

AMENDED AND RESTATED
BYLAWS OF THE
KUNA CHAMBER OF COMMERCE, INC.

ARTICLE 1
PURPOSE AND OBJECTIVES

Section 1: Name

This organization is incorporated under the laws of the State of Idaho and shall be known as the Kuna Chamber of Commerce, Inc. or Kuna Chamber of Commerce (the “Chamber”). The principal business of the Chamber shall be transacted in the City of Kuna, County of Ada, State of Idaho.

Section 2: Purpose

The mission of the Chamber will be to serve and support the greater economic good of its Membership in a fiscally responsible manner.

The purposes are:

- A. To coordinate the efforts of commerce, industry, and the professions in maintaining and strengthening a sound and healthy business climate in the Kuna area.
- B. To sponsor innovative programs and stimulate activities which will provide for the total development and employment of the area’s human and economic resources.
- C. To provide creative business leadership and effective coordination of all interested parties in solving community problems and in initiating constructive community action.
- D. To serve as the voice of business in legislative matters and to further understanding of our free enterprise system.
- E. To provide opportunities for leadership that orchestrates change in Kuna’s economic climate and competitive position.

Section 3: Limitation of Methods

The Chamber shall observe all local, state, and federal laws which apply to a not-for-profit organization as defined by the Internal Revenue Service. The Chamber serves as a non-political body through which all members of the community can support the collective actions of the Chamber.

Section 4: Authority

The Chamber is incorporated under and operates pursuant to Idaho Code Title 30, Chapter 30, the Idaho Nonprofit Corporation Act, as amended (the “Act”). Any reference to Idaho Code or the Act shall mean the applicable provisions of Idaho Code as amended, repealed, or replaced which was in effect at the time in question.

**ARTICLE II
MEMBERSHIP**

Section 1: Eligibility

Any individual, association, organization, firm, corporation, partnership, proprietorship, public entity, estate, or trust having an interest in the objectives of the organization shall be eligible to apply for Membership.

Section 2: Application

Applications for Membership shall be in writing to the Chamber on forms provided for that purpose and signed by the applicant. Any applicant shall become a Member upon payment of the regularly stipulated Membership fees provided in the Handbook. The President shall present new Members at the next regularly scheduled Membership Meeting of the Chamber. The Membership year shall be from January 1st through December 31st.

Section 3: Membership Fees

Membership Fees are based on the fiscal year, January 1st through December 31st, and shall be represented by two categories; 1) business members and 2) community members, with no business affiliations. Community members may not participate in advertising mailers or other promotional events as an advertiser or sponsor. Membership Fees are due on January 1st of each year for the current year.

Each Membership entitles the individual, association, organization, firm, corporation, partnership, proprietorship, public entity, estate, or trust one (1) voting share in matters before the Chamber. The community member may vote in general Membership Meetings and elections and may be elected as a Director or Officer.

Membership Fees shall be reviewed annually and may be adjusted on a vote of the Board of Directors. Membership fees shall be recorded in the Handbook. Membership fees are payable annually in advance and may be prorated in the initial year of Membership. Members who were Members during the preceding calendar year shall be considered continuing Members and be responsible for the full year Membership fees for each year they are a continuing Member.

Section 4: Membership Termination

Any Member may resign from the Chamber upon written notice to the Chamber.

Any Member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a Member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are provided in accordance with Idaho Code § 30-30-409, if approved by a majority vote of the Membership of the Chamber. The death, resignation, or nonpayment of dues shall terminate the Membership. The termination of Membership or resignation of a Member shall cause forfeiture of all the interests of the Member in and to the Chamber.

If any continuing Member fails to pay the Membership fees by March 31 for the current year, said Member may be suspended from Membership and as an Officer, Director, or from any committee of the Chamber and shall only be reinstated upon payment of such dues.

Termination of Chamber Membership will result in automatic vacancy as an Officer, Director, or committee chairman of the Chamber, if applicable.

Section 5: Voting

In any proceeding in which voting is called for, each Member in good standing shall be entitled to cast one (1) vote. Each individual, association, organization, corporation, partnership, proprietorship, public entity, estate, or trust Membership represents one (1) Membership vote.

Section 6: Transfer of Membership

Membership in the Chamber is not transferable except through the sale or transfer of ownership of the business, entity, or organization.

