

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, comprised of portions of eastern Bernalillo County, Southeastern Sandoval county, Southern Santa Fe County and Northwestern Torrance County.

ARTICLE II

Objective/Mission Statement

The East Mountain Chamber's primary goal is to bring economic growth to the East Mountain Community by supporting the local member businesses in actively promoting member businesses in order to maintain and keep residential and business spending in the East Mountain Community and to help and support member businesses in giving back to the East Mountain Community as a whole.

It may receive gifts, devise of 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. Eligibility. Any business, organization, institution, government entity, person, association, corporation, partnership or estate having an interest in the objectives and mission of the East Mountain Chamber is eligible for membership.

SECTION 2. Application for Membership. Each application for membership shall be made in writing, on forms provided by the Chamber. The signature of the applicant on the forms is affirmation, by the applicant, of support for the objectives and mission statement under Article II, and as referenced in Section 1 of this Article. Each application shall be formally accepted by the Board of Directors and memorialized in manner determined by the Board.

SECTION 3. Classification of Membership. The Board of Directors may, by resolution, establish tiers of membership that will comport to the rates, schedule or formula (dues) discussed in Section 5, below. Membership classification shall include, at a minimum, a 'regular' membership and a 'charter' membership (accruing to those who became members prior to 31 December 1985). For current membership classifications see Addendum A.

SECTION 4. Voting. Regardless of classification, in a proceeding in which voting by members is required, each member in good standing shall be entitled to cast one (1) vote, with exception of any honorary memberships the Chamber may choose to issue. Honorary members cannot vote. See Addendum A.

SECTION 5. Dues. Membership dues shall be at such rates, schedule or formula as may, from time to time, be prescribed by the Board of Directors and payable in accordance with, or on a schedule, determined by the Board of Directors. See Addendum A.

SECTION 6. Termination of Membership. Termination of membership may be affected:

1. By the member with written notice of resignation from the Chamber at any time; such termination will not be cause for reimbursement of dues paid;

2. By the Board of Directors for nonpayment of dues, with a motion to expel a member, after ninety (90) days from the date due, unless otherwise extended for good cause. An expulsion motion must be approved by a 2/3 affirmative vote by the Board. The Board will ensure the Member is provided no less than ten (10) days' notice of pending action; such expulsion will not be cause for reimbursement of dues paid.
3. By the membership of the Chamber for any issue not related to dues, in which the action of a member can be construed as being prejudicial to the aims, objectives or repute of the Chamber, which could also be classified as conduct unbecoming a member. Such action can be brought by any member by submitting a statement to the Board who shall confirm the information. If confirmed by the Board, the expulsion shall be submitted to the membership and notice provided to the Member, no less than 10 days prior to a meeting that will address the expulsion. The agenda for the meeting will provide for presentation of pertinent information by the Board and by the Member. If affirmed by a 2/3 vote of the membership the expulsion action will be take the form of a resolution by the Chamber. The resolution will be submitted to the Member, and will annul such membership; such expulsion will not be cause for reimbursement of dues paid.

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 postal mail, phone calls, flyers and electronic media (e-mail, Facebook, website, and any other forms of social media the Board or its committee choses to use), is an acceptable form of notification. Any and all forms may be used and any time.

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 October general membership meeting, the presiding officer shall ask for nominations from the membership for the positions of the in-coming Board of Directors. Members will have the month of October to submit in writing their nominations for the in-coming board of directors. The closing date for these submissions will be November 1. From November 1st until the November

membership meeting, the Board of Directors will verify with nominees if they will accept the nomination for the board positions.

- B. Election. At the November membership meeting, the Board of directors shall provide a ballot of verified nominees. Additionally, the ballot shall be emailed to all Chamber Membership. All ballots must be received by the Chamber Administrator by and at the November membership meeting. The paid administrator shall tally the votes and inform the Board of Directors the results. The results will be announced at the November Board meeting, in the December newsletter and posted to the website.
- C. Officers. The incoming board shall meet with the current board at the regularly scheduled board meeting in November, and the in-coming and out-going boards will work together for a smooth transition and to complete any end of the year/beginning of the year Chamber business. At the November board meeting the incoming board shall elect the President, Vice-President, Secretary, and Treasurer for 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 with Administrator 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. Manage member-of-the-month drawing at each monthly meeting.
- 4. Create and email monthly newsletter with help of Administrator.
- 5. Greet members/guests at the door for monthly meetings.
- 6. Conduct monthly meetings.
- 7. Monitor press releases.
- 8. Serve as community/regional spokesperson or assign vice-president for this role.
- 9. Serve as Chairperson of the Board of Directors.
- 10. Serve as ex officio member of all committees created by the Board of Directors.
- 11. Supervise Administrator or delegate this task to another board member.

B. VICE-PRESIDENT

- 1. Serve on Board of Directors.
- 2. Serve as ex-Officio member of all committee created by the Board of Directors.
- 3. Assume duties of President in the absence of the President.
- 4. Greet members/guests at monthly meetings.
- 5. Serve as Chairperson of the Membership Committee.
- 6. Provide membership updates to the board on a monthly basis.

