

December 1, 2021

Dear Chamber Member,

The Deming-Luna County Chamber of Commerce will be holding a special meeting of the members at our annual Gala on Saturday, January 22 at 5:30pm. Location the Mimbres Valley Learning Center. The purpose of the meeting will be for general Chamber business as well as an amendment to the Bylaws.

The Bylaw amendment rational is as follows: Updates to wording, elimination of bonding, addition of member classes, and second term option for board of directors.

Below for your review, please find a copy of the sections of the bylaws we propose to change as well as the proposed changes.

Your vote must be received in our office no later than **January 20, 2022**.

For your convenience, you may cast your vote by mail, phone, or email.

* 800 E. Pine Street, Deming, NM 88030
* 575-567-3928
* executivedirector@demingchamber.com

We appreciate your time and involvement, and we look forward to seeing you at this year’s Enchanted Garden & Grant-A-Wish Casino Gala.

Debbie Troyer

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575-567-3928

executivedirector@demingchamber.com

Deming-Luna County Chamber of Commerce

**BYLAWS AMENDMENTS FOR 2022**

(Changes are shown under new verbiage in bold/italic type)

Old verbiage:

Section 2.1 Eligibility

Any individual, corporation, partnership, association, entity or other organization (“Eligible Member”) having an interest in the stated objectives in the Chamber shall be eligible to apply for membership. There shall be two classes of membership:

1. Regular Member: An Eligible Member actively engaged in for profit or nonprofit activities; and
2. Honorary Member: The Voting Members and/or the Directors may designate an Honorary Member upon a one-half majority vote of the Voting Members or Directors present at a duly noticed Membership Meeting or a meeting of the Board of Directors and constituting a quorum. Honorary Members shall have no rights or privileges hereunder, except that they may attend Membership Meetings and Board Meetings.

Regular Members shall be considered Voting Members; Honorary Members shall not be considered Voting Members.

New verbiage:

Section 2.1 Eligibility

Any individual, corporation, partnership, association, entity, or other organization (“Eligible Member”) having an interest in the stated objectives in the Chamber shall be eligible to apply for membership. There shall be ***four*** classes of membership:

1. Regular Member: An Eligible Member actively engaged in for profit or nonprofit activities; and
2. Honorary ***Individual*** Member: The Voting Members and/or the Directors may designate an Honorary Member upon a one-half majority vote of the Voting Members or Directors present at a duly noticed Membership Meeting or a meeting of the Board of Directors and constituting a quorum. Honorary Members shall have no rights or privileges hereunder, except that they may attend Membership Meetings and Board Meetings.
3. ***Courtesy/Trade Member: for businesses that provide services for the Chamber in and receive benefits of a member respective to their level of contribution lieu of membership.***
4. ***Individual Member: not actively engaged in for profit or nonprofit activities. Limited benefits. Individual Members shall have no rights or privileges hereunder, except that they may attend Membership Meetings and Board Meetings.***

***Regular, Courtesy/Trade and Individual Members shall be considered Voting Members; Honorary Individual Members shall not be considered Voting Members.***

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Section 2.5 Termination of Membership

Any Regular Member, or Honorary Member may resign from the Chamber upon written resignation delivered to the Board of Directors. Any Voting Member shall be expelled by the Board for non-payment of membership fees after ninety (90) days from the date due, unless otherwise extended for good cause. Any Regular Member or Honorary Member may be expelled by a two-thirds vote (2/3) vote of the Board of Directors during the course of a regular or special meeting for conduct unbecoming or prejudicial to the aims or repute of the Chamber, after notice and an opportunity for hearing before the Board are afforded to the member.

New verbiage:

Section 2.5 Termination of Membership

Any Regular Member, ***Individual, Courtesy/Trade*** or Honorary Member may resign from the Chamber upon written resignation delivered to the Board of Directors. Any Voting Member shall be expelled by the Board for non-payment of membership fees after ninety (90) days from the date due, unless otherwise extended for good cause. Any Regular Member, ***Individual, Courtesy/Trade*** may be expelled by a two-thirds vote (2/3) vote of the Board of Directors during the course of a regular or special meeting for conduct unbecoming or prejudicial to the aims or repute of the Chamber, after notice and an opportunity for hearing before the Board are afforded to the member.

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Secton 2.7 Membership Fees

Membership fees shall be prescribed by the Board of Directors by a two-thirds majority vote of the Directors constituting a quorum. Specific dues amounts shall be prescribed by the Directors.

Honorary Members shall not pay fees.

Membership fees shall be non-refundable.

Membership fees shall be invested at such rate or rates as may be, from time to time, prescribed by the Board of Directors.

New verbiage:

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Membership fees shall be prescribed by the Board of Directors by a two-thirds majority vote of the Directors constituting a quorum. Specific dues amounts shall be prescribed by the Directors.

***Courtesy/Trade Members*** and Honorary Members shall not pay fees.

Membership fees shall be non-refundable.

Membership fees shall be invested at such rate or rates as may be, from time to time, prescribed by the Board of Directors.

