

**BY-LAWS
of the
BROKEN BOW CHAMBER OF COMMERCE**

December 2021

ARTICLE 1 – NAME

This organization is incorporated under the laws of the State of Nebraska and known as the Broken Bow Chamber of Commerce.

ARTICLE 2 – PURPOSE

The purpose of the Broken Bow Chamber of Commerce is to advance the agricultural, commercial, industrial, educational, and civic interests of the City of Broken Bow, the County of Custer, and its surrounding territory. The Broken Bow Chamber of Commerce is a volunteer organization dedicated to the enhancement of regional business opportunities.

The Broken Bow Chamber of Commerce shall collaborate with the City of Broken Bow and Custer Economic Development Corporation to improve community's economic prosperity.

ARTICLE 3 – LIMITATIONS

The Broken Bow Chamber of Commerce in its activities shall be non-partisan and non-sectarian and shall take no part in, nor lend support to election or appointment of any candidate for public affairs.

Any request for formal action, public resolution, or question of policy relating to public matters will be reviewed by a Chamber of Commerce committee appointed by the President for development of a recommendation to be submitted to the Chamber of Commerce Board of Directors. All recommendations for formal action, public resolution, or questions of policy relating to public matters shall be submitted to the Board of Directors in writing 10 days prior to a regularly scheduled or special meeting where the matter will be acted upon.

ARTICLE 4 – MEMBERSHIP

SECTION 1

Any interested individual, corporation, partnership, association, non-profit organization, or sole proprietorship supporting the vision of and having an interest in the purpose and activities of the Broken Bow Chamber of Commerce shall be eligible for membership in the Broken Bow Chamber of Commerce.

SECTION 2

Memberships shall be approved based upon payment of annual dues. Said dues shall be paid to the Broken Bow Chamber of Commerce on or before March 1st of the current year. Dues shall be assessed on a pro-rated basis after March 1st. The dues rate and structure shall be set each year by the Board of Directors. Unless the Board of Directors provides otherwise, annual dues are due in advance of the membership term.

SECTION 3

A membership having dues remaining unpaid on March 1st of each year shall be considered delinquent and said membership shall be terminated. Under special circumstances, granted by the President of the Chamber of Commerce, a membership may be granted an additional 30 days to pay their dues to the Broken Bow Chamber of Commerce.

Any membership in good standing may resign from the Broken Bow Chamber of Commerce upon submitting a written notification to the Board of Directors. No pro-rated refund of dues shall be made.

SECTION 4

All memberships shall be posted on the records of the Broken Bow Chamber of Commerce as an individual, corporation, partnership, association, non-profit organization, or sole proprietorship. Each membership in good standing shall constitute one (1) membership and shall be granted one (1) vote. The above same may designate an individual as their voting representative. If no individual is designated, any membership of the above same may cast its one (1) vote and may also serve on the elected Board of Directors of the Broken Bow Chamber of Commerce.

SECTION 5

Each membership may receive a copy of the Broken Bow Chamber of Commerce By-Laws, if requested.

ARTICLE 5 - MEETINGS

SECTION 1

An annual banquet shall be held in the first quarter of each calendar year. The time and place shall be designated by the Board of Directors and shall be made public by the Broken Bow Chamber of Commerce. All memberships shall be notified of the time and place of this meeting together with such other pertinent information as may be deemed necessary. Other membership meetings may be any time when requested by the Board of Directors. All memberships shall be notified of time, place, location, and purpose of a called membership meeting by the Broken Bow Chamber of Commerce.

SECTION 2

The Board of Directors of the Broken Bow Chamber of Commerce shall meet once a month. The time and place shall be determined by the Board of Directors. The Board of Directors, Executive Director and Administrative Assistant shall attend regular monthly meetings.

A Chamber Staff Member shall keep the minutes of the meetings. Minutes of each meeting of the Board of Directors shall be recorded and made available for approval at the following month's meeting. Said minutes shall be made available to the membership, if requested.

An invitation may be extended, by the President, to additional personnel of the Broken Bow Chamber of Commerce.

An invitation shall be issued at the beginning of each year to each Ex Officio member, described in Article 9, Section 4, to invite them to any regular meeting held by the Board of Directors.

The Board of Directors may move into closed session at any regular or special meetings by a motion and a second from any Board of Director. The purpose of said closed session shall be identified in the motion. A majority vote shall pass said motion. All attendees, except the Board of Directors, shall be asked to exit the meeting.

SECTION 3

The Executive Board of Directors of the Broken Bow Chamber of Commerce shall meet once a month. The time and place shall be determined by the President. Members of the Executive Board of Directors and a Chamber Staff Member shall attend said Executive meeting. Minutes of each meeting of the Executive Board of Directors shall be recorded and made available to the Executive Board of Directors.

