

THE WINDSOR AREA CHAMBER OF COMMERCE
AND VISITOR BUREAU, INC. BYLAWS
421 MAIN STREET WINDSOR, CO 80550
(Approved 11/22/24)

ARTICLE I – GENERAL

Section 1: The Windsor Area Chamber of Commerce and Visitor Bureau, Inc., (doing business as “The Windsor Area Chamber of Commerce and Visitor Center”) hereafter the Chamber, is incorporated under the laws of the State of Colorado.

Section 2: The Chamber is a non-profit, membership-driven, business organization dedicated to creating a climate in which business and community can succeed.

Section 3: The Chamber is a 501(c)(6) non-profit organization and therefore will not engage in any activities that will compromise our tax-exempt status.

Section 4: The Chamber shall be non-partisan and non-sectarian in its activities. This shall in no way restrict this organization from endorsing and promoting issues considered being in furtherance of its objectives.

ARTICLE II – MISSION / VISION

Section 1: Mission Statement: To grow business, build community, improve the business climate and quality of life by adding value as we advocate, educate, and support our business organizations.

Section 2: Vision: The Chamber strives to successfully market the Windsor area business community and to foster positive public recognition of business in the Windsor area.

ARTICLE III – MEMBERSHIP

Section 1 - (Eligibility): Any business, individual, association, corporation, or partnership may apply to become a member.

Section 2 - (Dues): The Chamber Board, hereafter the Board, shall set membership dues and payment schedules.

Section 3 - (Termination): (a) Any member may resign upon notice to Chamber team (b) Any member may be expelled for cause; or nonpayment of dues after 60 days by majority vote of the Board. An extension of nonpayment for good cause may be granted by a majority vote of the

Board. Members expelled for nonpayment of dues may rejoin the Chamber with full payment of dues in advance.

Section 4 - (Transfer): No member may sell, assign, transfer, or in any manner dispose of the Chamber membership without approval of the Board.

Section 5 - (Representatives): Any person, firm, association, or corporation holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber.

Section 6 - (Voting): Should the Board request a vote of the membership, each member of the Chamber in good standing — membership dues, fees, and sponsorships are current and there is no termination action under consideration — is entitled to one vote.

ARTICLES IV – COMMITTEES

Section 1 - (Formation and Membership): The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in the Bylaws. All committee Chairs and Co-Chairs are determined in the Board meeting following the assignment of the Executive Committee. This will be done via verbal interest and availability.

Board Members are required to participate on at least one committee. After three unexcused absences of regular committee meetings in a calendar year, membership on a committee is subject to review and possible termination by the committee.

Section 2 - (Authority): No committee shall take any public or formalized action on any resolution or commit the Chamber on any question of policy without prior approval of the Board, except as delegated by the Board. No committee may exceed its budgeted appropriation without prior consent of the Board.

Section 3. (Executive Committee): The Executive Committee shall be composed of five officers: the President, Vice-President, Treasurer, Secretary, and one Member at Large. The Executive Committee shall, during the intervals between meetings of the Board, exercise the functions of the Board, subject to final action by the Board. The Executive Committee shall attend to the interim work of the Board and shall perform such duties as delegated by the Board. The Executive Committee shall meet at least once a month to review and establish the agenda for the Board meeting. A majority of all the members shall constitute a quorum. In the event of a split decision, the President shall have the deciding vote. The Chief Executive Officer shall be a non-voting member of the Executive Committee. The Executive Committee shall hire, discharge, and supervise the Chief Executive Officer of the Chamber, including determining duties and compensation.

MG Recommended Changes:

The Executive Committee shall be composed of three officers: the President, the Vice-President, and the Treasurer. Any Executive Committee member may be the record of minutes for both the Executive Committee and Board meetings. The most recent former President may, if deemed appropriate, serve as an advisor but shall be a non-voting member of the Executive Committee.

The Executive Committee shall, during the intervals between meetings of the Board, exercise the functions of the Board, subject to final action by the Board. The Executive Committee shall attend to the interim work of the Board and shall perform such duties as delegated by the Board. The Executive Committee shall meet at least once a month to review and establish the agenda for the Board meeting and review financials. A majority of all the members shall constitute a quorum. In the event of a split decision, the President shall have the deciding vote. The Executive Director shall be a non-voting member of the Executive Committee. The Executive Committee shall hire, discharge, and supervise the Executive Director of the Chamber, including determining duties and compensation.

Section 4. (Financial Committee): The Finance Committee shall consist of the President, Vice President, Treasurer, and Executive Director. The Finance Committee shall advise the Board of the financial condition of the Chamber on a monthly and annual basis. The committee shall present a budget of the estimated income and expenditure to the Board for approval, in the last quarter of the fiscal year. The Treasurer shall serve as the Chair of the Finance Committee.