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Section 2.8 Notice of Meetings

Notice of Annual and Additional or Special Meetings shall be given by the Secretary of the Board of Directors causing such Notice to be sent to the Members via mail carrier, facsimile, or electronic mail at least three (3) days prior to any such meeting.

Quorums. A quorum shall exist for purposes of Membership Meetings when a majority of the sitting Directors are present in person, electronically, or by proxy, and five percent (5%) of the Voting Members in good standing, as defined by Section 2.3, are present in person, electronically, or by proxy.

New verbiage:

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A quorum shall exist for purposes of Membership Meetings when a majority of the sitting Directors are present in person, electronically, or by proxy, and five percent (5%) of the Voting Members in good standing, as defined by Section 2.3, are present in person, electronically, or by proxy.

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Section 3.2 Terms of Directors

Directors shall serve a term of no more than thirty-six (36) months, except for President Elect if only one year is left on their term, then their term may be extended one year in order to allow them to serve as President. Directors shall be divided into three (3) classes, each being comprised of five seats. The election of new Directors shall be such that up to five (5) new Directors are elected each year.

Vacancies that occur by resignation or impeachment shall be filled as so provided by this Section 3.

New verbiage:

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Directors shall serve a term of no more than thirty-six (36) months, except for President Elect if only one year is left on their term, then their term may be extended one year in order to allow them to serve as President. Directors shall be divided into three (3) classes, each being comprised of five seats. The election of new Directors shall be such that up to five (5) new Directors are elected each year.

***Directors may serve two, thirty-six (36) month terms, with approval of the board of directors through a majority vote.***

Vacancies that occur by resignation or impeachment shall be filled as so provided by this Section 3.

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Section 3.5.1 Nominating Committee

At the regular meeting of the Board of Directors in August each year, the President Elect shall appoint a Nominating Committee consisting of five (5) Voting Members in good standing, as defined in Section 2.3. The Chair of the Nominating Committee shall be the President Elect; two (2) members shall be from the Board of Directors; the two (2) other positions shall be active Voting Members in good standing, but who are not Directors.

Prior to November 1, the Nominating Committee shall present to the President a slate of five (5) candidates, with each candidate to serve a three (3) year term to replace the Directors whose regular terms are expiring. Each candidate must be an active Voting Member in good standing, as defined in Section 2.3, and must have agreed to accept the responsibility of directorship. Directors who have served a regular three (3) year term are not eligible for election. A period of one (1) year must elapse before eligibility is restored.

Should a Director fill a vacancy and that vacancy term expires, the person filling the vacancy may run for reelection, provided the vacancy period they fill was less than two (2) years.

New verbiage:

Section 3.5.1 Nominating Committee

At the regular meeting of the Board of Directors in August each year, the President Elect shall appoint a Nominating Committee consisting of five (5) Voting Members in good standing, as defined in Section 2.3. The Chair of the Nominating Committee shall be the President Elect; two (2) members shall be from the Board of Directors; the two (2) other positions shall be active Voting Members in good standing, but who are not Directors.

Prior to November 1, the Nominating Committee shall present to the President a slate of five (5) candidates, with each candidate to serve a three (3) year term to replace the Directors whose regular terms are expiring. Each candidate must be an active Voting Member in good standing, as defined in Section 2.3, and must have agreed to accept the responsibility of directorship.

***Directors who have served a regular three (3) year term are eligible to be re-elected for a consecutive 3-year term with majority approval from the board of directors. A minimum of one (1) year must elapse before eligibility is restored***.

Should a Director fill a vacancy and that vacancy term expires, the person filling the vacancy may run for reelection, provided the vacancy period they fill was less than two (2) years.

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Section 3.6.f Committees; Nominations: The Nominating Committee shall exist and function as prescribed in Section 3.5.1.

New verbiage:

Section 3.6.f Committees; ***Nominating***: The Nominating Committee shall exist and function as prescribed in Section 3.5.1.

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Committees; Section 3.6.h

Membership: The purpose and duties of the Membership Committee shall be to seek out individuals and entities who are not members of the Chamber.

New verbiage:

Committees; Section 3.6.h

Membership ***& Dues***: The purpose and duties of the Membership Committee shall be to seek out individuals and entities who are not members of the Chamber.

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Section 3.9 Bonding.

The Executive Director 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.

New verbiage:

***This section will be completely removed.***

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Old verbiage:

Section 5.2 Disbursements

No obligations or expenses shall be incurred, and no money shall be appropriated or paid in excess of the annual total budget unless previously approved by the Board of Directors. All checks shall be signed by two (2) members of the Executive Committee.

New verbiage:

Section 5.2 Disbursements

***No obligations or expenses shall be incurred, and no money shall be appropriated or paid in excess of the annual total budget unless previously approved by the Board of Directors. All checks shall be signed by two (2) members of the Treasurer/ CPA and an Executive Committee Member with the exception of Payroll checks which need only be signed by the CPA.***

**\_\_\_\_\_\_\_ YES, I am in favor of the change. \_\_\_\_\_\_\_\_ NO, I am not in favor of the change.**

Your vote must be received in our office no later than **January 20, 2022**.

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