

BY-LAWS OF THE SAGUACHE CHAMBER OF COMMERCE

A NONPROFIT (501C6) CORPORATION

ARTICLE I

PURPOSES AND POWERS

SECTION 1. Purposes.

The purposes for which the corporation is organized are to promote the business community, to organize civic functions, to provide community services and to encourage tourism and economic development within and for the Town of Saguache, Colorado and the surrounding community, and help promote Saguache County.

SECTION 2. Powers.

The corporation shall have and exercise such powers in the furtherance of its purposes that are now or may hereafter be granted by the Nonprofit Corporation Act of the State of Colorado.

ARTICLE II

OFFICE

SECTION 1. Location.

The principal office of the corporation is in the State of Colorado and shall be located at 309 4th Street -- Saguache County Abstract. The official mailing address of the corporation is P.O. Box 53, Saguache, CO 81149. All correspondence shall be sent to this address.

Registered Agent – Darryl Reinsel, 930 Gunnison Ave. Saguache, CO 81149

SECTION 2. Registered Office.

The corporation shall have and shall continuously maintain in the State of Colorado a registered office and a registered agent. The initial registered office and initial registered agent are specified in the Articles of Incorporation, and should there be any changes of any such registered agent or address, the same By-Laws of the Saguache Chamber of Commerce shall be promptly filed with the office of the Secretary of State of the State of Colorado.

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 1. General Powers.

The affairs of the corporation shall be managed by its Board of Directors and such Board shall have and exercise all such general powers as are usually exercised by a Board of Directors of a nonprofit corporation. The Board of Directors shall have all powers to appoint officers not elected pursuant to ARTICLE IV, Section 2, agents or other representatives; to determine their duties and salaries, if any; to require security in all such instances as the Board may determine; to determine who shall sign notes, checks, drafts, contracts, deeds, reports and other documents; to set policy for the administration of the institution or institutions involved and to receive and pass upon the report of officers, agents and committees.

SECTION 2. Number, Tenure and Qualifications.

The number of directors constituting the Board of Directors shall be a minimum of three (3) or five (5).

So as to maintain a majority outcome of any vote of the Board the following will apply:

When implementing a minimum Directors board; the directors shall be the President, the Vice President, and a combined Secretary/Treasurer. Optionally a fourth, non-voting director may be appointed as a Member-at-Large by a majority of the Board.

When implementing a maximum Directors board; the directors shall be the President, the Vice President, the Secretary, the Treasurer, and a voting director appointed by the Board as a Member-at-Large.

The term of office for directors shall be two years, or until their successors have been elected and qualified.

A director shall be a member in good standing as defined in Article VIII Membership Section 1.

SECTION 3. Regular Meetings.

A meeting of the Board of Directors shall be held as needed, but at least quarterly for the purpose of transacting any business that needs to be presented to the membership, establishing an agenda for the general meeting or conducting any other Chamber business as deemed necessary.

Dates of the regular Board meetings shall be determined by the President with approval by the Board.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or any two directors of the Board. Written or verbal notice and purpose of a special meeting shall be given to each director at least twenty-four (24) hours in advance of any special meeting. No other business shall be transacted at a special meeting except as is stated in the notice.

SECTION 5. Notice of Meetings

Notice for regular meetings shall be given at least two days (2) days prior to the date of meeting by written or verbal notice delivered personally or by email.

Notice for workshops shall be given at least two days (2) days prior to the date of meeting by written or verbal notice delivered personally or by email.

Notice of any special meeting of the Board of Directors shall be given at least one (1) day prior to the date of the meeting by written or verbal notice delivered personally.

Four [4] days notice by USPS [United States Postal Service] to each director's address as shown in the records of the corporation may also be utilized to provide notice of meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail in a sealed envelope so addressed with necessary postage thereon provided.

SECTION 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the directors are present at such meeting, a majority of the directors present may adjourn the meeting without further notice. Discussion of general matters may be performed; however, no decisions can be done without a quorum being established.

SECTION 7. Manner of Acting and Absence from Meetings.

Any director, who does not participate in person, has not informed the Board of an excused absence or via some form of communications for three (3) consecutive regular meetings of the Board of Directors without cause shall be in jeopardy of losing the office as a director. The Board reserves the right to determine such director inactive referencing the By-Laws of the Saguache Chamber of Commerce and may declare, in writing, his/her dismissal from office and said office shall be then deemed vacant by the Board of Directors.

SECTION 8. Vacancies.

