**Deming-Luna Chamber of Commerce
Deming, New Mexico
Bylaws**

**Preamble**

These bylaws (the “Bylaws”) are subject to and governed by the New Mexico Nonprofit Corporation Act and the Articles of Incorporation of this organization. In the event of a conflict between the provisions contained herein and the New Mexico Nonprofit Corporation Act or the Articles of Incorporation, such provisions of the New Mexico Nonprofit Corporation Act or the Articles of Incorporation, as the case may be, will be controlling.

1. **Name, Purpose, and Powers**
	1. Name.

The name of this organization shall be the “Deming-Luna County Chamber of Commerce” (the “Chamber”). The Deming-Luna County Chamber of Commerce is a New Mexico nonprofit corporation organized under the New Mexico Nonprofit Corporation Act (the “Act”).

* 1. Purpose.

The purpose of the Chamber shall be to develop, promote, and perpetuate a positive and profitable business and civic climate in Luna County, New Mexico, and the State of New Mexico. The Chamber shall neither have nor exercise power, nor engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code, and as amended.

* 1. Powers.

The Chamber is a nonprofit corporation and, subject to any limitations set forth in the Articles of Incorporation or these Bylaws, shall have all the powers, duties, authorizations, and responsibilities so provided in the Act.

* 1. Liability.

No member or director of the Chamber shall have personal liability for any indebtedness, liability, or other obligation of the Chamber.

* 1. Effective Date.

The effective date of these Bylaws shall be the 26th day of January 2019.
Amended: The effective date of these Bylaws shall be the 28th day of January 2022.

1. **Membership**
	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.

* 1. Representation.

Any corporation, partnership, association, entity or other organization that is a Regular Member may, at its sole discretion, select its own individual to serve as the representative for said corporation, partnership, association, entity or other organization. No Regular Member may have more than one representative as its Voting Member for any vote of the membership. A Voting Member may select a new representative of its own choosing, without membership or Director approval, at any time.

* 1. Voting.

Each Voting Member in good standing shall be entitled to one (1) vote in any Chamber election or vote brought before the membership. A “Voting Member in good standing” is one that is current on all dues, and has not been, for any reason, had its membership suspended or revoked.

* 1. Resignation of Membership.

Voting Members may resign their membership without permission from the majority of the Voting Members or the Board of Directors. Members who chose to resign shall not be entitled to a refund of their dues theretofore paid.

* 1. 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.

* 1. Membership Meetings.

There shall be held one general meeting for the purpose of informing the Voting Members of the current state of affairs of the Chamber. At each such general meeting, the President of the Board of Directors shall be responsible for informing the Voting Members of the current state of affairs of the Chamber. The general meeting shall be held by the end of the second fiscal quarter. The Board of Directors may call a general meeting by a majority vote of Directors constituting a quorum. The Voting Members may call a general meeting by a one-quarter vote of all Voting Members in good standing, as defined in Section 2.3.

Special meetings may be called by the President of the Board of Directors, or by a written petition of ten percent (10%) of the Voting Members in good standing, as defined in Section 2.3. Special meetings may be called for any purpose. Notice of special meetings shall be provided by email or mail three days prior to the special meeting. A reminder shall be sent by email one week before the special meeting.

* 1. 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.

Courtesy/Trade Members 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.

* 1. Notice of Meetings.

Notice of Annual and Additional or Special Meetings shall 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.

1. **Board of Directors**
	1. Number of Directors.

The Board of Directors shall not consist of more than 15 Voting Members in good standing, as defined by Section 2.3. The President of the Board of Directors, at his or her sole discretion, may appoint advisory Directors (“Advisory Director”). Advisory Directors shall have no voting power, nor shall they be considered a Director.

* 1. Term 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.

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.

* 1. Termination of a Director by Vote.

Any Director may be impeached and removed from his or her position by a two-thirds (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 Director.

* 1. Eligibility to Serve as a Director.

Any Voting Member in good standing, as defined by Section 2.3, is eligible to serve as a Director, save and except a past Director may not be re-elected or serve on the Board of Directors until twelve (12) months have passed since the termination of that Director’s term on the Board of Directors.

Any Voting Member in good standing may designate an individual within the Voting Member’s organization to participate in the general membership and committee meetings. A Director who is a representative of such an organization who vacates his or her seat on the board shall be replaced by a majority vote of the remaining Directors. The Secretary shall be notified of all representatives of such organizations.

Only one (1) individual from an entity or household may be on the board at the same time.

* 1. Selection and Election of Directors.
		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 a majority approval from the board of directors. A minimum 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.

* + 1. Publicity of Nominations.

Upon receipt of the report of the Nominating Committee, the president shall immediately notify the Membership. This notification shall be posted on the Chamber’s website and shall be circulated by email and first class mail as appropriate.

* + 1. Nominations by Petition.

