

BY LAWS

Bonnerr Ferry Chamber of Commerce, Inc.

Article I

Name, Location/Mailing Address, Limitations, and Repeal of Past By-Laws

Section 1: Name

This organization is incorporated under the laws of the State of Idaho and shall be known as the Bonners Ferry Chamber of Commerce, Incorporated, hereinafter named herein as the "Chamber."

Section 2: Location/Mailing Address

The principal office of the Chamber is 6258 Bonner Street, Bonners Ferry, Idaho. Mailing address: Bonners Ferry Chamber of Commerce, Inc., P.O. Box X, Bonners Ferry, Idaho 83805.

Section 3: Limitations

The Chamber shall observe and adhere to all local, state and federal laws pertaining to non-profit organizations as defined in Section 501 [c] [6] of the Internal Revenue Code. The Chamber is a non-profit corporation.

Section 4: Repeal of Past By-Laws

All past Chamber by-laws are hereby revoked and rescinded and are to have no further force or effect. They are superseded in whole by these by-laws, which are expressly intended to pre-empt and govern the whole field to the exclusion of all past or prior by-laws.

Article II

Membership, Dues, Voting

Section 1: Membership Eligibility

All persons, businesses, firms and corporations interested in the industrial, commercial or financial well-being of Boundary County.

Section 2: Dues & Statements

Membership dues are determined annually by the Board. Dues for the calendar year must be paid by February 28th. Dues for new members are prorated to the nearest quarter. A statement for dues shall be mailed to members during the first week of the new year. If they are not fully paid within this time period, the membership is terminated.

Section 3: Voting Restrictions

Every member of the Chamber in good standing, whether an individual, firm or business is entitled to one (1) vote on each matter submitted to the general membership. The person, business or firm desiring to vote must be present at the time of the vote in order to vote. No other arrangements are recognized. There is no proxy voting or cumulative voting.

Article III Board of Directors

Section 1: Election of Board

The Chamber Board of Directors, which consists of seven (7) members at any given time, shall be elected as follows:

At the November monthly membership meeting each year, there shall be placed in nomination those individuals who express an interest in serving on the Board. The nominations shall close for that year with the end of the November monthly meeting.

Election for the Board of Directors occurs at the December monthly membership meeting. All elections will be by secret ballot.

Board members will serve a two year term; three positions will be elected on even years four positions will be elected on odd years. Upon adoption of the by-laws the active board will determine which positions will expire in even years and odd years. The rotation will be noted in the board minutes of the 1st board meeting following the adoption of the by-laws.

Section 2: Responsibilities

The Board shall manage the business and affairs of the Chamber, which is a non-profit corporation. Subject to the powers ceded to or inherent in the officers, the Board shall have control of the business of the Chamber, including but not limited to, making plans, setting policies and holding properties.

Section 3: Vacancies

Vacancies occurring on the Board shall be filled by a majority vote of the Board's remaining directors. A director appointed to fill a vacancy shall be appointed for the un-expired portion of the term of their predecessor.

Section 4: Errors and Omissions Insurance

Errors and omissions insurance may be maintained by the Board at the sole expense of the Chamber, and for the purpose of covering all official conduct of corporate officers and Board members in their official duties with respect to the Chamber of Commerce and its business and its affairs.

Section 5: General Standards for Directors

A director shall discharge his duties as a director, including as a member of a committee, in good faith and with the care of an ordinarily prudent person in a like position under similar circumstances. The director must also act in a manner which the director reasonably believes to be in the best interests of the Chamber. Directors shall avoid conflicts of interest.

Article IV Officers & Duties

Section 1: Election of Officers

The officers of the Chamber are: President, Vice-President, Secretary and Treasurer.

The newly elected Board shall call for a special meeting prior to the January membership meeting for the election of officers. The vote shall be by secret ballot for each position, with a majority of the votes actually cast deciding each position. The board then serves twelve (12) calendar months until the next board is elected.

Section 2: President

The President shall be the principal executive officer of the Chamber. The President shall preside over and direct the work of the Chamber. The President shall also preside over meetings of the Board, Executive Board and general membership.

The President may appoint committee chairpersons in furtherance of the objectives for which the Chamber is organized. Said committees shall not have nor shall they exercise the authority of the Board in the management of the Chamber. Membership in Chamber committees is limited to members of the Chamber who are in good standing. Any Chamber member who shall be on a committee and then becomes a member not in good standing, shall be removed from any such committee. The President may sit ex officio on all committees.

Upon approval of a majority of the Board, in furtherance of Chamber business or affairs, the President shall have the authority to sign, or cause to be signed, all deeds, contracts and other legal instruments pertaining to the operation of the Chamber or any of its properties. In general, the President shall also perform any and all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 3: Vice President

In the event of the death, disability or absence of the President, the Vice President shall perform the duties of the office of President. When so acting, the Vice President shall possess, have and be able to use all the powers and privileges of the President, and shall operate under the same constraints as the President.

Section 4: Secretary

The Secretary shall [a] keep the minutes of all Board meetings and membership meetings; [b] see that all notices are duly provided and given in accordance with the provisions of law, the articles of incorporation and/or these by laws; [c] be custodian of the Chamber corporate records and of the seal of the Chamber, and see that the same is affixed to all documents where a seal is called for or appropriate; [d] keep a register of the post office and e-mail addresses for each member (who shall have either and who shall be willing to give them out); [e] sign and execute all documents required by law to be signed and/or executed; [f] and in general have charge of, keep and maintain all records and books of the Chamber for all such duties as from time to time shall be requested or assigned by the President or the Board of Directors. The Secretary shall also be responsible to authenticate corporate records. The Secretary shall maintain possession of the same and shall be responsible to bring it to every meeting of the Chamber so that it may be used as a reference and guide.

