

*Silver City Grant County
Chamber of Commerce*

BY-LAWS

AMENDED BYLAWS OCTOBER 2008
SILVER CITY GRANT COUNTY CHAMBER OF COMMERCE, INCORPORATED

ARTICLE I
NAME AND DEFINITIONS

A. This organization is incorporated under the laws of the State of New Mexico as the Silver City Grant County Chamber of Commerce, Incorporated, Certificate of Incorporation 41346, dated September 2, 1959, this organization is known as the Silver City Grant County Chamber of Commerce.

B. In the following the Silver City Grant County Chamber of Commerce, Incorporated being the same is called “The Chamber”; The Board of Directors as “The Board”; The Chamber year is defined for all purposes as January 1 – December 31, inclusive, and the term “member” refers to individual members and the representative of an organization or the organization, depending on context.

ARTICLE II
OBJECTIVE

The objective of the Silver City Grant County Chamber of Commerce is to serve its members by promoting and stimulating the economy in Grant County and Southwest New Mexico and to enhance the area’s economic potential.

ARTICLE III
POLITICS-RELIGION

The Chamber shall not participate in partisan political activity, support or oppose any candidate for elective office, and shall maintain a neutral position regarding religious affairs and community affairs that are in contradiction to the organization’s objective.

ARTICLE IV
MEMBERSHIP

A. Business firms at all levels of capitalization, governmental entities, associations and individuals, whose goals and agendas are compatible with the objectives of the Chamber, are eligible for membership in the Chamber. Application for membership is to be made in a manner approved by the Board of Directors.

B. Eligible applicants for membership in the Chamber shall be considered members of the Chamber upon payment of dues.

C. Members shall be dropped from the membership rolls upon resignation, death, and/or with the concurrence of the Board for nonpayment of dues.

D. Any member of the Chamber (including members of the Board and Honorary members) may be dropped from the membership rolls by a majority vote of the Board upon a finding by the Board that the member has engaged in conduct that brings discredit to the Chamber and is detrimental to the accomplishment of the objectives of the Chamber. A prorated reimbursement of dues may be afforded to members dropped from the membership rolls due to the enactment of this Article IV Membership stipulation.

E. The amount of dues to be paid by each member shall be fixed by the Board. All dues shall be paid by check. With receipt of all transactions maintained and documented by the Chamber's Executive Director.

F. The Board of Directors may at any regular meeting, by unanimous vote, admit any individual to honorary membership. Honorary members will be exempt from payment of dues. Criteria for Honorary Membership selection is as follows:

1. The individual must exemplify and/or model the objective of the Chamber.
2. The individual must be a resident of Grant County.
3. The individual must have a tenured record (ten years or more) of economic/civic service to Grant County.

ARTICLE V MEMBERSHIP MEETINGS

A. Monthly open meetings of the membership of the Chamber shall be held on a regular basis on a day(s) and place to be determined by the Board. This regular membership meetings include the monthly luncheon meetings and the annual award/recognition banquets.

B. Special membership meetings may be called by the Board President, a majority of the Board, or by written petition of at least 20 Chamber members. The call for a Special Membership Meeting shall be issued at least thirty days before the requested meeting date and include the place, day, time, and purpose of the meeting. Special Membership Meetings shall be open to all members of the Chamber.

C. When needed, a quorum for the conduct of business at membership meetings shall consist of Chamber members represented in person or by proxy, holding one-tenth of the votes entitled to be cast.

ARTICLE VI BOARD OF DIRECTORS

A. The government of the Chamber, the establishment of policy, and the control of its property shall be vested in a Board of Directors (including Officers and Non-Officers) to consist of not less than nine members of the Chamber who shall be elected by the membership of the Chamber, and three members of the Chamber appointed to the Board for a one year term by the incoming President with the approval of the Board. Ex-officio directors may be appointed by the President with the approval of the Board. Such ex-officio directors may participate in Board meetings and discussions but shall not vote. Each elected director shall serve a term of three years. Elected Board members may seek successive terms and serve if elected. Appointed members of the Board may serve successive terms if reappointed.

