

# **MOUNTAINAIR CHAMBER OF COMMERCE**

## **By-Laws adopted January 4, 1982**

Amended April 4, 2005, August 4, 2009, March 1, 2011, and April 2, 2013

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### **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: Objectives**

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; to extend and promote trade and commerce; and to foster, develop, and protect the commercial and residential development of the Mountainair area.

### **ARTICLE III: Limitations**

The Mountainair Chamber of Commerce shall be non-partisan, non-sectarian, and non-political and shall neither engage in partisan politics nor shall it support nor oppose any candidate for elective office anywhere in the State of New Mexico or the Federal Government.

### **ARTICLE IV: Membership eligibility**

Any individual, business, firm, association, or corporation interested in the general welfare of Mountainair and the surrounding area shall be eligible for membership.

### **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. There shall be four classes of membership as follows.

1. An **individual membership**, which may be held by any person who is not a proprietor of a business establishment;
2. A **club or organization membership**, which may be held by any service, civic, non-profit, or fraternal group of persons interested in furthering the objectives of the Mountainair 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;
4. A **senior membership**, which may be held by any citizen over 60 years of age who does not fall into any of the first three categories.

Membership will be on a calendar year basis. Dues for continuing members are due in January and will be paid for the entire year. Dues will be prorated for new members joining after January.

Dues are non-refundable.

### **ARTICLE VI: Membership**

Applications for membership with the correct fees are accepted at any time throughout the year. Once received by the Chamber, membership is granted and each Member is responsible for adhering to these By-Laws, which are the governing rules of the Chamber.

**ARTICLE VII: Membership – Honorary**

A proposal to recommend someone for honorary membership may be made by any member in good standing at any Chamber meeting. By unanimous vote, the Membership present at the meeting at which the recommendation is made may assign honorary membership to any person who is deemed worthy of such distinction. Honorary members shall be exempt from all fees and dues. Honorary membership may be revoked at any time by majority vote of the general membership present at the time of the vote.

**ARTICLE VIII: Membership – Termination**

Membership may be terminated for the following reasons:

- **Non-payment of dues for three months.** This process is automatic and does not require voting by Board members or the general membership. Whenever possible, the member will be notified of the non-payment and will be given an opportunity to cure non-payment prior to removal from membership.
- **Conduct or activities that have been deemed by the Board to be detrimental to the interest of the Chamber.** A member who is removed for cause shall be removed only upon a two-thirds majority vote of the Board of Directors. The member in question shall be provided the opportunity to appear before the Board of Directors to discuss the circumstances of the conduct in question prior to the Board's decision.

**ARTICLE IX: Membership – Meetings**

There shall be regular monthly membership meetings on the first Tuesday of each month at the time and location designated by the Board of Directors. In the event the regular meeting day falls on a holiday or the Board determines that a change in meeting day is necessary, notice of an alternate day and time shall be communicated to the membership no fewer than ten (10) days prior to the proposed change.

Two (2) Directors shall constitute a quorum at monthly meetings. Any vote or motion considered by the Board or by the membership, as the case may be, shall be decided by a majority vote of those present at the time of the vote unless otherwise provided in these By-Laws.

**ARTICLE X: Board of Directors**

The governance 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, also known as the Executive Committee or the Officers of the Board. That Board to consist of not fewer than three (3) and no more than eight (8) members who shall be elected or appointed by the membership of the Chamber of Commerce.

Board positions include: President, one or more Vice-Presidents, Reporting Secretary and Corresponding Secretary, Treasurer, and one or more Member(s) at Large.

Each Director shall serve a term of one year, and may be re-nominated and re-elected for a maximum of three (3) successive terms. Board members shall be encouraged to serve for more than one term to ensure continuity of leadership.

Any Director who is absent from four (4) consecutive, regularly scheduled meetings, may, at the discretion of the remaining Directors, be notified that his or her tenure on the Board is terminated, in which case a replacement will be selected according to these By-Laws at the next regularly scheduled meeting. Prior to termination, the President will meet with the Director to evaluate the reasons for absence and to evaluate the efficacy of that person's remaining in the role of a Chamber Director.

