

BYLAWS
OF THE
SPANISH PEAKS CHAMBER OF COMMERCE

ADOPTED MARCH 10, 2004

REVISED November 16, 2020

BY-LAWS OF SPANISH PEAKS CHAMBER OF COMMERCE,
A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be Spanish Peaks Chamber of Commerce.
2. The organization may, at its pleasure by a vote of the membership body, change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

The corporation is organized for the general advancement of civic participation, economic development and educational support for the communities of La Veta, Walsenburg, Cuchara, and the rest of Huerfano County, Colorado, and all lawful purposes for which non-profit corporations may be incorporated pursuant to the Colorado Non-Profit Corporation Act.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all who support the purposes as stated in Article II and who pay their annual dues.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on a day in December to be determined by the Board of Directors each and every year.

The Secretary shall cause every member in good standing to be notified at his address as it appears in the records of this organization telling the time and place of such annual meeting not less than two weeks prior to the scheduled meeting.

Regular meetings of this organization shall be held at a time and place to be determined by the Board of Directors.

The presence of not less than ten percent of the members shall constitute a quorum

and shall be necessary to conduct the business of this organization.

The president may call special meetings of this organization when that individual deems it for the best interest of the organization. Notices of such meetings shall be emailed to all current members at least 48 hours before the scheduled date set for such special meeting. Such notice shall state the reason the meeting has been called, the business to be transacted and the name of the person calling such meeting.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At all votes by ballot the chairman of such meeting may, prior to the commencement of balloting, appoint a committee of three, who shall act as "Nominating Committee" and who shall, at the conclusion of such balloting, report the results to the membership. The results and the copy shall be signed by all members of the committee and made public to all current members by email, fax, or mail.

No member of the nominating committee shall nominate themselves for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

Agenda shall be set by the Board of Directors.

ARTICLE VII BOARD OF DIRECTORS

A Board of Directors of three to eight members and four officers, not to exceed 12 members including the Officers shall manage the business of this organization. At least one director/officer shall be a resident of La Veta, Colorado and one director/officer shall be a resident of Cuchara, Colorado.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Directors shall be elected to a term of one year. The Board of Directors shall have the control and management of the affairs and business of this organization.

Fifty one percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly.

Each director shall have one vote and such voting may not be done by proxy. Votes can be done through electronic communication.

The Board of Directors may make such rules and regulations covering its meetings as it may at its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

A director may be removed when sufficient cause exists for such removal.

ARTICLE VIII OFFICERS

The officers of the organization consist of President, Vice President, Secretary and Treasurer. Each shall be elected for a term of one year. The duties of the officers shall be determined by the Board of Directors.

Duties of the President:

The President shall preside at all membership meetings; shall by virtue of his office be Chairman of the Board of Directors; shall appoint all committees, temporary or permanent; shall see all books, reports and certificates required by law are properly kept or filed; shall be one of the officers who may sign checks or drafts of the organization; and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Duties of the Vice President:

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president; shall be one of the officers who may sign the checks or drafts of the organization; and other such duties as assigned by the Board of Directors.

Duties of the Secretary:

The Secretary shall keep the minutes and records of the organization in appropriate books; file any certificate required by any statute, federal or state; shall give and serve all notices to members of this organization; shall be the official custodian of the records of this organization; shall be one of the officers that may be required to sign the checks and drafts; shall present to the membership at meetings any communication addressed to him as Secretary of the organization; shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization; and shall attend to all correspondence of the organization and I exercise all duties incident to the office of Secretary.

Duties of the Treasurer:

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization

Officers shall by virtue of their office be members of the Board of Directors.

An internal review of the books shall be performed at the end of the year by a committee appointed by the Board of Directors excluding the Treasurer.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors. Their term of office shall be for a period of one year or less as determined by the action of the Board of Directors.

The permanent committees shall be: Membership, Nominating, and Budget and Finance

ARTICLE XI DUES

Shall be determined annually by the Board of Directors.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty one percent of the membership attending the meeting.

ARTICLE XIII INDEMNIFICATION

The Spanish Peaks Chamber of Commerce (SPCC) shall indemnify any director, officer, or employee, or former director, officer or employee of the SPCC or any person who may have served at its request as a director, officer, or employee of another corporation, whether for profit or not for profit, against liability incurred by that person in the performance of his or her duties. This indemnification shall apply to any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding arising out of their service to the SPCC or to another organization at the SPCC's request. The SPCC may maintain insurance to protect itself, any director, officer, or employee against any such liability, cost or expense incurred in connection with any such suit, action, or proceeding. The SPCC shall have the right to approve any settlements or legal expenses incurred in connection with any such suit, action or proceeding. This indemnification shall be to the fullest extent now or hereafter permitted by the Colorado Nonprofit Corporation Act or other law. The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Directors, in a contract or in its Articles of Incorporation.