B. Any director who has two unexcused absences from a regularly scheduled Board meeting is deemed to have forfeited his/her position on the Board and will be notified in writing by the President and/or President Elect of the Chamber that they no longer hold a director's position on the Board.

C. Seven members of the Board shall constitute a quorum for transaction of Chamber business.

D. Vacancies on the Board shall be filled by a member of the Chamber membership by the majority vote of the remaining members of the Board. The elected member shall serve for the balance of the previous incumbent's term.

ARTICLE VII OFFICERS

A. The Officers of the Chamber shall consist of the President, President-Elect, Vice-President, Secretary of the Board, Treasurer, and Executive Director. Each Officer of the Chamber shall be a member of the Chamber in good standing or a representative of a member organization in good standing. Officers of the Chamber may serve successive terms if reelected.

B. The President shall be the chief officer of the Chamber; shall preside at meetings of the Board of Directors; shall have general supervision of the business and affairs of the Chamber;

shall help in formulating and promoting the general program of the Chamber; shall appoint all committees (subject to approval by the Board); shall, with the Executive Director, sign all contracts and obligations of the Chamber; shall preside at all meetings of the members of the Chamber. He/she shall be Chair and a member of the Executive Committee and a member ex-officio of all committees of the Chamber. He/she shall submit an annual report of the activities of the Chamber to the membership. This report will be produced by the Executive Director with oversight provided by the President. As immediate past president he/she shall serve as an ex-officio member of the Executive Committee and of the Board of Directors.

C. The President-Elect shall work with the President to familiarize themselves with the duties of the office and will perform other duties as assigned by the President. He/she shall succeed the President at the end of the term for which the President was elected. He/she shall perform the duties of the President in case of the President's absence from the Board and membership meetings. He/she shall succeed to the Presidency upon the inability of the President to fulfill the duties of the office (for whatever reasons) and shall serve in that capacity through the remainder of the term for which the President was elected.

D. The Vice-President shall work with the President-Elect to familiarize themselves with the duties of the office and will perform other duties as assigned by the President. He/she shall succeed the President-Elect at the end of the term for which the President-Elect was elected. He/she shall perform the duties of the President-Elect in case of the President-Elect's absence from the Board and membership meetings. He/she shall succeed to the President-Elect's position upon the inability of the President-Elect to fulfill the duties of the office (for whatever reasons) and shall serve in that capacity through the remainder of the term for which the President-Elect was elected.

E. The Treasurer, under the direction of the Board of Directors, shall provide general fiscal oversight of the finances and budget of the Chamber. In cooperation with the Executive Director, he/she shall provide a written report once a month to the Board of Directors and annually (through the President's Annual Report) to the membership of the financial status of the Chamber. The Treasurer shall act as Chair of the Finance Committee and be one of the signatories for disbursements.

F. The Executive Director shall be responsible as delegated by the Board for the prudent, professional, and ethical management of business affairs of the Chamber, including: property management; initiation and maintenance of reliable accounting procedures; preparation of budget; efficient functioning of the Chamber staff (which, includes the hiring, evaluating, training, and if needed termination, discharge, and/or release of staff); the receipt, safe guarding, and accounting for all funds received by the Chamber; contracts, obligations of the Chamber, and such managerial functions as may be assigned by the Board and/or President. The Executive Director shall maintain a file of all records about the operation of the Chamber and its committees and will serve as ex-officio member of all committees except the Nominating Committee. The Executive Director shall report directly to the President of the Chamber and the Board of Directors.

G. The Secretary of the Board is charged with the statutory responsibility “to record the proceedings of the meetings of members and directors in a book to be kept for the purpose of said documentation.” (Non-profit Corporation Act, 53-8-23, 1991 supplement)

ARTICLE VIII ELECTIONS

A. The annual election for members of the Board shall be held during November and the results of it announced by November 30. The dates of the election shall be designated by the Board of Directors.

B. A Nominating Committee consisting of five members of the Chamber, two of whom may be current Board members, shall be appointed by the President. The Nominating Committee shall select a slate of candidates for all positions, which shall become vacant. The committee will certify that the nominees selected are willing to have their names placed on the ballot and will serve if elected. The committee shall report the slate of candidates to the Chamber membership as directed by the Board.