Vacancies on the Board of Directors shall be filled by majority vote of the members present at the meeting following the notice of the vacancy. The new Director shall serve for the balance of the term of the Director replaced.

#### **ARTICLE XI: Nomination and Election of Officers**

The election of the Officers and members of the Board of Directors shall be held annually at the regularly scheduled 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 members to run for the Board of Directors. Further nominations to the Board of Directors will be accepted from the floor at the December meeting. Board members will be elected by a majority vote of the members present in the event there are fewer than three nominees for a vacancy, and by a plurality in the event of three or more nominees.

#### **ARTICLE XII: Quorum for Transaction of Business**

At a minimum, two (2) Directors shall constitute a quorum for the transaction of Chamber business at regularly scheduled meetings.

In the absence of a regularly scheduled meeting and for emergency decisions or disbursements, the Board of Directors may convene in person, by phone, or by electronic mail and discuss any matter. If a decision is necessary, a majority vote of the Board of Directors will determine the outcome. This decision shall be communicated to the Membership at the next regularly scheduled meeting.

#### **ARTICLE XIII: Installation of Officers**

The Board of Directors shall be installed at the first regular meeting in January of each year, or as soon thereafter as possible.

#### **ARTICLE XIV: Duties of the President**

The President shall:

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

**ARTICLE XV: Officers – Duties of the Vice Presidents**

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

The Vice President shall be responsible for coordinating marketing activities and developing short and long-term plans for the Chamber, and for communicating and presenting those activities and plans to the Membership.

**ARTICLE XVII: Officers – Duties of the Treasurer**

The Treasurer, under direction of the Board President, shall generally supervise and report on the finances of the Chamber. The Treasurer shall be responsible for ensuring that tax and regulatory obligations of the Chamber are addressed.

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

**ARTICLE XVII: Duties of the Secretaries**

The Corresponding Secretary shall notify members of meetings, coordinate all written correspondence from the Chamber, and respond to requests for information from the public.

The Recording Secretary shall record and maintain minutes of all meetings.

In the event of a temporary absence or vacancy in one of the secretarial positions, the remaining Secretary shall fill the duties of the absent or vacant position.

**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 chairpersons of all committees shall be selected from the membership of the Chamber.

It shall be the function of committees to conduct research and make recommendations to the Board of Directors and/or to the membership and to carry on such activities as may be delegated to them by the Board.

No committee shall publicly communicate any formal action, resolution, or activity on behalf of the Chamber without the express authority of the Board of Directors, which authority shall be recorded.

Standing and special committees shall be appointed by the President as needed, and may 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 appropriate to discontinue the committees.

**ARTICLE XIX: Executive Committee**

The Board of Directors, or its designees, shall perform the Executive functions of the Chamber of Commerce.

**ARTICLE XX: Finance Committee**

The Finance Committee shall be composed of the Treasurer as Chairman. The President may appoint other persons from the membership to serve on the Finance Committee. The committee shall 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 Chamber.

Prior to the end of the fiscal year, the Finance Committee shall compile a budget of estimated expenses for the ensuing year and submit it to the Membership for approval.

At the close of the fiscal year, an audit shall be conducted and the results shall be communicated to the Membership at an upcoming meeting.

**ARTICLE XXI: Expenses and Disbursements.**

No disbursements of Chamber funds shall be made without authorization by and approval of the President or, in the President's absence, the Vice President. All non-emergency discretionary disbursements in excess of \$100.00 shall be presented to the general membership for approval at a regularly scheduled meeting. Emergency disbursements may be approved by a majority vote of the Board of Directors. All disbursements other than petty cash shall be made by check signed by either the President or Treasurer.

**ARTICLE XXII: Fiscal Year**

The fiscal year shall be from July first (1<sup>st</sup>) to June thirtieth (30<sup>th</sup>).

**ARTICLE XXIII: 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 XXIV: Amendments**

These By-Laws may be repealed or amended, or new By-Laws may be adopted, by the vote of a majority of the general membership (members in good standing only) at any regularly scheduled meeting.