

## BYLAWS OF THE MINERAL COUNTY CHAMBER OF COMMERCE

### ARTICLE I – NAME AND OBJECTIVES

The name of the organization shall be the MINERAL COUNTY CHAMBER OF COMMERCE, Inc. (hereafter referred to as the MCCC), and its objectives and purposes shall be to advance, improve and promote the commercial, industrial, civic and general interest of Mineral County.

### ARTICLE II – LIMITATIONS

The MCCC shall be non-partisan, non-sectarian, and shall take no part in, nor lend its facilities directly or indirectly, to the nomination, election, or appointment of any candidate for public office. However, MCCC may engage in neutral activities such as providing a forum for candidates to express their views. Any other political activity shall be in accordance with the Articles of Incorporation and section 501(c)(6) of the Internal Revenue Code.

### ARTICLE III – MEMBERSHIP

1. Any person, association, corporation, institution, partnership or estate may hold membership in MCCC.
2. Before being permitted to exercise the privileges of membership, all dues must be paid.
3. Dues for membership will be set from time to time by the Board of Directors.
4. There will be no appointments or nominations of members to any office or committee within the MCCC without the member's prior approval and consent.

### ARTICLE IV – BOARD OF DIRECTORS

The operation and management of the MCCC are vested in the Board of Directors (the "Board"). The Board of Directors shall consist of a minimum of three persons: President, Vice President and one elected MCCC member; and, up to two additional elected MCCC members as the Board of Directors sees fit.

The Board shall have the power to:

1. Call special meetings of the membership whenever they deem it necessary.
2. Appoint a Secretary and Treasurer from among the members of the chamber and prescribe the duties and fix the compensation of this office. These offices may be combined.

3. To conduct, manage and control the affairs and business of the MCCC in accordance with the provisions of these by-laws.
4. At all meetings of the Board, a majority of those present shall prevail.
5. To cause to be kept a full and complete record of all their minutes and acts, and of the proceedings of the various committee meetings.
6. To authorize the solicitation of funds, to incur debts, to borrow money and pledge the credit of this organization in order to expedite or finance activities designed to carry out the purposes of the MCCC. The Board may not incur a debt above \$500 without approval of the majority of those present at a meeting of the membership.
7. If a vacancy occurs on the Board, a new Board member shall be appointed by the Board and confirmed by the membership present at the next MCCC meeting, to serve the remainder of the term.

#### ARTICLE V – ELECTIONS AND TENURE

1. Election of officers and Directors shall take place in December of each year and held in the following manner:

The President shall determine and announce the date of the annual election meeting of the members at least 15 days before such meeting date; the President shall appoint a nominating committee of 3 members who shall nominate among the members at least one candidate for each office to be filled. Any member may nominate additional candidates for any office.

For election purposes, each member present shall have one vote. If there are additional nominations, voting shall be by secret ballot.

2. The President, Vice-President, and members elected to the Board of Directors shall be elected for a term of one year.
3. All officers elected at the December meeting shall take office on Jan 1<sup>st</sup> immediately following the election.
4. Vacancies among the officers shall be filled by appointment by the Board of Directors to serve the unexpired term.
5. Regular meetings of the Board shall be held at the discretion of the Board.

#### ARTICLE VI- MEETINGS

1. Members shall meet normally once a month, day and time to be set annually by the Board of Directors. The annual meeting shall take place at the regular meeting in December. Special meetings shall be called and held at a time by the Board of Directors. Notice of special meetings of members shall be given at least 48 hours before the meeting date.

## ARTICLE VII – OFFICERS

1. Elective officers shall be a President and Vice President. Appointive offices shall be that of Secretary and Treasurer. The offices of Secretary and Treasurer may be combined.
2. The President shall preside over all meetings of the membership and Board of Directors; shall serve as a member of the Board and ex-officio member of all committees; shall sign as President all contracts and other instruments for the MCCC and shall call the Directors together whenever deemed necessary, and shall perform such other and further duties as are usually required by the President.
3. The Vice President shall serve as a member of the Board of Directors, and shall, at the request of or in the absence of the President, perform all duties of the President and, for that time, shall be vested with authority of the President until such time as the President resumes his/her duties..
4. The Secretary shall keep a record of the proceedings of the Board of Directors and all general or special meetings of the MCCC and shall perform such other duties as pertaining to the office or as may be required by the Board. The Secretary shall not have a vote on the Board of Directors.
5. The Treasurer shall have custody of all funds; such funds shall be deposited in the name of the MCCC in such bank as the Board of Directors shall designate. Checks shall be drawn on the same, subject to the countersignature of the President or designated member of the MCCC. The Treasurer shall also make and keep true and complete records of all money received and disbursed which shall be open to inspection by any member at all times within reasonable business hours. Full and true annual financial reports must be made to the membership, as well as other financial reports requested from time to time by the President or Board of Directors.

## ARTICLE VIII – COMMITTEES

1. The President shall appoint from the membership such standing and special committees from time to time as may be deemed advisable to carry out the purpose and objectives of the MCCC and shall name the chairperson of such committees. He/she shall be an ex-officio member of all committees.

2. The various committees shall make recommendations and carry out specific projects entrusted to their execution, but in no instance shall any committee have the authority to commit the organization to any action or the expenditure of funds unless authorized in advance or until their recommendations have been approved by the Board of Directors.

#### ARTICLE IX – AMENDMENTS OF BY-LAWS

These by-laws may be altered or amended at any meeting of the Board of Directors by a vote of three (3) Directors; or at a meeting of the members by a majority vote of the members present, provided that ten (10) days written notice of Intention to Amend shall have been included in the notice of the meeting.

All meetings shall be governed by the Provisions of ROBERT’S RULES OF ORDER NEWLY REVISED.

#### ARTICLE X - MEMBER COMPLAINTS

Policy of formal complaints of members - The Mineral County Chamber of Commerce welcomes any feedback concerning Mineral County businesses or non-county businesses doing business in our area. MCCC will review feedback and pass it along to the business owner. Unless a business contacted by the Chamber of Commerce requires special discussion, all feedback given to the Chamber concerning any business conducted within Mineral County will be discussed outside of normal Chamber meetings unless such circumstances require a board vote or community announcement.