Section 5. (Board Governance/Development Committee): The purpose of the Board Governance/Development Committee will be to develop the leadership skills of the Board through a variety of means, which could include workshops, retreats, and training. The committee will be responsible for reviewing and revising any of the Chamber's current documents, such as Bylaws and Code of Conduct, as well as create any documents that the Board deems necessary. Once revised or drafted the committee will present to the Board for approval. The Board Member tasked with this committee will either be the Chair or Co-Chair. If they are the Co-Chair, the entire committee will need to vote on the Chair.

Section 6. (Events Committee): The purpose of the Events Committee will be to work with the Events Coordinator to create and execute approved events put on by the Chamber. Committee members will help solicit volunteers from the Chamber membership to execute successful events. The Chair of this committee will be the Events Coordinator and the Co-Chair will be a Board Member.

Section 7. (Ambassadors): The Ambassadors will represent the Chamber in a positive and welcoming manner at all social and new business events. The committee will meet monthly with the Membership Coordinator and a Board Member will serve as the Co-Chair.

Section 8. (Membership Committee): The purpose of the Membership Committee will be to work with the Membership Coordinator to cultivate membership of the Chamber. The committee will strive to ensure members are aware of their membership benefits and maximize the membership value. The Membership Committee will help with membership drives and campaigns. This committee is responsible for membership policy recommendations and an annual audit of membership prices and levels. The Chair of this committee is the Membership Coordinator and the Co-Chair will be a Board Member.

Section 10. (Nominating Committee): The Nominating Committee will work to gather talent information and future commitment to the Chamber Board from interested individuals. The Committee consists of six people: three Board Members, two chamber business partners, and the Chamber CEO (non-voting). The Board Vice President will serve as the Nominating Committee Chair, and will form the committee on an annual basis by October 1, in line with the Board Nominations and Elections Process.

ARTICLE V – FINANCIAL PROVISIONS

Section 1. (Membership Dues): All membership dues paid to the Chamber shall be placed in the Chamber's general operating fund. The Chamber, under special circumstances, will refund dues. This is at the discretion of the Chamber CEO.

Section 2. (Disbursements): All expenses (non-event related) over \$3,000, budgeted or not, must be approved by the Executive Committee. Approval can be done in person or via email/phone. Disbursements shall be by check and/or corporate card. The President, Treasurer, and the Executive Director shall serve as signatories. No signatory shall sign checks that are payable to themselves, their family members, or their personal or family member's business. All expenses related to an event over \$3,000, not budgeted, must be approved by the Executive Committee.

Section 3. (Fiscal Year): The fiscal year of the Chamber shall begin on January 1 and end on December 31.

Section 4. (Financials): The monthly financials shall be prepared by a qualified bookkeeping professional and approved by the Board. An audit may be performed at the direction of the Board.

ARTICLE VI – MEETING

Section 1. (Proceedings): The proceedings of the Chamber shall be governed by and conducted according to the most current version of Robert's Rules of Order. A quorum (defined as a majority of Board Members present) is required to hold a meeting that requires a vote on action items. Minutes will record the motion/second and outcome of the vote.

Section 2. (Board Notification): Agendas and notification of Board meetings shall be communicated to each Board Member at least three business days in advance of the meeting. In the case of an emergency meeting, this may be reduced to 24 hours. Emergency meetings may only be called by the President or in their absence, the Vice President.

Section 3. (Meetings): The regular monthly meetings of the Chamber will be held on a day of the month determined most suitable by the Board. The Board shall decide the date and time of monthly meetings at the first meeting of the year.

ARTICLE VII – OFFICERS

Section 1. (Executive Committee): The Executive Committee of the Chamber are the President, the Vice President, Secretary, Executive Director and if deemed appropriate, Past Chair.

Section 2. (Election of Executive Committee): The Board will elect and approve the Executive Committee at the last meeting of the year.

Section 3. (Duties of the Executive Committee):

President: The President shall be charged with the general supervision of the Executive Director who oversees the management of the office staff and business affairs of the organization. The President will work with the Executive Director prior to the Executive Committee meeting for items needed on the monthly Board meeting agenda and will lead the Board's meetings.

Vice President: The Vice President shall become familiar with the office of President and will lead meetings of the Chamber and the Board in the President's absence. The Vice President will serve on the Executive and Finance Committees. Should the President resign at any time before the end of the year, the Vice President will assume the role for the duration of the year.

