

BYLAWS OF THE  
**KANAB AREA CHAMBER OF COMMERCE**

ARTICLE I – NAME AND PURPOSE

*Section 1 – Name*

The name of the organization shall be the Kanab Area Chamber of Commerce (hereinafter referred to as “the Chamber”). It shall be a nonprofit organization incorporated under the laws of the State of Utah.

*Section 2 – Purpose*

The Chamber is organized exclusively to provide technical support and education for individuals, firms or organizations conducting business in Kane County or offering services to the citizens of Kane County.

ARTICLE II- MEMBERSHIP

*Section 1 – Eligibility for membership*

Application for voting membership shall be open to any individual, firm or organization conducting business in Kane County or offering goods or services to the citizens of Kane County. Membership shall be granted upon receipt of an application on a form approved by the Board of Directors, payment of dues and a majority vote of the Board of Directors.

*Section 2 – Annual dues*

Annual dues shall be established by a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues. Members with current dues paid are considered “in good standing”

*Section 3 – Rights of members*

Each member shall be eligible to appoint one voting representative to cast the member’s vote in Chamber elections and to adopt Bylaw amendments.

*Section 4 – Resignation and termination*

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.

*Section 5 – Non-voting membership*

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

*ARTICLE III – MEETINGS OF CHAMBER MEMBERS*

*Section 1 – Regular Chamber meetings*

Regular meetings of the members shall be held at the discretion of the Chair, but not less frequently than once each quarter.

*Section 2 – Annual Chamber meetings*

An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the Chair. At the annual meeting, members shall also receive year end reports on the activities of the Chamber.

*Section 3 – Special Chamber meetings*

Special meetings may be called by the chair, by a majority of the Board of Directors or by a petition signed by five percent (5%) of the voting members.

*Section 4 – Notice of Chamber meetings*

Notice of meetings shall be posted on the Chamber Website not less than 30 days in advance of the scheduled meeting. Notice will be sent by electronic mail to each member at least two weeks prior the meeting. It is the responsibility of each member to provide the Board of Directors with a current email address. Notice of all meetings will also be provided to all local newspapers. Failure of a newspaper to publish a notice of meetings does not constitute cause for not holding the meeting.

*Section 5 – Quorum for Chamber Meetings*

The Quorum for Chamber meetings shall be 5 one of which is the Chair or Vice Chair.

*Section 6 – Voting*

All issues to be voted on shall be decided by a majority of those present and voting at the meeting in which the vote is taken.

## ARTICLE IV – BOARD OF DIRECTORS

### *Section 1 – Board role, size, and composition*

The board is responsible for overall policy and direction of the Chamber. It delegates responsibility of day-to-day operations to the staff and committees. The Board may be comprised of up to ten members, but must include at least three members in officer positions. The number of board positions up to eleven (11) will be determined by a vote of those members attending the Chamber meeting prior to the annual meeting. The board receives no compensation other than reasonable expenses. If the Chamber has filled a staff position to serve as Executive Director, this individual will sit on the Board as a non-voting member.

### *Section 2 – Terms of Board Members*

All board members are elected for two years terms and are eligible for re-election for up to three consecutive terms.

### *Section 3 – Board Member Meetings and notice*

Meeting dates, times and location will be determined by the chair or by a vote of at least fifty percent (50%) of the board members. If so desired, meetings may be conducted by telephone, email or other similar means that do not require a physical presence. The Board must meet not less than quarterly. An official board meeting requires that each board member be contacted by e-mail at least three business days in advance. Meetings dealing with business transactions, membership or staff actions require two weeks' notice.

### *Section 4 – Board Member Elections*

New Board Member directors and current Board Member directors shall be elected or re-elected by a majority of the voting representatives of Chamber members in good standing at the annual meeting. E-mail votes, one per member, must be received by the President 7 days prior to the annual meeting.

### *Section 5 – Election of Board Members procedures*

The Board shall be responsible for nominating a slate of respective board members representing the Chamber's diverse constituency. In addition, any chamber member can nominate a candidate to the slate of nominees. Each member will designate one representative to vote.

### *Section 6 – Quorum for Board of Directors*

A quorum shall be not less than five, one of which must be an elected officer for business transactions to take place and motions to be adopted.

## *Section 7 – Election of Officers and Officer's Duties*

*The Office of President, Vice President, Secretary & Treasurer shall be elected at the Chamber Member meeting just prior to the Annual Meeting in January by a majority of those members in good standing that are present and voting. The elected officers shall begin their term on January 1 serving a 2 year term. The President and Vice President may serve up to two consecutive terms. The Secretary and Treasurer may serve up to three consecutive terms.*

The following positions will constitute officers of the Board:

The PRESIDENT shall convene board meetings and shall preside or arrange for officers of the Board to preside at each meeting in the following order: vice-president, secretary, treasurer.

The *VICE PRESIDENT* shall chair committees on subjects as designated by the Board.

The *SECRETARY* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board and general membership meetings. The secretary will also be responsible for assuring that copies of minutes and the agenda are distributed and assuring that corporate records are maintained.

