

Virginia City

Chamber of
Commerce

Of

Storey County, Inc

By-laws

Virginia City Chamber of Commerce
Storey County Nevada
P.O. Box 464
Virginia City, NE ADA 89440
By-Laws
1/09/2002
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MISSION STATEMENT

Promote the business community of Virginia City and Storey County. Creating a better understanding and appreciation of the importance of the person in business and a concern for that person's problems.

ARTICLE I – GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Nevada and shall be known as the Virginia City Chamber of Commerce of Storey County Nevada, Inc., hereinafter called the "Chamber".

Section 2. Purpose

The purpose of these bylaws is to establish a means of governing the Chamber to establish and provide a means of carrying out the purpose contained in the Articles of Incorporation.

Section 3. Objectives

The Chamber is organized to advance the general welfare and prosperity of Storey County and desires to achieve the following objectives:

- A. Creating a more intelligent business and public opinion on local, county, state and national legislative and political affairs which have an effect on local merchants and business people; and,
- B. Preventing controversies which are detrimental to expansion and growth of business and the community, and resolving such problems when they arise; and,
- C. Encouraging more personal participation and investment in the Chamber on behalf of the interests of competitive businesses.

All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civil, commercial, cultural, historic, industrial and educational interests of the area.

Section 4. Limitation of Methods

The Chamber shall observe all local, state and federal laws, which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code. It shall be non-profit, non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for public office in city, town, state or nation, nor shall any meetings of a

partisan, sectional or sectarian nature be held within the premises occupied by, or under control of the Chamber.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility

Any person, firm association, corporation, partnership or estate having an interest in the objectives of this organization may apply for membership. The Chamber Board of Directors, hereinafter called the “Board”, through the numerous committees and activities of the Chamber, shall actively invite and attract business people to participate in the Chamber.

Section 2. Application for Membership

Application for membership shall be made in writing to the Board, and the application shall be regarded as an expression of interest on the part of the applicant in the Chamber, and as evidence of their willingness to adhere, if elected, to its bylaws, rules and regulations. Election to membership shall become effective upon payment of stipulated dues.

Section 3. Classification

There shall be two classes of membership

A. Active – This class shall include those persons, firms, corporations, associations, partnerships, or estates that pay dues for that class as prescribed by the Board. All voting rights shall be vested in this class and each active member shall have one vote for each paid membership.

Any active member shall be entitled to hold office, to avail themselves of all services and facilities of the Chamber, to serve on any standing or special committee, to attend all regular or special meetings and to have the privileges of the floor at such meeting, to participate in any activity of the Chamber and to display the emblem of the Chamber.

B. Honorary – Honorary membership may be conferred by the Board of Directors at a regular meeting based upon an individual’s distinction in public affairs and recognition of notable service. Honorary members shall have all the privileges of active members except the right to vote and hold office. This honor will, however, not preclude the honored from maintaining a separate voting membership. The Board shall confer or revoke honorary membership by a majority vote and shall review all honorary memberships on an annual basis at the March meeting.

Section 4. Membership Fees

Membership fees shall be at the rate prescribed by the Board and shall be payable annually. Membership fees may be changed by a majority vote of the Board at a general meeting, after a five (5) day notification of such a meeting.

Section 5. Termination & Removal

A. Resignations. Any member may resign from the Chamber upon written notification to the Board.

B. Nonpayment of Membership Fee. Memberships may be terminated by the Board for non-payment of the prescribed membership fee after thirty (30) days from the due date, unless otherwise extended for good cause.

C. Removal. A member of the Board who shall be absent from two (2) consecutive regular Board of Directors meetings shall automatically be dropped from the membership on the Board unless confined by illness or other absence approved by a majority of those voting at any Board of Directors meeting.

D. Misconduct. Any member may be expelled by a two-thirds vote of the entire Board, at a regularly scheduled meeting for conduct unbecoming a member or for actions prejudicial to the objectives of the Chamber. Written notice of the intended expulsion must be mailed to the member at least ten (10) days prior to the Board consideration of the matter. At that meeting the member will be afforded the opportunity for a hearing.

Section 6. Voting & Exercise of Privileges

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote for each paid membership. The member or a designated representative of the organization must be present to vote. Representatives must be designated in writing. Proxy votes will NOT be allowed.

Members must be in good standing thirty (30) days prior to the General election meeting.

