

# **EAST MOUNTAIN CHAMBER OF COMMERCE**

## **BY-LAWS**

### **ARTICLE I**

#### **Name and Location**

The name of this organization is the East Mountain Chamber of Commerce, (hereafter sometimes referred to as the Chamber), and it shall be located in the East Mountain area, comprising portions of eastern Bernalillo Co., southeastern Sandoval Co., southern Santa Fe Co., and northwestern Torrance Co.

### **ARTICLE II**

#### **Objective/Mission Statement**

The East Mountain Chamber of Commerce supports the unique quality of life and balanced growth of quality business in the “East Mountain Area” of the Greater Albuquerque metropolitan area by promoting programs designed to increase the aesthetic values of the area, and pro-actively intervene in issues that impact economic expansion and planned business growth which ultimately supports the desired quality of life in the community.

It may receive gifts, devise or bequests for such purposes, and may acquire such property by purchase or lease, and incur such obligations, as may be necessary or convenient to carry out such purposes.

The East Mountain Chamber of Commerce shall observe all local, state, and federal laws which apply to non-profit organizations.

### **ARTICLE III**

#### **Membership**

**SECTION 1. Classes of Membership.** The East Mountain Chamber of Commerce shall be composed of partner, advanced, regular, and other such classes of membership as may from time to time be created by the members.

**SECTION 2. Partner.** Any individual, firm, association or corporation in good standing, whose connection with the Chamber will promote its usefulness, may apply for and be accepted as a member. Each member shall enjoy all the rights and privileges of the organization, including holding office and voting. Partners provide in-kind products or services that are beneficial to the chamber and its members as determined by the Board of Directors. Partners are provided recognition at events, meetings and in publications of the chamber as agreed to in writing by the partner and the board.

**SECTION 3. Advanced.** Any individual, firm, association or corporation in good standing, whose connection with the Chamber will promote its usefulness, may apply for

and be accepted as a member. Each member shall enjoy all the rights and privileges of the organization, including holding office and voting. Preferred members as part of their dues structure will be provided recognition on the chamber web site and in the newsletter.

SECTION 4. Regular. Any individual, firm, association or corporation in good standing, whose connection with the Chamber will promote its usefulness, may apply for and be accepted as a member. Each member shall enjoy all the rights and privileges of the organization, including holding office and voting.

SECTION 5. Charter Members. Those members who became such prior to December 31, 1985, and only those, shall be charter members of the organization.

SECTION 6. Application for Membership. All applications for membership shall be made in writing on the forms provided for that purpose and signed by the applicant. The application shall be regarded as the applicant's guarantee of his interest in, and understanding of, the purposes of the organization, and of his adherence to its by-laws rules and regulation. Membership shall be continuous subject to resignation, cancellation or expulsion. Any applicant shall become, and remain, a member upon payment of dues and fees as determined by the policies of the Chamber.

SECTION 7. Expulsion. Any member may be expelled for cause, other than non-payment of dues, only by resolution passed by two-thirds of the members in any meeting of the members, provided that notice of such action shall be sent to all members at least ten days prior to such meeting and provided further that such member shall be notified of the intention of the Chamber to consider the expulsion, and be given opportunity for a hearing before the Board of Directors. Passage of such resolution shall without any other act on the part of the Chamber, annul such membership.

#### ARTICLE IV Meetings of Members

SECTION 1. Communication. Every reasonable effort to keep the membership informed shall be made. Any reference to mail and notification within these by-laws will assume electronic media, (e.g. email), is an acceptable form of notification.

SECTION 2. Monthly Meetings. The monthly meeting of members of the East Mountain Chamber of Commerce shall be held on the first Thursday of each month, or as determined by the Board of Directors. At the first monthly meeting of each calendar year, the newly-elected officers of the Chamber shall be formally installed into office.

SECTION 3. Special Meetings. A special meeting may be called by the Board of Directors, or upon petition signed by not less than ten (10) members. Notice of such special meeting shall be mailed at least ten (10) days before such meeting specifying the purpose and the business to be enacted. Such special meetings shall be limited to the agenda specified in the notice.

