

**BYLAWS OF
THE CASTLE ROCK CHAMBER OF COMMERCE**

**ARTICLE I
GENERAL**

Section 1.1 Name

1.1.1 This organization is incorporated as a nonprofit corporation under the laws of the State of Colorado under the name “The Castle Rock Chamber of Commerce” (hereinafter referred to as the “Chamber”). The Chamber operates under the trade name “Castle Rock Chamber of Commerce.”

Section 1.2 Business Offices

1.2.1 The principal offices of the Chamber shall be in Castle Rock, Colorado at such location as is designated by the Board of Directors (hereinafter referred to as the “Board”) of the Chamber.

Section 1.3 Registered Office

1.3.1 The registered office of the Chamber shall be as set forth in the Articles of Incorporation and may be changed by the Board from time to time.

**ARTICLE II
MISSION**

2.1.1 The mission of the Castle Rock Chamber of Commerce is to:

- Educate the community about the importance of healthy businesses;
- Support and promote businesses within the community;
- Be a voice to government;
- Foster a livable community with positive growth;
- Educate business, government entities, youth and individuals regarding business acumen, leadership and entrepreneurial development.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Member Categories

3.1.1 Categories of membership in the Chamber are as follows and additional membership categories may be created by a resolution adopted by the Board.

a.) Primary Business Member

1. Qualifications. Any person or entity having a commercial, industrial, professional, and financial or other type of general business interest in the Castle Rock community, not limited to the corporate town limits, shall be eligible to become a Primary Business Member (“Business Member”) in the Chamber.
2. Procedure. All applications to become a Business Member shall apply to the Chamber on a form prescribed by the Board. Upon submission of the application by a qualified applicant and payment of the appropriate dues, the applicant shall become a Business Member.
3. Privileges. A Business Member shall enjoy all of the privileges available in accordance with its investment level, including the right to vote, hold office, and participate in activities

of the Chamber. Each member shall be entitled to only one vote on matters presented to the membership and that vote shall be cast by the individual designated by the member.

b.) Secondary Business Member

1. Qualifications. Any Business Member in the Chamber shall be eligible to obtain a Secondary Business Membership for each additional business having 50% or more common ownership with the Business Member. If the Business Member cancels or is dropped from the membership, the Secondary Business Member will be given the option to continue as a Business Member upon payment of the appropriate dues.
2. Procedure. All qualified applicants desiring a Secondary Business Membership shall apply to the Chamber on a form prescribed by the Board. Upon submission of the application and payment of the appropriate dues, a Secondary Business Membership shall be created.
3. Privileges. A Secondary Business Member shall enjoy all privileges of a Business Member, except the right to vote.

c.) Independent Contractor Membership

1. Qualifications. Any independent contractor for a Business Member shall be eligible to become an Independent Contractor Member in the Chamber. If the Business Member cancels or is dropped from the membership, the Independent Contractor Member will be given the option to continue as a Business Member upon payment of the appropriate dues.

An independent contractor is differentiated from an employee using Internal Revenue Service (IRS) guidelines: 1) Payment from business to independent contractor is reported using a Form 1099-MISC (financial control); 2) the independent contractor retains control over their schedule and number of hours worked (behavioral control), the jobs accepted and performance of their job (relationship control).

2. Procedure. All qualified applicants desiring an Independent Contractor Membership shall apply to the Chamber on a form prescribed by the Board. Upon submission of the application and payment of the appropriate dues, an Independent Contractor Membership shall be created.
3. Privileges. Independent Contractor Members shall enjoy all privileges of membership at the level of their sponsor Business Member including the right to one vote.

