

DEADWOOD CHAMBER OF COMMERCE BYLAWS

ARTICLE I

SECTION 1 – The name of this corporation shall be the Deadwood Chamber of Commerce and Visitors Bureau.

ARTICLE II

Object

SECTION 1 – Organization Purpose

The Deadwood Chamber of Commerce and Visitors Bureau is organized for the purposes of advancing the economic industrial, professional, cultural and civic welfare of the Deadwood area; to organize and lead events that benefit community businesses; to encourage the growth to any new firms or individuals seeking to locate in the Deadwood area; to oppose those which might be detrimental; to promote the welfare of all area citizens, following always those policies intended to accomplish the greatest good for the greatest number; and to provide for the continuity of leadership of the Deadwood Chamber of Commerce and Visitors Bureau.

SECTION 2 – Non-profit

The Corporation shall be non-profit. No dividend or financial return of any kind shall be made to any member of this corporation, and no part of the net earnings thereof shall inure to private benefit of any member, stockholder or person whomsoever.

ARTICLE III

Membership

SECTION 1 – Composition

The Deadwood Chamber of Commerce and Visitors Bureau shall be composed of active members. Men and Women of good standing, interested in the commercial, industrial, civic and cultural progress of the city **may** be eligible for active membership. In order for an active member to have voting privileges and otherwise share in the benefits of active membership, such member must not be delinquent in payment of dues to the Deadwood Chamber of Commerce and Visitors Bureau.

SECTION 2 – Membership Denial or Termination

The Board may deny or terminate membership at any time. Members subject to denial or termination shall receive written or electronic notice of the proposed action 30 days in advance and an opportunity to respond before the Board. The Board's decision shall be final.

SECTION 3 – Termination for Non-Payment of Dues

Membership may be suspended or terminated for failure to pay dues within the time prescribed by the Board of Directors. A member whose dues remain unpaid after written notice and any applicable grace period established by the Board may have their membership suspended or terminated without further action of the Board.

Reinstatement may occur upon payment of all outstanding dues and any applicable reinstatement fees, as determined by the Board.

ARTICLE IV Board of Directors

SECTION 1 – Authority and Governance

The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors, consisting of a minimum of ~~15~~ 16 members who shall be elected as hereinafter provided.

The duties shall begin promptly following their election when they shall meet, qualify and elect from their number a President, Vice-President, Secretary and Treasurer. The ~~Board President~~ Executive Board will review the work of the Executive Director and determine changes in compensation, if any. Vacancies which occur within the Board shall be for the unexpired term of the vacated member. The appointment will be filled by a vote of the Board of Directors. The Board of Directors may adopt the written policy conducting the business of the Chamber providing such written policy does not conflict with these by-laws. ~~The Board of Directors shall meet at least eleven (11) times per year~~ They shall meet not less frequently than 10 times annually and 50 percent or more of Board members present and voting shall constitute a quorum.

SECTION 2 – Voting and Quorum

All elected or appointed Board members are voting members and are entitled to vote on all matters before the Board. Ex-officio members, including permanent and temporary positions, are non-voting members. They may participate in discussion and committees but shall not vote and shall not be counted for quorum purposes.

A quorum for the transaction of business shall consist of a majority of the voting Board members currently serving, but not less than nine (9) voting members. Ex-officio members are not counted for quorum purposes.

SECTION 3 – Eligibility and Terms of Directors

All directors shall be members in good standing of the Chamber and may serve consecutive terms. The directors elected ~~under section A, B, E, F, and I~~ or appointed shall serve the terms listed in section 4. ~~Terms of other directors shall be staggered.~~

SECTION 4 – Composition of the Board

The Board of Directors shall consist of ~~fifteen~~ sixteen persons or more who shall include and be selected as follows:

- a) Two persons to be elected or appointed by the Deadwood Historic Preservation Commission for a one-year term.
- b) One person to be elected or appointed by the Deadwood City Commission for a one-year term.
- c) Six persons to be elected or appointed by the Deadwood BID 1-6 for a two-year term.
- d) One person to be elected or appointed by the Deadwood BID 7 for a two-year term.
- e) Two non-gaming Retail or Service business owners or representatives to be elected by the members of the Chamber for a two-year term.
- f) One Deadwood resident homeowner, non-gaming, to be elected by the members of the Chamber for a two-year term.
- g) One person representing Deadwood non-profit corporations with 501 (c) IRS status to be elected by the members of the Chamber for a two-year term.
- h) One person to be elected or appointed by the Deadwood BID 8 for a two-year term.
- i) One person to be elected or appointed by the Deadwood BID 9 for a two-year term.

~~Other ex-officio Chamber Board Members include:~~

Permanent Ex-Officio, Non-Voting Members – The following positions shall serve as permanent ex-officio, non-voting members of the Board of Directors for the duration of their tenure in the listed office:

- Lead-Deadwood School District Superintendent
- Deadwood Historic Preservation Officer
- Deadwood History Inc. Director
- ~~- Past President~~

~~Past President~~ – The retiring/outgoing President shall be required to become ex-officio non-voting member of the Executive Board of Directors for one year in the event their term as Board member has expired.

