

DAYTON AREA CHAMBER OF COMMERCE

BYLAWS

**DAYTON AREA CHAMBER OF COMMERCE
Adopted at the 8-7-2006 Board Meeting
Revised February 5, 2007**

ARTICLE I-NAME

The name of the organization shall be: 'DAYTON AREA CHAMBER OF COMMERCE.' with its principal office located in Dayton, Nevada. The corporation shall hereinafter be referred to as "The Chamber."

ARTICLE II-PURPOSE

Promote the economic, civic, and social welfare of its members, as well as citizens of the Dayton area and the State of Nevada. The Chamber will strive to build a healthy economy and high quality of life in the Dayton area. The Board of Directors shall establish and implement programs that will result in the accomplishment of this purpose and will continually work toward maintaining a high level of visibility. The corporation shall observe all local, state and federal laws, which apply to a non-profit organization as identified in Article 501 (c) 6 of the Internal Revenue Code.

ARTICLE III-MEMBERSHIP

SECTION 1 Membership in this organization shall be open to business and professional men and women with high ethical business standards, who are in accord with the purpose stated in Article II. Generally, they will be owners, corporate officers or management level employees.

SECTION 2 (A) Any person, firm, corporation, institution or estate, may invest any amount for use in promoting the interests of the Dayton area and their general trade, historic and scenic areas, including funds for the general administration of the organization. However, in order to qualify for regular memberships, the minimum annual investment for the business's size shall be set by Board action and paid annually on the member's anniversary date.

(B) All regular members shall have all the privileges of membership provided for in these Bylaws, including that of holding office, nominating directors, voting on special issues and referenda on questions of the organization's policies, serving on standing and special Council, Committee, or Task Force and attendance at all meetings.

SECTION 3 Honorary membership may be conferred by majority vote of the Board of Directors, at any regular or special meeting, upon distinguished persons in recognition of notable service to the Chamber, Dayton Area, Lyon county, and the State of Nevada, or to humanity.

SECTION 4 Any member will be automatically suspended for non-payment of dues on the 91st day after such dues are delinquent.

SECTION 5 A member dropped for non-payment of annual investment may be fully reinstated upon advance payment of one-half the delinquent amount due plus a full year's investment in advance unless the Board of Directors by a majority vote decides to grant special consideration.

SECTION 6 After notice, and opportunity for hearing, a member shall be expelled for conduct unbecoming a member upon a two-thirds vote of the Board of Directors.

SECTION 7 Any member firm can resign from membership by submitting a letter stating reason to the executive offices of the corporation.

ARTICLE IV-BOARD OF DIRECTORS

SECTION 1 The Board of Directors is responsible for the government and policy-making of the Chamber. The Directors collectively shall control the Chamber's property, be responsible for its finances, and direct its activities and policies. The Directors are responsible to the general membership of the Chamber.

SECTION 2 Composition of the Board

The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of 10 members; the President, Vice-President, Secretary, Treasurer, and six directors.

SECTION 3 Officers/Executive Committee

Officers shall be elected by the entire Board, at the December Board meeting each year, and will serve one year at that position, the President, President-Elect, Treasurer and Executive Director shall be the Chamber Officers/Executive Committee. The Executive Committee has the authority to act on behalf of the entire Board, on routine business, between Board of Directors meetings.

(A) The Officers of the Executive Committee and 2 Board members nominated by the entire board, shall serve as the Personnel Committee of the Chamber. The Board of Directors shall employ a manager who shall serve as Executive Director of the organization. The Personnel Committee shall hold an annual review of the Executive Director. The full Board shall serve as a final appeal board of the Chamber for personnel related issues. The treasurer of the organization shall be responsible, (working with the ED), for the development and tracking of the Chamber's annual budget, and monthly budget reports.

SECTION 4 Directors

Approximately one third of the directors shall be elected annually, to serve a three (3) year term. Directors may serve two (2) full terms on the board, after which they must be off the board for one year before being eligible to hold a director's position. When a director is elected to the position of President his or her term on the board will be extended three (1) year, if necessary, from the time of his or her being installed in that office.

(A) The position of Treasurer shall be a nomination made by the Executive Committee and approved by the full Board. The nominee shall possess the necessary qualifications and experience to fulfill the responsibilities of the said position. This position shall be filled in the month of March and shall be a three year term.

