

BYLAWS

BONNERS FERRY CHAMBER OF COMMERCE, INC.

PREAMBLE

These Bylaws are subject to, and governed by, the Idaho Business Corporation Act (the IBCA), the Idaho Nonprofit Corporation Act (the INCA), and the Articles of Incorporation of the Bonners Ferry Chamber of Commerce, Inc., and Idaho nonprofit corporation (the "Corporation"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the IBCA, INCA or the Articles of Incorporation, such provisions of the IBCA, INCA, or the Articles of Incorporation, will be controlling.

1.0 GENERAL

1.1 Name: The name of this organization is The Bonners Ferry Chamber of Commerce, Inc., a nonprofit corporation organized under the laws of the State of Idaho.

1.2 Address: The Bonners Ferry Chamber of Commerce, Inc., P.O. Box X, Bonners Ferry, ID 83805

1.2.1 Location: The Chamber shall conduct its affairs within the trade area, or market served by the business interests of Boundary County, Idaho.

1.3 Limitations: The Chamber shall observe and adhere to all local, state, and federal laws pertaining to nonprofit organizations as defined in Section 501c6 of the Internal Revenue Code. The Chamber shall, in all of its activities, be nonpartisan, nonpolitical, and nonsectarian.

1.4 Repeal of Past Bylaws: All the Chamber Bylaws are hereby revoked and are to have no further force or effect. They are superseded in whole by these bylaws. which are expressly intended to pre-empt and govern the whole field to the exclusion of all past or prior bylaws.

1.5 Objectives: The Chamber is organized to achieve the following mission "We are an advocate of business development and tourism in the greater Boundary County area."

2.0 MEMBERSHIP

2.1 Eligibility: Any person, businesses, firms, and corporations interested in the industrial, commercial or financial well-being of Boundary County.

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Membership is limited to persons or entities that engage in activity or business in the greater Boundary County community and show an interest in the general welfare and development of the region' and support the advancement of the Chamber's purposes and objectives, as determined by the Board.

2.2 Denial and Revocation: A member may be removed by the Board at any time for cause, by two-thirds (2/3) vote of the Board. Cause shall consist of proof of activities that harm that 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 their membership. All dues paid will be forfeited and advertising/marketing will cease from said day of termination.

2.3 Duration: Membership is for one year with annual renewal upon payment of the membership fee.

2.4 Dues and Statements: Membership dues are determined annually by the Board. Dues for the calendar year must be paid at the end of the month when the membership was initiated. Dues for the new members are prorated, to the nearest quarter. A statement for dues shall be mailed to the members during the first week of their renewal month. If they are not fully paid within this time, the membership is terminated.

2.5 Voting Restrictions: Every member of the Chamber good standing, whether 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 vote, in order to vote. No other arrangements are recognized. There is no proxy voting or cumulative voting.

3.0 BOARD OF DIRECTORS

3.1 Directors: The Chamber shall have Elected, Ex-Officio, and Honorary Directors.

3.1.1 Elected: Seven (7) directors shall serve terms of two (2) years as described in 3.3.

3.1.2 Ex-Officio and Honorary Directors: Non-voting Directors may be appointed annually to the Board to foster participation and partnerships between the Chamber and other organizations.

3.1.3 Chair, Chair-Elect, Past Chair Term Extension: If a director's term expires while serving as Chair, Chair-Elect, or Past Chair, then the director

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will remain on the Board as a non-term position until completion of the Past Chair responsibilities. The expired position will be filled in the normal rotation with a new member.

3.2 Election: Board of Directors election occurs at the January monthly membership meeting.

3.3 Term Limits: Board members will serve a two-year term. Upon adoption of the bylaws, the active Board will determine which positions will expire in the even years and odd years. The rotation will be noted in the Board minutes of the first board meeting following the adoption of the bylaws.

3.4 Responsibilities of the Board: 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.

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

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

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

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4.0 OFFICERS

4.1 Election of Officers: Election of Officers: The officers of the Chamber of Commerce are the President, Vice-President, Secretary, and Treasurer. Officers will be elected in the fall (October) to ensure they are in place for January planning. Voting for each position shall be conducted by secret ballot, with a majority of votes cast required to elect each officer. The Board serves a twelve (12) month term until the next Board is elected.

4.1.1 Term Limits: Officers will serve a two-year term. To help with continuity within the Board, officers will rotate off in a staggered sequence, President and Treasurer will be elected on even years. Vice-President and Secretary will be elected on odd years.