d.) Non-Profit Business Members

1. Qualifications. Non-Profit organizations established for charitable or religious purposes shall be eligible to become Non-Profit Business Members. Other non-profit organizations will receive this level of membership designation at the discretion of the Castle Rock Chamber of Commerce's Executive Committee.
2. Procedure. All applicants desiring a Non-Profit Business Membership in the Chamber shall apply to the Chamber on a form prescribed by the Board. Upon submission of the application and payment of the appropriate dues, the applicant shall become a Non-Profit Business Member.
3. Privileges. Non-Profit Business Members shall enjoy all privileges of a Business Member except such privileges shall extend only to current directors, officers and employees of the

Non-Profit Business Member. Each Non-Profit Business Member shall be entitled to only one vote on matters presented to the membership and that vote shall be cast by the individual designated by the organization.

e) Senior Citizen Membership

1. Qualifications. Any person 60 years or older, who is not an employee or owner of an active business, may apply to become a Senior Citizen Member.
2. Procedure. All applicants desiring a Senior Citizen Membership in the Chamber shall apply to the Chamber on a form prescribed by the Board. Upon submission of the application by a qualified applicant and payment of the appropriate dues, the applicant shall become a Senior Citizen Member.
3. Privileges. Senior Citizen Members shall be entitled to:
 - A. Attend all functions of the Chamber at the discount rates available to members;
 - B. Eligible to receive the Chamber member communications; and
 - C. Be listed in the Chamber directory

f) Individual Membership

1. Qualifications. Any person, who is not an employee or owner of an active business, may apply to become an Individual Member.
2. Procedure. All applicants desiring an individual membership in the Chamber shall apply to the Chamber on a form prescribed by the Board. Upon submission of the application and payment of the appropriate dues, the qualified applicant shall become an individual member.
3. Privileges. Individual members shall be entitled to:
 - A. Attend all functions of the Chamber at the discount rates available to members;
 - B. Eligible to receive Chamber member communications; and
 - C. Be listed in the Chamber directory. Only those individual members who are also employees of active business members shall be listed with reference to their business, profession or occupation.

g) Honorary Membership

1. Qualifications. Honorary Member status may be bestowed by Resolution of the Board, as it deems appropriate.
2. Procedure. A Resolution bestowing this status shall be adopted in the same manner as any other resolution adopted by the Board.
3. Privileges. Honorary members shall be entitled to attend and participate in all business meetings and other functions of the Chamber at the discount rates available to active business members. Honorary members shall not have voting privileges.

Section 3.2 Dues

3.2.1 Annual Chamber Member dues shall be established by the Board. Changes in the dues shall be recommended by the Budget and Finance Committee to the Board. The Board shall notify the members of the dues structure with the annual report.

3.2.2 The amount of dues payable by any member shall be determined based upon the category of membership in the Chamber, as established by the Board.

3.2.3 Any member who is delinquent by more than thirty (30) days in the payment of assessed dues shall receive notification of their status. Any member who is delinquent more than sixty (60) days shall have their membership automatically terminated.

Section 3.3 Termination

3.3.1 Resignation, termination of a business, or delinquency in payment of dues, as set forth in Section 3.2 (Dues) of these Bylaws shall result in the termination of membership.

Section 3.4 Transfer of Membership

3.4.1 Upon the sale or other transfer of a business entity holding a membership in the Chamber, the Chamber shall continue to recognize the business or organization as a member of the Chamber, unless notified in writing by the seller or transferor that the membership should be converted to an "Individual" membership, as defined in Section 3.1.1. The "Individual", "Honorary" and "Senior Citizen" membership categories are non-transferable unless authorized by the Board.

ARTICLE IV MEMBERSHIP MEETINGS

Section 4.1 Meetings

4.1.1 The Chamber shall hold regular meetings of the general membership, which shall be advertised to the members during the course of the year. All meetings shall be held at the time and place as determined by the Board. The Board may call other meetings it deems appropriate by providing a minimum of ten (10) days notice of any business matters concerning the Chamber. At all general membership meetings, the Board will provide the membership with the opportunity to ask questions on all business conducted by the Board since the last membership meeting.

