Troy Area Chamber of Commerce

By-Laws

Approved March 21, 2007

Amended March 11, 2009

Amended April 11, 2012

Amended January 19, 2020

**Article 1: General**

Section 1: The Name of this organization shall be the Troy Area Chamber of Commerce hereinafter referred to as the Chamber, whose address is PO Box 3005, Troy, MT 59935.

Section 2: All efforts shall be non-partisan in nature.

Section 3: The Chamber shall not discriminate on the basis of race, color, religion, sex, national origin, age, marital status, or political affiliation.

Section 4: The Troy Area shall mean all those residing within or conducting business within the 59935 postal code.

Section 5: The Troy Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a federal non-profit organization as defined in section 501 (C) (6) of the Internal Revenue Code.

**Article 2: Purpose and Powers**

Section 1: Purpose: The purpose of this organization is to advance the general welfare and prosperity of the Troy area, so that its citizens and all areas of the business community shall prosper. All necessary means of promotion shall be provided with particular attention and emphasis given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 2: Powers. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**Nonprofit Status and Exempt Activities Limitation**.

(a) Nonprofit Legal Status. The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code (the “Code”), as amended from time to time, and any reference to a specific section of the Code shall be deemed to include any future corresponding section of the Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3), or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations

**Article 3: Membership**

Section 1: Any person, association, corporation, partnership, organization, or estate having an interest in the objectives of the organization and reside in or conducting a legitimate business in the Troy area shall be eligible for membership.

Section 2: Membership dues shall be at such rate or rates as prescribed by the Board of Directors, payable annually. Membership dues are non-refundable.

Section 3: Membership will be good from April 1 to the Last day of March. Members who are in default of membership dues for 30 days will forfeit their privileges until dues are paid.

Section 4: The members of the Chamber shall consist of individuals, families, partnerships, corporations, organizations, businesses, and government agencies that have paid dues. Each member is entitled to one vote per membership on each resolution put to a vote of the general membership. Vote or voting includes the giving of consent in the form of a record without a meeting by written ballot and written consent.

**Article 4: Officers**

Section 1: The officers of the Chamber shall be President, Vice President, Secretary, and Treasurer. The minimum term of office for officers shall be one year.

Section 2: Nominations or letters of interest for officer positions will be accepted in January at the general meeting or by mail in at least 14 days prior to election meeting held in February. Officers of the Chamber shall be elected annually by majority vote of the members at the general meeting held in February each year. In the case of a tie the board of directors shall vote to decide outcome.

Section 3: The standard officer positions and duties are:

**President:** Official spokesperson for the organization, represents the Chamber to the community, represents the business and professional leaders in activities, and serves as a liaison between the Chamber and external entities. Presides at and sets the agenda for meetings of the Board and the membership.

**Vice President:** In the absence of the President, performs those duties, works with committees and plans for the future of the Chamber.

**Secretary:** Keeps the meeting minutes, maintains Board and membership directories, confirms attendance, and determines quorum.

**Treasurer:** Receives funds, makes deposits, makes payments, accounts for funds, provides reports, obtains annual audits, maintains non-profit status, and manages taxes.

**Article 5: Meetings**

Section 1: All members are encouraged to attend regular meetings, held quarterly at a minimum.

Section 2: For voting purposes, at least two officers of the Chamber, plus two additional members of the Chamber who meet the stipulations of membership will meet the definition of a quorum.

Section 3: All meetings of the Troy Area Chamber of Commerce shall be conducted in accordance with Roberts Rule of Order.

Section 4: Any amendments to the by-laws may not be voted on the same regular meeting in which they are proposed. The proposed amendment may be voted upon in a subsequent meeting. Chamber members must have attended a minimum of 3 of the last 6 regular meetings to vote upon such amendments.

Section 5: The annual meeting of the Members will be held each year at a time and place established by the Board of Directors, with a minimum of 21 days written notice to all Members. Written notice may be communicated in person, facsimile, or other form of electronic, wire, or wireless communication, or by mail or private carrier to the correct address or authenticated electronic identification, as provided by Montana law, as shown in the Corporation’s record of Members. Members may participate in a meeting of the Members by means of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a meeting. Remote communication shall include communication made by conference telephone call, internet, electronic, remote technology, or similar communication through which all participants in the meeting have the opportunity to read or hear the proceedings substantially concurrent with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

 Section 6: Business to be conducted at the Annual Membership Meeting. The following business or reports may be conducted or presented at the Annual Membership Meeting:

(a) Election of Directors and officers. Election of Directors and Officers to serve on the Board of Directors, unless elections are otherwise held by written ballot in accordance with these Bylaws.

(b) Financial Report. The most recent year’s activities and financial report will be presented to the membership.

(c) Business Plan. The upcoming year’s business plan and budget describing the activities of the Corporation will be presented.

