

AMENDED

BY-LAWS

**CLAYTON - UNION COUNTY CHAMBER OF
COMMERCE**

DATE: November 2011

**ARTICLE I
General**

Section 1 - Name

This organization is incorporated under the laws of the State of New Mexico and shall be known as the Clayton-Union County Chamber of Commerce Incorporated.

Section 2 - Purpose

The Clayton-Union County Chamber of Commerce is organized to achieve the objects of: 1) promoting business and community growth and development. 2) promoting programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community, and 3) to advance the general welfare and prosperity of the Union County area so that its citizens and all areas of its business community shall prosper.

Section 3 - Area

The Clayton-Union County Chamber of Commerce shall serve all of Union County, including but not limited to the communities of Union County.

Section 4 – Limitation of Methods

The Clayton-Union County Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 C 6 of the Internal Revenue Code.

**ARTICLE II
Membership**

Section 1 - Eligibility

Any person, association, organization, corporation, partnership, or estate having an interest in the organization shall be eligible to apply for membership.

Section 2 - Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3 - Investments

Membership investment shall be at such rates or formulas, as may be from time to time prescribed by the Board of Directors. Dues are payable at the beginning of the calendar year. Payments may be made annually, semiannually or quarterly. Failure to pay dues or make arrangements for payment within 60 days of due date will result in automatic termination of membership.

Section 4 – Termination of Membership

Any member may resign from the Chamber upon request to the Board of Directors. Failure to pay membership dues or make arrangement for payment within 60 days of due date will result in automatic termination of membership. Any member may be expelled by a two thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member, after 30 days notice and an opportunity for a hearing are afforded the member complained against.

In the event that a hearing becomes necessary, the following procedures shall be followed: the Board of Directors shall choose a Board member to present their case and the member complained against shall represent himself or choose another Chamber representative to present his case. These two individuals shall choose a third party from the general Chamber membership to act as a hearing judge, and after each case is presented, the hearing judge shall issue a decision which shall be binding upon the Chamber and the member complained against.

The membership investment is nonrefundable unless the termination is within the first 60 days of the calendar year. In that case, 50% of the investment shall be returned.

Section 5 - Voting

In any proceeding in which voting by members is called for, such as changing the by-laws, each dues paying member or organization in good standing shall be entitled to cast one vote.

Section 6 – Exercise of Privileges

Any person, association, partnership, organization, corporation, or estate holding membership shall name an individual whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership representative upon 14 days written notice.

Section 7 – Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall have all privileges of membership, except the right to vote, and shall be exempt from payment of investments. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III
Meetings

Section 1 - Annual meeting

The annual meeting of the corporation, in compliance with State law, shall be held each year. The time and place shall be fixed by the Board of Directors and notice thereof shall be published in the local newspaper at least ten days before said meeting. The annual meeting of the General Membership will be held the second Tuesday in July. New Board Members will be introduced at this meeting.

Section 2 - Additional meetings

General meetings of the Chamber of Commerce may be called by the President at any time or upon petition in writing of any 10% of the members in good standing. Notice and purpose of any special meeting shall be shall be published in the local newspaper at least ten days prior to such meeting.

Board of Director meetings shall be held no less than once each month and notice of any special meeting of the Board of Directors shall be given to each Director at least 24 hours prior to said meeting.

Committee meetings may be called at any time by the President, appropriate Vice-president, or the committee chairperson.

Section 3 - Quorum

At any called general meeting of the Chamber, 25% of the members in good standing shall constitute a quorum. A majority of Directors shall constitute a quorum of the Board of Directors, however, written proxies shall be considered valid as personal attendance, provided that at such meetings, not less than five (5) Directors are present in person. At committee meetings, a majority shall constitute a quorum.

Section 4 - Notices, agenda minutes

Written notices of all Chamber general meetings, which are held at noon the second Tuesday of each month, will be published biannually in the local newspaper. An agenda, and minutes must be prepared for all general meetings, and all Board of Directors meetings by the President and the Executive Director.

ARTICLE IV
Board of Directors

Section 1 - Composition of the Board

The Board of Directors shall be composed of thirteen (13) members, 9 of which shall be elected for staggered terms of three years. Three of these directors shall be elected annually to serve three-year terms. Additionally, one member shall be recommended by the Nominating Committee to represent the agricultural businesses of Union County, subject to the approval of the Board of Directors. One member shall be appointed by the Mayor of Clayton (in consultation with the Union County Commissioners) to represent the local government, and to serve as a liaison with the two local government units. One

member shall be appointed by a unanimous vote of the Board of Directors to serve as a Member at Large on the Chamber Board.

One member shall be elected by the Town's Lodgers' Tax Committee to represent the tourism business community, subject to the approval of the Board of Directors. 9 Board positions are elected by the general membership and positions, and appointed positions require approval of the Board of Directors.

The governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2 – Selection and election of Directors

60 days prior to the annual banquet, the Nominating Committee shall present to the Executive Director, the names of three candidates for election to replace the three directors whose regular terms are expiring. 2 director positions shall be reserved for members of the business community of Clayton. Nominations for these two positions shall be presented to the Nominating Committee.