SECTION 4. Quorum. A quorum at any regular or special meeting of the membership shall consist of twenty percent (20%) of the total number of members eligible to vote.

ARTICLE V  
Management

The affairs and property of the Chamber shall be managed by the members. The members shall elect the officers of the Chamber, adopt rules and regulations for the conduct of the business of the Chamber, and shall have the authority to expend the funds of the Chamber for Chamber purposes.

ARTICLE VI  
Officers

SECTION 1. Number of board Members. The officers of the Chamber shall consist of the President, Vice-President, Secretary and Treasurer. Additionally, up to three non-officer board members are allowed.

SECTION 2. Nomination and Election.

- A. Nomination. During the September general membership meeting, the presiding officer shall announce the formation of an ad-hoc nominating committee. The nominating committee shall consist of up to three board members and up to three members from the general membership. All members of the nominating committee shall express their intent to serve during the September general membership meeting or to the President prior to the general membership meeting. The general membership shall confirm the members of the committee. The President will not appoint any members to the nominating committee nor be a member of the nominating committee. [RONR (10<sup>th</sup> ed.), p. 419.]
- B. Election. The nominating committee shall present the slate of board members to the general membership at the October general membership meeting, with the election to take place during the November general membership meeting. Additional nominations for the board may be made by any member in good standing from the floor at the November general membership meeting or in writing to the President prior to the meeting. [RONR (10<sup>th</sup> ed.), p. 421.] After presenting the slate of candidates to the membership the committee will be dissolved.
- C. Officers. The incoming board shall meet with the current board at the regularly scheduled board meeting in November. At the November board meeting the incoming board shall elect the President, Vice-President, Secretary and Treasurer for the new board. The current President shall notify the membership in the November newsletter to the membership of the new board appointments.

The newly elected board and officers shall assume their duties at the first monthly meeting of the next calendar year.

SECTION 3. Duties. The officers shall perform the following duties and all other duties as assigned by the Board of Directors of the Chamber.

A. PRESIDENT

1. Develop the monthly meeting agenda for each monthly meeting at least one week prior to meeting.
2. Identify speakers, new member presentations, standing member presentations for each monthly meeting.
3. Develop monthly newsletter copy and provide to administrative assistant at monthly Board meeting.
4. Greet members/guests at the door for monthly meetings.
5. Conduct monthly meetings.
6. Monitor press releases.
7. Serve as community/regional spokesperson or assign vice-president for this role.
8. Serve as Chairperson of the Board of Directors.
9. Serve as ex officio member of all committees created by the Board of Directors, except the nominating committee. [RONR (10<sup>th</sup> ed.), p. 419.]
10. Supervise Administrative Assistant or delegate this task to another board member.

B. VICE-PRESIDENT

1. Serve on Board of Directors
2. Manage Business Award Competition (including criteria, selection of committee, press releases, etc.)
3. Serve as ex-Officio member of all committees created by the Board of Directors.
4. Assume duties of President in the absence of the President.
5. Greet members/guests at monthly meetings.
6. Serve as Chairperson of the Membership Committee.

C. TREASURER

1. Prepare annual budget and present to Board at February board meeting and to membership at March meeting.
2. Prepare monthly treasurer's report and present at each monthly meeting.
3. Pay all bills within the required payment period.
4. Promptly deposit all Chamber income streams.
5. Audit and monitor, or arrange for audit of Chamber events income/expenditures each year.
6. Manage member-of-the-month drawing at each monthly meeting
7. Prepare and submit all documentation for Chamber to maintain status as non-profit corporation in New Mexico.

8. Prepare and submit all documentation for necessary registrations with Bernalillo Co. and other entities as required.
9. Manage dues, meal payments, etc. at each meeting. Bring cash/checkbook and have ready for payments at each meeting.
10. Assist at monthly meetings as requested by the President
11. Manage and ensure the overall financial stability of the Chamber.
12. Ensure signature authority of board members.

