory shall sign checks that are payable to them or family members.

Section 3. (Fiscal Year): The fiscal year of the Chamber shall begin on January 1st and end on December 31st.

Section 4. (Audits): The accounts of the Chamber shall be audited by a certified Public Accountant on an annual basis or as deemed necessary by the Board.

ARTICLE VI – MEETING

Section 1 (Proceedings): The proceedings of the Chamber shall be governed by and conducted according to the most current version of Robert’s Rules of Order. A quorum is defined as a majority of those members present at any regularly scheduled or special meeting will be considered a legal vote.

Section 2 (Board Notification): Agendas and notification of Board meetings shall be communicated to each Director at least three business days in advance of the meeting.

Section 3 (Meetings): The regular monthly meetings of the Chamber will be held on a day of the month determined most suitable by the Board.

ARTICLE VII – OFFICERS

Section 1 (Officers): The officers of the Chamber are the President, the Vice President, and Treasurer.

Section 2 (Election of Officers):

The nominations shall be held during the last three months of the calendar year. The Board of Directors shall receive the Nominating Committee recommendations, review additional candidates if presented, and make final approval. The newly elected officers shall take office January 1st and be presented to the membership at the Annual Meeting.

Section 3 (Duties of the Officers and Executive Director):

(a) **President:** The President shall be the Chief Executive Officer of the Chamber. The President shall be charged with the general supervision and management of the office and business affairs of the organization and serve as chairperson of the Executive Committee.

(b) **Vice President:** The Vice President shall become familiar with the office of President and serve on the Executive Committee. The Vice President shall serve on such committees as the President may determine. The Vice President shall lead meetings of the Chamber and the Board in the President's absence.

(c) **Treasurer:** The Treasurer shall be the custodian of all funds of the Chamber and shall present a monthly and an annual financial report to the Board. The Treasurer shall also serve as the Chair of the Budget and Finance Committees. Subject to the approval of the Board, the President and the Vice President or the Treasurer shall sign all formal documents, i.e. deeds, contracts, or other instruments valued at more than \$1,000.

(d) **The Executive Director:** shall serve as Secretary of the Chamber, act as agent for service of process, conduct the correspondence, preserve the records, documents, and communications of the Chamber, keep books of account, and maintain an accurate record of the proceedings of the Chamber and the Board meetings.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1 (Membership): The government of the Chamber, the direction of its work, and the control of its property shall be vested in a board of not less than 9 members, and not more than 12 members. A minimum of 8 members to be elected from the Chamber Membership, serving a term of 3 years. One additional non-voting Board

member will serve as a liaison from the Windsor Town Board; appointed by the Town Board and Mayor for a mutually agreed upon term, at the discretion of the Chamber and the Town boards. Per the discretion of the Windsor Chamber Board and the Weld Re-4 School Superintendent, one representative from the school district may serve as a non-voting member on the board, for a mutually agreed upon term, at the discretion of the Chamber and School Superintendent.

Anyone wishing to run for a board of director position shall be a current chamber of commerce member in good standing. All financial accounts shall be paid in full including but not limited to dues, sponsorships, promotions, and advertisements.

Section 2 (Terms): No person shall be eligible to serve more than two consecutive three year terms as a Director. Town board member may serve consecutive 1-year terms as long as their term has not expired.

Section 3 (Nominating Committees): The Nominating Committee for selection of Board members shall consist of three members, one of which shall be the vice-president. This same committee shall be used for selection of Officers. The Vice President shall serve as the chair of both nominating committees. The Board shall select the nominating committee no later than the September Board meeting. The nominating committee shall submit their slates to the Board at the October Board meeting for election to be held in November. New Board members will be solicited from the membership through the Chamber newsletter prior to the first meeting of the Board Nominating Committee. All active Chamber members are eligible to serve.

Section 4 (Election of Directors): The nomination of Directors shall be held during the last three months of the calendar year. The Board of Directors shall receive the Nominating Committee recommendations, review additional candidates if presented, and make final approval. The New Board members will be voted on by the membership in November. The newly elected directors shall take office January 1st and be presented to the membership at the Annual Meeting.

Section 5 (Vacancies): Vacancies, by resignation, or otherwise, in the Board shall be filled promptly by appointment by the President of the Board subject to the approval of the Board, and any Director so chosen shall complete the un-expired term.

Section 6 (Attendance): Absence for three regular meetings of the Board during a calendar year shall be construed as a resignation. Special circumstances may be considered by the Executive Committee.

ARTICLE IX – AMENDMENTS

Proposed changes to the Bylaws shall be presented to the Board for comment. The Bylaws may be amended or altered by a vote of two-thirds of those present and voting at any regular meeting of the Board.

ARTICLE X - DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board as defined in IRS Section 501(c)(3).

ARTICLE XI -BOARD INDEMNIFICATION

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any or all of its Directors or Officers against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which any are parties, by reason of having been Directors or Officers of the Chamber. Exception shall be made, however, in relation to matters involving fraud or criminal misconduct in the performance of duty.

These By-laws were amended and adopted by the Board of Directors on:

March 21, 2000

June 6, 2002

September, 2003

November 2004

April 2005

May 6, 2009

November 3, 2010

November 6, 2013

December 14, 2016