2025
Clearwater County Chamber of Commerce By-Laws

Code of By-Laws

Orofino Chamber of Commerce, Inc.
DBA Clearwater County Chamber of Commerce
Orofino, Idaho

Approved 12/4/2024

ARTICLE I.

NAME

The name of this corporation shall be Orofino Chamber of Commerce, Incorporated, doing business as Clearwater County Chamber of Commerce.

ARTICLE II.

PURPOSE & MISSION

The purpose for the existence of this corporation and its general area of endeavor shall be as follows:

1. Tourism development through active marketing of community events, recreational assets, local culture and history
2. Retention and expansion of small businesses and sustainable downtowns through information and resource sharing
3. Advocate for local benefit through engagement in legislative and regulatory rulemaking.

The responsibility for action in each of the above areas of endeavor shall be vested in the Board of Directors as provided in Articles IV. and X. Below.

To accomplish these stated purposes, this Corporation and its membership shall work closely with other organizations and public-spirited citizens.

Our mission is to facilitate, connect and engage. We provide a platform to bring the business community together for Political, Social and Economic success.

ARTICLE III.

OFFICE

The principal office of the Corporation shall be located at Orofino, County of Clearwater, and State of Idaho. Representation will extend to all townships within Clearwater County.

ARTICLE IV.

GOVERNMENT

1. The government of this Corporation shall be vested in the Board of Directors (BOD). Abbreviation to be allowed for use herein.

2. The Board of Directors shall consist of a minimum of five (5) and a maximum of thirteen (13) members. A simple majority of the current board members shall constitute a quorum at any directors' meeting.

3. The BOD shall be composed of four to twelve elected directors & the immediate Past President. With at least one from each city within the county having a seat. If one of the represented cities cannot fill a seat, someone from another represented city shall fill the open seat. Directors shall be elected for a term of three years. No more than half of the elected directors shall be elected at each annual meeting. The other half to be elected in the alternate year. All directors shall hold office until their successors are elected. Vacancies on the board shall be filled by appointment by the directors remaining in office. IF less than a quorum of director's remains, the vacancies shall be filled by a general election of the membership.

4. The BOD shall have the power to call special meetings of the Corporation when they deem it necessary, and they shall call a meeting at any time upon written request of four (4) active members.

5. The BOD shall have the control and management of the property and finances of the corporation.

6. The funds of the corporation shall be withdrawn from the bank(s) in which they are on deposit by the Executive Director acting as Secretary/Treasurer or a Secretary and/or Treasurer.

7. The President shall serve as the Chairman of the Board.

ARTICLE V.

OFFICERS

The officers of this corporation shall be a President, a Vice President and an Executive Director acting as Secretary/Treasurer or a Secretary and/or Treasurer. The board may hire the Executive Director or Secretary and/or Treasurer or contract for these services. The Executive Director need not be an elected member of the Board, and in such case would not have voting privileges on the board.

ARTICLE VI.

PRESIDENT

1. The President shall supervise the executive affairs of the Corporation and make an annual report thereof to the membership. He/She shall be an ex officio member of all committees without the power to vote except in the case of a tie vote. The President shall prepare an annual program and submit it to the BOD for its approval and execution within thirty (30) days after taking office.

2. The President shall sign all contracts and other instruments of writing, which shall have first been approved by the Board of Directors.

ARTICLE VII.

VICE-PRESIDENT

In the case of absence of the President, or his or her inability to act, the Vice President shall act as the President. In the case of the absence or inability of both the President and the Vice President to act, a past president or current board member shall be appointed to the act as President Pro Tem.

ARTICLE VIII.

EXECUTIVE DIRECTOR

1. The Executive Director shall be hired upon approval of the BOD after review of the applications, interviews and recommendation of the selection committee.

2. The Executive Director or Secretary shall keep a full and complete record of the proceedings of the BOD and of the meetings of the members and shall give notice of all such meetings.

3. The Executive Director or Treasurer shall receive and safely keep all funds of the Corporation and deposit the same in such bank(s) as may be designated by the BOD. Such funds shall be paid out only on the check of the Corporation signed by the Executive Director or President. He/She shall be custodian of all official records of the Corporation, and sign checks drawn upon the treasury when directed by the BOD. All paychecks will be signed by current President or Accountant, if President isn't available on payday. All bonus incentives will need approval at board meetings prior to the issuance of a bonus check. The President will sign approval form given to Accountant to approve the bonus to be paid. President will sign all bonus checks.

4. He/She shall report in detail quarterly to the BOD and at its annual meeting, to the corporation, all sums received and expended, all outstanding obligations, and such

other matters as may be responsible for notice to the members of dues and the collection thereof. He/She shall present a detailed check register once monthly to the BOD. There will also be a twice yearly audit from 2 board of directors once in June and December. The results of the audit will be brought to the BOD during the next board meeting.

ARTICLE IX

ELECTION OF OFFICERS AND DIRECTORS

1. Not less than thirty (30) days prior to the annual meeting, the Chairman shall appoint, with the approval of the BOD, a Nominating Committee of not less than three (3) members.

2. The Nominating Committee shall, not less than ten (10) days prior to the annual meeting, make recommendations to the members in writing or email of the names of the candidates for election to directorships at the annual meeting.

3. The nominating Committee shall select nominees for each directorship to serve for three (3) year terms.

4. Any person or persons shall have the privilege of nominating additional members from the floor at the time of said election meeting. Any person or persons that are elected to the Board of Directors shall be a representative of paid business or individual chamber membership.

5. At the annual meeting there shall be elected the number of directors eligible.

At the first Board Meeting following the annual meeting the Board of Directors shall meet to organize and elect from its members a President and Vice-President. The BOD may also elect a Secretary and/or Treasurer to act in those roles or task the Executive Director with these duties. The Executive Director, hired by the BOD, shall serve at the pleasure of the BOD.