ARTICLE III MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The Annual Meeting of the Chamber for the election of the Board of Directors and Officers, the report of the President on the activities and financial condition of the Chamber, and such other business as may come before such meeting, shall be held each year at such time and place in Kuna, Idaho as may be fixed by the Board of Directors in the call of the meeting.

Section 2: Regular Meetings

The Board of Directors may hold additional meetings for the Membership at a date, time, and place fixed by the Board to consider and act upon such matters as may be raised consistent with the notice requirements of Idaho Code § 30-30-505.

Section 3: Special Meetings

Special meetings for the Membership may be called by the Members or the Board of Directors in accordance with Idaho Code § 30-30-502.

Section 3: Orientation Meetings

Upon notice by the Board of Directors, orientation on the purpose and activities of this organization shall be conducted for the following groups: new Directors and/or Officers, committee chairpersons, committees, and new Members. A detailed outline on orientation of each of these groups shall be a part of the Handbook.

Section 4: Quorum

At any duly called Membership Meeting of the Chamber, ten percent (10%) of the Membership shall constitute a quorum.

Section 5: Notices, Agendas, and Minutes

Notice of Membership Meetings shall be given as prescribed in the Handbook and in accordance with Idaho Code § 30-30-505. An agenda must be prepared and sent with the notice of the meeting for Membership and Board meetings. Such agendas may be posted on the Chamber's website, in the principal office of the Chamber, and such other locations as determined by the Board of Directors. If e-mailed, such notices shall be deemed to be delivered when sent to the Member at the e-mail address as it appears on the Membership book of the Chamber. If mailed via USPS, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at the address as it appears on the Membership book of the Chamber with postage thereon prepaid. Minutes shall be kept of all Membership Meetings.

Section 6: Waiver of Notice

Whenever any notice is required to be given to any Member or Director of the Chamber under the provisions of the Bylaws, the Articles of Incorporation, or the laws of the State of Idaho, a 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.

Section 7: Action of Members Without Meeting

Any action, which under the provisions of the Act may be taken at a meeting of the Members of the Chamber, may be taken without a meeting if authorized by at least eighty percent (80%) of the voting power in writing delivered to the Chamber.

Section 8: Action by Mailed Written Ballot or Absentee Ballot

Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Chamber delivers a written ballot to every member entitled to vote on the matter. Members may vote by mail or by absentee ballot on any corporate action that may be taken at any annual, regular, or special meeting of Members. Absentee ballots may be submitted electronically as provided for in the notice delivered with the written ballot. A written ballot for action taken without a meeting shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

Approval by written ballot alone when a meeting is not held shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and shall specify the time by which the ballot must be received by the Chamber in order to be counted.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Function

The duties of the Board of Directors shall be to control the Chamber's property, be responsible for the Chamber's finances and employees, and recommend policy to the Membership.

Section 2: Composition of Board and Officers

The Board of Directors shall be composed of eleven (11) members selected from the active Members of the Chamber.

Section 2: Qualifications

Members of the Chamber are allowed only one (1) candidate from their respective organization for the position of Director. More than one (1) or multiple candidates from the same organization will not be considered. Community Members, as a group, are limited to holding one (1) seat on the Board of Directors.

Section 3: Terms

Director seats shall have two (2) year terms for each seat on the Board of Directors. One-half of the Director seats shall be up for election in even years with the remaining Director positions up for election in odd years. Directors appointed to their position to fill a vacancy on the Board of Directors shall fulfill the term of the seat they occupy before being up for reelection.

Section 3: Election of Directors

In the event the Chamber receives more candidates for Board of Director seats than there are open seats, a general election will be held. The general election for the Board of Directors shall be held at the Annual Meeting of the Membership. All Members who have submitted an application for Board member candidacy shall be placed on the ballot. The names of all candidates shall be arranged in alphabetical order on the ballot. Instructions will be to vote for the number of Directors as there are seats up for election. The Secretary shall send the ballot to all active Members at least fifteen (15) days before the Annual Membership Meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber within ten (10) days. The Board of Directors at the Annual Meeting shall declare the candidates with the greatest number of votes elected. All references to 'days' in this paragraph refer to calendar days.

In the unlikely event of a tie, the President, or then acting President, shall have the authority to cast the deciding vote in any election.

