

**THE WINDSOR AREA CHAMBER OF COMMERCE
AND VISITOR BUREAU, INC. BY-LAWS
421 MAIN STREET WINDSOR, CO 80550**

ARTICLE I – GENERAL

Section 1: The Windsor Area Chamber of Commerce and Visitor Bureau, Inc., hereafter the Chamber, is incorporated under the laws of the State of Colorado.

Section 2: The Chamber is the leading non-profit, membership-driven, business organization dedicated to creating a climate in which business can succeed.

Section 3: The Chamber is a 501(c)(6) non-profit organization and therefore will not engage in any activities that will compromise our tax-exempt status.

Section 4. The Chamber shall be non-partisan and non- sectarian in its activities. This shall in no way restrict this organization from endorsing and promoting issues considered being in furtherance of its objectives.

ARTICLE II – MISSION / VISION

Section 1. Mission Statement: To grow business, build community, improve the business climate and quality of life by adding value as we advocate, educate, and support our business organizations.

Section 2. Vision: The Chamber strives to successfully market the Windsor area business community and to foster positive public recognition of business in the Windsor area.

ARTICLE III – MEMBERSHIP

Section 1. (Eligibility): Any business, individual, association, corporation, or partnership may become a member.

Section 2. (Dues): The Chamber Board of Directors, hereafter the Board, shall set membership dues and payment schedules.

Section 3. (Termination): (a) Any member may resign upon notice to the Executive Director (b) Any member may be expelled for nonpayment of dues after 90 days from the due date unless otherwise extended by the Executive Director.

Section 4. (Transfer): No member may sell, assign, transfer, or in any manner dispose of the Chamber membership without approval of the Executive Director.

Section 5. (Representatives): Any person, firm, association, or corporation holding one or more memberships shall have the right at any time to change any or all its representatives upon written notice to the Chamber.

Section 6. (Voting): Should the Board request a vote of the membership, each member of the Chamber in good standing is entitled to one vote.

ARTICLES IV – COMMITTEES

Section 1. (Formation): The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in the by-laws. All committee chairs are recommended by the committees or the Chair of the Board and are subject to confirmation by the Board.

Section 2. (Authority): No committee shall take any public or formalized action on any resolution or commit the Chamber on any question of policy without prior approval of the Board, except as delegated by the Board. No committee may exceed its budgeted appropriation without prior consent of the Board.

Section 3. (Executive Committee): The Executive Committee shall be composed of five officers: the Chair, Vice-Chair, Treasurer, Secretary and one member at large. The Executive Committee shall, during the intervals between meetings of the Directors, exercise the functions of the Board, subject to final action by the Board. The Executive Committee shall attend to the interim work of the Board and shall perform such duties as delegated by the Board. The Executive Committee shall meet at least once a month to review and establish the agenda for the Board meeting. A majority of all the members shall constitute a quorum. In the event of a split decision, the Chair shall have the deciding vote. The Executive Committee shall hire, discharge, and have supervision over all employees of the Chamber, including determining their duties and compensation in accordance with policies and practices approved by the Board.

Section 4. (Financial Committee): The Finance Committee shall consist of the Chair, Vice Chair, Treasurer, and any other interested Board members. The Finance Committee shall advise the Board of the financial condition of the Chamber on a monthly and annual basis. The committee shall present a budget of the estimated income and expenditures to the Board for approval, in the last quarter of the fiscal year.

Section 5. (Board Governance/Development Committee): The purpose of the Board Governance/Development Committee will be to work to help develop the leadership skills of the Chamber Board through a variety of means which could include workshops, retreats, and training. The committee will select a chair from their group. The committee will be responsible for reviewing and revising the Chamber's bylaws, which will be approved by the Board. The committee members will also serve on the strategic planning process when scheduled.

Section 6. (Events Committee): The purpose of the events committee will be to work with the Executive Director to create, schedule, and execute approved events sponsored by the Chamber. Committee members will help solicit volunteers from the Chamber membership to help execute successful events. The Chair of this committee will be a current Board Director and will act as the WACC representative on the Tourism Commission.

