

**BYLAWS OF HARRISON CHAMBER OF
COMMERCE, INC.
An Idaho Nonprofit Corporation**

ARTICLE I. GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Idaho and shall be known as the Harrison Chamber of Commerce, Incorporated.

Section 2. Purpose

The Harrison Chamber of Commerce is organized to advance the general welfare and prosperity of the Harrison area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3. Limitation of Methods

The Harrison Chamber of Commerce shall observe all local, state and federal laws that apply to a nonprofit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2. Application for Membership

Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. Acceptance of members shall be by the board of directors at any meeting thereof. Any applicant so accepted shall become a member upon payment of the required membership dues as provided in Section 3 of Article II.

Section 3. Membership Dues

Membership dues shall be at such rates, schedule or formula as may be from time to time prescribed by the board of directors, payable in advance.

Section 4. Termination

Any member may resign from the Chamber upon written request to the Board of Directors. Failure to pay dues within 90 days from the date due, unless otherwise extended for good cause, shall be considered a resignation of the member. Any member may be expelled by a 2/3 vote of the Board of Directors at a regularly

scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5. Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast 1 vote.

Section 6. Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

Section 7. Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III. MEETINGS

Section 1. Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during November of each year. The time and place shall be fixed by the Board of Directors and notice thereof shall be published in the Chamber newsletter, emailed to all members that have provided email addresses in their membership application, and posted in the Harrison Post Office at least 7 days before said meeting.

Section 2. Additional Meetings

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any 10 members in good standing. Notice of special meetings shall be provided to members by email to all members that have provided email addresses in their membership application, and posted in the Harrison Post Office at least 7 days before said meeting.

Board meetings may be called by the President or by the Board of Directors upon written application of 3 members of the Board. Notice including the purpose of the meetings shall be given to each director at least 1 day prior to said meeting. Committee meetings may be called at any time by the President or by the committee's chairperson.

Section 3. Quorums

At any duly called general meeting of the Chamber, 20% of the members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum.

Section 4. Notices, Agendas, Minutes

Written notice of all Chamber meetings must be given at least 7 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall be composed of 5 members who shall be elected annually. The government and policymaking responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. Selection and Election of Directors

At the annual meeting, any member in good standing can nominate any other member in good standing as a candidate for election as a director. The election shall occur immediately following the completion of nominations. Each member in good standing shall be allowed to vote for up to 5 candidates. The 5 candidates receiving the most votes shall become the new directors at the next regular board meeting.

Section 3. Vacancies

A member of the Board of Directors who shall be absent from 3 consecutive regular meetings of the Board of Directors shall be considered for removal from membership on the Board by the other Directors unless good cause for such absences is provided. In such cases, a majority of the Board of Directors shall be required to remove said Director.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 4. Policy

The Board of Directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization.

Section 5. Management

The Board of Directors shall have the discretion to hire professional management staff as necessary and funds allow.

Section 6. Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which any of them are made parties, or a party, by reason of having been officers, directors, or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and

to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V. OFFICERS

Section 1. Determination of Officers

The Board of Directors, at its regular December meeting shall reorganize for the coming year. At this meeting, the Board shall elect the Officers of the Chamber from the members of the Board. All Officers shall take office upon their election and serve a term of 1 year or until their successors assume the duties of the office. Officers shall be voting members of the Board of Directors.

Section 2. Duties of Officers

A. President. The President shall preside at all meetings of the Board of Directors and the general membership. He/she may sign with the Secretary, or any other proper Officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other Officer or agent of the Corporation. In general, he/she shall perform all duties incident to the office of President and such other duties which shall be prescribed by the Board of Directors from time to time.

B. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice-President shall perform other duties as from time to time may be assigned by the President or by the Board of Directors.

C. Secretary. The Secretary shall keep the permanent minutes of the meetings of the members and meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and corporate seal; keep a register of the name and post office address of each corporate member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

D. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall assure that the bookkeeper receive and give receipts for money due and payable to the Corporation from any source whatsoever, deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 3. Removal

Any Officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the Corporation would be served thereby.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 1. Appointment and Authority

The President, with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrently with the term of the appointing President, unless a different term is approved by the Board of Directors.

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

Section 2. Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute and expression of, the policy of the Chamber until it has been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

ARTICLE VII FINANCES

Section 1. Funds

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

Section 2. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3. Fiscal Year

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

Section 4. Budget

As soon as possible after the election of the new Board of Directors and Officers, they shall adopt the budget for the coming year.

Section 5. Contracts

The Board of Directors may authorize any Officer(s) or agent(s) of the Corporation, in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6. Checks, Drafts, Etc.

At the direction of the Board, checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness ("check") issued in the name of the Corporation shall be signed by any two (2) of the following Officers: the President, the Vice President, the Secretary and the Treasurer. In an emergency, the Board of Directors may grant any two Directors the authority to sign checks in the name of the Corporation, provided such check must still be signed by two authorized Directors.

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 in IRS Section 501 (c)(3).

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. Roberts Rules of Order

All meetings of the Board of Directors and membership shall be governed by *Robert's Rules of Order* (most current edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors.

ARTICLE X AMENDMENTS

Section 1. Revisions

These bylaws may be amended or altered by a two-thirds vote of the Board of Directors or by a majority of the members at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

SECRETARY'S CERTIFICATION

The duly appointed and acting Secretary of the Corporation HEREBY CERTIFIES that the foregoing Bylaws of the Harrison Chamber of Commerce, Inc., were duly adopted by the Board of Directors at a meeting held on the ____ day of _____, 2010.

Secretary, Harrison Chamber of Commerce, Inc.