**By-Laws of**

**The Bridger Valley Chamber of Commerce**

April 5, 2017

**ARTICLE I - GENERAL**

Section 1. Name.

The organization is incorporated under the Laws of the state of Wyoming and shall be known as Bridger Valley Chamber of Commerce Incorporated.

Section 2. Purpose.

The purpose of the Bridger Valley Chamber of Commerce is to:

* Promote the social and economic welfare of the Bridger Valley.
* Promote area wide-recreational and historic attractions.
* Serve as the public information organization for the Bridger Valley.

Section 3. Area.

The Bridger Valley shall mean to include Lyman, Mountain View, Urie, Fort Bridger and adjacent or nearby areas that are historically considered to be part of the Bridger Valley.

Section 4. Limitation of Methods.

The chamber shall be nonprofit, nonpartisan and nonsectarian.

**ARTICLE II – MEMBERSHIP**

Section 1. Eligibility.

Any person, association, corporation, partnership or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership. Political Parties eligible to be placed on the last General Election ballot in the State of Wyoming are eligible to apply for membership.

Section 2. Membership

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant for new memberships. Renewing membership can be done via email, telephone, text or other electronic or written means with no signature required. Each applicant shall become a member upon payment of the regularly scheduled dues as described in Section 3.

Section 3. Dues.

Membership dues shall be payable at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually and effective upon receipt of the annual dues through the first anniversary of said payment.

Section 4. Termination of Membership

1. Non-payment of Dues. Renewal Statements will be mailed out one month prior to anniversary date. The Board of Directors will terminate membership for non-payment of dues after 90 days from the due date.
2. Improper Conduct. Any member may be expelled for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. The member will be notified of the complaint and will be given an opportunity for a hearing in a regularly scheduled Board meeting. A two-thirds vote of the Board of Directors will be required for termination of a membership. No message of communication implying that the Board endorses any political party, candidate, political platform (unless directly related to the service of the Board and approved by the Board), religion or sect are permitted.
3. Resignation. Any member may resign from the Chamber upon a formal written request to the Board of Directors, with no refund of dues.

**ARTICLE III – MEETINGS**

Section 1. Annual Meetings.

The Annual Meeting of the Chamber of Commerce shall be held once a year. The Board of Directors shall fix the time and place and will notify all members of the event a minimum of 15 days before said meeting.

Section 2. Additional Meetings.

1. The President may call **General Meeting** of the Chamber of Commerce at any time, or upon petition in writing of twenty percent (20%) of the members in good standings.
2. Notice of **Special Meetings** shall be either sent out via mail or email to each member at least five (5) days prior to such meeting, including the purpose of the meeting
3. **Regular Board Meetings**. Board meetings will be held on a monthly basis on such days as determined by the board. Notice, including the purpose of the meeting if not general governance, shall be given to each director two (2) business days prior to the meeting.
4. **Committee Meetings.** Committee meetings may be called at any time by the President or by the committee’s leader

Section 3. Quorums.

A majority of the Directors shall constitute a quorum of the Board of Directors. At any duly called general meeting the Chamber, the members present and the majority of the Board shall constitute a quorum. At any committee meeting, a majority of those in attendance shall constitute a quorum.

**ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Composition of the Board.

The Board of Directors shall be composed of at least six (6) members and no more than nine (9) members.

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. Vacancies – A member of the Board of Directors who is absent from three (3) consecutive unexcused regular meetings of the Board can be dropped from membership on the Board by vote of the Board.

Vacancies on the Board of Directors, or among Officers shall be filled by recommendation of the Executive Board and confirmed by a majority vote of the Board of Directors

Section 3. 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. These policies shall be maintained in a Policy Manual, and revised as necessary.

**ARTICLE V - OFFICERS**

Section 1. Duties of Officers

1. President – The President will serve as executive head of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors.
2. Vice-President. The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
3. Secretary – The secretary or his/her designee shall keep minutes of the discussions and resolutions of each Board meeting and shall keep records of the attendance of the Directors.
4. Treasurer – The Treasurer shall be responsible for the safeguarding of all financial reports received by the Chamber for their proper disbursement. Chamber funds shall be kept on deposit in a financial institution approved by the Board of Directors. The Treasurer shall also make monthly financial reports to the board. All financial transactions, including signing of checks or withdrawal of funds, are to be signed by the President and the Treasurer, or in the absence of either or both, by any two (2) officers. Electronic transactions require documented approval by one Director; documentation can be via e-mail or signed form.
5. The Board of Directors shall be empowered to employ an Executive Director. In that event, the Executive Directors duties would be as follows.

The Executive Director shall be the manager of administrative duties, shall serve as advisor to the President and committee leaders, shall assemble information and data and shall prepare special reports. The Executive Director shall be a non-voting member of the Board of Directors. The Executive Director shall be responsible to notify all member and Directors of regular and special meetings as required by these bylaws and regulations of the Board of Directors.

**ARTICLE VI – COMMITTEES AND DIVISIONS**

Section 1. Appointment and Authority. The President, by and with approval of the Board of Directors, shall appoint such committees and their chairs as deemed necessary to carry out the programs of the Chamber.

Section 2. Limiting 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 has been approved or ratified by the Board of Directors.

Section 3. By-Laws. The Board of Directors shall review the by- laws annually and make all necessary changes.

**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 available as carryover funds to be used in the next year’s budget as designated and approved by the Board.

Section 2. Disbursements. All disbursements shall be presented monthly by the Treasurer for approval by the majority vote of the board of directors. Electronic transactions should be voted on at regular board meeting on transactions exceeding $100.00, less than $100.00 documented approval by one Director; documentation can be via e-mail or signed form.

Section 3. The Board of Directors may authorize audits of the accounts of the Chamber when, in the collective opinion of the Board, such is necessary. The type, extent and nature of the audit shall be at the discretion of the Board.

Section 4. Fiscal Year. The fiscal year for the Chamber of Commerce will close of December 31st.

**ARTICLE VIII – PARLIMENTARY AUTHORITY**

Section 1 – Authority

The current edition of Roberts Rules of Order shall be Final source of authority for all questions or parliamentary procedures not covered by the Articles of Incorporation or the By-laws of the Chamber.

Section 2 – Waiver

Provision of the By-laws may be waived at individual Meetings of the Board of Directors or the general membership by a Simple majority vote of either the Board or the members at those respective meetings.

Such provisions, which may be waived, shall be waived at no more than two consecutive meetings for the Board or the membership.