An invitation may be extended, by the President, to additional persons to attend said meeting. The Executive Board of Directors may move into closed session at any time by the President. All attendees, except the Executive Board of Directors, shall be asked to exit the meeting.

SECTION 4

A special meeting may be called at any time by the following:

- 1) The President
- 2) Five (5) members of the current Board of Directors
- 3) Ten (10) memberships of the Broken Bow Chamber of Commerce

The purpose for the special meeting shall accompany any request and shall be delivered via email, in person, or regular mail no less than 24 hours prior to said meeting.

If an annual, regular, or special meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting prior to adjournment.

SECTION 5

At any regular or special meeting held by the Broken Bow Chamber of Commerce, two-thirds ^(2/3) of the current Board of Directors shall constitute a quorum. Meetings can be attended via zoom or teleconference by Board members if personal attendance is unavailable.

SECTION 6

Majority Vote will be as follows: Majority shall be defined as greater than 50% of the number of Board Members in attendance. The monthly meetings will start on time, voting on any action will be decided upon a "Majority Vote".

SECTION 7

Board of Directors may appoint a "Proxy" to cast a vote in his/her name if they are unable to attend a monthly, annual, or special meetings of the Broken Bow Chamber of Commerce. Proxy forms are available at the Chamber Office.

ARTICLE 6 – BOARD OF DIRECTORS

SECTION 1

The government of Broken Bow Chamber of Commerce, the directions of its work and the control of its property shall be vested in a Board of Directors consisting of twelve (12) members elected from the voting membership. Four (4) Board members shall be elected annually. All terms shall be for three (3) years. No member of the Board of Directors having served a full three (3) year long term shall be eligible for re-election until after a lapse of one (1) year from the end of their terms as a Director.

SECTION 2

The election of officers shall be by closed ballot at the January meeting of the Board of Directors. Each Director shall be permitted one (1) vote for each office. The ballots shall be opened and counted at the meeting by the Chamber Staff Member. In case of a tie vote, those receiving the tie vote shall be voted upon again by the Board of Directors at this meeting.

SECTION 3

The Broken Bow Chamber of Commerce may, by resolution of the Board of Directors, provide for indemnification by the Broken Bow Chamber of Commerce of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Broken Bow Chamber of Commerce. The Broken Bow Chamber of Commerce shall not be required to pay any damages or monies in any action, suit, or proceeding in which such individual shall be found negligent or if the matter shall be settled by agreement predicated on the existence of such a liability for negligence or misconduct, unless approved the Board of Directors by a separate resolution.

ARTICLE 7 – NOMINATION AND ELECTION OF DIRECTORS

SECTION 1

Nominations may be made by any Chamber Business Membership or Board Member. Requests for nominations will be sent to the businesses and Board members no later than September 1st. Persons nominated for Chamber Board of Directors shall not be members of any office personnel's immediate family. Immediate family is defined as: Spouse, Children, Siblings, and Parents. Adopted, Half and/or Step members of the preceding are also included in the definition of immediate family.

SECTION 2

A minimum of four (4) nominations must be received and placed on the ballot. If the minimum is not received, then the Board of Directors shall find remaining nominations.

SECTION 3

Election of Directors shall be conducted electronically or by mail as requested. Ballots containing the nominations and places for write-in candidates shall be sent to Chamber memberships no later than the end of September, to be returned prior to the regular October board meeting. Candidates receiving the highest number of votes shall be declared elected.

SECTION 4

The ballots shall be counted by the Executive Director and Administrative Assistant. They shall report their findings to the Executive Board. The Board of Directors shall hear the voter results from the Executive Board and shall confirm by their official action the election of directors and be made part of the records of the meeting.

SECTION 5

The Executive Director shall notify by mail all candidates the results of the election.

SECTION 6

The term of office of those elected to the Board of Directors shall commence on the first day of January following their election and shall continue for a period of three (3) years.

ARTICLE 8 – VACANCY ON THE BOARD OF DIRECTORS

SECTION 1

Any Director who cannot attend a meeting must notify the President or Executive Director prior to the meeting. Any Director, who shall not have attended three (3) consecutive regular meetings, shall come before the Board to explain absences. Two-thirds ^(2/3) of the entire Board of Directors must vote to approve the removal of a Board Member.

SECTION 2

Any Director of the Board may resign effective immediately or on specified date given by the Director. Written notification of resignation must be given to the President of the Board of Directors. If the resignation is effective at a future date, a successor may be selected from the Board members employer in advance to fill the vacancy when the resignation becomes effective. If there is no one available from the Board members business then the next candidate from the previous election will be asked to fill the position.

