

Three Forks Chamber of Commerce

Promoting Strategic Economic Growth And Vitality

“Montana’s Favorite Small Town”

BY-LAWS AND CONSTITUTION

(Including amendments dating through December 2014)

ARTICLE I: MISSION

Section 1: **Name and Office:** The name of this organization shall be the Three Forks Chamber of Commerce, and the offices shall be located in Three Forks, MT.

Section 2: **Object:** The Three Forks Chamber of Commerce is a Community of Businesses joined together to Promote the Strategic Economic Growth and Vitality of the Chamber Members.

Section 3: **Methods:** The Chamber of Commerce in its activities shall be nonpartisan, nonsectional and nonsectarian.

Section 4: Non Chamber members will not be permitted to advertise in Chamber sponsored publications.

ARTICLE II: MEMBERSHIP

Section 1: **Qualifications:** Any person, association, corporation, partnership or firm may become a member of this association by paying the appropriate membership fees and complying with the conditions of membership.

Section 2: **Obligations:** Each member shall pay all dues and comply with the rules and regulations of membership as may be adopted. If any person, association, corporation, partnership or firm has a debt with Chamber, that debt must be paid prior to joining.

Section 3: **Dues and Subscriptions:** Members shall pay dues at a rate to be determined by the Board of Directors, and in addition thereto, shall pay such assessments or budget subscriptions as the Board of Directors may determine. Membership dues shall be on a yearly basis running from April 1 To March 31 each year. Dues are payable prior to the first of April each year to be fully integrated into Chamber publication of a local telephone book if such book is produced that year. Any qualified entity may join the Chamber at any time. Rates will be prorated depending on months remaining until renewal. Invoices will be sent to existing members with an invitation to rejoin the Chamber at least 30 days prior to March 31st each year. This invitation will accompany the membership forms.

Section 4: **Membership Levels:**

GOLD \$500.00 Supporter of Chamber Activities and/or Employ more than 75 people
Gold Members receive 1 Phone Book, Voting privileges, Website Listing
1/3-Page Ad located on inside cover of TF Chamber phone book

SILVER \$300.00 Supporter of Chamber Activities and/or Employ 41-74 people
Silver Members receive 1 Phone Book, Voting privileges, Website Listing
1/4-Page Ad inside of TF Chamber phone book

BRONZE \$200.00 Supporter of Chamber Activities and/or Employ up to 40 people

P.O. Box 1103 Three Forks, MT 59752

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Bronze Members receive 1 Phone Book, Voting privileges, Website Listing
1/6-Page Ad inside of TF Chamber phone book

REGULAR \$100.00 Supporter of Chamber Activities

Regular Members receive 1 Phone Book, Voting privileges, Website listing

Multi-Business Membership (Under same ownership) \$50.00

No voting privileges, Website listing

Associate Membership (Non-Profit organizations) \$50.00

No voting privileges, Website listing

ARTICLE III: MEMBERSHIP MEETINGS

Section 1: **Annual Meeting:** The annual meeting of the association shall be held as soon after February 1st of each year as possible at a date to be designated by the Board of Directors. The Board may decide annually to hold an additional summer meeting and have special events at that time for members to socialize and interact. President will present the overall financial overview of the Chamber during such meetings.

Section 2: **Special Meetings:** Special meetings of the members may be called either by the President or the Board or upon a written request therefore signed by not less than 10% of the members. The purpose of the meeting shall be stated. Except in cases of emergency, at least two days notice shall be given.

Section 3: **Quorum:** At least 5% of the members in good standing present in person shall constitute a quorum for the transaction of all business or at least 50% of the Board shall constitute a quorum.

Section 4: **Notice of Meetings:** Notice of both regular and special meetings shall be given in the following manner: By publication in the local paper; Chamber publication; or in the case of special meetings notification can be sent by either the Executive Secretary or President using e-mail and/or telephone calls to those not having e-mail at least 48 hours prior to the meeting.

Section 5: **Voting:** Each member holding a paid voting membership shall be entitled to cast one vote. In the case of a membership other than an individual, the corporation, partnership, or firm shall designate the individual who shall vote such membership.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

Section 1: The Board shall consist of the officers and directors.