Section 5: Treasurer

The Treasurer shall serve as the financial officer of the Chamber and shall be the technical custodian of all funds of the Chamber. The Treasurer is responsible for assisting the Board in establishing a budget and in determining the means by which the budget requirements may be met. The Treasurer shall provide, or cause to be provided by a professional accountant, a monthly financial report to the Board. The Treasurer shall oversee the finances of the Chamber. No obligation of expense incurred and no money shall be appropriated without prior approval of the Board unless the expenditure has been specifically approved as part of the annual budget approval process or represents an expenditure of less than \$300.00.

Section 6: Removal of Officers

An officer may be removed by the Board at any time for cause, by a two-thirds (2/3) vote of the Board. Cause shall consist of proof of activities that harm the Chamber, degrade the Chamber, involve dishonesty, conviction of a crime involving moral turpitude, misuse of Chamber property or funds, or any other activities that seriously call into question the fitness of the officer for the position he or she holds.

Section 7: Resignation

An officer may resign at any time by giving written notice to the Board. No reason has to be given. Such a letter of resignation shall state the date that it will become effective. If no date is listed, then resignation is effective upon receipt by the Secretary of the letter or notice.

Section 8: Vacancies

Vacancies occurring in an officer shall be filled by the Board by majority vote at the next Board meeting. An officer appointed to fill a vacancy shall be appointed for the un-expired portion of the term of his or her predecessor.

Article V Meetings

Section 1: Membership Meeting

Chamber membership meetings are held at a time and place set by the Board.

Section 2: Board Meeting

Board meetings are held twice a month at a location and time determined by the board. Additional meetings can be called with 2 days' notice to all Board members.

Section 3: Quorum

A quorum at membership meetings shall consist of members present. A simple majority vote rules.

A quorum for Board meetings shall consist of 4 members. A quorum is necessary for the transaction of any business by the Board on behalf of the Chamber. If there is a quorum present, then majority vote means a majority of the Board members who are actually present, rather than a majority of the total number of Board members.

Section 4: Policy and Rules

All corporate policies and rules of the Board shall be formalized and recorded in writing in a manual of such procedures and rules, which shall be maintained by the Secretary for easy and efficient reference by the officers, directors and any other interested person, including all members of the Chamber of Commerce in good standing.

Those members not in good standing at the time in question and all members of the general public shall have to assert a legally recognized right to the same and it shall only be granted to them upon a clear showing of the right to view the same. The Board shall adopt all such rules and regulations as may be expedient or required to properly and efficiently conduct the affairs of the Chamber.

Article VI Finances of the Chamber

Section 1: Fiscal Year

The Chamber's fiscal year shall be from January 1st through December 31st of each calendar year.

Section 2: Approval

The Board shall approve all financial matters.

Section 3: Funds

All money paid to the Chamber shall be placed in corporate bank accounts.

Article VII Committees

Section 1: The Committees

The following are the standing committees of the Chamber:

1. Membership
2. Events
3. Advertising

Section 2: Other Committees

Other committees may be formed as deemed necessary by the Board with a majority vote.

Article VIII Parliamentary Authority

Section 1: Robert's Rules of Order

Robert's Rules of Order, newly revised, shall be the parliamentary authority for all meetings of the Chamber. They shall prevail, except when in conflict with these by-laws or any special rules that may be adopted.

Article IX Loans, Contracts, Checks, Deposits

Section 1: Loans

No loans shall be contracted on behalf of the Chamber.

Section 2: Contracts

No contracts shall be entered into on behalf of the Chamber unless authorized by a majority vote of the Board at a Board meeting.

Section 3: Checks

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chamber shall be signed by the appropriate officers.

Section 4: Deposits

All funds of the Chamber not otherwise employed shall be deposited in such banks, trust companies, or other depositories as the Board may select.

Article X By-Laws

Section 1: Effective Date

These by-laws and any amendments thereto shall become effective immediately on their adoption.

Section 2: How Adopted

They shall be adopted by a majority vote of the Board held at any meeting of the Board.

Section 3: Amendment or Repeal

The by-laws may be amended or repealed by a majority vote at any regular or special Board meeting. It is requirement that at least five (5) days' notice shall be provided to all Board members prior to taking up the matter of possible amendment of the by-laws.

Section 4: Inspection

The original, or a copy, of the by-laws, certified by the Secretary of the Chamber, shall be recorded and kept in a folder by the Secretary, open to inspection by any Chamber members during normal business hours.

**Article XI
Waiver Of Notice**

Section 1: Waiver of Notice

Whenever any notice is required to be given to any member or director of the Chamber under the law or the provisions of these by-laws, or under the provisions of the Articles of Incorporation, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. A proper waiver shall excuse any such failure to provide proper notice.

CERTIFICATION OF ADOPTION

The undersigned Secretary of the Chamber does hereby certify that these by-laws were adopted at a meeting of the Board of Directors of the Chamber on April _____, 2009.

Dated this _____ day of April, 2009.

President

Secretary