4.2 Duties

4.2.1 President: The President shall be the principal executive officer of the Chamber. The President shall preside at all meetings of the Chamber and the Board of directors and perform all duties as are incident to the office. The President shall appoint all committees, all unfilled committee chairs, and be a voting member of each committee.

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

4.2.2 Vice-President: The Vice-President shall preside at meetings of the Directors if the Chair is unable to attend and perform such duties as assigned by the President.

4.2.3 Secretary: The Secretary shall record and report the official minutes of any meetings and maintain an accurate record of the proceedings.

4.2.4 Treasurer: The Treasurer shall prepare an annual budget for the Chamber and present it to the Board for approval. The Treasurer shall maintain accurate financial records and provide monthly financial reports to the Board for their review and approval. No money shall be

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appropriated without the approval of the Board unless the expenditure has been approved as part of the annual budget or represents an expenditure of less than \$300.00.

4.2.5 Past President: For continuity purposes, the immediate Past President will serve on the Board and the Executive Committee for one additional year.

4.3 Removal of Officers: An Officer may be removed by the Board at any time for cause, by 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 she/he holds. An officer may also be removed for not performing duties as promised or missing three (3) meetings during a fiscal year.

4.4 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 the resignation will become effective. If no date is listed, then resignation is effective upon receipt of letter of notice by the Secretary.

4.5 Vacancies: Vacancies occurring in an officer role shall be filled by the Board by majority vote at the next Board meeting. An officer appointed to fill the vacancy shall be appointed for the unexpired portion of the term.

5.0 MEETINGS

5.1 Membership Meetings: Chamber membership meetings shall be held at such times and locations as determined by the Board. Members may participate in meetings either in person or remotely (using Zoom, video, or telephone).

5.2 Board Meetings: Board meetings are held once a month (with the exception of July and December) at a location and time determined by the Board. Additional meetings can be called with a two (2) day notice to all Board members.

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

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5.4 Policy and Rules: All Chamber 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 the easy, and efficient reference of the officers, directors and any other interested person, including all members of the Chamber in good standing.

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.

6.0 FINANCES

6.1 Fiscal Year: The Chamber's fiscal year shall be from January 1 through December 31 of each calendar year.

6.2 Approval: The Board shall approve all financial matters.

6.3 General Fund: All financial receipts shall constitute the general fund of the Bonners Ferry Chamber of Commerce unless otherwise provided by the Board. The expenses for the maintenance and conduct of the organization shall be paid by the general fund.

6.4 Bank Accounts

6.4.1 Banking Services: Funds of the Chamber shall be maintained in an account under the name of the Chamber, held by a financial institution located in the greater Bonners Ferry area. Records of all deposits and expenditures shall be maintained for a minimum of seven years by the Treasurer.

6.3.1 Authorized Signatures: All checks drawn on bank accounts of the Chamber shall have two signatures. Approved signers are the President and Vice-President of the Bonners Ferry Chamber of Commerce.

6.5 Loans: No loans shall be contracted on behalf of the Chamber.

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

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7.0 COMMITTEES

7.1 Standing Committees: The following committees shall be maintained For the purpose of the continued work of the Board and the Chamber.

7.1.1 Membership

7.1.2 Events

7.1.3 Advertising

7.2 Other Committees: Other committees may be formed as deemed by the Board with a majority vote.

8.0 PARLIAMENTARY AUTHORITY

8.1 Robert's Rules of Order: Robert's Rules of Order shall be parliamentary authority for all meetings of the Chamber. They shall prevail, except when in conflict with these bylaws and any special rules that may be adopted.

9.0 BYLAWS

9.1 Effective Date: These bylaws and any amendments thereto, shall become effective immediately on their adoption.

9.2 Amendments: These bylaws may be amended, repealed or new bylaws adopted by (a) majority vote of the members at a regular or special meeting but only after five (5) days' notice to the members; or (b) by two-thirds vote of the Board of Directors.

10. WAIVER OF NOTICE

10.1 Waiver of Notice: Whenever any notice is required to be given to any member or director of the Chamber under the law or the provision of these bylaws, 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.

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We, the undersigned, all being members of the Board of Directors of the Bonners Ferry Chamber of Commerce, DO HEREBY CERTIFY THAT the foregoing bylaws of said Chamber, were adopted by a 2/3 majority vote of members present at the monthly Board of Directors meeting held on the 18 Day of June Month, 2026.

_____ - Wendy Hawks, President

_____ - Munro Murdock, Vice-President

_____ - Erika Jeffries, Secretary

_____ - Patti Solt, Treasurer

_____ - Angela Hand

_____ - Linda Collier

_____ - TD Holladay