If the number of candidates does not exceed the number of open Board of Director seats up for election, those candidates shall be deemed elected.

Section 4: Seating of New Directors and Officers

All newly elected Directors shall be seated at the next regularly scheduled Board Meeting as guests of the current Board of Directors. Retiring Directors shall continue to serve until the end of the current fiscal year until the 1st day of January of the following year, at which point, the newly elected Directors shall be full Directors.

Section 5: Resignation

A Director may resign at any time by delivering written notice to the Board of Directors or the Chamber's President or then presiding Officer. A Director will be considered to have resigned by the absence from more than three (3) regularly scheduled Board Meetings per year without a reason being deemed valid by the Board of Directors. Said reason must be communicated to the President or Secretary prior to the missing of said meeting.

Section 6: Appointment

Vacancies on the Board of Directors may be filled by a majority vote of the seats remaining on the Board of Directors. A Director selected to fill a vacancy shall serve for the unexpired term of the seat on the Board.

Section 7: Board of Directors Meetings

The Board of Directors shall hold regular monthly meetings at the Chamber's principal place of business. Regular monthly meetings of the Board of Directors may be held without notice.

Special meetings for the Board of Directors may be called by the President or by three (3) Directors. Special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time, and place of the meeting.

A Director may, at any time before, during, or after the meeting waive any notice required for a meeting of the Board of Directors. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed, objects to lack of notice and does not thereafter vote for or assent to the objected to action.

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

A quorum of the Board of Directors consists of a majority of the Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors.

Minutes shall be kept of all Board of Directors meetings.

Members in good standing may attend Board meetings providing the President or Secretary receives notification one (1) day prior to such meeting.

Section 8: Action of the Board of Directors Without Meeting

Action may be taken by the Board of Directors without a meeting upon the affirmative vote of a majority of the Directors then in office. Votes by the Board of Directors without a meeting may be taken by written electronic means, including but not limited to email, text message, electronic survey, etc. Minutes shall be kept of all actions taken by the Board of Directors without a meeting including records of votes by electronic means.

Section 9: Policy Statements of Position on Issues

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. A Director has no power or authority to incur any liability or obligation on behalf of or against the Chamber until he/she shall have first been authorized to do so by two-thirds vote of the Board of Directors.

ARTICLE 5 OFFICERS

Section 1: Officers

The Officers of the Chamber shall be the President, Vice President, Ex-Officio President, Secretary, and Treasurer. The President, Vice President, and Treasurer shall be selected from and elected by the Board of Directors. An employee of the Chamber may serve as Secretary. In the event of a vacancy of the office of Secretary, a Director may be elected to serve as Secretary as needed. The immediate past President of the Chamber shall serve as the Ex-Officio President until such time as they are replaced, resign, or removed by the Board of Directors.

Section 2: Election and Selection of Officers

The President and Vice President of the Chamber shall be elected annually by the Board of Directors at the first January Board Meeting. The Treasurer shall be elected by the Board of Directors at the first January Board Meeting every three (3) years. During their time in the office of Treasurer, the Director serving as Treasurer shall not be subject to election as a Director.

The Board of Directors may hold an election for an Officer position at any meeting of the Board of Directors to fill a vacancy. An Officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

In the event of a tie for the election of an Officer, the Secretary, if not a member of the Board of Directors, shall have the authority to cast the deciding vote.

Section 3: Duties of Officers

The President shall have the following powers and duties:

- Shall be the principal executive officer of the Chamber, and subject to the control of the Board of Directors, shall have the general supervision and management of the business of the Chamber.
- Shall recommend to the Board of Directors such matters and suggestions which will promote the goals and mission of the Chamber.
- Shall be responsible for administration of the strategic plan in accordance with the policies and regulations of the Board of Directors.
- Shall be an ex-officio member of all Chamber committees and may delegate supervision of the committees to the Vice President.
- Shall preside at all meetings of the Members and of the Board of Directors.
- Shall see that all orders and resolutions of the Membership and Board of Directors are carried into effect.
- Shall appoint all standing committee chairs, subject to Board of Directors approval.
- When established, shall sign Membership certificates along with the Secretary or any other Officer of the Chamber, authorized by the Board to sign Membership certificates.
- May sign deeds, mortgages, bonds, contracts, or other instruments which the Membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Membership or by these Bylaws to some other Officer or agent of the Chamber or shall be required by law to be otherwise signed or executed.
- Shall with the assistance of the Treasurer, cause an annual budget to be prepared for the fiscal year and presented to the Membership.