C. Any Chamber member in good standing, who was not selected by the Nominating Committee but wants to be considered as a candidate for the Board, may petition the Nominating Committee with twenty Chamber member signatures that their name be placed on the ballot. Petitions shall be given directly to the Nominating Committee by October 1. Election ballots will distinguish between candidates named by the Nominating Committee and those named through the petition process.

D. The ballot shall be completed by the Nominating Committee, including space for write-ins, and mailed to all Chamber members at least ten working days before the date of the election. The Executive Director shall prepare for the Nominating Committee a list of all persons eligible to vote in the Chamber Election.

ARTICLE IX SUPERVISION OF ELECTION

A. The President shall appoint a committee of three election judges who shall be in charge of receiving and safeguarding the ballots and validating and tabulating the ballots.

B. Marked ballots may be mailed to the Chamber office and/or delivered in person. They shall be counted and certified by the election judges. In case of a tie vote the winner shall be chosen by lot. The results of the election shall be announced immediately after certification by the President. The Executive Director will contact the newly elected Board members after the President’s announcement and they will assume office the following January 1. The Executive

Director will also provide each new Board member with a copy of the Chamber By-Laws and a calendar of meeting dates and times prior to their first meeting.

ARTICLE X COMMITTEES

A. The Board of Directors shall authorize and define the powers and duties of all standing and Special committees except those committees whose functions are set forth herein. The Chair of all Chamber committees shall be selected from its membership. It shall be the function of committees to conduct research, evaluate findings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. They shall examine and report on such subjects as may be referred to them by the Board for its consideration.

B. **Prospectors** – The Prospectors are a Division of the Chamber that operates as the goodwill arm of the Silver City Grant County Chamber of Commerce. Their objectives are to contribute to the long-range improvement of the economic conditions of the Grant County area. They have their own By-Laws, officers, committees, and due structure separate from the Chamber however, all of their members must also be Chamber members. They are a Division of the Chamber and as such work under the umbrella of the Chamber’s nonprofit corporation status. The Prospectors will furnish the Chamber’s Board of Directors with an annual calendar year accounting of all its receipts and disbursement of funds. The President of the Prospectors is an ex-officio member of the Chamber’s Board of Directors and the President of the Chamber is an Honorary member of the Prospectors. The Chamber President also serves as a standing member of the Prospectors’ Executive Committee.

C. **Tourism Committee** – The Tourism Committee shall consist of two Chamber Board Members, the Executive Director of the Chamber, and four Chamber members and/or representative of members of tourist related industries. Annually, at the beginning of each business year the Chair of the Tourism Committee shall nominate members for the committee subject to the approval of the Board. Any voting member of the Tourism Committee who has two unexcused consecutive absences from regularly scheduled committee meetings is deemed to have forfeited their position on the committee. He or she will be notified by the Executive Director that they are subject to replacement at the will of the committee. The Tourism Committee will review proposals for lodger tax monies and state match and make recommendations to the Board for new proposals based on market plan and research conducted on visitors, ad costs, and conversions done by staff and/or contracted individuals. The committee will review materials used for the Tourism Program and make recommendations for any needed changes. The committee can develop additional task groups as needed, to work on specific projects. The Tourism Committee will make recommendations to the Chamber Board on projects. The committee will also review the Ad Campaign Plan looking at conversion

figures and makes revision recommendations to the plan as needed. The Tourism Committee will meet no less than once a month.

ARTICLE XI EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Chamber President, President-Elect, Vice President, Treasurer, Secretary, immediate past President of the Board (ex-officio), and the Executive Director and shall have the authority to make decisions of an emergency nature. Such actions shall be reported to the Board for their full approval at their next regular meeting. The President via the Executive Director, will notify all members of the Executive Committee of meetings dates and times.