Each candidate must either be an active member or agree to become an active member upon election and must agree to accept the responsibility of a directorship. Appointed members of the Board of Directors must also agree to the above requirements or they must represent a duly elected member of the Chamber. Exceptions may be made at the discretion of the Board of Directors. No Board member who served two consecutive three-year terms is eligible for election to a third term. A period of one year must elapse before eligibility is restored.

Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the members in writing of the slate of candidates along with the prescribed method for the addition of candidates to the nominations.

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least eight (8) members in good standing of the Chamber. Such petition shall be filed with the Nominating Committee within 14 days after notification of the list of nominations. The determination by Nominating Committee as to the legality for the petitions shall be final.

If no petition is filed within the designated period, the nominations shall be closed. The names of all candidates nominated shall be arranged on a ballot in alphabetical order. Candidates nominated to represent the retail business community shall be separated from the at-large nominations to insure representation. Instructions will be to vote for three candidates only. The ballot shall be mailed to all active voting members by the Executive Director no later than 10 days after receiving nominees. All ballots must be returned to the Chamber Office within 15 days. The Board of Directors is charged with ensuring correct balloting procedures. The outgoing Nominating Committee shall canvass the ballots and declare the three candidates with the greatest number of votes duly elected.

The Nominating Committee will also be charged with the responsibility of choosing the Business Person of the Year and the Business of the Year, from advertised nominations received from the community or the general membership roster, using the following criteria:

Business Person of the Year:

Reason for the award – The development of a business environment that results in making Union County a desirable place to shop, and promoting the objective of retaining the flow of business within the County of Union.

PRIMARY CRITERIA:

1. The person chosen must be associated with a business establishment that is a member of the Clayton-Union County Chamber of Commerce.
2. Business to be considered is an established enterprise – 2 years or more.

SELECTION PROCESS:

1. Customer Service – does the person make you feel welcome to their business? Do they help with what you came for?
2. Inventory (if applicable) – Does the store have an adequate selection?
3. Appearance – Is the business appealing and attractive?
4. Management – Is the management involved in the community?
5. Competitive Pricing – Does the business offer competitive prices?

Business of the Year:

Reason for the award – The development of a business establishments that result in making Union County a desirable place for shopping, and promoting the objective of retaining the flow of business within the County.

PRIMARY CRITERIA:

1. Business establishment must be a member of the Clayton-Union County Chamber of Commerce.
2. The business to be considered is an established enterprise(at least two years) – new businesses are not to be considered.
3. Improvement to the business must have been performed within the last three (3) years.

Once a nominated business has passed the primary criteria, the business will be selected using a rating system.

Selection Process – Each member of the Nominating Committee will rate the business in the following categories:

1. Customer Service – Do personnel make you welcome to their store? Are they helpful in making your selections? Rating 0 – 10.
2. Inventory Increase – Has the store increased its' number of selections? Rating 0 – 5

Other awards can be Volunteer Award, Rookie Business Person of the Year, Extra Mile Award and Community Support Award. All recipients must meet membership requirements.

Section 3 - Seating of Directors

All newly elected Board members shall be seated at the first regular Board meeting in July. The retiring Directors shall serve until such time.

Section 4 – Vacancies

A member of the Board of Directors who shall be absent from, or designate a proxy for three consecutive regular meetings of the Board of Directors may be dropped from membership on the Board.

Section 5 - Policy

The Board of Directors is responsible for establishing procedures and formulating policy of the organization. They are also responsible for adopting all policies of the organization.

Section 6 - Management

The Board of Directors shall employ an Executive Director and other such help as deemed necessary to efficiently conduct affairs of the Chamber. They shall fix the salary and other considerations of employment.

Section 7 - Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Directors shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V ***Officers***

Section 1 – Determination of Officers

The Board of Directors, at its first meeting following the election, shall organize for the coming year. The incoming Nominating Committee shall nominate officers after the general election. The Board shall elect the President, Vice-President, and Treasurer from those nominations, and any that may occur from the floor by Board Members. The outgoing President shall preside until the new President has been installed. Officers shall serve for a term of one year, or until their successors assume the duties of office. They shall be voting members of the Board of Directors. No person shall serve more than two consecutive terms as President, Vice-President, or Treasurer. A period of one year must elapse before eligibility is restored. In the event an officer resigns their position and/or membership on the Board of Directors, the Nominating Committee shall nominate a member on the Board to serve the remainder of the term, subject to the approval of the Board of Directors.

Section 2 – Duties of Officers

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors, and the Executive Committee. The President shall, with advice and counsel of the Vice-President and the Executive Director, determine appointed committees, select committee leaders, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

The Vice President shall serve as the title indicates, in the absence of the President. The Vice President shall also serve as vice chairman of the Finance Committee.