4.1.2 There shall be an Annual Membership Meeting of the general membership which shall be held during the second quarter of each calendar year on a date set by the Board. The announcement of new officers and directors shall take place, and any other business the Board deems necessary and appropriate.

Section 4.2 Quorum

4.2.1 A minimum of 20 members shall constitute a quorum.

Section 4.3 Notice

4.3.1 The Chamber's official means of providing notice to members shall be at the email address provided by the members in the Chamber's membership records.

Section 4.4 Voting

4.4.1 Absentee voting will not be allowed except for election of directors and officers, for which votes must be received by the Chamber at least one business day, and not more than seven days, prior to the election. Action may be taken at a meeting of the membership by a majority vote of the voting members present.

Section 4.5 Action without a meeting

4.5.1 Any actions required to be taken or which may be taken at any meeting of the directors of the Chamber may be taken without a meeting if consent in writing via email, setting forth the action so to be taken, is filed in the minutes of the proceeding meeting of the Board. Such consent shall have the same effect as a unanimous vote.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 Composition

5.1.1 The Board of the Chamber shall consist of up to nineteen (19) voting members and four (4) ex-officio non-voting members.

1. Nine (9) or a greater or lesser number as determined by the Executive Committee, directors shall each be elected for a two (2) year term, five (5) of which shall be elected on each odd-numbered year and four (4) of which shall be elected on each even-numbered year;
2. Five (5) directors shall be the Executive Committee, comprised of the Chairman of the Board (Chair), the Chair-Elect, the Treasurer, the Treasurer-Elect, and the immediate Past-Chair. The Chair of the Castle Rock Chamber Foundation shall be the fifth or sixth voting member of the Executive Committee depending on whether the immediate Past-Chair of the Chamber is the current Chair of the Foundation. The current Chair of the Foundation shall also fill a one year term on the Board coterminous with their term as Foundation Chair.
3. In the event that the Chairman wishes, he or she may nominate, for appointment by the Executive Committee, up to four (4) additional voting members to serve a one (1) year term; and
4. The President/CEO of the Castle Rock EDC or the designee of same is an ex-officio, non-voting member of the Board. The Castle Rock Town Council may appoint the Town Manager and a member of Town Council to be ex-officio, non-voting members of the Board. The President/CEO of the Chamber shall also be an ex-officio member of the Executive Committee and shall serve as Corporate Secretary of the Chamber and its Board of Directors.

A majority of the voting members shall constitute a quorum. All voting Board members must be Business, Secondary Business, or Non-Profit Business members.

Action may be taken at a meeting of the Board by a majority vote of the voting members present, unless the Board is acting upon a statement of policy or position at the recommendation of the Governmental Issue Committee. While not diminishing the efforts of the committee, and considering the nature of these matters, the committee vote recommending Board action shall be reported to the Board and 75% majority of the voting members present shall be required for the Board to act approving such action.

Any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken without a meeting if each and every director either: (a) votes for such action; or (b) votes against such action; or (c) abstains from voting. Each Board member who delivers a writing described in this paragraph shall be deemed to have waived the right to demand that action not be taken without a meeting.

Any members of the Board or any committee designated by such Board may participate in a meeting of the Board or committee by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

A consent agenda may be presented by the Chairman at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one Board member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the assembly.

Section 5.2 Election

5.2.1 The Chamber shall annually elect the following officers from the Business, Secondary Business, or Non-Profit Business membership: Chair, Chair-Elect, Treasurer, and Treasurer-Elect.

5.2.2 The election of officers shall take place at the same time, and shall utilize the same procedure as for the election of the directors. All officers shall serve for a term of one (1) year, or until a qualified successor is elected.

5.2.3 The Board of Directors may elect or appoint, or by resolution provide for the appointment of, other officers or agents, including extending the term of any officer, including the Chairman, for an additional twelve-month term. The President/CEO of the Castle Rock Chamber of Commerce shall, ex-officio, be the President/CEO of the Castle Rock Chamber Foundation, Inc., and shall be an ex-officio member of all committees.

