

MOUNTAINAIR CHAMBER OF COMMERCE

By-Laws, adopted January 4, 1982,
amended April 4, 2005,
amended on August 4, 2009

By-Laws

OF

THE MOUNTAINAIR CHAMBER OF COMMERCE

ARTICLE I

Name

This organization is incorporated under the laws of the State of New Mexico and known as the Mountainair Chamber of Commerce.

ARTICLE II

Objective

The objectives of the Mountainair Chamber of Commerce are: to develop, encourage, promote and protect the commercial, professional, financial, general business and residential interests of Mountainair, and Torrance County; to extend and promote the trade and commerce, and foster, develop, and protect the industry and residential development of the Mountainair and Torrance County area.

ARTICLE III

Limitations

The Mountainair Chamber of Commerce shall be no-partisan, non-sectional, non-sectarian, and non-political and shall not engage in partisan politics, nor shall it support or oppose any candidate for elective office in any municipality or count, or in the State of New Mexico.

ARTICLE IV

Membership Eligibility

Any person, firm, association, or corporation interested in the general welfare of Mountainair and the surrounding territory shall be eligible to membership in this Chamber of Commerce.

ARTICLE V Membership Dues

It is recognized that each active member should pay dues to support this organization. The amount of dues to be paid by each member shall be fixed by the Membership. The roster of members including the amount of dues paid by each shall be open to inspection by any member in good standing. For the purpose of funding the Membership in fixing of the dues to be paid by any member there shall be four classes of membership as follows:

(1) An individual membership which may be held by any person who is not employed or proprietor of a business establishment;

(2) A club or organization membership which may be held by any service, civic, or fraternal group of persons interested in furthering the objectives of the Mountainair - Torrance County Chamber of Commerce.

(3) A commercial membership which may be held by any person who is self-employed or by any firm or corporation engaged in business within the County.

(4) Senior Citizens (over 60 years of age)

It is recommended that a minimum dues for an individual membership shall not be less than \$20.00 per year, for clubs and organizations \$25.00 per year, and that the minimum dues for each commercial membership shall be \$40.00 per year. Senior Citizens \$5.00 per year. Individual cases may be referred to the Chamber Membership.

(5) Membership will be on a calendar basis. Members paying dues from September of the proceeding year to March of the calendar year will be considered members from the date they join until the last day of the calendar year. Those paying dues between April and August will pay dues for a year and a half and be considered members from the date of joining until the end of the following year.

No dues are refundable.

ARTICLE VI
Membership - Honorary

The Membership may, at any regular meeting, by unanimous vote of the members present, admit to honorary membership any person preeminent by ability and high character deemed worthy of such distinction, and confer upon such person the privileges of the Chamber of Commerce. Honorary members shall be exempt for all fee and dues. A proposal to confer honorary membership may be made in writing to the Membership Committee by any member of the Chamber. If the Membership Committee approves such proposal, the name shall be presented in nomination to the Membership with a brief statement of the reasons thereof. Honorary memberships shall give a person or persons so classified the right to be heard on all matters before the membership, but shall not carry with it voting privileges. Any Honorary membership may be revoked by the Membership at any time.

ARTICLE VII
Membership - Election To

Application for membership shall be made to the Executive Committee and the application shall be regarded as guaranteed on the part of the applicant of his or her interest in or sympathy with the purpose of the Chamber and of his or her adherence to the By-Laws, rules and regulations.

ARTICLE VIII
Membership - Expulsion

Any member may be expelled by the Board of Directors for non-payment of dues. Any member may be expelled by two-thirds majority of Directors present and voting for conduct unbecoming a member or for activities detrimental to the interest of the Chamber.

Such member shall be given due notice of the charges against him or her and shall have the opportunity to appear before the Board of Directors in his or her defense.

ARTICLE IX
Membership - Meetings

There shall be regular monthly meetings of the membership of the Chamber of Commerce on such day and at such place designated by the Board of Directors.

Fifteen (15%) percent of the Membership shall constitute a quorum at monthly meetings. Majority rules.

ARTICLE X
Board of Directors

The government of the Mountainair Chamber of Commerce, the direction of its work, and the control of its property shall be vested in a Board of Directors to consist of not less than three (3) and no more than eight (8) members who shall be elected or appointed by membership of the Chamber of Commerce. Each Director shall serve a term of one year.

Any Director or Officer who is absent from four consecutive regularly scheduled meetings shall be notified in writing that his or her position is automatically terminated and a replacement will be obtained according to these By-Laws unless he or she is excused by the Board of Directors for good and sufficient reason.

Vacancies on the Board of Directors shall be filled by majority vote of the members present at the next meeting. The Director so selected shall serve for the balance of the term of the member replaced.