Section 7. (Leads Group): The purpose of the Leads Group will be to help businesses flourish by exchanging leads and meeting other professionals. They shall have a Chair and Co-chair. The Leads Group shall be composed of Chamber members in good standing. There shall be no more than 20 participants. There shall be no competing businesses. New members will complete an application and be decided upon by the existing members.

Section 8. (Ambassadors): The Ambassadors will represent the Chamber in a positive and welcoming manner at all social and new business events. This includes but is not limited to Business After/Before Hours, Ribbon Cuttings, various festivals, and celebrations. They shall serve as greeters at all chamber events. They will make visits to current, new, and prospective members. They will meet monthly with the Executive Director and one member will serve as a liaison to the Board of Directors.

Section 9. (Tourism Commission): The WTC has been formed to achieve common goals and objectives of varied interests in the Windsor area. These are to provide:

1. Sustainable, quality tourism venues and products at a high value to price relationship.
2. A positive liaison with local and state government to provide a voice and guidance in the arena of tourism; and
3. Effective coordination of human and financial resources to promote the destination of the Greater Windsor community in a way that is mutually beneficial to area businesses and visitors.

Staff and operate the Windsor Visitor Center, located at 421 Main Street, Ste. A. This includes training and scheduling volunteers, providing information to visitors, and working with tourism partners for inventory on events, destinations, and other tourism-related information. The Chamber Board is the governing body of the WTC. The WTC is the operational body for tourism activities and events and will work within their approved bylaws.

Section 10. (Advisory Board): An Advisory Board may be created whose members shall be appointed by the members of the Executive Committee annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Board members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Board shall possess the desire to serve the community and support the work of the Chamber by providing expertise and professional knowledge.

ARTICLE V – FINANCIAL PROVISIONS

Section 1. (Membership Dues): All membership dues paid to the Chamber shall be placed in the Chamber’s general operating fund. The Chamber will not refund dues.

Section 2. (Disbursements): Upon approval of the budget, the Chair and the Executive Director are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be by check and/or corporate card. The Chair, the Vice Chair, Treasurer, and the Executive Director shall serve as signatories. The Vice Chair shall only be authorized to sign checks in the absence of the Chair. All non-budgeted disbursements more than \$5000.00 shall require approval, one of which must be the Chair, Vice Chair, or the Treasurer. All budgeted transactions more than \$10,000 shall be approved by Chair, Vice Chair, or the Treasurer. No signatory shall sign checks that are payable to them or family members.

Section 3. (Fiscal Year): The fiscal year of the Chamber shall begin on January 1st and end on December 31st.

Section 4. (Financials): The monthly financials shall be prepared by a Certified Public Accountant and approved by the board of directors. An audit may be performed by the direction of the board.

ARTICLE VI – MEETING

Section 1. (Proceedings): The proceedings of the Chamber shall be governed by and conducted according to the most current version of Robert’s Rules of Order. A quorum is defined as a majority of those members present at any regularly scheduled or special meeting will be considered a legal voting member will approve/deny action items by a majority verbal vote. Minutes will record the motion/second and outcome of the vote.

Section 2. (Board Notification): Agendas and notification of Board meetings shall be communicated to each Director at least three business days in advance of the meeting. In the case of an emergency meeting, this may be reduced to 24 hours. Emergency meetings may only be called by the Chair or in their absence, the Vice Chair.

Section 3. (Meetings): The regular monthly meetings of the Chamber will be held on a day of the month determined most suitable by the Board. The Board of Directors shall decide the date and time of monthly meetings at the first meeting of the year.

ARTICLE VII – OFFICERS

Section 1. (Executive Board): The Executive Board of the Chamber are the Chair, the Vice Chair, Secretary, Treasurer and Board Member at Large.

Section 2. (Election of Executive Board): The newly elected Board of Directors will elect and approve the Executive Board at the first meeting of the newly elected Board of Directors.