Section 5.3 Duties of Officers/Executive Committee

5.3.1 Chairman of the Board. The duties of the Chair shall be to call and preside at all general membership meetings of the Chamber, at all meetings of the Board, and to perform all duties normally incident to the office of Chair. The Chair shall, subject to the approval of the Board, appoint all committee chairs and be an ex-officio member of each of the committees so appointed. It shall be the duty of the Chair of the Chamber to bring to the attention of the Board and the general membership all matters of importance to the Chamber, and additionally to make such suggestions as may tend to promote the prosperity, interest, and economy of the community at large. The Chair shall be the official representative of the Chamber.

5.3.2 Chair-Elect. The Chair-Elect shall in all instances act in the absence of the Chair. In the event of the resignation or termination of the Chair, during the elected year, the Chair-Elect shall assume the duties and title of the Chair of the Chamber. At such time as the annual election of officers and directors is held for the Chamber, the Chair-Elect shall automatically have his/her name placed in nomination for the office of Chair and, if there are no additional nominations, the Chair-Elect shall progress to the office of the Chair.

5.3.3 Immediate Past Chair. The Immediate Past Chair shall act in the absence of the Chair and the Chair-Elect and shall serve as the chair of the Nominating Committee.

5.3.4 Treasurer. The Treasurer shall be the chair of the Budget and Finance Committee, responsible for the annual budget to the membership and all reports appurtenant thereto and is responsible for providing regular financial reports to the Board and for overseeing all funds received by the Chamber. All disbursements of funds held by the Treasurer in the name of the Chamber shall be made only upon proper authorization of the Board. At such time as the annual election of officers and directors is held for the Chamber, the Treasurer may be placed in nomination for the office of Treasurer-Elect.

5.3.5 Treasurer-Elect. The Treasurer-Elect shall in all instances act in the absence of the Treasurer. In the event of a vacancy in the office of Treasurer, during the elected year, the Treasurer-Elect shall assume the duties and title of Treasurer. At such time as the annual election of officers and directors is held for the Chamber, the Treasurer-Elect shall automatically have his/her name placed in nomination for the office of Treasurer and, if there are no additional nominations, the Treasurer-Elect shall progress to the office of Treasurer.

5.3.6 President/CEO. The President/CEO is responsible for the day-to-day operations of the Chamber, including staff supervision and development to ensure the successful implementation of the annual Business Plan developed by the Board of Directors. It shall be the duty of the President/CEO of the Chamber to bring to the attention of the Board and the General Membership all matters of importance to the Chamber.

5.3.7 Foundation Chair. The current Chair of the Castle Rock Chamber Foundation shall serve as a voting member of the Executive Committee. They are responsible for providing an update on foundation activities to the Chamber Board and Executive Committee.

5.3.8 The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in Session and shall be accountable to the Board for the Executive Committee's actions.

Section 5.4 Term of Office and Vacancy

5.4.1 Directors and officers will not be limited in the number of terms they can serve on the Board.

5.4.2 Elected Officers will not be limited in the number of terms they can serve on the Executive Committee.

5.4.3 Any portion of an appointed term shall be excluded from consideration in applying this Section 5.4.

Section 5.5 Responsibility and Authority

5.5.1 It shall be the responsibility of the Board to employ a President/CEO to execute policies and goals as established by the Board.

5.5.2 The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, including:

- a) conducting all business of the Chamber and shall have the power to act and to expend funds on behalf of the Chamber.
- b) determining policies and set goals for the organization
- c) authorizing the organization's program of work
- d) approving an annual budget
- e) directing the organization's general operations
- f) directing committees and act on committee recommendations

Section 5.6 Nominating Procedure

5.6.1 The Chair of the Board shall designate the Immediate Past-Chair, if he or she is able to serve, as head of the nominating committee. If he or she is not able to serve, the Executive Committee shall appoint the Chair of the Nominating Committee. The Chair of the Nominating Committee shall appoint the Nominating Committee by January and the Chair of the Nominating Committee shall publish the pending appointment of the Nominating Committee and seek volunteers to serve thereon from the general membership. Said Committee shall be chosen by February and shall consist of not less than three (3) Business or Secondary business members of the Chamber.