~~Additional Temporary Ex-Officio Members~~ – In addition, Board of Directors may appoint up to three additional ex-officio members to serve for a period of one year who shall be non-voting Directors and otherwise adhere to the terms and the requirements of the elected members of the Board of Directors.

SECTION 5 – Resignation

Any Director may resign at any time by providing written notice to the President or Executive Director. Such resignation shall be effective upon receipt unless a later effective date is specified in the notice. No vote of the Board of Directors shall be required to accept a resignation. Upon resignation, the position shall be deemed vacant and filled in accordance with the vacancy provisions of these bylaws.

SECTION 4 – Removal

Any voting member of the Board of Directors may be removed for cause by a two-thirds (2/3) vote of the voting Board members currently serving.

Prior to any vote on removal, the Director (appointed or elected) shall be provided written or electronic notice 30 days in advance of the proposed action and an opportunity to respond before the Board.

Ex-officio members may be removed by the same process or by the entity that appointed them, if applicable.

Resignation or removal of a Director shall create a vacancy to be filled in accordance with the provisions of these bylaws.

SECTION 5 – Vacancies and Replacement of Directors

A vacancy on the Board of Directors resulting from resignation, removal, death, disqualification, or any other cause shall be filled for the remainder of the unexpired term as follows:

- a) Elected Directors: The Board of Directors may appoint a qualified Chamber member to fill the remainder of the unexpired term, at which time the position may be filled by election of the membership, if required by these bylaws.
- b) Appointed Directors: For Directors appointed by an external entity, including but not limited to the Deadwood Historic Preservation Commission, Deadwood City Commission, or any Business Improvement District, the vacancy shall be filled by the appointing entity as soon as reasonably possible.
- c) Any Director appointed or designated to fill a vacancy shall meet all eligibility requirements applicable to the position and shall serve only for the remainder of the unexpired term.

SECTION 6 – Absences

The Board of Directors shall meet at regular periods, the time to be fixed by the Board. Absence from three regular meetings in a year, without an excuse deemed valid and so recorded by the Board of Directors, shall be construed as a resignation.

ARTICLE V Officers

SECTION 1 – Roles and Responsibilities

The President shall preside at all meetings of the members and the Board of Directors. Other officers shall include a Vice-President, Treasurer and Secretary. Those officers, along with the Past President, shall constitute the Executive Board of Directors. The Vice-President shall assume all duties of the President in the absence of the President.

SECTION 2 – Treasurer

The Treasurer shall be responsible for the receipts and disbursements of funds for the Chamber, such disbursements shall be in check form and issued only on an invoice properly certified by the Executive Director and approved by the Board of Directors either through special action, such as Executive Board approval, or as a result of general action by way of Budget allotments. The Treasurer shall ascertain that all monies of the Chamber are deposited in its name and regularly review the Chamber's financial position.

SECTION 3 – Term of Office

Officers of the Chamber shall be elected by the Board of Directors from among its voting members and shall serve a term of two (2) years. Officers may serve consecutive terms if re-elected by the Board. Officers are elected in the first meeting following Board elections.

SECTION 4 – Vacancy in Officer Position

If an officer position becomes vacant due to resignation, removal, death, or inability to serve, the Board of Directors shall elect a successor from among the remaining voting Directors. The successor shall serve for the remainder of the unexpired term.

Resignation or removal from an officer position shall not automatically affect the individual's status as a Director unless separately resigned or removed in accordance with these bylaws.

SECTION 3 5 – Executive Director Authority and Duties

It shall be the duty of the Executive Director to cause the proper conduct of the official correspondence, preserving, maintaining and accumulating records of the proceedings and meetings of the Chamber and Board of Directors. The Executive Director shall have general supervision over all employees of the Chamber, ~~and shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors.~~ including the authority to hire, terminate, and evaluate staff in accordance with Board-approved policies. In addition, the Executive Director shall perform such other duties as may be incident to the office, subject to the direction of the Board of Directors. The Executive Director cannot change Board-approved policies or budgets without Board approval. At the expiration of his/her term of office, the Executive Director shall deliver to the Board of Directors, all books, records, and property of the Chamber in his/her possession. He/she shall issue, upon request by the Board of Directors, certified invoices for all necessary disbursements.

ARTICLE VI Committees

SECTION 1 – Appointment of Committee Chairs

~~The President of the Board shall appoint all committee chairs, as applicable, subject to confirmation by the Board of Directors.~~

Committee chairs shall be appointed in one of the following ways:

- a) For committees designated by the Board of Directors, the President shall appoint committee chairs, subject to confirmation by the Board.
- b) For committees authorized to self-govern, including but not limited to MSI, the committee may select its own chair, subject to notification of the President and Executive Director.

All committee chairs, regardless of method of selection, shall serve at the pleasure of the Chamber Board of Directors and are responsible for reporting committee activities and recommendations to the Board.