D. SECRETARY

1. Take and report monthly meeting minutes at each meeting.
2. Serve on the Board of Directors.
3. Provide membership updates to the board on a monthly basis.
4. Supervise management of Chamber homepage.

E. ADMINISTRATIVE ASSISTANT

1. Duties will be per job description filed in the Chamber office.

F. BOARD OF DIRECTORS

1. Review present and start subsequent year annual budget.
2. Establish standing committees as necessary (membership, Rendezvous, etc.)
3. Ensure management of internet Homepage provides professional reflection of Chamber members.

SECTION 4. Vacancies. In the event of a vacancy in any elective office, regardless of the cause, the Board of Directors shall nominate a member of the Chamber to fill the unexpired term of the office in which the vacancy exists. Such election shall not disqualify a person elected for such office from the election upon the expiration thereof to a full elective term in that office.

SECTION 5. Removal of board members. A board member can only be removed by one of the following three methods.

- A. Resignation. A board member may resign from the board .
- B. Action by the board. By a 2/3 majority of the total board present may vote out a board member at any official board meeting, provided notice of such pending action is made to the general membership and the board member such action is directed, ten-days prior to the board meeting.
- C. Action by the general membership. By a 2/3 majority of the members present at an official general membership meeting and provided notice of such pending action is made to the general membership and the board member such action is directed, ten-days prior to the general membership meeting.

## ARTICLE VII Committees

SECTION 1. Board of Directors. The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer of the Chamber, and up to three additional members. The term of service of the additional members shall end on December 31 following the date of approval by the members. The President shall serve a Chairman of the Board of Directors.

SECTION 2. Other Committees. The Board of Directors, with confirmation of the members, may appoint other standing and special committees as may be necessary and convenient for the promotion of Chamber purposes. All committees shall perform the purposes designated and report in writing to the members as may be directed. Committees shall act on behalf of the Chamber without specifically securing in advance authorization of the members or the Board of Directors. No committee or any member thereof shall contract any debt on behalf of the Chamber unless specific authority thereof shall have been given by the Board of Directors.

SECTION 3. Ex-Officio Members. The President and Vice-President shall be ex-officio members of all committees; the President will not be a member of the nominating committee [RONR (10<sup>th</sup> ed.), p. 419,].

## ARTICLE VIII Finances

SECTION 1. Fiscal Year. The fiscal year of the Chamber shall be the calendar year unless otherwise directed by the members.

SECTION 2. Revenues. In addition to the revenues obtained by membership fees, the members may set up a fund or funds for such purposes as may be specified by the members. Members or non-members may contribute to such a fund or funds in addition to their regular membership fees. Such fund or funds shall be expended as provided by the members and may be held apart from the general funds of the Chamber.

SECTION 3. Expenditures. The President shall have such authority to make expenditures without prior approval of the members. The amount shall be set each year during the January, general membership meeting. Any expenditure in excess of such amount specified shall require prior approval of the members.

All disbursements shall be made by check. Checks in amounts in excess of a limit specified from time to time by the board of Directors shall be signed by any two of the following: President, Vice-President, Secretary or Treasurer.

SECTION 4. Depository. All funds of the Chamber shall be deposited in its name in member financial institution.

SECTION 5. Audit. The books of the Chamber may be audited annually by a certified or qualified public accountant. The Board has the option to appoint an audit committee to review the finances of the Chamber. The results of the audit committee will be presented in writing to the general membership at the March meeting.

ARTICLE IX  
The Seal

The East Mountain Chamber of Commerce shall have a seal of such design as the members may adopt.

ARTICLE X  
Amendments

These By-laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular membership meeting, provided a notice of such change shall have been mailed to each member at least ten (10) days prior to such meeting.

ARTICLE XI  
Parliamentary Rules

The proceedings of the Chamber meetings shall be governed and conducted according to the latest edition of Robert's Rules of Order Revised.

ARTICLE XII  
Dissolution Clause

The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-laws, and no part of said funds shall inure, or to be distributed to the members of the Chamber. On 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 members.

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Deea Emmons  
Secretary

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William C. Walters  
President

Date Signed: \_\_\_\_\_