

**BYLAWS**  
**of**  
**EDGEWOOD CHAMBER OF COMMERCE**  
(Revised November 2011)  
(Effective November 18, 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 Edgewood Chamber of Commerce, a nonprofit corporation.

**Section 2: Mission**

To build a dynamic, highly effective, and successful business community in the Town of Edgewood's market area, while striving to enhance the quality of life.

**Section 3: Objectives**

- a. To further the interests of and to advocate on behalf of the local business community operating within the "marketing area and community" in and around the Town of Edgewood to include but not limited to the geographic area within the boundaries of Torrance, Santa Fe and Bernalillo Counties.
- b. To work with all local, state and national governments which affect the businesses within our market area, to develop pro-business initiatives, and to protect and advocate for the basic rights of those businesses involved in our community with the goal of developing the best possible economic environment for our members.
- c. To encourage the general welfare within our community by involvement in activities which enhance quality of life, prosperity, education and economic development.
- d. To encourage continuous communication between the business community and the community at large relative to the mutual advantages of shopping locally.

**Section 4: Limitation of Methods**

The Edgewood 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 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 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 dues provided in Section 3 of Article II.

### **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, payable annually in advance. The billing date for membership dues will be on the member's annual renewal date. An invoice will be mailed to the member during the month prior to the renewal date.

### **Section 4: Termination**

- a. Upon written notice, any member may resign from the Chamber at any time; however there will be no reimbursement of prepaid dues to any member who resigns.
- b. Any member may be expelled from Chamber membership by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- c. Any member may be suspended or expelled from Chamber membership by a vote of the membership for conduct unbecoming a member or prejudicial to the aims, objectives or repute of the Chamber. The action can be brought by any member to the Board of Directors who must approve the actions being forwarded to the membership by a 2/3 vote of the Board. The Board will provide notice in writing to the member who is subject to the proposed action and to the membership 25 days prior to the membership meeting where the case is to be considered. The member in question shall have an opportunity to be heard, orally or in writing, by the general membership at the meeting prior to the vote being taken. It will take 2/3 of members present at the voting meeting to expel. Any member expelled will be entitled to receive a pro-rata refund of dues paid for the current year.

### **Section 5: Voting**

In a proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote, excepting honorary members as described in section 7.

### **Section 6: Exercise of Privileges**

Any member holding membership may nominate an individual whom the holder desires to exercise their privileges of membership 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 mailed 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 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 five (5) days prior to such meetings;
- b. Board meetings may be called by the Board of Directors upon written or verbal application of a majority of the Board. Notice shall include the purpose of the meeting and be given to each director at least one (1) day prior to said meeting.
- c. Committee meetings may be called at any time by the President or by the committee's chairman.

### **Section 3: Quorums**

- a. At any duly scheduled general membership meeting of the Chamber, 15% of the members shall constitute a quorum.
- b. At a Board meeting, a majority of active directors shall constitute a quorum.
- c. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) members shall constitute a quorum.

### **Section 4: Notices, Agenda, Minutes**

- a. An advance agenda and minutes must be prepared for all regularly scheduled Board and Membership meetings at least 48 hours prior to the meeting. It will be available at the Chamber Office or emailed upon request.
- b. Notice of Membership and Board of Directors and Committee meetings can be made by mail or electronic means or by telephone as noted on member's submitted contact information.

## **Article IV. Board of Directors**

### **Section 1: Composition of the Board**

The Board of Directors shall be composed of a maximum of nine (9) members, and in any case shall be an odd number no less than three (3), 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 past President may serve as a member of the Board and shall be counted as part of the number of seats up for renewal on that year.

The government 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. Election and Term of Board Members.**

- a. All Board of Directors nominations shall be turned in to the Executive Director, or President of the Chamber by October 30th (unless October 30th falls on a weekend, in which case the deadline would be the first Monday following October 30th.) Upon receipt of the nominations, a ballot will be made up and available for members at the annual meeting. All nominees will be announced at least (10) ten days prior to the annual meeting.
- b. At each annual meeting, the membership shall elect by ballot for a term of two (2) years the number of Directors whose terms of office have expired. Each Director shall hold office for a term for which he or she is elected and until his

or her successor shall have been elected and qualified. The Board of Directors shall be elected from those members of the Chamber eligible to vote at the annual December meeting. The board of Directors may create an electronic and mailing method of holding Board elections with same notice parameters as set out above. The notice will include a ballot with nominees' names which can be returned electronically or by mail. The election will be decided by majority vote of those ballots returned by members.

- c. Vacancies on the Board of Directors due to resignations, terminations, or for cause, may be filled by the Board of Directors by a majority vote to complete the term of the Vacant position.

### **Section 3. Election of Officers**

Newly elected Directors shall formally take office on the first meeting of January, after the election. Election of Board Officers shall take place at the January meeting which shall be chaired by the incumbent President. The Directors who will serve in the forthcoming calendar year shall elect by nomination and ballot, a President, Vice President, Secretary and Treasurer from among themselves, each of whom will hold office until the next annual meeting and until the election and qualification of his or her successor unless sooner removed by death, resignation, or for cause.

