

Cimarron Chamber of Commerce

By-Laws

Article I

Name and Purpose

Section 1: Name

The name of the organization shall be Cimarron Chamber of Commerce, hereinafter called the Chamber. The Chamber is incorporated under the laws of the state of New Mexico SCC#1315035, EIN 85-035750.

Section 2: Purposes

The purposes of the Chamber shall be to:

- a) Promote commercial business-including tourism-in Cimarron,
- b) Create a better understanding of and appreciation for business in the community,
- c) Recognize and address controversies which are detrimental to expansion and growth of business and the community, and
- d) Sponsor projects of civic, social, aesthetic and cultural benefit to the community.

The Chamber shall at all times be non-partisan, non-sectarian and non-discriminating.

Article II

Membership

Section 1: Eligibility

Membership shall be open to any person or business firm interested in the objectives and activities of the Chamber.

The Chamber shall have the following categories of membership:

- a) Gold member: entitled to one vote and a front-page link on the Chamber website.
- b) Business/Active member: entitled to one vote. Also includes home businesses.
- c) Additional Business member: under same storefront as existing business membership.
One vote per business
- d) Non-profit member: entitled to one vote.
- e) Supporting member: non-voting membership.

Membership benefits are listed on the application to join the Chamber of Commerce.

Section 2: Dues

Annual dues shall be paid to the Chamber at a rate and schedule by the Board of Directors and confirmed by a vote of the general membership.

Section 3: Memberships in Good Standing

All members whose dues are not more than 30 days in arrears shall be eligible to vote on all questions coming before the Chamber.

Section 4: Termination

Any member may be removed from membership for nonpayment of dues. Once a member has been expired for 60 days without payment of dues, their membership to the Chamber will be terminated. Termination for conduct deemed prejudicial to the Cimarron Chamber of Commerce must be by resolution passed by two-

thirds of the Board at any meeting, provided notice of such a resolution has been sent to all members of the Board at least three (3) days prior to such meeting, and provided said member shall have received written notice of the intention of the Board to consider his/her removal from membership, and provided said member shall have been given an opportunity to be heard before the Board.

Article III Meetings

Section 1: Board of Directors

Official meetings of the Board shall be held in the first week of each month.

Section 2: General Membership

Meetings of the membership shall be held quarterly (January, April, September, November) on the third Wednesday of the month to precede the meeting of the Village Council. Written notice of the meetings shall be posted at least six (6) days in advance at three (3) public locations.

Section 3: Special Meetings

Special meetings of either group may be called at any time by the President or upon petition of a majority of the Directors. Notice of all special meetings shall be given by the Executive Secretary. Written notice of meetings shall be posted at least 72 hours in advance at three (3) public locations.

Article IV Board of Directors: Elections, Duties and Quorum

Section 1: Composition

The Board of Directors, hereinafter called the Board, shall consist of seven members and shall be responsible for the establishment of policies of the Chamber and direction of its activities.

Section 2: Elections

Seven Directors shall be elected from the membership; each shall serve one two-year term. Three Directors shall be elected in odd-numbered years and four Directors shall be elected in even numbered years. Terms shall coincide with the calendar year. A person can serve no more than two consecutive two-year terms at a time.

The immediate Past President shall automatically become a non-voting member of the Board.

Section 3: Attendance

Any Director who shall not have attended three (3) consecutive Board meetings may be dropped from directorship by vote of the Directors. Any vacancy on the Board from any cause shall be filled by a vote of the Directors.

Section 4: Quorum

A quorum of the Board of Directors shall be five (5) Directors. A majority vote of a quorum shall constitute the necessary vote to arrive at a policy decision.

Section 5: Proxies

Written proxies shall be considered valid as personal attendance, provided that no fewer than five (5) Directors are present at a given meeting.

**Article V
Officers & Committees**

Section 1: Officers

The officers of the Chamber shall include (a) President, (b) Vice President, (c) Secretary, and (d) Treasurer. Such officers shall be elected by the Board of Directors from their membership at the first regular meeting after their election to the Board. Terms shall be for one (1) year.

Section 2: Duties

- (a) The President shall preside at all meetings of the Board and general membership. He/she shall appoint all committee chairmen and serve as an *ex officio* non-voting member of all committees.
- (b) The Vice-President shall assume all the duties of the President in the President's absence and shall succeed the President, should that office become vacant for any reason.
- (c) The Secretary shall record minutes of all business meetings, and shall maintain permanent files of minutes.
- (d) The Treasurer shall supervise fiscal matters and furnish financial reports for Board and membership meetings.

Section 3: Replacements

Upon the removal or resignation of any officer except the President, the Board shall fill office by appointment. Such appointed officer shall complete the un-expired term of the office.

Section 4: Committees

Section 4: Committees

- (a) Nominating Committee. At least 60 days in advance of the end of each Calendar year, the Board shall appoint a nominating committee from the membership, which shall include one (1) Board member and at least two (2) other members of the Chamber. The committee shall recommend at least as many candidates as there are vacancies. The slate of candidates shall be presented to the membership in November and voting shall take place by mail in December.
- (b) Auditing Committee. The Board shall appoint an auditing committee at the first meeting of the calendar year, which shall consist of one (1) Board member (other than the Treasurer), and two (2) other members of the Chamber. The committee shall examine the financial records of the Chamber and report its findings.

**Article VI
Executive Secretary**

Section 1: Selection

The Executive Secretary shall be selected by the Board through a process of application and review.

Section 2: Compensation

The position of Executive Secretary may be compensated at the direction of the Board. Compensation shall be supported by a written contract, which includes a job description.

Article VII Fiscal

Section 1: Fiscal Year

The fiscal year for the Chamber shall be from July 1 through June 30.

Section 2: Budget

As soon as possible after election of the new Board of Directors and officers, the Board shall prepare a budget for the coming year. The budget shall be presented to the general membership for approval on or before commencement of the fiscal year.

Section 3: Authorization

Upon approval of the budget by the membership, the Treasurer shall be authorized to make disbursement for expenses provided for in the budget without any further approval of the Board. No disbursement shall be made once budgeted amounts have been expended. Disbursements not authorized by the budget shall require specific authorization by the Board. Checks written by the Executive Secretary shall bear such signatures as the Board shall authorize and shall not be fewer than two (2) signatures.

Section 4: Audit

The financial records of the Chamber shall be examined by the Auditing Committee annually and the findings presented to the general membership of the Chamber within 90 days from the end of the fiscal year reported.

Article VIII Restrictions

Section 1: Restrictions

The Chamber shall not participate in or intervene in including the publishing or distribution of statements-any political campaign on behalf or against any candidate.

Article IX Parliamentary Procedure

Section 1: Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the by-laws of the Chamber.

Amendments

These by-laws may be revised or amended by two-thirds (2/3) vote of the members present at any regular or special meeting. Proposed amendments to the by-laws shall be provided in writing to each member at least ten (10) days prior to the meeting at which a vote shall be taken.

Revised July 1, 2010