ARTICLE X.

MEETINGS

To facilitate maximum participation, meetings (General and Board) can take place over digital media or telephonic platforms.

1. The annual meeting of the Corporation (Per Articles of Incorporation) for the election of directors and other business shall be held on the first Wednesday of December of each year, or at some time no earlier than two weeks prior to that date as the BOD shall set. Notices of the annual meeting shall be mailed or e-mailed to each member at least ten (10) days before the date of that meeting.

2. The Corporation shall hold regular General Membership meetings at least once quarterly.

3. Meetings of the Board of Directors shall be called at least monthly, at the call of the Chairman. Board Members missing more than (4) consecutive board meetings may be removed from the Chamber Board. If extenuating Circumstances arise that prevent a director from participating on the Chamber Board, that member may come before the BOD and request a leave of absence.

4. Members of the BOD may participate in a meeting through the use of a telephone or other communication device, and a record of such participation shall be filed with the minutes of the proceedings of the Board.

5. Special meetings of the members and of the BOD may be called at any time by the President, or by the Executive Director at the request of two (2) directors.

6. A simple majority of the members present at any meeting of the Corporation shall constitute a quorum.

ARTICLE XI.

MEMBERSHIP AND DUES

1. Any person of good character and repute, interested in the objectives and purposes of the Corporation, shall be eligible to become an active member.

2. Any firm or corporation of good character and repute and interested in the objectives and purposes of the Corporation, shall be eligible to become an active member and may be represented in this Corporation by any person in its employ, provided that such firm or corporation shall be entitled to only one membership. However, if one corporation is operating several businesses under different names, each business must hold separate membership in the Corporation.

3. The annual dues for members of the Corporation shall be reviewed and approved by the BOD on an annual basis or upon request for special meeting as outlined in Article X.5. New fee structure shall be evaluated as it directly relates to the budget and shared with the membership at the time of implementation or at the annual meeting, whichever comes first.

   The fee schedule shall be based upon the number of persons employed on a full time basis including Owners (s), Principal(s), Partner(s), and Manager(s) of the company. There will be no employee base for 501C3, personal, or clergy membership.

4. The annual dues for the members of the Corporation shall be payable in advance at the beginning of the fiscal year and shall be fixed by the BOD with thirty (30) days prior notice to the membership if there is a change in the dues structure.

5. Any member whose dues are in arrears for a period of three (3) months shall be subject to suspension from membership. Any member whose due are in arrears for six (6) months shall automatically cease to be a member.

6. The fiscal year of this Corporation shall commence on the first day of January of each year.

ARTICLE XII.

COMMITTEES

1. The Board of Directors shall decide upon committees deemed proper and necessary to fulfill the objectives and purposes of the Corporation.

2. All committee chairmen, vice-chairmen and members shall be appointed by the President. The appointment of chairmen to be subject to the approval by the BOD. All fundraising committees chairman must be a member of the BOD.

3. The President shall be an ex-officio member of all committees.

4. Delegations or committees shall be appointed by the President, subject to the approval of the BOD, to represent the Corporation at any convention, meeting or assembly as may be deemed necessary. They shall have no authority by virtue of such appointment to bind or obligate the expressed policy of the Corporation to any expense, or to concur in any action contrary to the expressed policy of the Corporation. The President shall serve as chairman of such delegation or committee, but in the event of his/her absence, he/she shall appoint a member to serve in his/her place.

ARTICLE XIII.

PROCEDURE

A majority vote at which a quorum is present constitutes an approved action shall govern the proceedings of all general, regular and special meetings of the Corporation and its constituent parts, except as provided in these By-Laws.

1. EMAIL VOTING PROCEDURE

PROCESS:

A. A proposal is sent via email to the President and Executive Director in the form of a motion.

B. If the President considers the motion to be a Clearwater County Chamber of Commerce issue, he/she will reply to the Executive Director with "OK" to forward to the entire Board of Directors in the form of a motion in the body of an e-mail with a read receipt requested.

C. Twenty four (24) hours or until a second to the motion is made, whichever occurs first, are allowed for discussion and a second to the motion which will take place via email using "reply all" for the response.

   a. In the case that the motion is made and sent to the Executive Director on a Thursday or the day preceding a holiday, the discussion and second must take place by the time the motion was first sent to the BOD on the next business day.

   b. If no second is made in the 24 hour time period, the motion will be considered failed. The Executive Director will notify the President, who will verify and alert the Board Member who made the motion.

D. If the motion is seconded, there will be another 24 hour discussion period.

E. After the second 24 hour discussion period, there will be a 24 hour voting period or until all board members have voted, whichever occurs first. The voting period will be initiated by the President emailing the motion again to the Executive Director with a read receipt requested. The Executive Director will email the motion out to all BOD for vote requesting a read receipt. The Board members will vote by using reply all and casting their vote.

F. At the end of the 24 hour voting period, the executive director will send the vote result to the President, who will verify and confirm the result. The President will alert the Executive Director who will record the outcome and email the entire BOD the result of the vote requesting a read receipt.

G. If the motion is carried, it will be read at the next Board meeting to be recorded in the minutes.

GUIDELINES:

A. Any Clearwater County Chamber of Commerce Board of Directors member may send a proposal via email to the President in the form of a motion.

B. In order to constitute a quorum, at least half of the current members of the BOD must vote. A simple majority of the voters (providing there is a quorum) will pass or fail a motion.

C. The original motion must be included in the text of all emails including discussion and voting.

ARTICLE XIV.

AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the members present at any general or special meeting, provided that written notice of the proposed action has been given to each member at least ten (10) days in advance of said meeting.