

**BYLAWS of
EDGEWOOD CHAMBER OF COMMERCE**

**ARTICLE I
General**

Section 1. Name

This organization is incorporated under the laws of the State of New Mexico and shall be known as EDGEWOOD CHAMBER OF COMMERCE (dba Greater East Mountain Chamber of Commerce), hereinafter referred to as “Chamber” or “the Corporation.”

Section 2. Purpose

This organization promotes, supports, and advocates for regional businesses to strengthen and enhance prosperity and quality of life in the Greater East Mountain region.

Notwithstanding any provision in these articles, the Chamber shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
Membership**

Section 1. Eligibility

Any business, organization, institution, government entity, person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2. Acceptance

Applications for membership shall be signed by the applicant and submitted in writing or by electronic means on a form provided for such purpose. Eligible applicants will be installed upon payment of applicable dues as provided in Article II Section 3.

Section 3. Dues

Membership dues shall be at such rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors (“Board”), payable annually in advance. Membership renewal will be billed annually in advance following practices set by the Board.

Section 4. Termination of Membership

- A. Any member may resign from the Chamber at any time by providing written notice; however, there will be no refund of prepaid dues. Member benefits cease upon resignation.
- B. Non-payment of membership dues shall be considered a voluntary resignation after thirty (30) days have passed from renewal due date, unless otherwise extended for good cause.
- C. The reputation of the Chamber is important. Therefore, any member may be removed from Chamber membership for conduct unbecoming a member or in opposition to the aims, objectives, or repute of the Chamber.
 - 1. Such action can be brought by any member to the Board of Directors for consideration.
 - 2. Should the Board determine by 2/3 vote that member removal may be appropriate, the Board shall provide written notice of proposed action to the subject member and Chamber membership at least 15 days prior to a Special Meeting where the matter is to be considered.
 - 3. The subject member shall have an opportunity to be heard, orally or in writing, by the members in attendance at the meeting prior to a vote being taken.
 - 4. No action shall be taken without 2/3 of members present voting to remove. Quorum requirements as outlined in Article III Section 3 of these bylaws apply.
 - 5. A removed member shall not be eligible for refund of prepaid dues.

Section 5. Voting

Each member entity in good standing shall be entitled to cast one (1) vote in matters brought to the general membership, regardless of the number of representatives that organization may have participating in Chamber activities. Honorary members as described in Article III, item 7, are not eligible to vote on Chamber matters.

Section 6. Exercise of Privileges

Any entity holding Chamber membership may nominate an individual to act on their behalf and shall have the right to change that individual upon written notice.

Section 7. Honorary Membership

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all the privileges of membership, excluding voting rights, and shall be exempt from payment of dues. 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 Chamber, in compliance with State Law, shall be held during December of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed or electronically transmitted to each member at least ten (10) days before said meeting.

Section 2. Additional Meetings

Recurring general membership meetings of the Chamber may be set by the Board at any time, or upon petition in writing to the Board of at least 35% of the members in good standing.

- A. Notice of Special Meetings shall be mailed or electronically mailed to each member at least ten (10) days prior to such meetings.
- B. Board meetings shall be set at regular intervals as determined appropriate by the Board in order to conduct the business of the organization. Additional Board meeting(s) shall be called upon written or verbal application by a simple majority of active Board members.
- C. Committee Meetings may be called at any time by the President or by the committee's chairperson.

Section 3. Quorums

- A. At any duly scheduled general membership meeting of the Chamber, fifteen (15) percent of the membership shall constitute a quorum.
- B. At a Board meeting, a simple majority of directors then in office shall constitute a quorum.

Section 4. Notices, Agenda, Minutes

- A. Notice of general or special meetings shall be mailed or electronically transmitted to each member in good standing at least ten (10) days prior to such meetings.
- B. Notice of Board meetings shall be transmitted electronically to each director at least one (1) day prior to said meeting.
- C. An advance agenda must be prepared and sent by electronic means for all regularly scheduled board, general, and special meetings at least one (1) day prior to the meeting.
- D. Minutes shall be recorded in writing and maintained for Annual and Special member meetings and all Board meetings. The Board is responsible to assure accurate minutes are maintained for the Corporation.

ARTICLE IV

Board of Directors

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

Section 1. Duties

The Board of Directors is responsible for formulating policy of the organization and establishing and adopting procedures. Directors shall actively participate in board meetings, stay informed on corporation functions, safeguard finances of the corporation, and comply with state and federal laws applicable to the Corporation and its business operations.

