

THE FLAMING GORGE CHAMBER OF COMMERCE

BY-LAWS AS

AMENDED May 10, 2010

ARTICLE I: NAME

Section 1.

The name of this organization shall be: The Flaming Gorge Chamber of Commerce, hereinafter referred to as "The Chamber".

ARTICLE II: OBJECTIVES

Section 1.

The Chamber is a not-for-profit organization dedicated to:

- A) Promoting and advertising Daggett County tourism and business opportunities in the Flaming Gorge Area.
- B) Developing networks between Government, Civic and Other Community Agencies;
- C) Encouraging the traveling public to visit and spend as much time as possible in the Flaming Gorge Area.
- D) Advancing the economic well being of the area, supporting free enterprise and fostering a healthy business climate; and,
- E) Lending support to proposed legislation which can have positive effects on the area.

ARTICLE III: MEMBERSHIP

Section 1.

Any person, association, corporation, partnership or any other organization interested in supporting the objectives of the Chamber may subscribe to membership.

Section 2.

All members, having paid their dues shall be entitled to one vote per membership. Attendance is mandatory to vote. Proxy votes are not allowed and will not be counted.

Section 3.

Membership fees are due and payable annually to remain in good standing. Membership dues shall be established for the coming year at the last meeting of the current year.

Section 4.

Other levels of membership may be prescribed by the Board of Directors.

Section 5.

Memberships may be terminated by a two-thirds(2/3) vote of the Board following:

- A) A request by a member, for such action or for cause (i.e. non-payment of dues, long term inactivity, etc.)
- B) The member involved is notified in advance in writing, of the Board of Director's reasons and intentions; and,
- C) The member is given an opportunity for a hearing before the Board of Directors before the completion of termination.

ARTICLE IV: OFFICERS

Section 1.

The Board of Directors of the Chamber, hereafter referred to as "The Board", shall consist of the offices of President, Vice-President, Secretary and Treasurer and three Board Members, one for a one year term, one Board Member for a two year term, one Board Member (who is the past president) for a three year term .

- A) Nominations & Elections for President, Vice-President, Secretary, Treasurer, and vacant Board member positions will commence at the last meeting of the year. Each candidate must be an active member in good standing. Newly elected officers and Board Members will assume office at the first meeting of the following year.

Section 2.

The President shall preside over all meetings of the Chamber and the Board. He/she shall call the meeting to order at the appointed time and shall be considered an ex-officio member of all committees as he/she deems necessary for the successful conduct of Chamber business.

Section 3.

The Vice-President shall act in the absence of the President. In the absence of the President and Vice-President, the Past President of the Board shall temporarily assume the role.

Section 4.

The Secretary shall assist the Chamber Director in keeping an accurate record of all Chamber Meetings. The Secretary shall assist the Chamber Director to notify members of meetings and handle necessary correspondence. The Secretary shall also be listed on the bank accounts as the secondary signer.

Section 5.

The Treasurer shall assist the Chamber Director in collecting dues from members and all other money due the Chamber and shall handle all disbursements of monies authorized by the members at regular meetings. At the end of the year the Treasurer shall submit a written financial report to the Board. The Treasurer shall also be listed on the bank accounts as the primary signer.

Section 6.

The Board shall review or audit the Treasurer's submitted financial report at least monthly or at each scheduled meeting of the Chamber and before a new Treasurer or Chamber Director takes office.

Section 7.

Officers may be impeached by a two-thirds (2/3) majority vote of the Chamber.

ARTICLE V: CHAMBER DIRECTOR

Section 1.

The Board may employ a Chamber Director to perform a variety of administrative and marketing duties as needed to assist the Chamber.

Section 2

The Chamber Director shall work under the direct supervision of the Board.

Section 3

The Chamber Director shall work to promote tourism and business development in the Flaming Gorge Area, foster new membership, handle all general accounting, help execute events and perform other duties as assigned by the Board

ARTICLE VI: MEETINGS/QUORUMS

Section 1.

The Chamber shall meet at least quarterly during the course of a calendar year, with additional meetings as needed to facilitate Chamber activities.

Section 2.

A majority of the Board of Directors constitute a quorum for Chamber meetings.

Section 3.

The Board of Directors may call Board meetings or additional General Membership meetings as they deem necessary.

Section 4.

The Secretary or Chamber Director shall use ordinary means to notify all members, in advance, of both regular and special meetings.

ARTICLE VII: COMMITTEES

Section 1.

The President shall appoint all committees.

Section 2.

It shall be the function of the committees to investigate and make recommendations, but no standing committee shall have the power to commit the Chamber on any matter of general policy.

ARTICLE VIII: DISBURSEMENTS

Section 1.

All disbursements shall be made by check. Checks shall be signed by any officer or the Chamber Director, with two (2) signatures required per check.

Section 2.

In the interim between meetings of the Chamber, the Chamber Director shall have charge of the routine business of the Chamber. Necessary disbursements up to \$100.00 may be made if approved by two (2) officers.

ARTICLE IX: PARLIAMENTARY PROCEDURES

Section 1.

The proceedings of the Chamber shall be governed by, and conducted according to the latest edition of "Robert's Manual of Parliamentary Rules".

ARTICLE X: AMENDMENTS

Section 1.

These By-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors.

Section 2.

Approved By-laws and amendments must be dated and signed by each member of the Board.

ARTICLE XI: INDEMNIFICATION

Section 1.

Members are not individually liable for any action, inaction, or omissions by the Chamber. This does not affect individual liability for intentional torts or illegal acts.

Section 2.

The private property of the members and officers shall not be liable for debts and actions of this Chamber, but shall be wholly exempt therefrom.

ARTICLE XII: SEVERABILITY

Section 1.

A finding that any section/s of these By,Laws is/are invalid shall not affect the remainder of this document.

Approved By:

CRAIG COLLETT, President

BRIAN RAYMOND, Vice-President

MARK WILSON, Secretary

RAYNETTE SCHELL, Treasurer

TINA BENNINGTON, 3 Year

JERRY TAYLOR, 2 Year

BRIAN SMITH, 1 Year