(d) Any Other Matter Requiring Member Approval. Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

Section 7: Unless the Board determines to conduct the election by written ballot in accordance with these Bylaws, a slate of nominees for Directors and Officers for the Board shall be presented to the voting Members by the Board a minimum of 21 days before the Annual Membership meeting. Additional nominations for Directors and Officers may be made by submitting a letter of interest to the Board or submitting the names of nominees in writing to the Board Chair at least 14 days before the annual Membership meeting. If no additional nominations are submitted, the Board of Directors’ slate of candidates shall be elected by ballot at the annual Membership meeting. If additional nominations are submitted the elections shall be conducted at the annual Membership meeting by secret ballot or by any other method allowed under Montana law. (b) The Board may determine to conduct the election of Directors by written ballot during the 30 days before the Annual Membership meeting or, if for any reason (including lack of a quorum) the election does not occur at the Annual Membership meeting, within 40 days after the Annual Membership meeting. If the election is conducted by written ballot before the Annual Membership meeting, the Board shall solicit names of nominees from the membership in any reasonable manner before finalizing the slate of nominees and shall include any person on the ballot that has expressed interest or been nominated and is a member in good standing.

Section 8: Special meetings of the Members may be called by the Board of Directors or upon written request/petition of at least one fifth of the voting Members who shall state in writing to the Board of Directors the purpose of such meeting. Members may participate in a meeting of the Members by means of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a meeting.

Section 9: At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with Montana law or by other reasonable means allowed by Montana law established in Board policy. The Corporation may recognize a Member’s board officers or executive director as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum.

Section 10: Corporation’s Acceptance of Votes. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Member or is the authenticated electronic identification of a Member, the Corporation, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Member. Authenticated electronic identification shall include any e-mail address or other electronic identification designated by a user, including a corporation, for electronic communications.

Section 11: Action by Written Ballot. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with Montana law. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. The Corporation may deliver a written ballot by electronic communication as long as a Member gives consent. Consent by a Member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

**Article 6: Board of Directors**

Section 1: The Board of Directors shall consist of three persons appointed by a majority vote of the members at the general meeting held In February. Nominations or letters of interest for Board member positions will be accepted in January at the general meeting or by mail in at least 14 days prior to election meeting held in February.

Section 2: Board members shall serve a minimum two year term.

Section 3: Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

Section 4: The Board of Directors will oversee the annual business plan in January and set yearly budget each September.

Section 5: The Board of Directors may fill vacancies due to the resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws. (a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced. (b) Filling Previously Unfilled Positions. Each Director appointed by the Board between the Annual Meeting of the Membership to add a Director to a previously unfilled Board position shall stand for election for the balance of the term with the next slate of candidates presented to the Membership for election under these Bylaws.

Section 6: Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice; however the Board Chair or Executive Director shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten (10) days before the meeting.

(b) Special Meetings. Special meetings of the Board may be called by the Chair, by any two members of the Executive Committee, or by 10 percent of the Directors. A special meeting must be preceded by at least 2 days’ notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(c) Notice of Board Meetings. If notice is given of a regular or special meeting, notice must be given to each Director either personally, by U.S. mail or private carrier, or other form of electronic, wire or wireless communication by correct address or authenticated electronic identification shown in the Corporation’s record of Directors. If e-mailed, a notice shall be deemed delivered when delivery receipt is received or an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the U.S. mail, as evidenced by the postmark, if it is mailed postpaid and with the correct postage to the Director, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received. (d) Special Notice Provisions. If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation’s property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution. (e) Waiver of Notice. Any Director may waive notice of any meeting, in

**Article 7: Finances**

Section 1: Monthly expenses up to $250.00 shall be pre-approved to be paid without a vote of the Board of Directors, and to be decided upon by two officers, and shall be paid by check. Expenses above $250 shall be voted by majority of Board of Directors and Officers with the exception of Troy’s annual Old Fashioned Fourth of July Event expenses.

Section 2: Fiscal year shall begin January 1st and end December 31.

Section 3: The Board of Directors shall set the budget for the coming year at the September meeting.

Section 4: Spending caps shall be set upon specific events and projects upon approval of each by the Board of Directors.

**Article 8:**  **Books and Records**

Section 1: The Troy Area Chamber of Commerce shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by committees of the board.

Section 2: Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, Member, or member of a Committee with Board-delegated powers.

Section 3: Actions Regarding Membership and Ownership Interests. The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.

Section 4: Amendments. Except for those amendments reserved to the Members by law, these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

I do hereby certify that the above amended and restated Bylaws of the Troy Area Chamber of Commerce were approved by the Board of Directors on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and by the voting members on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and amended on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and do now constitute a complete copy of the Bylaws of the Troy Area Chamber of Commerce, superseding all previously adopted Bylaws and amendments.

Director/President:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Director:­­­­­­­­­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Director:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Vice President:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Treasurer:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_