### **Section 4: Removal for Cause**

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors may be subject to removal from the Board unless confined by illness or other absence approved by the President or by the Board. Removal of a Board member can only be accomplished by vote of the membership at a membership meeting. Notice and action will follow the procedure set out in Article II Section 4c as it relates to bringing an action to the board, voting to forward to membership, notice, setting of members meeting, testimony and member voting.

### **Section 5: Duties**

The Board of Directors is responsible for establishing and adopting procedure and formulating policy of the organization.

#### **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 Chamber and perform those duties delegated by the President with Board approval.

### **Section 7: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber 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 Chamber, 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. Officers**

### **Section 1: Determination of Officers**

The Board of Directors, new and retained, at its regular January meeting shall elect for the coming year from the members of the Board the President, Vice President, Secretary and Treasurer. The officers shall take office and serve for a term of one (1) year or until their successors assume the duties of office. All Officers and members of the Board of Directors shall have voting privileges.

### **Section 2: Duties of Officers of the Chamber and the Board of Directors**

- a. President: The President of the Chamber 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 a member of the Board of Directors and the Executive Committee and shall have the right to attend all committee meetings.
- b. Vice President: The Vice President shall assist the President and serve in the absence of the President in accordance to the regular duties and responsibilities of the President until the President has returned.
- c. Secretary: The Secretary shall cause to be prepared notices, agendas, and minutes of meetings of the Chamber and all other correspondence as put forth by the President .
- d. Treasurer: The Treasurer shall be responsible for the safeguard of all funds received by the Chamber 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. Checks are to be signed by the Treasurer and the President, or, in the absence of either by one additional authorized Board member. The Treasurer shall cause a monthly financial report to be made to the Board.

### **Section 3: Voting**

- a. The President shall be privileged and allowed to vote both in membership meetings and as President of the Board of Directors in the following manner:
  - i. If a vote is taken by ballot in a membership meeting
  - ii. To break a tie vote;
  - iii. To force a vote if his or her vote would result in a tie vote;
- b. In the event that a board meeting cannot be called and a decision must be made immediately, the President may cause to be initiated a phone or email vote of the Board of Directors provided an attempt is made to reach all board members.

### **Section 4: Executive Committee**

- a. The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer. The President shall serve as chairperson of the Executive Committee.
- b. The Executive Committee will cooperate with and assist the President in preparation of an operating budget covering all activities of the Chamber, The President shall be responsible for submitting the annual budget to the Board of Directors for approval, and will be responsible for all expenditures with approved budget allocations.
- c. The Board of Directors may assign additional duties to the Executive Committee as it sees fit.

### **Section 5: 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 Bylaws.

## **Article VI. Committees and Divisions**

### **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 or Executives of the Chamber. 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 serve the accomplishments of their mission, however only paid up members 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 the committees.

### **Section 3: Testimony**

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

## **Article VII. Finances**

### **Section 1: Funds**

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be applied to the upcoming annual budget.

### **Section 2: Disbursements**

Upon approval of the budget, the President is authorized to direct disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check and include two signatures on all disbursements. Disbursements shall be signed by the Chamber's Treasurer and the President. In the absence of the Treasurer the President of the Board shall authorize another member of the executive committee to sign checks. It shall be by the direction of the President upon approval by the Board of Directors to assign such signors on accounts as deemed appropriate in operations of the day to day business.

### **Section 3: Fiscal Year**

- a. The fiscal year of the Chamber shall close on December 31.
- b. An audit shall be prepared by a qualified person at the end of the fiscal year and presented to the Board no later than January 31st.

### **Section 4: Budget**

As soon as possible after election of the new Board of Directors and 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. Dissolution**

### **Section 1: Procedure**

The Chamber 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 Chamber without just documentation. 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 Board of Directors as defined in IRS Section 501(c).

## **Article IX. 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 X. Amendments**

### **Section 1: Revisions**

- a. The bylaws may be amended or altered by a 2/3 majority of the members attending a regular or special meeting provided the changes and amendments are made available to the members along with notice 15 days prior to the meeting at

which they are to be acted upon.

- b. The Board will retain the right to vary this procedure by informing all members by notice of any proposed change, including the specific verbiage of the change, 30 days prior to deadline for voting, by electronic means and/or mailing to the contact address or email address each member has submitted to the Board.

Notice will include a ballot which can be returned to the Chamber Executive Director or President within 25 days and counted by the Board. During the 24-day period members are free to debate the merits of proposed changes and return their “yes” or “no” ballots to the Chamber. Under this method a 2/3 majority of returned ballots will be required to pass the changes.

In witness hereof, this 18th day of November, 2011

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Gary Birkman  
President  
Edgewood Chamber of Commerce

Attested by:

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Mary Dammann  
Secretary  
Edgewood Chamber of Commerce