Section 2. Composition of the Board

The Board of Directors shall be comprised of a maximum of nine (9) directors, and in any case shall be an odd number no less than three (3) directors, all of whom shall be elected by the membership to serve for two (2) years, or until their successors are elected. Initial terms shall be staggered. The immediate past President may serve in an advisory capacity to the Board and may be invited to attend board meetings. A Past President acting as an advisor shall not be counted as part of the number of seats up for renewal nor have a vote on Board matters.

Section 3. Election and Term of Board Members

The Directors of the Corporation shall be elected by ballot from those members eligible to vote on the date of the Annual Meeting. Directors shall be elected to a term of two (2) years for those board positions where the term of office has expired or been vacated.

- A. All Board of Directors nominations shall be turned in to the Executive Director or President of the Corporation no later than thirty (30) days prior to the Annual Meeting. Upon receipt of nominations, the Board will validate those nominees who are in good standing as eligible nominees. All eligible nominees will be announced at least ten (10) days prior to the Annual meeting.
- B. The board shall determine an appropriate date and method for holding annual elections which may include in-person, mail, or electronic means following the notice parameters set out above.
- C. An election ballot of eligible nominees will be made available to all members in good standing. It shall be made clear how and by what deadline the ballot is to be submitted in order to be counted in the election.
- D. With quorum met, each election will be decided by majority vote of those ballots returned prior to the close of the balloting period.

- E. Newly elected Directors shall formally take office at the first Board meeting of January following the election.

Section 4. Removal

- A. Any Director who is absent from three (3) consecutive meetings or 25% or more of meetings in a twelve-month period may be considered resigned from the board.
- B. Any Director may be removed from such office, with cause, by a two-thirds (2/3) vote of the Directors eligible to vote at any meeting of the Board of Directors called expressly for that purpose.

Section 5. Vacancies

Vacancies other than those resulting from the normal expiration of a Director's term of office shall be filled for the remainder of the unexpired term by nomination of an eligible chamber member and a majority vote of the remaining members of the Board of Directors.

Section 6. Management

The Board of Directors may employ or contract an Executive Director (or appropriate title) and shall fix the contracted compensation and other considerations as needed. The Executive Director will carry on the day-to-day management of the Corporation and perform those duties delegated by the President with Board approval.

Section 7. Indemnification

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all current or former officers, directors, and employees 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 part, by reason of having been officers, directors, or employees of the Corporation, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding 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 Chamber Officers

Section 1. Duties of Officers of the Corporation

- A. President: The President of the Corporation shall be the acting President of the Board of Directors. The President shall cause to be prepared notices, agendas, and minutes of meetings of the Board. The President shall preside over all meetings of the general

membership and of the Board of Directors. The President shall be responsible for submitting the annual budget to the Board of Directors for approval and will be responsible for supervising all expenditures with approved budget allocations. The President shall be a member of the Board of Directors and is a de-facto member of all committees.

- B. Vice President: The Vice President shall assist the President and serve in the absence of the President in accordance with the regular duties and responsibilities of the President until the President has returned or been replaced. The Vice President shall be responsible for membership recruitment and retention and shall cause a monthly membership report to be made to the board.
- C. Treasurer: The Treasurer shall be responsible for the safeguard of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Corporation checks are to be prepared by the Treasurer in accordance with Article VII Section 2 of these bylaws. The Treasurer shall cause a monthly financial report to be made to the Board and maintain all financial records. The Treasurer will liaise as necessary with a CPA or other financial professional for the preparation of bookkeeping records, tax returns, and audits.
- D. Secretary: The Secretary shall cause to be prepared notices, agendas, and minutes of meetings of the Corporation and all other official correspondence as put forth by the President. The Secretary shall keep the non-profit registration of the organization current with the appropriate governmental agencies.
- E. The Officers shall make up the Executive Committee and 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. The Executive Committee will cooperate with and assist the President in preparation of an operating budget covering all activities of the Corporation.
- F. The Board of Directors may assign additional duties to the Executive Committee as it sees fit.

Section 2. Election of Officers

Election of Board Officers shall take place at the first board meeting of the new year. The Directors shall elect by nomination and ballot, a President, Vice President, Treasurer, and Secretary from among themselves. Each officer will hold their elected position for a period of one year or until the election and qualification of his or her successor, unless sooner vacated by death, resignation, or removal.