Treasurer: The Treasurer shall be the custodian of all funds of the Chamber and shall present a monthly and an annual financial report, created by the qualified bookkeeping professional, to the Board. The Treasurer shall also serve on the Finance Committee. Subject to the approval of the Board, the President, Vice President, Treasurer, and/or the Executive Director shall sign all formal documents, i.e., deeds, contracts, or other instruments valued at more than \$5,000.

Secretary: The Secretary, along with the assistance of the Executive Director, will act as an agent for service of process, conduct the correspondence, preserve the records, documents, and communications of the Chamber, keep books of account, and maintain an accurate record of the proceedings of the Board meetings.

MG Recommended Changes:

Secretarial Duties and Records: Any of the voting Executive Committee members (President, Vice-President, or Treasurer) shall serve the role of recording the minutes. The President shall sign all approved minutes to certify their accuracy. If the President is absent, the Vice-President shall sign. If the Vice-President is also absent, the Treasurer shall sign. President will be responsible for generating any meeting agenda

Immediate Past Chair / Ex-Officio: The Board may appoint a non-voting ex-officio member of the Board, extending the individual's term for one year, as needed. If the term is not expired, the Immediate Past Chair / Ex-Officio retains their voting ability on the Board as a whole. The Immediate Past Chair / Ex-Officio role does not hold voting privileges on the Executive Committee.

(Refer to Section IV for committee information)

ARTICLE VIII – BOARD MEMBERS

Section 1. (Membership): The government of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of nine (9) voting members.

Anyone wishing to run for a Board position shall be a current Chamber member in good standing.

Section 2. (Terms): No person shall be eligible to serve more than two (2) consecutive, three (3) year terms as a Board Member.

Section 3. (Liaisons): The Windsor Town Board and/or Town Manager may appoint non-voting liaison(s) to the Chamber board for a mutually agreed upon term. The Weld RE-4 School District Superintendent may appoint a non-voting liaison to the Chamber board for a mutually agreed upon term.

Section 4. (Election of Board Members): The current Board shall receive the Nominating Committee's recommendations, review additional candidates if applicable, and make final approval of the nomination ballot.

Section 5. (Duties of the Board): The Board is tasked with providing strategic direction, legislative action via the Bylaws and Code documents, membership engagement, and fiduciary stewardship of Chamber funds and resources. Implementation of Board direction, as well as any procedures, regulations, and processes, are subject to staff discretion and the approval of the Executive Director.

Section 6. (Election of Board Officers): Officer elections shall be held at the regularly scheduled Board meeting following the general election of Board members. Elections shall be held at the next regularly scheduled Board meeting. Only Board members that have served on the board for one year can be nominated for an officer position.

Section 7. (Vacancies): Vacancies, by resignation, or otherwise, in the Board may be filled promptly by the Executive Committee. Officers of the Board shall be elected at the next regularly scheduled meeting of the Board. Any newly elected Board Member shall complete the remaining time of the vacant term.

Section 8. (Attendance and Participation): Absence for three regular meetings of the Board during a calendar year shall be construed as a resignation. Special circumstances may be considered by the Executive Committee.

MG Recommended Changes:

All board members are expected to attend board meetings, participate in a committee, and be actively engaged in the progress of the Windsor Area Chamber. Absence for three regular meetings of the Board during a calendar year shall be construed as a resignation.

Continued absence from committee meetings and failure to meet agreed-upon obligations may lead to the Executive Committee reviewing that member's continued service on the board and potential removal. Special circumstances may be considered by the Executive Committee.

Section 9. (Termination): Board Members with actions in misalignment with the Bylaws and any other applicable documents adopted by the Board may be subject to termination by a majority vote of the Board.

Section 10. (Compensation): Board Members shall receive no compensation for their services as members, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation. Nothing herein shall preclude a Board Member from serving the Corporation in any other capacity and receiving compensation for such services.

ARTICLE IX – AMENDMENTS

Proposed changes to the Bylaws shall be presented to the Board for comment via the Board Governance / Development Committee. The Bylaws may be amended or altered by a vote of two-thirds of those present and voting at any regular meeting of the Board.

ARTICLE X - DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, governmental, or philanthropic organizations to be selected by the Board as defined in IRS Section 501(c)(3).

ARTICLE XI - BOARD INDEMNIFICATION

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any or all of its Board Members or Officers against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which any are parties, by reason of having been Board Members or Officers of the Chamber. Exceptions shall be made, however, in relation to matters involving fraud or criminal misconduct in the performance of duty.

These Bylaws were amended and adopted by the Board on:

- March 2000
- June 2002
- September 2003
- November 2004
- April 2005
- May 2009
- November 2010
- November 2013
- December 2016
- February 2021
- February 2022
- July 2022
- May 2023
- June 2024
- November 2024