ARTICLE XI
BOARD OF DIRECTORS - Nomination - Election

The election of the members of the Board of Directors of the Chamber of Commerce shall be held annually at the regular meeting in December.

Before the November meeting the president shall appoint a nominating committee consisting of at least two persons to propose a slate of one or more persons to run for each office and a slate to run for the Board of Directors. Further nominations to the executive committee and the Board of Directors will be accepted from the floor at the December meeting. Board members will be elected by a yes or no vote. Vote shall be conducted through secret ballot by members present at the meeting.

ARTICLE XII
Board of Directors - Supervision of Election

The President shall appoint a committee of three election judges to receive the ballots and determine the validity of each, and to count the ballots. The Treasurer shall prepare for the judges of election a poll list of all members entitled to vote.

ARTICLE XIII
Quorum for Transaction of Business

Two thirds majority of the Board of Directors and the Executive Committee shall constitute a quorum for the transaction of Chamber business.

ARTICLE XIV
Officers

At the first regular meeting in January of each year, or as soon thereafter as possible, the Board of Directors and Executive members shall be installed.

ARTICLE XV
Officers - Duties of the President

The President shall be the chief officer of the Chamber; shall preside at meetings of the Board of Directors; shall have general supervision of the business and affairs of the corporation; shall assist in formulating and promoting the general program of the Chamber; shall appoint all committees subject to approval by the Board; shall sign all contracts and obligations of the corporation; shall preside at all meetings of the members of the Chamber; the President shall be a member of, and chairman of the Executive Committee and a member ex-officio of all committees of the Chamber.

ARTICLE XVI
Officers - Duties of Vice President

The elected Vice President may be delegated by the President to perform the Precedents duties in the event of his or her temporary absence from meetings.

ARTICLE XVII
Officers - Duties of the Treasurer

The treasurer, under the direction of the Board of Directors, shall generally supervise the finance of the Chamber.

The treasurer shall act as the chairman of the Finance Committee and be one of the signatories of disbursements.

The secretary shall notify members of meetings and record minutes of all meetings.

ARTICLE XVIII
Committees - Appointment - Function - Authority

The Board of Directors shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these By-Laws. The chairmen of all committees shall be selected from the membership of the Chamber.

It shall be the function of committees to make investigations, conduct hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. They shall examine and report on such subjects as may be referred to them by the Chamber and they may originate and report to the Board such views as they may deem proper for its considerations.

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber of Commerce on a question of policy of the Board of Directors or of the membership.

Special committees shall be discharged by the President when their work has been completed and their reports are accepted, or when in the opinion of the Board of Directors, it is wise to discontinue the committees.

ARTICLE XIX
Committee - Executive

The Executive Committee shall be composed of the President, one or two Vice Presidents, Treasurer and Secretary, and shall have power to make decisions in matters of an emergency nature. The actions of the Executive Committee shall be reported immediately to the Board of Directors for their approval.

ARTICLE XX
Committee - Finance and Budget

A Finance Committee, composed of the Treasurer, as chairman, and not to exceed two other members of the Board of Directors, shall be appointed by the President. The Committee shall, from time to time, advise the Board of Directors with respect to the financial position and financial policies of the Chamber and shall suggest ways and means of conserving and increasing the membership and revenues of the corporation.

Prior to the end of the fiscal year, the finance committee shall compile a budget of estimated expenses for the ensuing year, including a stated amount for each committee, and submit it to the Board of Directors. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without consent of the Board of Directors.

The Committee shall cause the books and accounts of the Treasurer to be examined and audited at the close of the year's business and shall report the findings to the Chamber at its annual meeting.

ARTICLE XXI Referenda

When the Board deems any subject of sufficient importance, it may by vote of a majority of the Board submit the same to referendum by letter ballot; or on petition signed by twenty members, after reference to and consideration by the proper committee, provided the subject is germane to the purpose for which the Chamber exists, it shall submit such subject to referendum by letter ballot. A majority of the votes cast shall control. Votes shall be cast within ten (10) days. The election judges shall open and count all votes and report the results of the referendum to the Executive Committee or Board of Directors.

ARTICLE XXII Disbursements

No disbursements of funds of the Chamber shall be made unless the same shall have been authorized, approved and ordered by the Board of Directors. All disbursements, other than petty cash, shall be made by check signed by any two of the following; the President, the Treasurer and/or Manager of the Chamber of Commerce.

ARTICLE XXIII Fiscal Year

The fiscal year shall be from July First to June Thirtieth.

ARTICLE XXIV Parliamentary Procedure

The proceedings of the Chamber meeting shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

ARTICLE XXV
Amendments

These By-Laws may be repealed, or amended, or new By-Laws may be adopted by the vote or written consent of a majority of the general membership of this corporation entitled to vote, or a majority of a quorum of the membership at a meeting for said purpose according to these By-Laws.