ARTICLE III – MEETINGS

Section 1. Annual Meetings

The general membership of the Chamber shall meet at least twice annually in October and November. The October meeting will be used to approve a list of nominees for election to the Board of Directors. The November meeting will be used to elect Board members and conduct other appropriate business of the general membership. The times and places shall be fixed by the Board of Directors and notice thereof delivered to EACH member at least five (5) business days before said meetings.

Section 2. Regular Board Meetings

Regular Board meetings shall be held each month. Notice of meetings and the proposed agenda shall be delivered to each Board member at least (5) working days prior to such meeting.

Section 3. Additional Meetings

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of members who represent over twenty-five (25) percent of the total available votes, in good standing, of the Chamber. Notice of special meetings shall be delivered to each member at least five (5) working days prior to such a meeting.

Board members may be called by the President or by a majority of the Board of Directors. Notice of special meetings (including the purpose of the meeting) shall be in writing and delivered to each Director at least three (3) days prior to said meeting.

Committee meetings may be called at any time by the President or by the Committee Chairperson.

Section 4. Quorums

Any duly called General or special meeting of the Chamber, members who represent over ten (10) percent of the total available votes, in good standing, shall constitute a quorum. All members in good standing may vote. At all meetings of the Board fifty (50) percent of the sitting Directors shall constitute a quorum.

Section 5. Notices, Agenda, Minutes

An advance agenda and minutes must be prepared for all meetings. See Article III, Sections 1, 2, & 3 for requirements of notification.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall be comprised of no more than one Board member per Chamber membership. It shall be composed of not less than seven (7) or more than nine (9) members. One half of the Board shall be elected annually to serve for two (2) years, or until their successors are elected. The Past President shall serve on the Executive Board in a non-officer position for a year to serve as advice and counsel.

The Board of Directors shall be responsible for all policymaking and will control the property of the Chamber, be responsible for its finances, and direct its affairs.

Section 2. Selection and Elections of Directors

Nominations At the October General Meeting nominations will be accepted from the floor. Nominees from the floor must be present, a member in good standing, and must agree to accept the responsibility of a directorship. Nominees will be given the opportunity to speak on their behalf. The nominee may be excused by the president if information is provided to the Secretary five (5) days prior to the General Election Meeting as to why they are unable to attend, emergencies excepted.

Section 3. Seating of New Directors

All newly elected Board members shall be seated at the Annual General Meeting in November and shall be participating Directors through the end of their term.

Section 4. Attendance and Responsibilities

Board Members are expected to attend meetings, be actively involved with committees and other Chamber functions.

Section 5. Policy

The Board shall make all rules and regulations, and adopt such policies, as it may deem proper provided they do not conflict with the Certificate of Incorporation and these By-laws. A Policy and Procedures Manual shall be made and kept current and the policies shall be reviewed annually and revised when necessary.

ARTICLE V – OFFICERS

Section 1. Determination of Officers.

The Board of Directors, immediately following the Annual General Meeting in November shall reorganize for the coming year. At this meeting the Board shall elect the President, Vice-President, Secretary and Treasurer. Officers shall be elected from the members of the Board.

All officers shall take office on the day of the election and serve a term of two (2) years or until their successors assume the duties of office. No person shall serve more than one office at a time.

Section 2. Vacancies

A. Vacancy on Board of Directors

If a Board of Directors position becomes vacant, the Board of Directors will then elect a new member from the general membership to fill the vacancy on the Board of Directors.

B. Vacancy on the Executive Board

If an Executive Board position becomes vacant, that vacancy will be filled from within the Board of Directors by appointment of the Executive Board.

Section 3. Duties of Officers

A. President

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership and Board of Directors. The President shall sign with the Secretary or any other proper officer authorized by the Board of Directors contracts or other instruments, which the Board has authorized to be executed.

B. Vice President

In the absence of the President or in the event of the Presidents' inability or refusal to act, the Executive Vice-President shall perform the duties of the President, and when so acting, shall have the powers and will be subject to all of the restrictions upon the President. .

C. Secretary

The Secretary shall record the minutes of the General Meetings and of the Board of Directors meeting and provide those minutes to the administrative personnel for distribution and archiving. The Secretary shall see that all notices are duly given in accordance with the By-laws or as required by law. The administrative personnel shall be custodial of the correspondence and records. The Secretary shall perform all duties incident to that office and such other duties as may be assigned by the President or Board of Directors.

D. Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and one designated Board member. The Treasurer shall submit a monthly financial report to the Board, according to the Policy-Procedures Manual, and shall also submit an annual report at the General Election meeting in November. In the Treasurer's absence, the Treasurer will designate in writing an Executive Board member to sign in their absence, after taking office. The Treasurer shall also be responsible for the filing of any necessary corporate papers and taxes.

E. Absence of President

In the absence of the President or in the event of the Presidents' inability or refusal to act, the following order of precedence for officers will be in effect.

1. Vice-President 2. Treasurer 3. Secretary.

F. Compensation

There will be no monetary compensation for any of the above listed officers until such time as sufficient funds are available. A decision to compensate the various officers will require a majority vote of the Board.

ARTICLE VI – COMMITTEES AND DIVISIONS

Section 1. Appointment and Authority

The Executive Board shall appoint all committees and committee chairpersons. The Executive Board may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Executive Board.

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority

No such action by any member, committee, division, employee, Director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board of Directors.

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

Section 3. Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson, or in their absence, whom they designate as being familiar enough with the issue, to give testimony to or make presentations before civic and governmental agencies

Section 4. Divisions

The Board of Directors may create such committees, divisions, bureaus, departments, councils or subsidiary corporations, as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all committees, divisions, bureaus, departments, councils or subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such committees, divisions,

bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds through the Treasurer of the Chamber

No action or resolution of any kind shall be taken by committees, divisions, bureaus, departments, councils, or subsidiary corporations having a bearing upon or expressive of the Chamber unless approved by the Board of Directors.

ARTICLE VII – FINANCES

Section 1. Funds

All money paid to the Chamber shall be placed in a general operating fund or specified “special use” fund and may be designated for a specific use.

Section 2. Disbursements

The Treasurer is authorized to make disbursements on accounts and expenses. All disbursements shall be made by check with all checks signed by the Treasurer and any one designated Board member.

Section 3. Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4. Budget

A tentative budget will be submitted to the Board of Directors at the January meeting by the Budget Committee. The final budget will be submitted for approval by the Board of Directors at the February meeting.

Section 5. Annual Audit

The accounts of the Chamber shall be audited annually between December 31 and March 1 by an internal audit committee. The audit report shall be available to all Chamber members during normal hours of operation.

Section 6. Bonding

The Treasurer and such other officers and staff as the Board may designate may be covered by a fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII - DISSOLUTION

Section 1. Procedure

The Chamber shall use its funds only to accomplish the objectives and the purposes specified in these By-laws and no part of said funds or assets shall inure or be distributed to members of the Chamber. On dissolution of the Chamber any funds or assets remaining after payment of all obligations shall be distributed to one (1) or more regularly organized and qualified charitable, educational, historic, scientific or philanthropic organizations selected by the Board of Directors.

ARTICLE IX - PARLIAMENTARY

Section 1. Parliamentary Authority

The President may appoint a Parliamentarian, subject to the approval of the Board of Directors.

The current edition of Robert Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Charter or By-laws of Chamber.

Section 2. Duties of Parliamentarian

The duties of the Parliamentarian shall be as defined by the current edition of Roberts Rules of Order. The Parliamentarian shall be a member of the Executive Board.

ARTICLE X - REVISIONS

These By-laws may be amended or altered by two-thirds vote of the members at any specific meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing at least five (5) days in advance of the Board meeting they are to be acted upon and at least ten (10) days in advance of the special meeting at which they are to be acted upon.

The Proposed amendments or alterations shall be read at the next general meeting and voted on at the following general meeting, which will be noticed as a special meeting.

ADOPTED: February 1, 1989

Adopted by the Board of Directors by a unanimous vote on February 1, 1989 as amended January 25, 1989.

Approved by a majority of the members present at a legally called meeting of the general membership on March 1, 1989.

Approved as amended by the Board of Directors by a unanimous vote on March 2, 1993.

Approved by a majority of the members present at a legally called meeting of the general membership on November 2, 1993.

Amended by special meeting, February 3, 1999. jl

Approved as amended by the Board of Directors by a unanimous vote on February 3, 1999. jl

Approved as amended by the Board of Directors by a unanimous vote on November 3, 1999. jl

Approved as amended by a majority of the members present at a legally called meeting of the general membership on January 9, 2002. cgp

Approved as amended by the Board of Directors by a unanimous vote on August 18, 2006. ja