Section 2: **Number and Qualifications**

- a) Officers shall consist of four members in good standing, president, vice-president, secretary and treasurer. All four officers shall be voting members. Even numbered years: the vice-president and treasurer shall be elected for a term of two years. ; the president and secretary shall be elected for a term of two years in odd number years.

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- b) Three directors shall be elected. One director elected in even number years and two directors elected in odd number years. They may be the chairperson of a Standing Committee or members in good standing, one of which may be the past president.

Section 3: **General Powers:** The president shall be the chairperson of the Board. The officers and directors are sub-ordinate to the organization and must abide by the constitutional ruling and also by convention action as by Robert’s Rules of Order. The Board shall have full power to carry on the general administration of this organization and the business and affairs of the association shall be managed and conducted by the Board of Directors. The Board of Directors shall have the authority, without limiting general membership authority, to retain a person to provide office services on behalf of the associations, and to set adequate compensation and determine the job duties of such person. Neither the Board as a whole or an individual Board member shall be held personally liable for the debts, liabilities or obligations of the Chamber.

Section 4: **Number of Terms:** No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office, unless the office cannot be filled.

Section 5: **Compensation:** Board of Directors, as such, shall receive no compensation for their services. Reasonable compensation for expenses will be paid.

Section 6: **Elections & Terms:** Nominations shall be presented to the membership in November each year. Elections will be held at the December meeting each year and installation of Officers will be at the January meeting each year. Terms of office shall be two years and will run from January through December of the following year.

Section 7: **Conflict of Interest:** In the event that a Director has a financial or personal interest in a matter upon which the Board of Directors or membership is voting, the interest shall be disclosed to the Board of Directors. The interested Director shall not vote upon matters and the matter shall be approved by a majority of the non-interested Directors and members.

Section 8: **Vacancies:** In the event that any elected director dies, leaves the community or is unable because of prolonged illness to discharge his/her duties, or in the event such officer is absent for three or more consecutive meetings without adequate cause therefore, the Board of Directors, by majority vote, may declare such position vacant. A position also becomes vacant upon resignation of a director. Any such vacancy shall be filled by appointment of the President subject to approval by the Board of Directors. Any appointment will be made for duration of year until next election.

ARTICLE V: OFFICERS

Section 1: **The President:** The President shall preside at all meetings. He/She shall perform all duties incident to his/her office and advise such action as may be deemed by him/her as useful to the association.

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Section 2: **Vice-President:** The President shall designate to the Vice-President such duties as he/she deems proper and the Vice-President shall act for him/her in his/her absence. Upon vacancy of the President, the Vice- President shall become the President and assume the duties of the President. The Vice-President will be responsible for the Annual Membership Drive. The Executive Secretary and Membership Director/Bookkeeper will give the Vice-President support.

Section 3: **Secretary:** The secretary shall countersign all deeds, contracts and notes of the corporation. He/She shall keep record of the minutes of the proceedings of the meetings and shall give notice as required by these By-Laws of all meetings in the absence of an Executive Director/Secretary. The Secretary shall prepare the minutes before presentation to the board meeting. He/She shall have charge of the seal of the corporation and make such reports and custody of all books, records and papers of the Chamber, except as shall be in charge of the Treasurer, or of some other person authorized to have custody and possession thereof by a resolution of the Board. The Secretary will be responsible for thank you notes and any other letters deemed necessary by the Board. The Chamber Secretary will be responsible for updating the Chamber By-Laws.

Section 4: **Treasurer:** The treasurer shall perform such duties as the Directors may impose upon the office. He/She shall have authority to sign checks with the signature of the President, Vice President or Secretary on behalf of the Chamber subject to the limitations of these By-Laws, and such limitations and directions and control as the Board of Directors may exercise relating to the duties and authority. The Treasurer will provide review of bookkeeper as necessary and make sure we are in compliance with internal control requirements.

Section 5: Any or all members of the Board may be bonded at the discretion of the Board.

ARTICLE VI: MEETING OF DIRECTORS

Section 1: **Regular Meetings:** The Board of Directors shall hold meetings at such time and place, as the Board of Directors shall decide.