Additional candidates for directorship can be nominated by written petition bearing the signatures of at least five (5) Voting Members in good standing, as defined in Section 2.3. Each candidate shall be a Voting Member in good standing and must have agreed to accept the responsibility of directorship. Such petitions shall be filed with the Nominating Committee within ten (10) days after the date of the notice posted pursuant to Section 3.5.3. The final determination of the Nominating Committee as to legality of the petition shall be final.

* + 1. Determination.

If no written petition is filed within the designated time period, the nominations shall close, and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular December Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order for election by general membership. The Voting Members in good standing, as defined in Section 2.3, may vote. They shall be instructed they may vote for five (5) candidates, only.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) working days (excluding federal holidays). The Board of Directors shall, at its regular December meeting, declare the five (5) candidates with the greatest number of votes elected.

* + 1. Judges.

The president shall appoint, subject to the approval of the Board of Directors, at least three (3), but no more than five (5) judges who are not Directors or candidates for directorship. One will be designated chair of the judgeship committee. Such judges shall have the complete supervision of the election, including the auditing of ballots. The judges shall report the results of the election to the Board of Directors.

* 1. Committees.

The following committees shall be standing committees:

1. Banquet: The Chamber holds an annual banquet, and the Banquet Committee is responsible for organizing the event. The Banquet Committee shall be chaired by the President Elect, who shall solicit other individuals, including but not limited to Members, Directors, and community citizens to join the Banquet Committee.
2. Ways and Means: There shall exist a Ways and Means Committee for the purpose of raising revenue for the Chamber. At least three (3) Directors shall sit on the Ways and Means Committee. Any Member may be a member to the Ways and Means Committee.
3. Budget: With the cooperation of all Committee Chairs, the Executive Director, and the Treasurer, the Budget Committee shall be responsible for the preparation of an operating budget and financial policy covering all activities of the Chamber, subject to approval of the Board of Directors. The Treasurer shall serve as the Chair of the Budget Committee. The Board shall review and adopt a budget no later than the December Board meeting.
4. Executive: The Executive Committee shall consist of the President, the President Elect, the Vice President, the Treasurer, and the Executive Director of the Chamber. The President shall chair the Executive Committee. The Executive Committee 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.
5. Personnel: The Personnel Committee shall conduct employee reviews; review and make proposed revisions to the Employee Manual; and make recommendations to the Board of Directors concerning employment decisions. The Personnel Committee shall include the Executive Committee and any other Director desiring to serve on the Personnel Committee. The Personnel Committee shall convene at least once per year, with one meeting taking place as near to the close of the second fiscal quarter as practicable. The employee review shall be comprised of self-evaluations and evaluations conducted by the members of the Personnel Committee.
6. Nominating: The Nominating Committee shall exist and function as prescribed in Section 3.5.1.
7. Policy: The Policy Committee is responsible for recommending to the Board of Directors procedures and policies the Chamber should adopt. The Board of Directors shall consider the Policy Committee’s advice and adopt it by a majority vote or develop its own policies and procedures. These policies shall be maintained by the Executive Director in a policy manual, to be reviewed annually by the Board of Directors, and revised as the Board of Directors deems appropriate.
8. 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.
9. Bylaws: The Bylaws Committee shall review the Bylaws every two (2) years and make recommendations, if any, to the Board of Directors concerning any proposed additions, modifications, or omissions.
10. Financial Review: A local certified public accountant (CPA) shall be selected at the discretion of the board to prepare and submit the annual income tax return. The Executive Director will review the tax returns and the Treasurer will report the financial condition of the Chamber of commerce at the June meeting.

The President, and he or she alone, has the authority to establish ad hoc committees at the sole discretion of the President, which committees shall serve at the pleasure of the President.

Except as otherwise provided in this Section 3.6, the chair of each committee shall be elected by a majority vote of such committee. The President shall chair the Executive Committee.

* 1. Vacancies.

Vacancies shall be filled by a majority vote of the Board of Directors. A Director who is absent from three (3) consecutive regular meetings of the Board of Directors, or who is ninety (90) days past due in membership fees, shall automatically be dropped from directorship on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

* 1. Indemnification.

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers, 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 or all 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 adjudge in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duties and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

* 1. Meetings.

The Board of Directors shall conduct monthly Board meetings, to which any Member may attend. The time and place of the Board meetings shall be as adopted by a resolution of the Board of Directors. There shall be at least three days’ notice of Special Meetings.

* 1. Quorums.

A quorum shall exist for purposes of Board meetings when a majority of the sitting Directors are present in person, via electronic medium, or by written proxy.

* 1. Voting.

Each Director shall be entitled to one (1) vote. The vote may be cast in person, via electronic medium, or by written proxy, general or limited. Voting shall be permitted:

* + - 1. During the course of a duly called meeting at which a quorum is present, OR
			2. By email, when a vote is needed between scheduled meetings all members of the board are contacted in the same email. Any vote taken using the Board of Directors Policy for E-Mail Voting will have the same effect as a vote taken at a meeting and becomes a part of the recorded minutes of the Chamber of Commerce Board.
	1. Advisory Directors.

