

**BY LAWS  
OF  
PLATTE COUNTY CHAMBER OF COMMERCE  
A Wyoming non-profit Organization**

**ARTICLE I – NAME**

**Section 1.1**

The name of the organization shall be the Platte County Chamber of Commerce (Chamber).

**ARTICLE II – PRINCIPLE OFFICE**

**Section 2.1**

The office of the Platte County Chamber of Commerce shall be located at 65 16<sup>th</sup> Street, Wheatland, WY 82201.

**ARTICLE III – PURPOSE**

**Section 3.1**

The Platte County Chamber of Commerce is organized for the purpose of promoting, supporting, and being advocates of businesses in Platte County.

**ARTICLE IV – LIMITATION OF METHODS**

**Section 4.1**

The Chamber shall be nonpartisan and nonsectarian, and take no part in or lend its influence or facilities either directly or indirectly to the nomination, election or appointment of any candidates for the office in City, County, State or National politics.

**ARTICLE V – MEMBERSHIP**

**Section 5.1**

**Eligibility.** Any individual, association, corporation, partnership or estate may apply for membership into the Chamber.

**Section 5.2**

**Application.** Applications for membership are made in writing to the Chamber. The application shall be regarded as a guarantee on the part of the applicant of his interest in the purpose of the Chamber, and of his adherence, to its Bylaws and policies and procedures. Upon payment of dues, the applicant will be considered a Member in good standing of the Chamber.

### **Section 5.3**

**Investments.** Membership investments shall be at such a rate or rates, schedule or formula as may from time to time be determined by the Board of Directors, payable in advance.

### **Section 5.4**

**Representation.** Any person, association, corporation or partnership, upon becoming a member of the Chamber, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matter concerning the Chamber.

### **Section 5.5**

**Termination of Membership.** Members may be removed from membership by the Executive Director for non-payment of annual investment if payment has not been received within 120 days of initial invoice, unless alternate payment schedule has been previously established. Any membership may be terminated by a majority vote of the Board of Directors at a regularly scheduled meeting, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. If the Board of Directors, by a  $\frac{3}{4}$  vote, determines that termination is warranted, the terminated membership shall be given 15 days notice of the intended termination by first class mail, postage prepaid, addressed to the Members at his last address shown on the records of the Chamber. The notice shall state the reason for termination and also state that the Member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the Chamber office not less than five (5) days before the effective date of termination. The Board of Directors shall consider the Member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the Members.

## **ARTICLE VI – MEETINGS OF MEMBERS**

### **Section 6.1**

**Place of Meetings.** Meetings of the general membership shall be held at any place designated by the Board of Directors.

### **Section 6.2**

**Annual Meeting.** The annual, regular membership meeting of the Chamber shall be held during the fiscal year; the date and hour shall be designated by the Board of Directors.

### **Section 6.3**

**Special Meetings.** Special meetings of the membership may be called by the Board of Directors, the Chairman of the Board, or by five (5) percent or more of the Members, by written request (except when called by the Board of Directors) delivered in person or mailed by first class mail, addressed to the Chairman, Vice-Chairman, or the Executive Director at the Chamber office. The request shall specify the time desired for the meeting, not less than 35 or more than 90 days after receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting.

### **Section 6.4**

**Notice of Meetings.** All notices of meetings of the membership shall be mailed no less than 20 or more than 90 days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and (a) in case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the membership

Notice shall be given by delivery in person or by mail addressed to the Member at the address of the Member appearing on the books of the Chamber or given by the Member to the Chamber for the purpose of the notice. If there is not any such address, the notice shall be held for the Member in the Chamber office.

### **Section 6.5**

**Quorum.** At all membership meetings, twenty percent of the members in good standing represented in person or by proxy shall constitute a quorum. Members are in good standing provided their membership investment is paid in full at least 48 hours prior to the meeting.

### **Section 6.6**

**Voting.** Each member shall have one vote on each matter submitted to a vote of the Members, and for each directorship to be filled at an election.

### **Section 6.7**

**Inspectors of Election.** Before any meeting of the membership at which an election shall take place, the Chairman of the Board, with the approval of the Board of Directors, shall appoint three (3) Members, other than the nominees for office, to act as inspectors at the meeting or an adjournment of the meeting. The Inspectors shall (a.) determine the existence of a quorum, (b.) receive votes and/or ballots, (c.) hear and determine all challenges and questions arising in connection with the right to vote, (d.) count and tabulate all votes, (e.) determine the results, and (f.) do any other acts that may be proper to conduct the election or vote in fairness to all members.