- Shall conduct the activities of the Chamber between regularly scheduled monthly meetings of the Chamber through the Board of Directors and shall, in general, perform all other duties and exercise all powers incident to the office of President as may be prescribed by the Bylaws, the Board of Directors, or the Membership.
- Shall with the approval of the Board of Directors, employ individual(s) as needed to fulfill the mission of the Chamber. During the duration of such employment, the Board will annually review the hours, compensation, and performance of any/all employees. The out-going and in-coming Presidents shall conduct a joint annual employee evaluation interview with each employee in December. In order to facilitate budget preparation for the upcoming fiscal year, any changes in compensation, either hours, rates, or any other conditions, will be determined and voted upon by the Officers and Board at the last Board of Directors meeting of the current fiscal year.
- Shall, at the expiration of the term of office, deliver to the Board of Directors all books, papers, records, and property of the Chamber.

The Vice President shall have the following powers and duties:

- Shall attend all Board of Directors meetings.
- In the absence of the President or in the event of his/her death or inability or refusal to act, shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions upon the President.
- Shall generally be in charge of committees, which the president has assigned him/her to supervise.
- Shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Membership.
- Shall, under the direction of the President, be responsible for communications/correspondence of the Chamber.
- Shall, at the expiration of the term of office, deliver to the Board of Directors all books, papers, records, and property of the Chamber.

The Ex-Officio President shall have the following powers and duties:

- Shall attend all Board of Directors meetings.
- Shall, in the absence of the Vice President or the President or in the event of both of their deaths or their inability or refusal to act, perform the duties of the Vice President or President, and when so acting, shall have all the powers and be subject to all the restrictions upon such office.
- Shall generally be in charge of committees which the President has assigned to him/her to supervise.
- Shall, under the direction of the President, be responsible for Membership including recruitment, certificates, and benefits.
- Shall, at the expiration of the term of office, deliver to the Board of Directors all books, papers, records, and property of the Chamber

The Secretary shall have the following powers and duties:

- Shall attest to the signature of the President on all legal documents which require such attestation and shall place the seal thereon.

- Shall be custodian of the records and the seal of the Corporation and see that the seal is affixed to all documents of the Chamber, the execution of which on behalf of the Corporation under its seal is duly authorized.
- When available, shall sign with the President or Vice President, Membership certificates of the Chamber.
- Shall, at the expiration of the term of office, deliver to the Board of Directors all books, papers, records, and property of the Chamber.
- Shall attend all meetings of the Membership and the Board of Directors and preserve on the books of the Chamber true minutes of the proceedings of all meetings and actions taken without meeting by the Board of Directors.
- Shall conduct the correspondence of the Chamber and see that all notices are duly given in accordance with the Bylaws as required by law.
- Shall maintain an accurate Membership record.
- Shall maintain a record of committee membership.
- Shall take attendance at each meeting.

The Treasurer shall have the following powers and duties:

- Shall attend all meetings of the Membership and of the Board of Directors.
- Shall give, to the Board of Directors at their monthly Board meeting and to the Membership at the monthly Business Meeting, an account of all the transactions and of the financial condition of the Chamber, i.e. provide monthly financial statements.
- Shall assist the President in preparation of the annual fiscal year budget to be presented for approval of the Membership.

The incoming Board of Directors shall annually audit all books and accounts at the December Board meeting and issue a report to the Chamber Membership at the first January Board Meeting.

Section 4: Resignation and Removal of Officers

An Officer may resign at any time by delivering notice to the Chamber and the Board of Directors. If a resignation is made effective at a future date and the Chamber accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

The Board of Directors may remove any Officer at any time with or without cause.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 1: Appointment and Authority

The President shall with the assistance of the Vice President and with the approval of the Board of Directors, appoint all committee chairpersons.

It is desirable that the committee chair be a member of the Board of Directors. Therefore, where possible, in the final year of his/her term of office as a Board member, the committee chairperson should actively recruit a replacement from the members of the committee and train them. Such committee members would be involved in planning committee functions and would be prepared to advance to Board positions and committee chairmanships.

