

BYLAWS of the THREE FORKS MONTANA CHAMBER OF COMMERCE

last amended November 2025

ARTICLE I. Name and Location

Section 1: Name.

The name of this corporation shall be THREE FORKS MONTANA CHAMBER OF COMMERCE.

Section 2: Offices.

The principal offices will be located at TBD.

Section 3: Chamber of Commerce will not take sides in political matters (nonpartisan), will not favor any specific geographic area or section (non-sectional), and will not support or oppose any religion (nonsectarian). Essentially, it aims to be neutral and inclusive in all its activities.

Section 4: Object

The Three Forks Chamber of Commerce is a Community of Businesses joined together to Promote the Strategic Economic Growth and Vitality of the Chamber Members.

ARTICLE II. Membership and Dues

Section 1: Membership.

There shall be two classes of membership.

a) Regular: Any association, partnership, corporation, estate, foundation, or other entity recognized by the Board of Directors as qualifying is eligible for membership and may subscribe for membership in the Chamber of Commerce by paying dues in accordance with a dues schedule prescribed by the Board of Directors.

b) Associate: Any individual or otherwise nondescript entity recognized by the Board of Directors as qualifying is eligible for membership and may subscribe for associate membership in the Chamber of Commerce by paying dues in accordance with a dues schedule prescribed by the Board of Directors.

Section 2: Dues.

Minimum annual dues and other dues scheduled for membership, together with scheduled dates of payment, shall be set annually by the Board of Directors. If any member fails to pay its dues within ninety (90) days after the payment due date, said membership shall be automatically terminated, unless waived by Board of Directors or Executive Committee action.

Section 3: Vote.

Each regular member shall be entitled to one (1) vote at meetings of members which may be cast either in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary and entered by him/her in the minutes of the meeting. Associations, partnerships, corporations, estates, foundations, or other entities recognized by the Board of Directors as

qualifying may file proxies with the Secretary which shall be effective for all meetings thereafter until specifically revoked by such business entity.

ARTICLE III. Meetings of Members

Section 1: Annual Meeting.

The annual meeting of the members shall be held on a date and at a time and at any location within the State of Montana designated by the Board of Directors.

Section 2: Special Meetings.

Special meetings of the members may be called on any date, and at a time and at a location within the State of Montana deemed advisable by the Chair of the Board or by the Board of Directors.

Section 3: Membership Call.

A special meeting of the members shall be called on a date and time and location within the State of Montana, specified in a written request or via email signed or responded to in the affirmative by at least five percent (5%) of all members in good standing.

Section 4: Quorum.

A quorum for the transaction of business at any meeting or special meeting shall consist of the number of board members present at the meeting, provided that the number be at least equal to a majority of the Board of Directors. . If this required number of people is not present, or even if they are, the meeting can be rescheduled by most of the people who showed up, whether they are there in person or represented by someone else. Any business that could have been done at the original meeting can be done at the rescheduled meeting, as long as there is enough people present then.

Section 5: Notice.

Notice of the time and place of the annual meeting of the members shall be emailed to each member not less than thirty (30) days before the date of said meeting.

Notice of the time and place of special meetings shall be emailed to each member not less than three (3) days before the date of such special meeting.

Notices of both special and annual meetings may be sent separately or may be included as a part of any publication of the Chamber which is mailed to all members, whether by electronic or standard postal forms.

ARTICLE IV. Board of Directors

Section 1: Numbers.

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a Board of Directors consisting of no more than ten (10) members including one (1) Executive Director, (3) Officers and six (6) Directors selected as hereinafter set forth;

provided, however, that the number of directors may be increased or decreased from time to time by amendment to these bylaws.

Section 2: Selection/Composition.

(a) Directors shall be elected at each December board meeting for three-year terms to fill vacancies of directors whose terms have expired. The Board of Directors may by a majority vote fill unexpired terms of directors which result through resignation or death.

(b) In addition to the foregoing directors, the President may appoint not more than six (6) directors to serve for a one-year term. Such appointments shall be approved for full three (3) year terms by the membership and the Directors at the December meeting, with full voting privileges.

Section 3: Representation/Term.

All directors must either be members in good standing, or officers of business entities which are members in good standing. No director shall serve for more than two (2) consecutive regular terms. If a director is elected to serve out the unexpired term of a director, such portion of a term shall not be counted as a regular term.

Section 4: Term of office.

Regular terms of directors shall commence upon the beginning of the fiscal year as established in these bylaws. If a vacancy on the Board shall occur at any time other than at the time of the annual meeting, such vacancy may be filled for the full term by a majority vote of the Board of Directors at any meeting of the directors or appointed by the President as per Section 2(b).

Section 5: Powers.