Any vacancy occurring in the Board of Directors shall be filled by appointment by a majority of the remaining directors. The director so appointed shall serve the remaining term of the departed Director.

SECTION 9. Compensation.

Directors shall not receive any compensation for their service as directors. However, directors may be compensated for actual expenses when engaged in business affairs or meetings directly attributable to and necessary to carry out the purposes of the corporation providing funds are available for the reimbursement of such expense. All expenses must be submitted in writing with proof of expenditure. Each expense reimbursement submitted must be approved by a majority of the Board prior to reimbursement.

SECTION 10. Directors Powers.

The administrative powers of the corporation shall be vested in the Board of Directors who shall have charge, control and management of the property, affairs and funds of the corporation. All powers of the corporation except those specifically granted or reserved by the Articles of Incorporations or by these By-Laws shall be vested in the Board of Directors and the Board of Directors shall have the power and authority to do and perform all acts and functions which are consistent with the Articles of Incorporation, By-Laws, laws, ordinances or governmental regulations including administrative procedures.

SECTION 11. Resignation.

Any director on the Board may resign from the Board of Directors at anytime by giving written notice to the President or the Secretary of the corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 12. Removal.

A director may be removed from office, for cause, by a majority vote of the general membership. Notice of such proposed action shall have been duly given, together with notice of the time of the meeting at which such action is to be taken and provided that the director has been informed, in writing, of the charges preferred against him at least ten (10) days before such meeting. The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of the director for cause by the general membership shall be filled by the procedure herein provided for filling of vacancies.

Any office created by the Board of Directors may be abolished by a majority vote of the Board of Directors in the presence of a quorum and the abolishment of such office shall terminate the term of the officer so involved.

ARTICLE IV

OFFICERS

SECTION 1. Officers. By-Laws of the Saguache Chamber of Commerce state that the officers of the corporation shall be the same as specified in Article III, Board of Directors, Section 2 Number, Tenure, and Qualifications.

The Board of Directors may appoint such other officers as shall be deemed desirable and necessary and as authorized by vote of the Board of Directors. These officers will be non-voting, non-elected members of the Board. **SECTION 2. Election and Tenure.**

All elected officers of the corporation shall be selected each year as their term expires by the general members of the Chamber of Commerce. Election of officers shall be by electronic vote via email and/or U.S. mail over a one month period. Nominations for officers will be taken for two weeks. After the two week nominating period, all nominees optionally have three days to email or mail a statement to the General Membership explaining their respective goals and ambitions for the Chamber. The election will be conducted for two weeks with one reminder notice after the first week. Votes will be counted by an independent party appointed by the Board and announced to the general membership via email.

Should more than one officer be elected to open positions, the Board of Directors, at their next meeting, will appoint the officer to a designated Board of Director office via a majority vote within the Board.

Each elected officer shall hold office from the date of the Annual meeting as specified in Article VIII Membership, Section 3 Meetings for two years or until his successor shall have been elected should he resign or be removed.

The Annual meeting for Saguache Chamber of Commerce is to be held in the month of April. Notice of this meeting can be given to the general membership via email, in person, by publication in the local newspaper, or posted at the community board at the Saguache Post Office.

Note: For the initial group of officers, two of the officers shall serve for two years and the balance of officers will serve for one year. Drawing of straws or lots will determine which officer will serve two years and which officer[s] will serve one year.

SECTION 3. President.

The President shall be the chief executive officer of the corporation and have general overall supervision of all the business and affairs of the corporation.

The President shall preside at all meetings of the board of Directors. Unless a regular member, the President shall be an ex-officio member of all committees of the corporation and or organizations associated with the corporation which may be elected or appointed. The President and his designees shall be ex-officio members of all committees and other organizations operating under the auspices of the corporation.

SECTION 4. Vice-President.

In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned to him by the President or by the Board of Directors.

SECTION 5. Secretary.

The Secretary shall act as secretary for the corporation and the Board of Directors, shall send appropriate notices and prepare or cause to be prepared agendas for all meetings of the Board of Directors and shall act as custodian of all records and reports, including the seal of the corporation, and shall be responsible for the keeping and recording of adequate record of all meetings of the Board of Directors. The Secretary shall keep a register of the name and address of each member of the Board of Directors and shall perform all duties as may be assigned to him by the President or e Board of Directors. Duties of the Secretary may be combined with Treasurer.

SECTION 6. Treasurer.