Section 3. (Duties of the Executive Board): Chair: The Chair shall be charged with the general supervision of the Executive Director who oversees the management of the office and business affairs of the organization. The Chair will work with the Executive Director for creation of the monthly Board of Directors agenda and will lead the Board’s meetings.

Vice Chair: The Vice Chair shall become familiar with the office of Chair and serve on the Executive Committee. The Vice Chair shall serve on such committees as the Chair may determine. The Vice Chair shall lead meetings of the Chamber and the Board in the Chair’s absence.

Treasurer: The Treasurer shall be the custodian of all funds of the Chamber and shall present a monthly and an annual financial report to the Board. The Treasurer shall also serve as the Chair of the Budget and Finance Committees. Subject to the approval of the Board, the Chair and the Vice Chair or the Treasurer shall sign all formal documents, i.e., deeds, contracts, or other instruments valued at more than \$5,000.

Secretary: The Secretary of the Chamber, with the assistance of the Executive Director, act as agent for service of process, conduct the correspondence, preserve the records, documents, and communications of the Chamber, keep books of account, and maintain an accurate record of the proceedings of the Chamber and the Board meetings.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. (Membership): The government of the Chamber, the direction of its work, and the control of its property shall be vested in a board of not less than 9 members, and not more than 12 members A minimum of 8 members to be elected from the Chamber Membership, serving a term of 3 years. Anyone wishing to run for a board of director position shall be a current chamber member in good standing. All financial accounts shall be paid in full including but not limited to dues, sponsorships, promotions, and advertisements. One additional non-voting Board member will serve as a liaison from the Windsor Town Board; appointed by the Town Board and Mayor for a mutually agreed upon term, at the discretion of the Chamber and the Town boards. Per the discretion of the Chamber Board and the Weld Re-4 School Superintendent, one representative from the school district may serve as a non-voting member on the board, for a mutually agreed upon term, at the discretion of the Chamber and School Superintendent.

Section 2. (Terms): No person shall be eligible to serve more than two consecutive three year terms as a Director.

Section 3. (Nominating Committees): The Nominating Committee for selection of Board members shall consist of at least three members. The Board shall select the nominating committee no later than the August Board meeting. The nominating committee shall submit their slates to the Board at the September Board meeting for election to be held in October.

New board members will be solicited from the membership through the Chamber digital newsletter prior to the first meeting of the Board Nominating Committee. All active Chamber members are eligible to serve.

Section 4. (Election of Directors): The nomination of Directors shall be in August. The Board of Directors shall receive the Nominating Committee recommendations, review additional candidates if presented, and make final approval. New board members will be voted on by the membership in October. The newly elected directors shall take office in November and be presented to the membership at the Annual Awards Event.

Section 5. (Vacancies): Vacancies, by resignation, or otherwise, in the Board shall be filled promptly by appointment by the Chair of the Board subject to the approval of the Board, and any Director so chosen shall complete the un-expired term.

Section 6. (Attendance): Absence for three regular meetings of the Board during a calendar year shall be construed as a resignation. Special circumstances may be considered by the Executive Board. Board Members are expected to serve on at least one committee.

ARTICLE IX – AMENDMENTS

Proposed changes to the Bylaws shall be presented to the Board for comment. The Bylaws may be amended or altered by a vote of two-thirds of those present and voting at any regular meeting of the Board.

ARTICLE X - DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the members of the Chamber. Upon 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 as defined in IRS Section 501(c)(3).

ARTICLE XI -BOARD INDEMNIFICATION

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any or all of its Directors or Officers against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which any are parties, by reason of having been Directors or Officers of the Chamber. Exception shall be made, however, in relation to matters involving fraud or criminal misconduct in the performance of duty.

These By-laws were amended and adopted by the Board of Directors on:

Revised:

March 21, 2000

June 6, 2002

September 2003

November 2004

April 2005

May 6, 2009

November 3, 2010

November 6, 2013

December 14, 2016

February 2021

February 2022

July 2022