The Treasurer shall be responsible for the safeguarding and overseeing of all funds and all funds shall be kept on deposit in financial institutions that are Chamber members, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the Executive Director or in the absence of either or both, by the President and/or Vice-president. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall preside at all meetings of the membership, Board of Directors, and the Executive Committee, only in the absence of both the President and Vice-president.

The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as secretary to the Board of Directors, and cause to be prepared, notices, agendas, and minutes of meetings of the Board and of any general membership meetings.

The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee and shall be an ex-officio member of all committees.

The Executive Director shall be responsible for hiring, discharging, directing, and supervising all employees of the Chamber.

The Executive Director, working with the Finance Committee shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures within the approved budgetary allocation.

Section 3 - Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Vice-president, Treasurer, and the Executive Director. The President shall serve as chairman of the Executive Committee.

Section 4 - Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these By-laws.

ARTICLE VI ***Committees and Divisions***

Section 1 - Appointment and authority

The President, with the approval of the Board of Directors, shall appoint committees and committee chairpersons. The President may appoint such committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. The Nominating Committee shall be charged with various nominations throughout their term of service, as discussed in other sections of these By-laws. The committee members are not appointed, but will be the three Directors' who are serving the second year of their three-year term on the Board of Directors or their successors. The Committee shall serve as a committee to screen applicants and recommend to the Board replacement of the Executive Director.

The Finance Committee shall be charged with assisting the Executive Director to develop an operating budget, for the approval of the Board of Directors, and shall assist the Executive Director in the collection of investments. The Treasurer shall serve as chairperson, and the President shall appoint at least three other members to this committee, not necessarily from the Board of Directors, but from the Chamber membership. The Vice-president shall serve as the Vice-Chairperson.

The Business Committee is dedicated to the promotion and betterment of the business community of Clayton and Union County. Membership on the committee is open to any member of the Chamber of Commerce, in good standing that is interested in the committee's activities.

The Chairman, of the Business Committee will be elected by the Clayton Business membership with the approval of the Board of Directors. The committee will meet as often as is deemed necessary by the chairman and/or the committee members, and shall have two regular scheduled meetings: once in April following the appointment of a new chairman and once in September. These shall be open meetings with all members of the business community and the Chamber of Commerce invited.

Nominees for two positions on the Chamber Board will be generated by this committee as these positions come up for election. Nominations shall be presented to the Nominating Committee 60 days prior to the annual banquet. Committee members will not be appointed, but will be Chamber members interested in the business community.

Through this committee and the Chamber, the 4th of July free street dance, Christmas promotions and other promotions will be scheduled throughout the year.

The Board of Directors may create a standing committee or committees for such purposes and duration, as the Board deems appropriate. A committee, created hereunder, shall be chaired by a Board member of the Clayton-Union County Chamber of Commerce. The chairperson of a standing committee shall report to the Board of Directors as appropriate. Members of the committee may be any interested persons from the Chamber membership.

Section 2 – Committee Funding

The Board of Directors may fund a standing committee from the general treasury of the Chamber.

Section 3 – Limitation of authority

No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, policy of the Chamber until it shall have been approved or ratified by the Executive Committee or the Board of Directors.

With the exception of the three standing committees mentioned in Section 1 of this article; committees shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

The Board of Directors may create any divisions, bureaus, or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all such created divisions, etc.

No action or resolution of any kind shall be taken by any such created divisions, bureaus, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII ***Finances***

Section 1 - Funds

All money paid to or due to the Chamber shall be placed in a general operating fund. Funds in excess of the operating budget in any one calendar year shall be carried over to the next calendar year.

Section 2 - Disbursements

Upon approval of the operating budget of the Chamber, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3 - Calendar/Fiscal Year

The calendar year of the Chamber shall begin on July 1 and shall close on June 30. The fiscal year (for officers and Board members) shall be July 1 through June 30.

Section 4 - Budget

As soon as possible in May and no later than July 1, the Board of Directors shall consider the submitted budget from the Finance Committee and approve with any changes that need to be made.

Section 5 - Annual audit

The accounts of the Chamber of Commerce may be audited annually as of the close of business on June 30, by a public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber as may be requested.

Section 6 - Bonding

The Executive Director and such officers as the Board of Directors may designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber, if the Board so desires.

Section 7 - Depositories

At the beginning of each calendar year, the Finance Committee shall determine which of the local financial institutions to use for the Chamber's general fund and other accounts. Depositories must be a Chamber member. The Finance Committee shall see that all local financial institutions are treated fairly and equally.

ARTICLE VIII ***Dissolution***

Section 1 - Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or 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 organization to be selected by the Board of Directors, as defined in IRS Section 501(c)6.

ARTICLE IX ***Amendments***

Section 1 - Revisions

These By-laws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for meeting includes the proposals for amendments. Proposed amendments or alternations shall be submitted to the Board or the members in writing, at least 10 days in advance of the meeting at which they are to be acted upon.

ARTICLE X
Amendments

These By-laws replace and supersede any previous By-laws.

Clayton-Union County Chamber of Commerce

By: _____

Title: _____

Date: _____

Attest:

By: _____

Title: _____

Date: _____