The *TREASURER* shall make a report at each Board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans and make financial information available to board members and the public. The position of treasurer may be combined with that of secretary upon a majority vote of the Board at a meeting of the Board called pursuant to these bylaws.

## *Section 8 – Vacancies of Board Members*

When a vacancy on the board exists mid-term, the secretary must receive nominations for new Board members from the present board members two weeks in advance of a board meeting. These nominations will be emailed to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term. In the event the position of President is vacated, the Vice-President shall assume the position of the President and vacate the Vice-President position. All other vacant officer positions will be filled by a majority vote of those board members attending the board meeting at which the vacant board position is filled.

## *Section 9 – Resignation, termination and absences*

Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excessive absences upon a majority vote of board members at a board meeting. Excessive absences are defined as more than three board meetings in a single calendar year. A board member may be removed for other reasons by a two-thirds (2/3) vote of the remaining Board Member directors.

## ARTICLE V – COMMITTEES

### *Section 1 – Committee formation*

The board may create committees as needed.

### *Section 2 - Executive Committee*

The elected officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

### *Section 3 – Finance committee*

The treasurer is the chair of the finance committee, which includes two other board members. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Chamber are public information and shall be made available to the membership, board members, and the public upon request.

### *Section 4 – Review Committee*

*A review committee of at least two members in good standing shall be appointed by the Chair at the Board of Director's meeting proceeding the Annual meeting, whose duty it shall be to review the financial accounting for the Chamber's funds. The process shall be to verify the receipts and depositing of funds, expenditures and the year-end balance of funds available. The committee shall report at the meeting following the Annual Chamber meeting.*

## ARTICLE VI – DIRECTOR AND STAFF

### *Section 1 – Executive Director*

The board may, at its discretion, hire an executive director. If hired, the executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

*Section 2 – Additional staff*

The board may hire additional staff as necessary to carry out the mission of the Chamber.

ARTICLE VII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern this organization 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 organization may adopt.

ARTICLE VIII

*Section 1 – Amendments*

These bylaws may be amended when necessary by two-thirds majority of the Chamber Members. Proposed amendments must be submitted to the secretary and sent out with Notice of Chamber Member meeting announcement not less than two weeks prior to the meeting date.

ARTICLE IX - INCORPORATING DIRECTORS AND OFFICERS

*Section 1 – Incorporating directors and officers*

The Chamber’s incorporating directors will serve as the initial officers until the first annual meeting. Directors and the offices they will hold until elections are as follows:

- |                 |                     |
|-----------------|---------------------|
| Ted Hallisey    | Chair               |
| Lincoln Meyer   | Vice-Chair          |
| Teresa Trujillo | Secretary-Treasurer |

Revised and approved at a meeting of the Board of Directors by two-thirds majority vote on December 3, 2008.

**Revised and approved at a meeting of the Chamber Board of Directors on 4/1/2010**

# Kanab Area Chamber of Commerce – Standing Rules

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1. Annual Dues shall be \$60.00 due by January 30<sup>th</sup> of each year.
2. Members not paid by February 28<sup>th</sup> are considered delinquent.
3. Delinquent members shall be marked as inactive until dues are paid.
4. Premium Web Placement fee shall be \$25.00 to new members.
5. Premium Web Placement renewal fee shall be \$25.00 per year due by January 30<sup>th</sup>.
6. Dues shall be prorated for new members in the third and fourth quarters of the calendar year.
7. Chamber Member meetings shall be rotated between Breakfast, Lunch and Dinner meetings each quarter so that all members in good standing may have the opportunity to participate.
8. The Kanab Chamber of Commerce Purchasing Policy is adapted from the State of Utah Division of Purchasing procedures. (See attached)
9. All newly joining members shall receive a copy of the bylaws.
10. All existing members shall receive a copy of the revised and approved bylaws as amended.

**Approved by the Chamber Board on 4/1/2010**

# Kanab Chamber of Commerce - Purchasing Policy

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The Kanab Chamber of Commerce Purchasing Policy is adapted from the State of Utah Division of Purchasing Procedures and is as follows:

1. For purchases of \$1,000 or less, competitive bids are not required.
2. For purchases of \$1,000 to \$5,000, competitive quotes will be solicited and the item or service will be purchased from the supplier offering the lowest quote meeting specifications. The chamber president and treasurer will determine on a case by case basis whether quotes solicited in writing, by telephone or by email.
3. For purchases greater than \$5,000, a written request for proposals will be advertised with the Chamber Board of Directors awarding the contract based on a competitive review of submitted proposals.
4. Purchases over \$1,000 may be awarded without competitive quote or request for proposals if the Chamber Board of Directors determines that the item or service is only available from a sole supplier.
5. *Quotes or bids from Chamber Members in good standing will, for purposes of bid award comparison only, be adjusted downward by 5%. (For example, if a member were to bid \$10,000, for the purpose of comparing bids, their offering would be adjusted down to \$9,500. If this was the low bid, the Chamber member would be awarded the contract for the initial \$10,000 bid.)*