C. TREASURER

- 1. Prepare annual budget and present to Board at February board meeting and to membership at March meeting.
- 2. Reconcile books before monthly lunch meeting.
- 3. Prepare monthly treasurer's report and present at each monthly meeting.
- 4. Audit and monitor, or arrange for audit of Chamber events income expenditures each year.
- 5. Prepare and submit all documentation for Chamber to maintain status as non-profit corporation in New Mexico.
- 6. Prepare and submit all documentation for necessary registrations with Bernalillo Co. and other entities as required.
- 7. Assist at monthly meetings as requested by the President.

8. Manage and ensure the overall financial stability of the Chamber.
9. Pay all bills within the required payment period.
10. Ensure signature authority of board members.
11. Serve as ex officio member of committees created by the Board of Directors.

D. SECRETARY

1. Take and report monthly meeting minutes at each meeting.
2. Serve on the Board of Directors.
3. Review Chamber website for errors, and work on corrections and updates.
4. Review Chamber social media for errors, and work on corrections and updates.
5. Serve as ex officio member of committees created by the Board of Directors.

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, events, etc.)
3. Ensure management of Chamber website and social media 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 as 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, Vice-President, Treasurer, and Secretary shall be ex-officio members of all committees.

ARTICLE VIII Social Media

SECTION 1. Misuse of Social Media. Under no circumstance shall any member use social media to slander, libel or any other negative speech pertaining to or about the Chamber of Commerce. To do so will result in immediate termination of membership and possible legal ramifications.

SECTION 2. Uses. Social media such as Facebook, websites, emails, twitter, etc. shall be used to inform all members about upcoming events and to advertise Chamber and Member events to the public. It shall also be used for membership and membership purposes.

SECTION 3. Maintenance. The maintenance of such social media shall be maintained either by committee or by outsourcing. A reasonable cost of outsourcing shall be approved by the Board of Directors and shall become a debt of the Chamber.

ARTICLE IX 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 or debit check card.

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 X The Logo

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

ARTICLE XI 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 XII
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 XIII
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.

Tamne Robinson	_____	Nancy Carpenter	_____
Secretary		President	
Date Signed	_____	Date Signed	_____

Addendum A - Membership Levels

1. Regular Membership. Fee: \$150.00 per year
 - Searchable member directory listing on website with member products and/or services specials and contact information prominently displayed
 - Chamber directory listing of all members at joining
 - Link to own website
 - Support and advertising for your events on website events calendar and news forum
 - Referrals
 - Entry into member of the month with newsletter and banner advertising
 - Invites to all functions
 - Opportunity to present business at a chamber meeting
 - Receive monthly e-newsletter with events calendar and useful informational announcements
 - Chamber membership window/door decal
 - Certificate of membership
 - 1 vote

2. Advanced Membership. Fee: \$200.00 per year
 - Includes all Regular Membership benefits plus:
 - Preferred Referrals
 - Banner page advertising for logo and events
 - Opportunity to broadcast 1 email blast/month to Chamber members and friends
 - Chamber mug

3. Non-Profit Membership. Fee: \$75.00 per year
 - Includes all Regular Membership benefits

4. Corporate Membership. Fee \$500.00 per year
 - Includes all Advanced Membership benefits plus:
 - Own banner page on Chamber website
 - Letting any guests come to lunch for \$10, plus 1 free lunch each month
 - Membership plaque

5. Sponsorship Corporate Membership. Fee \$1000.00 per year
 - Includes all Corporate Membership benefits plus:
 - Advertising at all Chamber events

6. In-Kind Partner Membership. Membership in exchange for services will exist only with a written and signed contract stating the fair market value amount of services in exchange for one of the above level memberships between the East Mountain Chamber and the business for which the in-kind membership will exist. No in-kind membership will exist without the approval of the board and a completed written contract signed by both parties.

7. Charter Membership. No Fee
 - Includes all Advanced Membership benefits plus:
 - Charter membership plaque
 - Any money received by a charter member will be considered a donation to the Chamber or a sponsorship for a Chamber event allowing for entitlement to banner sponsorship at the event sponsored

8. 6 Month Regular Membership. Fee: \$80.00
 - Directory listing on website for that time period
 - Invites to all functions for that time period
 - Support and advertising for your events on website events calendar and news forum during that time period
 - Entry into member of the month with newsletter and banner advertising during that time period

- 1 vote during that time period

9. Honorary Membership. No Fee.

- Any member, such as but not limited to police, fire, public schools, public officials, community centers, etc., that to Board elects to grant honorary membership to.
- Honorary members will pay no fees
- Honorary members have no voting rights or will receive Chamber advertising, but will be listed in the directory, may participate at events, may receive thank you's and acknowledgements for any donated time, items, supplies, or space when holding Chamber events.