SECTION 3

Any member of the Board may be removed based on the good faith determination by the Board that the Board member has engaged in conduct contrary or damaging to the Chamber or aims of the Chamber. Two-thirds ^(2/3) of the entire Board of Directors must vote to approve the removal of a Board Member.

SECTION 4

A vacancy on the Board of Directors shall be considered to exist when:

- 1) A member of the Board of Directors serves a written notice to the Broken Bow Chamber of Commerce that he/she no longer will serve as a member of the Board of Directors.
- 2) Due to physical reasons he/she cannot continue to serve as a member of the Board of Directors.
- 3) Due to leaving the community.
- 4) For not being an active membership of the Broken Bow Chamber of Commerce.

When for these or other reasons the President considers a vacancy exists on the Board of Directors, he/she shall request action by the Board of Directors.

SECTION 5

If a Director should fail to qualify to serve his/her term or if a Director should vacate his/her directorship serving his/her elected term, the Executive Board shall meet and select a nominee to fill the vacancy on the Board of Directors. Consideration to fill this vacancy shall be given to persons on the last available election slate and/or a fellow employee of the outgoing Director. This nominee so selected must receive a majority vote of the Board of Directors at the next regular meeting of this body before he/she can serve as a member of the Board of Directors.

The vacancy so filled shall be for the remainder of the term of the Director who is being replaced.

ARTICLE 9 – OFFICERS

SECTION 1

The officers of the Broken Bow Chamber of Commerce shall consist of a President, Vice President and Treasurer. These officers shall be elected for a term of one (1) year or until new officers are elected according to the By-Laws herein. The President and Vice President shall be elected by the Board of Directors. The Treasurer may or may not be a member of the Board of Directors, but shall be approved by the Board of Directors

SECTION 2

The Executive Board of Directors shall consist of the President, Vice President and Treasurer.

1. President – The President shall be the principal executive officer of the Chamber of Commerce and shall in general supervise and control the business and affairs of the Broken Bow Chamber of Commerce. The President shall preside at all meetings of the Chamber of Commerce, Board of Directors and Executive Board of Directors. He/she shall perform all duties incident to his/her office and advise such action as may tend to promote the prosperity and unity of the community and to increase the usefulness of the Broken Bow Chamber of Commerce. He/she shall appoint all committees and be and ex-officio member of all committees.
2. Vice President – The Vice President shall preside in the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions placed upon the President and shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.
3. Treasurer – The Treasurer shall examine disbursements of funds and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall provide a monthly report at the monthly meetings of the Chamber’s disbursements and receipts for approval by the Board of Directors.

Upon the removal or resignation of any officer, except the President, the Board of Directors shall fill the office by appointment of the Board. Such appointed officer shall complete the un-expired term of office. In the absence of the President and Vice President a member of the Board of Directors shall act in a temporary capacity.

SECTION 3

The Executive Director shall carry out the work and programs of the Broken Bow Chamber of Commerce. The Executive Director shall perform all duties as assigned by the Board of Directors and keep permanent records of all funds as outlined in Article 11, Section 8. The Executive Director shall arrange to pay all bills incurred by the Chamber of Commerce promptly. It shall be the responsibility of the Executive Director to keep a permanent record of all financial transactions and to make them available to the membership, if requested. He/she shall be a member of the Budget and Finance Committee and preside at all meetings of his/her committee. The Executive Director shall be bonded in such sum as the Board of Directors may determine for the faithful performance of his/her duties.

SECTION 4

In addition to the twelve (12) elected members as provided for in Article 6, Section 1, there shall be five (5) Ex Officio members to the Board of Directors. Ex Officio members do not have voting privileges except for the immediate Past President.

- 1) The retiring President of the Broken Bow Chamber of Commerce shall be an Ex Officio member of the Board of Directors for a period of one (1) year after the end of his/her term of office as President. The Past President shall have voting privileges.
- 2) The Mayor or City Administrator of the City of Broken Bow shall be an Ex Officio member of the Board of Directors.
- 3) The President of the Board of Education of District #25 of Broken Bow shall be an Ex Officio member of the Board of Directors.

- 4) The Executive Director of the Custer Economic Development Corporation shall be an Ex Officio member of the Board of Directors.
- 5) The Chairman of the Custer County Board of Supervisors shall be an Ex Officio member of the Board of Directors.

ARTICLE 10 – COMMITTEES

SECTION 1

Committees shall be created at the regular January meeting. Special Committees may be formed throughout the year as needed. There shall be as many committees as the President considers necessary to carry out the program of work of the Chamber of Commerce. A committee may consist of as many members as the President deems desirable. Each committee shall appoint a chairman. He/she shall be appointed for one (1) year and may be re-appointed for successive years.

SECTION 2

The Executive Director shall mail or e-mail signup sheets to the entire membership to ask for volunteers for the committees.