5.6.2 At the March Board meeting, the Nominating Committee shall present to the Board a slate of candidates to be elected as officers and directors at the election or by absentee ballot. The slate of candidates shall be published at least 14 days before the election. Each candidate must be a Business, Secondary Business, or Non-Profit Business member in good standing.

5.6.3 The Nominating Committee will review the applications of prospective candidates according to the criteria and the needs of the Chamber.

Section 5.7 Election Procedures

5.7.1 The election will be held at the April general membership meeting. If a candidate is unopposed, he or she shall be elected by acclamation. If additional candidates are nominated, the names of all candidates shall be placed on a ballot.

Section 5.8 Judges

5.8.1 At the March Board meeting the Chair of the Nominating Committee shall appoint, subject to the approval of the Board, two (2) judges who are neither members of the Board nor candidates for election. Such judges shall have complete supervision of the election including the auditing of the ballots. They shall report the result of the election to the membership and the Board.

Section 5.9 Seating of new Directors

5.9.1 All newly elected Board members shall take office in May.

Section 5.10 Meetings

5.10.1 The Board shall meet no less than six (6) times annually. Attendance and the minutes of the Board shall be kept by the President/CEO of the Chamber and shall be available to the membership during normal business hours.

Section 5.11 Vacancies

5.11.1 Each individual director is legally accountable for corporate actions in certain circumstances and has legally protected rights and duties to participate in the board's decisions and all information related to them. The duty of care calls upon directors to act in a reasonable and informed manner when participating in the board's decisions and its oversight of the corporation's management. The duty of care requires that first, directors be informed, and second, that they discharge their duties in good faith, with the care that a person in a like position would reasonably believe appropriate under similar circumstances. Regular attendance at meetings of the board of directors is a basic requirement of director service. Therefore, 80% attendance at board meetings is required for all board members. The Executive committee will be the final determining authority for board member compliance and whether removal of a non-compliant board member is warranted.

Section 5.12 Annual Report

5.12.1 The Board shall publish an annual report of work completed, financials, and dues structure of the organization. It shall be attached to the minutes from that year and be available upon request to any member. Notice of the availability of the annual report shall be given at the address and by the method designated by members in the Chamber's membership records.

Section 5.13 Indemnification

5.13.1 Liability of the Board is limited by State Statute and the Chamber's amended Articles of Incorporation. The Board may, at its option, elect to provide liability insurance insuring any and all of its directors and officers or former directors and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, proceeding, in which they or any of them are made parties, or a part by reason of having been directors or officers of the Chamber, except in relation to matters as to which such directors or officers shall be adjudged in such action, suit or proceeding, to be liable for misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct.

ARTICLE VI
COMMITTEES

Section 6.1 Standing Committees

6.1.1 The Standing Committees of the Chamber shall be as follows:

- a. Executive Committee/Budget and Finance: Chairman, Chair-Elect, Immediate Past Chair, Treasurer, Treasurer-Elect, Chairman of the Castle Rock Chamber Foundation and President/CEO in an ex-officio capacity;
- b. Nominating Committee: Chairman is the Immediate Past Chairman of the Chamber Board; at least two current members of the Board of Directors and not less than three active business members;
- c. Leadership Douglas County Committee: Chairman; Class Members, Steering Committee;
- d. Education Committee: Chairman and member.
- e. Ambassadors: Chairman, Vice-Chair, Secretary, Advisory member and Member investors.
- f. Government Interest Committee: Chairman, a minimum of 3 Chamber board members, in addition to members.