## Section 6.8

**Action by Written Ballot.** Any action that may be taken at any annual regular meeting or special meeting of the membership may be taken without a meeting and without notice, if a written ballot is distributed to every Member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall (a.) set forth the proposed action, (b.) provide an opportunity to specify approval or disapproval of a proposal, (c.) provide a reasonable time within which to return the ballot to the Chamber, (d.) indicate the number of responses needed to meet the quorum requirement, (e.) state the percentage of approvals necessary to pass the measure submitted, and (f.) specify the time by which the ballot must be received by the Chamber to be counted. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by the Chamber may not be revoked. All written ballots shall be filed with the Executive Director of the Chamber and maintained in the records of the Chamber. The results of the written ballot shall be stated in the Chamber's next mailing to members.

## ARTICLE VII – BOARD OF DIRECTORS

### Section 7.1

**Authority.** The government of the Chamber, the direction of its work, and the control of its finances and property and the control and direction of the Executive Director shall be vested in a Board of Directors.

### Section 7.2

#### **Composition.**

**Platte County Communities** – the Board may include one appointed representative from each municipality in Platte County – 5 total (Chugwater, Glendo, Guernsey, Hartville, and Wheatland)

**Retail** – 2 elected Board members may be from the Retail Business sector.

**Lodging** – 1 elected Board member may be from the Lodging Business sector.

**Professional** – 2 elected Board members may be from the Professional Business sector.

**At Large** – 3 elected Board members may be from any individual, association corporation, and/or partnership membership.

If any business sector and/or Platte County Community is not represented, the Board of Directors may increase the number of At Large positions provided that the number of Directors is no less than nine (9) and not more than thirteen (13) members.

### **Section 7.3**

**Term of Office.** Each elected Board member shall be elected prior to the end of the fiscal year for a term of three years.

### **Section 7.4**

**Selection and Election of Directors.** A nominating committee of no less than five members shall be appointed by the Chairman not earlier than January 1 and not later than thirty (30) days prior to fiscal year end. Each candidate shall be contacted to accept the nomination. The committee shall file a list of nominees with the Chairman not later than thirty (30) days prior to fiscal year end. Nominations can be made by any member of the Chamber to the committee as long as proper notification can be made to the nominee and the name submitted with the list in the thirty-(30) day deadline.

### **Section 7.5**

**Ballot.** It shall be the duty of the Chairman to cause to prepare ballots listing the nominees. The ballots are to be sent to all members of the Chamber. Instructions shall be placed on the ballot that it is to be returned at a specified time. The Board of Directors shall be elected by ballot prior to the fiscal year-end. In case of a tie, the election shall be determined by the current Board of Directors.

### **Section 7.6**

**Absences.** A member of the Board who shall be absent from more than four (4) regular meetings during a one-year period, at the discretion of the Board of Directors, may be automatically removed from membership on the Board.

### **Section 7.7**

**Vacancies.** The Board of Directors may fill all vacancies on the Board by appointing a new Director from the membership of the Chamber, who shall serve the unexpired term of his predecessor and/or choose to wait until the next annual election.

### **Section 7.8**

**Meeting Place and Procedures.** Meetings of the Board of Directors shall be held in the Chamber office or at any other place that is designated from time to time by the Board. Any meeting, regular or special, may be held without the physical presence of some or all Directors by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

## **Section 7.9**

**Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman, the Vice Chairman, or any two directors. Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director no later than four (4) days prior to the meeting sent by first class mail and/or 48 hours prior to the meeting if delivered in person, by phone, or email at the Director's address shown on the records of the Chamber. The notice need not specify the purpose of the meeting.

## **Section 7.10**

**Voting.** All Directors shall have one (1) vote.

## **Section 7.11**

**Proxies.** At all meetings of the Board of Directors, a voting Director may vote by proxy executed in writing by the voting Director or his or her duly authorized agent. Proxy may be given only to another voting Director. The proxy will state at which meeting to be used. Written proxies may be executed electronically.

## **Section 7.12**

**Quorum.** A simple majority of the Board of Directors at any meeting shall constitute a quorum. A quorum must be present to conduct business. If less than a quorum exists, the majority of those present can reschedule the meeting for a later date without further notice.

## **Section 7.13**

**Manner of Acting.** If a member of the Board of Directors plans to attend and represent the Board, in the absence of the Executive Director, at any meeting or event, approval must first be sought from the whole.