(B) The position of President, President-Elect, and Secretary shall be filled from the eligible members of the Board, by nomination and vote of the full Board of Directors. This vote will take place in December each year. No Director-Elect may serve as President or President-Elect.

SECTION 5 Vacancies

The Board of Directors shall have the power to fill all vacancies on the Board. A person selected by the Board to fill a vacancy shall serve out the term of the person he/she replaced.

SECTION 6 Chamber Business

The Board of Directors may adopt rules for conducting the business of the Chamber.

SECTION 7 Meetings

The Board of Directors shall meet every month, or more often, upon notice from the Secretary. The Board may, after reasonable notice, terminate the office of any Director who is absent from three or more meetings in one year.

SECTION 8 Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting.

SECTION 9 Transactions with Interested Directors

No contract or other transaction between the corporation and one or more of its directors or between any other corporation, firm, association, or entity of which one or more of its directors are directors or officers of the corporation or in which such persons are financially interested, shall be either void or void able because of such relationship or interest, or because such director or directors are present at the meeting of the board of directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction, or because his or her votes are counted for such purpose, if both of the following conditions are met:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction and the authorization, approval or ratification is by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors.

(b) The contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. *Section VI added November 4, 1999*

SECTION 10 All officers and agents of the organization, who are authorized to handle the organization's funds or extend the organization's credit, shall furnish surety bonds in such amount as the Board of Directors shall deem necessary, and the cost thereof will be paid by the organization.

SECTION 11 The duties of the officers shall be such as their titles by general usage would indicate and such as required by law and such as may be assigned to them respectively by the Board of Directors from time to time. Duties of the officers and directors shall be as described in the Board of Director job descriptions.

ARTICLE V - ELECTIONS

SECTION 1 Election of Board Members

The voting members shall elect three Directors to replace those whose terms are expiring. Those elected shall be installed and assume the duties of their offices at the regularly scheduled January board meeting.

SECTION 2 Nominating Committee

In September, the President shall appoint a Nominating Committee of three voting members or more, along with a Chairperson of such Nominating Committee, and before the October general membership meeting, notify the general membership of the names of such persons on the Nominating Committee. At such October meeting, the Committee shall place in nomination the names of one or more candidates and accept additional nominations from the floor. By 10 days thereafter, members of the Nominating Committee shall confirm the names of all nominees who agree to serve if elected.

SECTION 3 Conduct of Elections

The Secretary shall cause ballots containing the names of all candidates who have agreed to serve arranged in alphabetical order to be mailed to all voting members in good standing at least 15 days prior to the normally scheduled December Board meeting. The ballots must be marked in accordance with instructions printed thereon, and returned to the Chamber office prior to the December board meeting. At the regular December meeting, the Board shall note which candidates were elected. The results of the election shall be announced to the general membership at the December Mixer.

SECTION 4 Judges of Election

The President shall appoint a committee of three judges to supervise the election. One of them will be designated chair. Such judges shall have complete supervision of the election, including the auditing of the ballots. The judges shall count all ballots, and report the results of the election to the Board of Directors. In all cases where there is more than one candidate for a position, the person (s) receiving the greatest number of votes shall be elected.

ARTICLE VI-COUNCILS

SECTION 1 The Board of Directors may establish department councils, affiliates or committees/task forces in order to achieve the organization's objectives. Such groups may be discontinued when, in the opinion of the Board, their mission has been completed, or when it is deemed wise to discontinue activities in which they may be engaged. Standing Councils, Committees and Task Forces shall cover, in general sense, the regular and continuing activities of the Chamber in furthering the objectives outlined under Article II. Standing Councils, Committee and Task Forces shall be designated by title as the Board

may direct, in order to identify the primary functions of each Council, Committee or Task Force. Task Forces shall cover specific problems or projects which do not fall naturally under the Standing Council or which, in the opinion of the Board, can best be accomplished by members having special qualifications. Task Forces shall be discontinued by the Board of Directors when it has been determined they are no longer required.

SECTION 2 The Executive Committee shall outline the scope of all Council assignments and shall determine the size and personnel of all Councils. The Executive Committee may also appropriate money from the general fund, or authorize the expenditures of budgetary funds for committee and task force purposes, subject to the approval of the Board of Directors.