ARTICLE XII FINANCE AND BUDGET COMMITTEE

The Finance Committee shall be composed of the Treasurer of the Chamber who will act as Chair, the President-Elect, the Executive Director and a member of the Tourism Committee. The committee shall meet not less than quarterly for the review and advisement of any line item adjustment on all Chamber related budgets that need action by the Board before the next regular Board meeting. All committee project budgets will be filed with, and approved by, the Finance and Budget Committee prior to the start of the project. A follow up budget with actual income and expense must be filed upon completion of each project with the committee as well. The proposed budgets for the Chamber's regular accounts will be prepared by the meeting date in December for Board action. Proposed Tourism related budgets will be prepared before the end of the fiscal year of operation being June 30. Budgets as passed by the Board, with or without modification, shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the Board of Directors' prior approval.

ARTICLE XIII DISBURSEMENTS

No disbursements of the funds of the Chamber shall be made unless authorized, approved, and ordered by the Board of Directors. All disbursements, other than petty cash, shall be made by check and signed by any two of the following: Chamber President, Treasurer, and/or President-Elect. The Board of Directors may agree, by majority vote, that the Chamber will act as the fiscal agent for other entities (e.g., County and City Tourism Departments) that support and align themselves with the Chamber's objective of promoting and stimulating the economy in Grant County and Southwest New Mexico and to enhance the area's economic potential.

**ARTICLE XIV
AUDITS**

The Board of Directors may contract for and/or engage a regular financial review of the Chamber's finances and budgetary management functions on an annual basis. The findings of the audit will be made available to the Chamber membership.

**ARTICLE XV
REFERENDA**

When the Board deems a subject of sufficient importance and/or when petitioned in writing by twenty or more Chamber members, the Board may submit the proposition to the Chamber membership by referendum. The ballot may be in letter format and shall be returned to the Chamber office within ten days of the referendum and kept in the custody of the Executive Director. The ballots shall be counted by a committee appointed by the Chamber President (see Article IX Supervision of Election). The results of the referendum will be announced by the President immediately after the ballots have been validated, tabulated, and certified. If the number of ballots received constitutes less than one-tenth of the votes entitled to be cast according to Chamber membership, the referendum shall be considered null and void. A referendum on the same subject may not be called for within one year of its first voting by the Chamber membership.

**ARTICLE XVI
PARLIAMENTARY PROCEDURE**

Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rule of Order.

**ARTICLE XVII
AMENDMENTS**

The Articles contained herein may be repealed, amended, and/or new By-Laws may be adopted according to the desires of the Silver City Grant County Chamber's Board of Directors, its membership, and the laws of the State of New Mexico.

ARTICLE XVIII
RECONSTITUTION OF A NEW CHAMBER BOARD OF DIRECTORS

In the event of the Chamber Board of Directors' discontinuation, either by mass resignation or by a recall mail referendum of a two-thirds (2/3) majority of paid members (one membership, one vote) per Article XV of the SCGC Chamber of Commerce Bylaws*, the following procedures shall apply, which will result in the seating of a new Chamber Board of Directors.

1) The Executive Director will create an Organization Committee consisting of nine (9) qualified Chamber members in good standing.

2) This Organization Committee will appoint an Interim Board of Directors of not less than nine (9) qualified Chamber members, per Article VI of the SCGC Chamber of Commerce Bylaws*.

3) The Interim Board shall meet and elect their officers in due course. The Interim Board shall seek at least two nominees (potential nominees must be Chamber members and to have lived full-time in Grant County for at least two [2] full years) for each vacant Board position to be filled (minimum of nine positions), and conduct a mail ballot election per Article VIII of the SCGC Chamber of Commerce Bylaws* within 30 days of the initial Interim Board meeting.

4) The Interim Board President and Executive Director shall use Article IX of the SCGC Chamber of Commerce Bylaws* to supervise the election results with a minimum of the nine (9) candidates receiving the highest number of votes being duly elected. The five (5) candidates receiving the highest number of votes of the nine (9) shall be placed in three-year terms and the four (4) candidates of the nine (9) receiving the second highest number of votes shall be placed in two-year terms that expire per Article IX (B) of the SCGC Chamber of Commerce Bylaws*.

5) The newly elected Chamber Board of Directors shall assume office effective immediately after election results are certified and made public, thence to meet, elect Board Officers, and commence the conduct of Chamber business per the existing SCGC Chamber of Commerce Bylaws.