SECTION 3

Committees shall meet as often as the chairman of the committee deems necessary to conduct the work assigned to this committee or the work initiated by the committee. Committee shall carry out the work that is a normal function of the committee. They may initiate new promotions, projects or programs as are considered desirable by the committee and in the best interest of the community.

SECTION 4

Committees shall not be permitted to obligate the Broken Bow Chamber of Commerce for more funds than has been allowed in the budget or is furnished to them by memberships of the Chamber of Commerce through sponsorship. If a promotion, project, or program requires more funding than is provided for in the budget and is not first made available by sponsorships from the membership the chairman of the committee shall request approval from the Board of Directors of the Chamber of Commerce. Only after a majority vote of the Board of Directors may the committee go forward and obligate the Chamber of Commerce for an amount exceeding the funds available to the committee as previously outlined in this section. An over expenditure, not to exceed \$100.00 due to misjudgment or unavoidable circumstances shall not be considered excessive and is not covered by this section.

SECTION 5

Committees may recommend policy to the Board of Directors for their consideration, but they shall not have the authority to make policy.

ARTICLE 11 – FINANCIAL STRUCTURE

SECTION 1

The fiscal year of the Broken Bow Chamber of Commerce shall be the calendar year (January 1 – December 31).

SECTION 2

There may be an annual review of the financial structure following the close of each year by the Executive Board.

SECTION 3

The Executive Director shall prepare an annual expense budget. This budget shall reveal in reasonable detail the anticipated expenditures of the Broken Bow Chamber of Commerce for the calendar year. This budget shall be reviewed in detail by the Executive Board. After approval by the Executive Board, the budget shall be presented to the Board of Directors for their review, revision, if desirable, and for final approval.

SECTION 4

If the expense budget exceeds the anticipated membership income, the President of the Executive Board shall request a call for a meeting. The President shall advise the Executive Board of the total amount being requested for the expense budget with an understandable breakdown of the various items for their consideration. He/she shall further furnish the Executive Board an estimate of the anticipated income from membership dues based on the current year assessments. It shall then be the duty of the Executive Board to recommend appropriate action to the Board of Directors.

SECTION 5

If the Executive Board determines that the expense budget is consistent with the needs of the Broken Bow Chamber of Commerce but exceeds the anticipated membership income it shall be their duty to make re-evaluation of the dues structure. This evaluation shall be made on the Fair Share Plan, using the best information available to appraise each membership fairly. After this re-evaluation has been completed, this in the judgment of the Executive Board will raise the necessary funds to properly finance the Broken Bow Chamber of Commerce. The Executive Director shall be furnished a complete listing of the present and potential memberships showing the amount of Investment (dues) each shall pay into the Chamber of Commerce on an annual basis if they are to be a member of the Chamber of Commerce. This listing is for the Executive Board use only and will remain unpublished. Any membership that feels that they have not been treated fairly may request a hearing before the Executive Board. If the membership does not feel they have gotten justice from the Executive Board, they may go before the Board of Directors with their request. No adjustments in the membership dues schedules shall be made except by the Executive Board and presented to the Board of Directors.

SECTION 6

The expense budget shall be prepared for presentation to the Board of Directors at the regular December Board of Directors meeting for the calendar year following.

SECTION 7

Upon final approval of the expense budget by the Board of Directors, the Executive Director shall be authorized to make disbursements on the accounts provided for the expense budget without additional approval from the Board of Directors. If calls are made upon the Broken Bow Chamber of Commerce for funds not provided for in the expense budget, the Executive Director shall not be permitted to make disbursements for such items without first securing authority from the Board of Directors.

SECTION 8

The Executive Director shall prepare statements of income and expense of the Broken Bow Chamber of Commerce for each month. Those statements shall reflect the true financial condition of the Broken Bow Chamber of Commerce to the best of the Executive Director's ability. These statements shall be furnished to each member of the Board of Directors each month.

SECTION 9

A report of the financial structure shall be made available to any memberships of the Broken Bow Chamber of Commerce, if requested.

SECTION 10

The Broken Bow Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the memberships of the Broken Bow Chamber of Commerce. On dissolution of the Broken Bow Chamber of Commerce, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

SECTION 11

All checks for disbursement by the Broken Bow Chamber of Commerce shall be signed by two (2) Executive Board members.

ARTICLE 12 - AMENDMENTS

SECTION 1

All proposed amendments shall first receive approval of the Executive Board.

SECTION 2

These By-Laws may be amended or altered by a two-third ^(2/3) vote of the entire Board of Directors at any regular or special meetings of the Board of Directors of the Broken Bow Chamber of Commerce. All amendments to the By-Laws shall be provided in writing and distributed to each member of the Board of the Directors not less than ten (10) days prior to such meeting.