6.1.2 The Executive Committee/Budget and Finance shall be responsible for overseeing the President's program of work. It shall conduct the President's annual performance review, with input from the Board. It shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. In addition, the Executive Committee is responsible for the annual budget to the board of directors and all financial reports and oversight of all funds received by the Chamber

6.1.3 The Nominating Committee shall be responsible for soliciting, recruiting and recommending to the Board of Directors a slate of candidates to be elected as officers and directors to the Chamber's board.

6.1.4 The Leadership Douglas County Committee (Steering Committee) shall be responsible for general oversight of the Leadership Douglas County Program. The Leadership Douglas County Committee shall have oversight of the steering committee but shall not control the content or design of the program. Rather, the steering committee, comprised of volunteers who have successfully completed the program, and such other persons chosen by the steering committee, shall be solely and collectively responsible for the curriculum content and design.

6.1.5 The Education Committee shall be responsible for providing educational programming for business owners, governmental entities, youth, adults, and other community residents regarding business development, leadership skills, technology, entrepreneurial development, success, achievement and empowerment.

6.1.6 The Government Interest Committee shall be responsible in monitoring areas of government legislation and regulation the Chamber identifies as emerging issues and influence the course of events for the betterment of its members and community.

Section 6.2 Other Committees (or Task Forces)

6.2.1 Other Committees (or Task Forces) and their chairs shall be appointed by the Chair subject to approval by the Board. A majority of any committee shall constitute a quorum.

Section 6.3 Responsibilities

6.3.1 It shall be the function of the committees to carry on such activities as may be delegated to them by the Board. The committees shall report to the membership and solicit input for making recommendations to the Board or for taking actions which have been delegated to them. Committees shall take minutes and make these minutes available to the Board.

Section 6.4 Limitation of Authority

6.4.1 No action of any members, committee, employee, director, or officer, shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board. Committees shall be discharged by the Chair when their work has been completed and their reports accepted by the Board, or when, in the opinion of the Board, it is deemed wise to discontinue the committees.

Section 6.5 Termination of Status

6.5.1 The Board of Directors, in its sole discretion, may terminate the existence of or its relationship with any of the committees, divisions, bureaus, departments, counsels, or subsidiary corporations. The Board may, according to applicable law, combine, reorganize, or redefine any of such entities as the Board deems to be in the best interest of the Chamber.

**ARTICLE VII
FINANCES**

Section 7.1 Funds

7.1.1 All money paid to the Chamber shall be placed in the general operating fund.

Section 7.2 Fiscal Year

7.2.1 The fiscal year of the Chamber shall begin on March 1st of each year and ends the following February 28th unless it is Leap Year which the fiscal year would end February 29th.

Section 7.3 Budget

7.3.1 The Budget Committee shall submit to the general membership for comment a proposed budget for the coming year not less than 10 days prior to the Board meeting where the budget will be discussed and voted on by the Board.

Section 7.4 Bonding

7.4.1 The Chief Executive Officer and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 7.5 Audit

Accounts and procedures will be examined annually by the Executive Committee and an audit may be requested by the Executive Committee if deemed necessary.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

8.1 The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or Bylaws of the Chamber.

**ARTICLE IX
AMENDMENTS**

9.1 These Bylaws may be amended or altered by a two-thirds (2/3) vote of the members of the Board of Directors at regular or special meeting or by the Executive Committee subject to later confirmation by the Board of Directors.

**ARTICLE X
DISSOLUTION**

Upon dissolution, all Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)3 of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber. Any recipient organization and the manner and extent of distribution shall be determined by the Board of Directors according to Colorado law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine.

**ARTICLE X
GENDER**

10.1 Whenever used herein, the singular number shall include the plural, the plural the singular, and the use of any gender shall include and be applicable to all genders.

Adopted by the general membership of The Castle Rock Chamber of Commerce at a regular membership meeting held this 24th day of October 2019.



Chairman of the Board



Treasurer



Immediate Past Chairman



President/CEO