The Board of Directors shall oversee and direct the affairs of the Chamber of Commerce, shall establish policy and shall outline a program of work for the ensuing year. The duties and powers of the Board of Directors shall include, but not necessarily be limited to, the following:

- a. Election of the Officers of the Corporation;
- b. Removal at any time of any of the officers of the Corporation by a two-thirds (2/3) vote of the entire Board of Directors;
- c. With the exception of a major asset(s), the power to buy and sell such personal property as it shall consider necessary or advisable for the best interests of the corporation; and to buy such real property as it shall consider necessary or advisable; and to sell, lease, mortgage, exchange or otherwise dispose of part of the real property of said corporation;
- d. To incur such indebtedness as it shall deem necessary;
- e. To cause to be kept a record of all its meetings and acts, and of the proceedings of the members;

- f. To make and file, within the time allowed by law, the annual statement and such other reports of the corporation as may be required by law;
- g. Notwithstanding anything herein to the contrary, this Corporation shall exercise only such powers as are in furtherance of exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code and regulations issued thereunder as the same now exists, or as they may hereafter be amended from time to time. This Corporation is a non-profit corporation, and no part of the net earnings of the corporation shall ever inure to the benefit of any member or individual during the existence of the corporation, or upon its voluntary or involuntary liquidation or dissolution.

Section 6: Meetings of the Board of Directors.

The annual meeting of the Board of Directors of the corporation shall be held at the same place, and immediately preceding or following, the annual meeting of the members. In addition, there shall be at least four (4) other meetings of the Board during the fiscal year spaced approximately evenly with the date and place of each succeeding meeting to be determined at each meeting of the Board.

Section 7: Special Meetings.

Special meetings of the Board may be called by the President of the Board and in his/her absence, any two members of the Board.

Section 8: Notice of Meetings.

Notice of all meetings except the annual meeting shall be mailed at least three (3) days previous to the meeting date, and all notices of special meeting shall state the purpose thereof; provided, however, that upon the written consent of at least one-half ($\frac{1}{2}$) of the members of the Board, regular or special meetings of the Board may be held at any time or place and for any purpose or purposes upon two (2) days' notice being emailed to each director, such notice stating the time and place of such meeting, whether by electronic or standard postal forms.

Section 9: Quorum.

A quorum for the transaction of business at any regular or special meeting of the directors shall consist of a majority (>50%) of the members present. Further, a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future date.

Section 10: Selection of Directors.

The President and three directors they choose will form the nominating committee. This committee's job is to pick nominees for directors from the Chamber members and officers. They will share their choices with all the members.

At the annual meeting, anyone can suggest other nominees from the floor if the nominee agrees and has written support from at least five members in good standing. The committee should try to choose nominees that represent a wide range of the membership and Montana's businesses, agriculture, and professions. They should also consider picking nominees from different parts of the state, depending on population.

Section 11: Alternative Forms of Meetings.

If the directors need to take any action required by law or that can be done at a meeting, they can do it without actually meeting as long as all the directors who can vote agree in writing via email. Additionally, if something needs to be done quickly, they can use phone calls or other available technology as official meetings.

Section 12: Removal.

A Director or Officer may be removed with or without cause, by the affirmative vote of two-thirds of the members entitled to vote, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members stating that a purpose of the meeting is to vote on removal of the named director or officer.

Section 13: Conflicts of Interest.

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE V. Officers

Section 1: Officers.

The officers of the corporation shall consist of a President, Vice President, and a Treasurer.

Section 2: Election of Officers.

The officers to be elected by the Board of Directors shall consist of a President and Vice President. Officers shall be elected at the annual meeting of the Board of Directors. Officers shall assume their offices at the beginning of the fiscal year in the year in which they were elected and serve for two (2) years. The President shall be elected bi-annually in odd years for a term of two (2) years. The Vice President shall be elected bi-annually in even years for a term of two (2) years and both shall have full voting status as a member of the Board of Directors. The office of Treasurer shall be appointed at the discretion of the President with the approval of the Board of Directors. The Person appointed, if any, shall serve without compensation unless otherwise approved by the Board of Directors and both shall have full voting status as a member of the Board of Directors.

In no event is the President to serve for more than two full terms as President of this organization. Other officers may be elected for a longer term.

Section 3: Duties of Officers.

President: The President shall be the Chief Executive Officer and the active managing officer of the organization. He/she shall make a report at the annual meeting on the status of the organization, the progress of its work, and such other reports as may be directed by the Board.

He/she shall have general supervision of all Chamber employees and operations of the organization's headquarters.

Vice President: Each Vice President shall be responsible for one particular aspect of the organization, notably membership, government affairs, and finance. Other aspects may be added by the Board of Directors.

During the last quarter of each fiscal year, the President shall prepare a budget of anticipated revenues and expenses for all Chamber programs and operations for the coming fiscal year which shall first be reviewed and approved by the Budget Committee and then it shall be submitted and approved by the Board of Directors, no later than thirty (30) days after the commencement of that new fiscal year.

Treasurer: The Treasurer shall keep or cause to be kept books and accounts of all monies received and expended for the use of the organization and shall make such disbursements as authorized by the Board of Directors. He/she shall deposit all funds in a bank, or banks or trust companies approved by the Board and shall make a report at the annual meeting or when called on to do so by the President. His/her records shall be subject to audit at all times. At the expiration of the term of his/her office he/she shall deliver over to the Board of Directors or to the President all records, books, monies and other property assigned in whole or in part.