The Treasurer shall have charge and custody and be responsible for all property, funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source; deposit all such monies in the name of the corporation in such bank, trust companies or other depositories as shall be selected by the Board of Directors; shall ensure that a true and accurate accounting of financial transactions of the corporation is made and that such reports are fully presented to the Board of Directors and shall perform all By-Laws of the Saguache Chamber of Commerce duties incident to the office of Treasurer together with such other duties as may be assigned by the President or by the Board of Directors. Duties of the Treasurer may be combined with Secretary.

SECTION 7. Member-at-Large

The Member-at-large shall, perform duties as assigned by the President of the Board or by a majority of the Members of the Board. The Member-at-Large will be responsible for assisting the elected officers in tasks such as public information, committee chairmanship, and event planning and assistance. The Member-at-Large is a non-elected

ARTICLE V
ORDER OF BUSINESS

SECTION 1. Order of Business.

The order of business at any regular meeting of the Board of Directors or general membership shall be:

- a. Call to Order
- b. Determination of Quorum
- c. Additions/Deletions of the Agenda
- d. Reading and approval of any unapproved minutes of meetings.
- e. Review and approval of any unapproved monthly financial statements.
- f. Reports from officers and committees.
- g. Participation by Members or Public
- h. Unfinished business.
- I. New business.
- j. Summation of Actions decided upon by the Board
- k. Setting of next meeting date, place, and time.
- l. Adjournment

SECTION 2. Special Committees

Special committees may be appointed by the President, with the approval of the Board of Directors, for such special tasks and for such periods of time as circumstances may warrant. A special committee shall limit its activities to the accomplishments of the task for which it is appointed and shall have no power to act except as specifically directed by the Board of Directors. Special Committees shall prepare a written report to the Board of Directors of what was accomplished, expenses, and recommendations. Upon completion of the task for which appointed, such special committee shall stand discharged. Expenses of all Special Committees must be approved by the President and reviewed by the Treasurer before being incurred. All expenses submitted for reimbursement must be approved by the Treasurer.

ARTICLE VII

REPEAL OR AMENDMENT OF BY-LAWS

SECTION 1. Repeal or Amendment of By-Laws.

These By-Laws may be repealed or amended by a two-thirds vote of the general membership at any regular meeting or at any special meeting called for such purpose. No such action shall change the purposes of the corporation so as to impair its rights and powers under the laws of the By-Laws of the Saguache Chamber of Commerce State of Colorado or any other laws, ordinances or rules and regulations. In the event of a proposed amendment to these By-Laws, notice of any amendment to be offered at any meeting shall be given to the General Membership not less than seven (7) days before such meeting and such notice shall set forth such proposed amendment.

ARTICLE VIII

MEMBERSHIP

SECTION 1. Membership.

The membership of the Saguache Chamber of Commerce shall consist of business owners or business community supporters of Saguache and the surrounding community who are current members in good standing of the Chamber of Commerce. A member in good standing is a current member who has applied for and has been accepted for membership and whose dues are current.

SECTION 2. Powers of the Members

Each member of the corporation shall be qualified to vote on any issue that may properly be set before any meeting of the members of the corporation, and to hold any office in the corporation to which elected or appointed. Only one vote may be cast on behalf of each individual or business membership. Proxy voting of absent general members is permitted as long as it is in writing.

SECTION 3. Meetings.

Annual meeting of the Chamber of Commerce membership shall be held on the second Tuesday of April of each year for the purpose of reporting the state of the Chamber to the general membership. An Annual Report by the officers of the corporation will be presented. Topics shall include an annual summation of activities, finances, and achievements of the Chamber, as well as any forward looking goals or objectives for the next year. Regular meetings of the Chamber of Commerce membership shall be held on the second Tuesday of every other month for the purpose of transacting the business of the Chamber.

Special meetings of the Chamber of Commerce membership may be called by the President or two Board members. Written or verbal notice of the call and purpose of a special meeting shall be given to each member at least twenty-four (24) hours in advance of any special meeting. No other business shall be transacted at a special meeting except as is stated in the call.

SECTION 4. Quorum. Ten (10) percent of the Chamber of Commerce membership or their duly assigned proxy in good standing shall constitute a quorum for the transaction of business at any regular meeting of the Chamber of Commerce.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of the corporation does hereby certify that the foregoing first amended By-Laws were duly adopted by the directors of said corporation as By-Laws of said corporation on the (Date), at a duly called and constituted meeting of the Board of Directors and that they do now constitute the By-Laws of said corporation.

(Name)

Secretary of Saguache Chamber of Commerce

Sign  Date 11/12/10