## **Section 7.14**

**Compensation.** The Board of Directors shall serve without compensation.

# **ARTICLE VIII – OFFICERS**

## **Section 8.1**

**Election of Officers.** At the first regular meeting of the Board of Directors after the annual election of the new directors, the Directors (the new, continuing and the retiring directors) shall meet and elect the following officers for the ensuing year: Chairman and Vice-Chairman. All officers shall serve a term of one (1) year or until a successor assumes the duties of office.

## **Section 8.2**

### **Duties of Officers.**

- i. Chairman of the Board. The Chairman shall preside at all meetings of the membership and Board of Directors. The Chairman shall perform all duties incident to the office. The Chairman shall, with the advice and counsel of the Vice-Chairman and the Executive Director, determine all committees and select committee chairpersons, subject to the approval of the Board of Directors. The Chairman shall ex-officio be a member of such committees.
- ii. Vice-Chairman of the Board. The Vice-Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman, and shall perform such other duties as may be assigned to him/her by the Chairman and/or the Board of Directors.

## **ARTICLE IX – EXECUTIVE DIRECTOR**

### **Section 9.1**

The Board of Directors shall employ an Executive Director who shall be the chief administrative and executive officer of the Chamber. The Executive Director shall be a non-voting member of the Board and shall cause to be prepared notices, agendas, and minutes of meetings of the Board of Directors. The Executive Director shall serve as advisor to the Chairman of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber. The Executive Director shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employment activities. The Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber. He/she shall submit the budget to the Board of Directors for its adoption and approval. The Executive Director shall be responsible for all expenditures with approved budget allocation. The Executive Director has authorization to spend up to \$500 for unbudgeted expenses, unless otherwise directed by the Board of Directors.

## **ARTICLE X – COMMITTEES**

### **Section 10.1**

**Appointment and Authority.** The Chairman of the Board, with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The Chairman may appoint such ad hoc committees and their chairpersons as are deemed necessary to carry out the programs of the Chamber. It shall be the function of committees to conduct investigations and studies, hold meetings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

## **Section 10.2**

**Committee Criteria.** The following criteria will be used in forming Chamber committees:

- i. All members of a committee must be members in good standing with the Chamber.
- ii. Committees will be formed to promote, organize, and carry out specific activities approved by the Board of Directors.
- iii. Any group of members may approach the Board of Directors for the purpose of organizing a committee of the Chamber.
- iv. All committees will be accountable to the Board of Directors. The Board may, at any time, require regular reporting provided by the committee chairperson.

## **Section 10.3**

**Limitation of Authority.** No action by a member, committee, Director or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee(s).

## **Section 10.4**

**Committee Funds.** Money raising or self-funding activities/events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the Chamber and are not the property of individual committees.

# **ARTICLE XI – FINANCES**

## **Section 11.1**

**Funds.** All monies paid to the Chamber shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

## **Section 11.2**

**Disbursements.** Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Checks shall be signed by the Executive Director and any other officer and/or signatory of the Chamber authorized by the Board of Directors.

## **Section 11.3**

**Fiscal Year.** Fiscal year of the Chamber shall end the 30<sup>th</sup> day of April.



#### **Section 11.4**

**Budget.** The Executive Director, no less than 30 days prior to the end of the current fiscal year, shall submit to the Board the operating budget for the next fiscal year. It will be the responsibility of the Board of Directors to approve each year's fiscal budget.

#### **Section 11.5**

**Bonding.** The Board of Directors and staff may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

#### **Section 11.6**

**Maintenance and Inspection of Articles, Bylaws and Other Chamber Records.** A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any member at all reasonable times during office hours. The Chamber's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees shall be kept in the office of the Chamber. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

### **ARTICLE XII – DISSOLUTION**

#### **Section 12.1**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c) 6 of the Internal Revenue Code. Any property of the Chamber on dissolution shall be turned to cash and distributed as above.

### **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

#### **Section 13.1**

The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Chamber.

**ARTICLE XIV – INDEMNIFICATION CLAUSE**

**Section 14.1**

No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

**ARTICLE XV – AMENDMENTS**

**Section 15.1**

The Bylaws may be amended or altered by two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

THE UNDERSIGNED OFFICERS OF THE BOARD OF DIRECTORS do hereby certify that the above and foregoing Bylaws consisting of this and (9) preceding pages are duly adopted as the Bylaws of the PLATTE COUNTY CHAMBER OF COMMERCE at the meeting of said organization held on \_\_\_\_\_ day of \_\_\_\_\_ 2017.

\_\_\_\_\_  
Chairman, Platte County Chamber of Commerce

\_\_\_\_\_  
Vice-Chairman, Platte County Chamber of Commerce

Approved:

March \_\_\_\_\_, 2017