SECTION 3 Council, Committee and Task Force Chairmen shall advise their members of the goals and objectives of their respective Councils, Committees and Task Forces and call timely meetings to accomplish said goals and objectives.

SECTION 4 Councils shall be empowered to make investigations and conduct hearings within the limits of their job descriptions.

SECTION 5 All Council, Committee and Task Force reports shall be made by their respective chairman to the Board of Directors, and no part of a Council or Task Force report shall be disclosed to the press or public except on authority of the Executive Committee or Board of Directors. Councils, Committees and Task Forces shall make recommendations to the Board of Directors for action based on their findings.

ARTICLE VII-MEETINGS

SECTION 1 The annual report to the membership meeting of the organization shall be held during December of each year with the location, format and time to be designated by the Board of Directors with ten (10) days notice being given to the membership.

SECTION 2 Meetings of the general membership shall be held at such other times as the Chairman of the Board or Board of Directors may determine, and five (5) percent of all regular members shall constitute a quorum for the purpose of conducting business.

SECTION 3 Deliberations of this organization, both when meeting as a body and during meetings of the Board of Directors, shall be governed by parliamentary procedure as defined by the current issue of Robert's Rules of Order

ARTICLE VIII-INITIATIVE AND REFERENDUM

SECTION 1 A petition of twenty percent (20%) of the active membership, or more, shall require the Board of Directors to submit to a referendum vote on the questions stated in the petition.

SECTION 2 The referendum submitted to the membership shall be returnable within a period of five (5) days from date of mailing.

SECTION 3 The phraseology of all referenda, and of the explanatory statements accompanying the same, shall be approved by a majority of the Board of Directors before being made.

SECTION 4 Within five (5) days after the final day set for the vote on the referendum, the Chief Executive Officer shall notify the Board of the result of the vote, and shall release thereafter a statement concerning the vote to the membership.

ARTICLE IX-FISCAL YEAR

The fiscal year of the organization shall run from January 1 to December 31 of each year.

ARTICLE X-FUNDS AND PROPERTY

SECTION 1 The Board of Directors shall have the power to purchase, hold, sell, mortgage, or exchange real estate or personal property, as required for the conduct of the affairs of the organization.

SECTION 2 The Board of Directors shall have the power to authorize the solicitations of funds, to incur debt, to borrow money, and to pledge the credit of this organization in order to expedite or finance activities designed to carry out the purpose of the organization.

SECTION 3 The Board of Directors shall prescribe a procedure for the receiving and disbursing of all funds due or entrusted to the organization, and shall determine the amount of the surety bonds to be required of the Treasurer and Executive Director of this organization.

SECTION 4 As directed and approved by the Board of Directors, the organization shall use its funds only to accomplish the objectives and purposes specified in the Bylaws. Upon dissolution, any remaining funds 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.

ARTICLE XI-PROGRAMS AND BUDGET

SECTION 1 The Board of Directors shall approve an action program for the year starting on the first day of January. This program shall include a tentative budget estimating cost to the organization carrying into effect the various proposals in the program.

SECTION 2 In the event that the annual income from dues proves insufficient to finance the program adopted, it shall be the duty of the Executive Committee to devise ways and means of providing sufficient funding, and submit to the Board of Directors for final approval.

SECTION 3 At the end of each fiscal year, an audit will be performed by a reliable accounting firm and the Board of Directors shall publish a detailed accounting of all funds collected and expended by the organization for the year just passed.

SECTION 4 A newspaper, published regularly; will be furnished to each member and regular member as a part of the services rendered for the investment received. The newspaper will cover all phases of the organization's authorized activities. The annual subscription price is thirty-six dollars (\$36), which is paid for as part of the annual membership investment.

ARTICLE XII-AMENDMENTS

The Bylaws may be revised or amended by a simple majority of a quorum of the Board of Directors present at any regular or special meeting, provided written notice of the proposed amendment or revision is given at least thirty (30) days in advance of said meeting.

ARTICLE XIII-INDemnIFICATION

The Corporation agrees, acting at the direction of the Board of Directors, to provide insurance to indemnify the officers, directors, employees and other agents from liability for claims which are made against them for action taken in the course of their activities as an officer, director, or employee or other agent.

Dayton Area Chamber of Commerce