It shall be the function of the committees to investigate, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Active Members may serve on any committee of the Chamber at the option of the Member.

Section 2: Limitation of Authority

The Board of Directors shall authorize and define the powers and duties of all committees.

No action by any Member, committee, division, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been ratified by the Board of Directors or approved by the Membership.

Committees may be discharged when their work has been completed, and when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairpersons or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and government agencies, if so directed by the President or the Board of Directors.

Committees, divisions, or councils shall take no action or resolution of any kind bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

**ARTICLE VII
FINANCES**

Section 1: Funds

All money paid to the Chamber shall be placed in a bank depository fund in the name of the Kuna Chamber of Commerce, Inc.

Section 2: Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts for expenses provided in the budget without additional approval of the Board of Directors unless such expenditure exceeds ten percent (10%) of budgeted gross revenues. Disbursements shall be by check. Authorized signatures for Chamber accounts may include the President, Vice President, Secretary, Treasurer, and any employee of the Chamber.

Section 3: Budget Adjustments and Revisions

The Board of Directors shall adjust and/or revise the annual budget to meet changing conditions throughout the fiscal year.

Section 4: Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 5: Budget

As soon as possible after election of the new Board of Directors and Officers, the current and incoming Presidents and Treasurers shall prepare the budget for the coming year and shall cause it to be submitted to the Board of Directors for approval no later than the January Board Meeting.

Section 6: Loans

No loans shall be contracted on behalf of the Chamber and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 7: Contracts

The Board of Directors may, without the approval of the Membership, authorize any office or Officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Chamber, and such authority may be general or confined to specific instances.

**ARTICLE VIII
DISSOLUTION**

Section 1: Procedure

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 and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined by IRC Section 501(c)(3).

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

Section 1: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the charter or current Bylaws of the Chamber.

**ARTICLE X
AMENDMENTS**

Section 1: Revisions

The Bylaws of the Chamber may be altered, amended, or restated by the Board of Directors in accordance with the provisions of Idaho Code § 30-30-709.

**ARTICLE XI
INDEMNIFICATION**

Section 1: Indemnification

The Chamber shall indemnify to the fullest extent permitted by the Act any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because such person was or is an Officer, Director, employee, or agent of the Chamber while acting for and on behalf of the Chamber, in accordance with Idaho Code § 30-30-626. Notice of any such indemnification shall be provided pursuant to Idaho Code § 30-30-1106.

Section 2: Insurance

The Chamber shall carry proper insurance for the Directors and Officers in order to provide for the indemnification as set forth above.

**ARTICLE XII
MISCELLANEOUS**

Section 1: The Handbook

The Board of Directors shall establish and maintain a Handbook for the Chamber which shall govern the policies and procedures of the Chamber not hereinbefore provided for in these Bylaws and consistent with the Act. The Handbook may be adopted, altered, and amended by a majority vote of the Board of Directors. The Handbook shall be considered an official record of the Chamber and subject to inspection by its Members.

Section 2: Employees and Independent Contractors

The Board of Directors may hire employees and independent contractors on behalf of the Chamber. The qualifications, job duties, terms of employment, and compensation shall be outlined in the Handbook.

ARTICLE XII ADOPTION OF AMENDED AND RESTATED BYLAWS

We, the undersigned current Directors and Officers of the Chamber, represent and do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Chamber in accordance with the applicable provisions of the previous Bylaws, the Act, and by majority consent of the Board of Directors on the 13th day of March, 2025.

Signed by:

By: Amber Avery
Its: Director

Signed by:

By: Charlie Long
Its: Director

DocuSigned by:

By: Helen Johnson
Its: Director

Signed by:

By: Jacob Bateman
Its: Director

DocuSigned by:

By: Joe Wilson
Its: Director

Signed by:

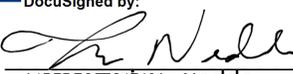
By: Kara Larson
Its: Director

Signed by:

By: Loren Bailey
Its: Director

DocuSigned by:

By: Shane Summers
Its: Director

DocuSigned by:

By: Tina Neddo
Its: Director

By: _____
Its: _____

By: _____
Its: _____

By: _____
Its: _____