The President, with the majority vote of a quorum of the Board of Directors, may appoint up to four (4) non-voting Directors. The term for such non-voting Directors shall be concurrent with the term of the President making such appointment. Except for voting, such non-voting Directors shall be afforded all rights and privileges of Directors of this organization.

1. **Officers of the Chamber**

The Board of Directors shall elect the officers of the Chamber at the first meeting of the New Board held during the month of January and the newly elected officers shall assume office effective upon their election. The Chamber shall have the following officers:

* 1. Past President: The office of the Past President shall be held by the individual who served as President during the preceding year. The office of Past President shall not extend that Director’s term of office. If the Past President has already completed his or her term as a Director, the Past President shall serve as an advisory Director and shall not be a Director with voting rights.
	2. President: The President shall be a Director who shall be the President of the Board of the Chamber of Commerce. The President shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The President shall, with advice and counsel of the Executive Director, reaffirm all committees, select committee chairs, if necessary, assist in the selection of committee personnel, and appoint such ad hoc committees and their chairs 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 concurrent with the term of the President, unless a different term is approved by the Board of Directors. The office of the President shall be automatically filled by the Director serving as President Elect.

Immediately following the annual election, the President shall appoint a Nominating Committee composed of elected Directors of the Board. The Nominating Committee shall submit a slate of officers, all of whom shall be Directors. Such slate shall include a President Elect, Vice President, and Treasurer. The President Elect shall not be in his or her third year of service.

* 1. President Elect: The President Elect shall be a Director who shall serve in the absence of the President. The President Elect shall serve at the direction of the President. The President Elect shall immediately assume the role of President on January 1 of the year following his or her election to this position.
	2. Vice President: The Vice President shall be a Director who shall serve in the absence of the President Elect and shall serve at the direction of the President and the President Elect.
	3. Treasurer: The Treasurer may or may not be a director of the board. The board of directors may authorize and contract with a professional to provide all the above functions.
	4. Secretary: The Secretary shall be a person approved by a majority of Directors present and entitled to vote at any general or special meetings of the Directors and shall be responsible for recording and keeping the minutes for the Board of Directors’ meetings. The Secretary shall make reasonably available to all Directors and Members the minutes of the Chamber’s meetings and the financial status of the Chamber.
	5. Executive Director: The Executive Director shall prepare notices and agendas for the Board. The Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors. The Executive Director shall have primary responsibility of hiring, discharging, directing and supervising all employees in conjunction with the Personnel Committee, save and except for the position for Executive Director. The Executive Director shall be a member of all committees unless the committee specifically excludes the Executive Director.

**Article 5**

**Finances**

Section 5.1. Fiscal Year.

The fiscal year for the Chamber shall be the calendar year, beginning January 1 and ending December 31.

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.

Section 5.3. Receipts.

All monies paid to the Chamber shall be deposited in accounts as designated by the Executive Director, Treasurer, and with counsel from the Executive Committee.

Section 5.4. Financial Statement.

A financial statement showing the financial condition of all Chamber accounts shall be submitted at the regular monthly meeting of the Board of Directors. This report shall be given by the Treasurer, or his or her designee. This report shall be available to all Chamber Members.

**Article 6
Miscellaneous Provisions**

Section 6.1. Parliamentary Procedure.

The proceedings of Chamber meetings shall be governed by and conducted according to the current edition of *Roberts’ Rules of Order, Newly Revised.*

Section 6.2. 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 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) or 501(c)(6).

Section 6.3. Amendments.

These Bylaws may be amended, modified, or rescinded consistent with the Articles of Incorporation by a simple majority of the Voting Members in good standing, as defined in Section 2.3, present at any general or special meeting called with the purpose of amending these Bylaws being on the agenda at which general or special meeting a quorum is present as provided by Section 2.10. Prior to any such meeting, the proposed amendments, modifications, or rescission shall be posted to the Chamber’s website, and, if a Voting Member in good standing, as defined in Section 2.3, does not have access to or subscribe to Internet services, such Voting Member in good standing, as defined in Section 2.3, shall be mailed the proposed amendments, modifications, or proposed rescission.

Adopted: January 4, 1936

Amended: July 19, 1967

Amended: July 17, 1972

Amended: January 10, 1987

Amended: June 14, 1989

Amended: April 10, 1990

Amended: September 8, 1994

Amended: December 10, 1996

Amended: April 10, 1998

Amended: May 18, 2011

Amended: February 21, 2013

Amended: November 21, 2013

Amended: September 17, 2015

Amended: January 28, 2017

Amended: January 26, 2019
Amended: October 6, 2021
Amended: April 26, 2022