Section 3. Voting of the Board

- A. The President shall be privileged and allowed to vote both in membership meetings and in Board meetings in the following manner:
 - 1. If a vote is taken by ballot in any membership meeting.
 - 2. To break a tie vote.
 - 3. To force a vote, if his or her vote would result in a tie vote.
- B. In the event a board meeting cannot be called, and a decision must be made immediately, the President or other Officer may cause to be initiated a vote of the Board of Directors by telephone or other electronic means provided an attempt is made to reach all board members.

Section 4. Conflict of Interest

Conflict of Interest shall include, but not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interest of the Corporation.

- A. In the event any Director has or suspects he or she may have a conflict of interest that may limit such director's fair and impartial participation in Board deliberations or decisions, that director shall inform the Board as to the circumstances of such conflict prior to participation in any decision-making process of the Corporation.
- B. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. The minutes of the Board meeting shall reflect disclosure and recusal of the interested director.

Section 5. Nepotism

It is the goal of the Chamber to avoid the appearance or possibility of favoritism, conflicts, or management disruptions. Closely related members of the same family may not serve on the Board simultaneously.

- A. "Closely-related" includes first- and second-degree relationships established by blood, marriage, legal action, or domestic partnership including a Director's spouse, parent, child, sibling, aunt/uncle, nephew/niece, grandparent, grandchild, or first cousin.
 - 1. "Domestic partner" means a person with whom the Director's life is interdependent and with whom a common residence is shared.

2. It is the obligation of Board nominees and directors to disclose any such familial relationships to the Board.

Section 6. Compensation

No Officer or Director of the Corporation is to be compensated for his or her service as a Director or Officer. Upon prior approval of the Board of Directors, a Director, Officer, Staff person or volunteer may be reimbursed in whole or in part for expenses incurred in the execution of his or her role for the Corporation. The individual must present to the Treasurer expense statements and receipts for reimbursement.

ARTICLE VI Committees

Section 1. Appointment and Authority

- A. The President, by and with approval of the Board of Directors, shall appoint all committees and committee chairpersons. Committee chairpersons need not be members of the Board of Directors but must be a chamber member in good standing. The President may appoint such ad hoc committees and their chairperson as deemed necessary to carry out the programs of the Chamber.
- B. 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.
- C. Committees may accept volunteers from the community to help accomplish their mission, however only members in good standing of the Chamber shall vote on committee business.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority

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

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 a committee.

Section 3. Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson, or designee, to give testimony to or make presentations before civic and/or governmental agencies.

ARTICLE VII Finances

Section 1. Funds

All money paid to or received by the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget shall be available for use in the upcoming annual budget.

Section 2. Disbursements

Upon approval of the budget, the President is authorized to direct disbursements on accounts and expenses provided in the budget without additional approval of the Board of Directors. Disbursement shall be made by check. The Board shall from time to time set a disbursement limit above which disbursements require two Officers' signatures. Urgent disbursements may be made by electronic means, with approval of the President.

Section 3. Fiscal Year

- A. The fiscal year of the Chamber shall close on December 31.
- B. A year-end report of the Corporation's finances shall be prepared by the Treasurer or other qualified person and presented to the Board no later than January 31.

Section 4. Budget

As soon as possible after the election of the new Board of Directors and appointment of Chamber Officers, the Executive Committee shall prepare the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Bonding

The President and such other officers and staff, as the Board of Directors may designate, may be bonded by sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII
Parliamentary Authority

The current edition of “Robert’s Rules of Order” shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE IX
Amendments

The Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors eligible to vote, provided that no such action shall be taken if it would in any way adversely affect the Corporation’s qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

ARTICLE X
Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to members of the Corporation without just documentation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. On dissolution of the Corporation, any funds remaining shall be distributed to a public entity in the State of New Mexico, or to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Section 501(c). The recipient of the Corporation’s residual assets shall be designated by the Board of Directors prior to dissolution.

In witness hereof this 8th day of March , 2021.

Thomas Torres
President
Edgewood Chamber of Commerce (dba Greater East Mountain Chamber of Commerce)

Attested by:

Barbara Ormand
Secretary
Edgewood Chamber of Commerce (dba Greater East Mountain Chamber of Commerce)