Section 2: **Special Meetings:** Special meetings of the Board of Directors may be called by the President or any two directors. The President may call a Special Meeting of the Board of Directors with 48 hour notice to all seven directors.

Section 3: **Quorum:** Half of the Board of Directors shall constitute a quorum.

Section 4: **Manner of Acting:** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

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ARTICLE VII: COMMITTEES

Section 1: **Standing Committees:** A chairperson shall be voted upon at the January meeting for the following events. The chairperson shall organize his/her committee to oversee the event. The committee is expected to submit a report at the annual meeting in February. The chairperson will be given a budget at the February meeting to which they must adhere. The committee will not operate outside the limits given by the Board of Directors in any way or incur debts unless given authority to do so by the Board. Committee chairperson shall have 90 days to close the books for given event/fundraiser/activity.

- a) July Rodeo Parade
- b) High School Rodeo
- c) Phone Book Publication
- d) Christmas Stroll
- e) Annual Dinner
- f) Farmers Market
- g) Calendar
- h) Strategic Planning

Section 2: **Other Non-Standing Committees:** A committee for each of the following shall be appointed. The President shall appoint the chairperson. The chairperson shall organize his/her committee from the membership.

- a) Finance Committee: appointed in January
Finance Committee shall prepare a budget for preliminary approval at the December meeting and make changes and adjustments as the membership determines at the December meeting and have a final budget prepared for final approval at the January meeting.
- b) Auditing Committee: appointed in January. Auditing Committee will review the books of the Chamber after the end of the Fiscal Year and present their report and recommendations at the February meeting.
- c) Nominating Committee: appointed in January. It shall be the duties to nominate one candidate for the offices to be elected at the December meeting. Before the election at the meeting in December, additional nominations from the floor shall be permitted.

Section 3: **Other Committees:** Such other committees, standing or special, shall be appointed by the President as the Chamber of Commerce shall from time to time deem necessary to carry on the work of the Chamber. The President shall be ex officio member of all committees except the Nominating Committee.

ARTICLE VIII: FINANCIAL STRUCTURE

Section 1: **Disbursements:** No disbursements of funds of the Chamber shall be made unless the same shall be approved authorized and ordered by the Board. All disbursements shall be made by check or EFT as

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approved and be signed by any two of the following: President, Vice-President, Secretary or Treasurer sitting on the Board of Directors.

Purchase & Bid Requirements: No expenditure for major purchases exceeding Three Hundred Dollars (\$300.00) shall be made without Bids being requested. Bid requests must be in writing and may be requested by newspaper ads, direct mailing, or any other means that allows interested parties to tender a bid. If there are bids from members as well as non-members, the Board of Directors has the ability to allow a member bid that meets all the necessary requirements of the bid to have a 10% bidding edge on expenditures up to Five Hundred Dollars (\$500.00) over non-members.

Section 2: **Fiscal Year:** The fiscal year shall end on the 31st of December. The fiscal year is the financial year. The membership year does not have to match the fiscal year.

Section 3: **Executive Director Position:** The Executive Director is an hourly position and is exempt from the Bidding Requirements. The Board of Directors will conduct non-public semi-annual performance reviews. Performance objectives will be defined and achievement of objectives will be evaluated during the reviews. An hourly employee not meeting these objectives may be placed on a Performance Improvement Plan and progressive discipline may also be applied.

ARTICLE IX: AMENDMENTS

Section 1: **Procedure:** These By-Laws may be amended, altered, or repelled by two-thirds vote of those present at any regular or special meeting of the Chamber of Commerce, provided notice of the said meeting has been given as provided in Article III Section 4, and provided further that said notice shall contain, in addition to notice of the meeting, the number of Section or Sections of the By-Laws to be amended, and shall contain the text of the proposed amendment, alteration, or repeal, together with the text of the existing By-Law if applicable.

ARTICLE X : PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Chamber of Commerce in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chamber may adopt.

ARTICLE XI : INTERNAL CONTROL DOCUMENT

An Internal Control Document will be drafted and adhered to as written. This is to place control on monies and procedures for handling monies. Document will become part of By-Laws.