Executive Director: The Executive Director is a clerical professional who performs organizational tasks on the board. Some general duties and responsibilities include:

- Manage data in spreadsheets and reports
- Keep records and reports up to date
- Countersign all deeds, contracts and notes of the corporation organize
- He/She shall keep record of the minutes of the proceedings of the meetings and shall give notice as required by these By-Laws of all meetings.
- He/She shall have charge of the seal of the corporation and make such reports and custody of all books, records and papers of the Chamber, except as shall be in charge of the Treasurer, or of some other person authorized to have custody and possession thereof by a resolution of the Board.
- Handle technical issues in their area of expertise.
- Carry out clerical duties, including answering phones and preparing documents.

The Executive Director is the only paid position on the Board of Directors and therefore does not have to be a chamber member and will not have voting privileges. The Executive Director position is exempt from the bidding requirements.

The Executive Director's salary should be decided in the annual budget meeting. The Board of Directors will conduct non-public semi-annual performance reviews to determine the effectiveness of the position. Performance objectives will be defined and achievement of objectives will be evaluated during the reviews. An hourly employee not meeting these objectives may be placed on a Performance Improvement Plan.

The position can be hired by majority approval vote of the Board of Directors and their termination should be carried out the same way. He/she shall assume all responsibilities

assigned to him/her by the Board of Directors. He/she shall have general supervision to carry out the programs adopted by the Board of Directors.

ARTICLE VI. Committees

Section 1: Appointment/Term of Committees.

It shall be the duty of the incoming President, as soon as possible after his/her election, to appoint standing committees as may be necessary for the next year, such committees being subject to the approval of the Board of Directors.

Committees are to be appointed before February 1 of each year, to take over the function of their duties from February 1 to December 31 of each year.

Section 2: Definition of Committees.

Standing Committees: A chairperson shall be voted upon at the January meeting. The committee is expected to submit a report at the annual meeting in February. The chairperson will be given a budget at the February meeting to which they must adhere. The committee will not operate outside the limits given by the Board of Directors in any way or incur debts greater than \$500 unless given authority to do so by the Board. The committee chairperson shall have 90 days to close the books for a given event/fundraiser/activity.

- a. Marketing and Promotion Committee
- b. Ambassadors Committee
- c. Special Events Committee
- d. Farmer's Market Committee

Other Non-Standing Committees: A committee for each of the following shall be appointed. The President shall appoint the chairperson. The chairperson shall organize his/her committee from the membership.

- a. **Finance Committee:** Appointed in January, the Finance Committee shall prepare a budget for preliminary approval at the December meeting and make changes and adjustments as the membership determines at the December meeting and have a final budget prepared for final approval at the January meeting.
- b. **Auditing Committee:** Appointed in January, the Auditing Committee will review the financial books and the standing bylaws of the Chamber after the end of the Fiscal Year and present their report and recommendations at the February meeting.
- c. **Nominating Committee:** Appointed in January, it shall be the duties of the nominating committee to nominate one candidate for the offices to be elected at the December meeting. Before the election at the meeting in December, additional nominations from the floor shall be permitted. See Section 10 for additional details.

Other Committees: Such other committees, standing or special, shall be appointed by the President as the Chamber of Commerce shall from time to time deem necessary to carry on the work of the Chamber. The President shall be ex officio member of all committees except the Nominating Committee.

ARTICLE VII. Fiscal Year and Financial Structure

Section 1: Fiscal Year.

The fiscal year of the corporation shall be January 1 through December 31.

Section 2: Financial Structure

Disbursements: No disbursement of funds of the Chamber shall be made unless the same shall be approved, authorized and ordered by the Board. All disbursements shall be made by check or EFT as approved and be signed by any two of the following: President, Vice-President, Treasurer or Executive Director sitting on the Board of Directors.

Purchase & Bid Requirements: No expenditure for major purchases exceeding Three Hundred Dollars (\$300.00) shall be made without Bids being requested. Bid requests must be in writing and may be requested by newspaper ads, direct mail, or any other means that allows interested parties to tender a bid. If there are bids from members as well as non-members, the Board of Directors can allow a member bid that meets all the necessary requirements of the bid to have a 10% bidding edge on expenditures up to Five Hundred Dollars (\$500.00) over non-members.

ARTICLE IX: Parliamentary Procedure

The rules contained in the current edition of *Martha's Rules of Order* (as adapted and attached herein called 'Simplified Rules of Order') shall govern the Chamber of Commerce in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chamber may adopt.

The Chamber will provide a copy of the 'Simplified Rules of Order' as adopted by the Chamber as part of the agenda prior to meetings. A copy shall always be included in the bylaws as well.

ARTICLE X: Amendments

Section 1: Amendments.

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors at any time. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

ARTICLE XI. Indemnification

Section 1: Indemnification.

The Corporation shall indemnify any person or entity to the extent required by law and may otherwise indemnify any person or entity to the extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed this instrument as evidence of the adoption of the aforesaid bylaws of this Corporation.

Attest: _____ Leann R Bryant, President

Attest: _____ Jill Peterson, Vice President

Date: January 1, 2025