SECTION 2 – Committee Authority and Responsibilities

If committees are deemed necessary by the Executive Board of Directors, it shall be the function of committees to investigate, make recommendations and carry out work projects. They shall report to the Board of Directors. No standing or special committee shall represent the Chamber in advocacy of or opposition to any project, **political issue or candidate** without specific authorization of the Board of Directors, or such authorization as may be clearly granted under general powers delegated by the Board of Directors to that committee.

SECTION 3 – Ex-Officio Membership

The President and Executive Director shall be ex-officio members of all committees, unless otherwise ordered.

ARTICLE VII Meetings

SECTION 1 – Annual Meetings and Regular Meetings

The annual meeting of the Chamber of Commerce shall be held in May. The fiscal year shall be the same as the calendar year and will begin on the first day of January and end on the last day of December. Regular meetings of the Chamber shall take place on dates determined by the Board of Directors. Special meetings for the Chamber Board of Directors may be called on ten days' notice of the time, place and purpose of the meeting whenever the Directors deem it advisable. 50 percent or more **voting members of the** Board of Directors in attendance shall constitute a quorum at any regular or special meeting of the Chamber.

SECTION 2 – Special Meetings by Member Request

A special meeting of the Chamber, or Board of Directors, shall be called upon at the written request of ten members or more of the chamber.

SECTION 3 – Scope of Business at Meetings

At all meetings of the Chamber only such business as the meeting was called to consider shall be discussed or acted upon.

SECTION 4 – Executive Session

~~Upon motion by any member of the Chamber, the Board may, by a majority vote, go into executive session.~~

- a) **Authority to Enter Executive Session:** The Board of Directors or the Executive Board may enter executive session to review confidential matters, including personnel issues, legal matters, or other sensitive matters as deemed appropriate by the Board. Executive sessions may be called by a majority vote of the Board or upon request of the Executive Board. Proxy voting is prohibited in executive sessions for sensitive matters but may be transmitted electronically, phone or video conference if all executive board members agree.
- b) **Action Between Meetings:** The Executive Board may act on behalf of the full Board between regular meetings on routine or urgent matters, including matters requiring confidentiality. All actions taken by the Executive Board between meetings shall be reported to the full Board at the next regular meeting and are subject to ratification by the Board if required.
- c) **Minutes and Documentation:** The minutes of executive sessions shall be limited to a record of any action taken and shall not disclose confidential details discussed. Documentation of actions taken between meetings shall be included in the next Board meeting packet for transparency.

SECTION 5 – Addressing the Chamber

No one but a member shall address the Chamber except by invitation of the Directors, President of the Board or by unanimous consent of the meeting.

SECTION 6 – Notice of Meetings

Members of the Board of Directors shall be notified in advance of all regular and special meetings of the Board.

ARTICLE VIII Elections

SECTION 1 – Election of Directors

The selection of **elected** Directors that are in general membership voting positions shall be held at the annual meeting with only members in good standing and who are not delinquent in payment of dues entitled to vote. Any member who is in good standing that is unable to attend the annual meeting to cast their vote in the director election can submit a written, **electronic or phone proxy** vote prior to the meeting. Voting ballots will be available 10 days prior to the annual meeting. Voting ballots must be returned to the Chamber offices no later than 5 p.m. the day prior to the annual meeting. No verbal or written proxies for elections during the annual meeting will be allowed. Each member will receive one ballot for each membership. Members with multiple memberships will receive one ballot for each membership. **Elected Directors will assume the office at the next regular meeting.**

SECTION 2 – Tie Votes

Should a tie occur in the election of Directors, matters shall be determined by lot.

SECTION 3 – Voting Rights

Members shall be allowed one vote per membership (**including add-ons**) in voting for Directors and in voting on any other matter.

ARTICLE IX Revenue and Disbursements

SECTION 1 – Revenue

The Revenue of this Chamber shall be derived from membership investment, budget and subscriptions, incidental operations, sponsorships, BID monies and other sources.

SECTION 2 – Disbursements

~~No disbursements of the funds of the Chamber shall be made unless the same shall have been approved and ordered by the Board of Directors: In certain circumstances, the Executive Committee can approve of fund distribution. All disbursements shall be made by check. Checks shall be drawn and signed by two Board designated signatories and only when authorized by certified invoices from the President or Executive Director. No appropriations of money or other property of the Chamber shall be made for any purpose other than to defray the legitimate expenses, except by the unanimous vote of the members present at a meeting of the Board of Directors or a Four-fifths majority vote of a quorum of the Chamber.~~

No disbursements of the funds of the Corporation shall be made unless approved by the Board of Directors or, when applicable, by the Executive Committee.

All disbursements shall be made by check, electronic transfer (ACH), or credit card, as approved by the Board. Checks or electronic payments shall require approval by two Board-designated signatories, and all payments shall be supported by an invoice or other documentation certified by the Executive Director or President.

The use of cash is permitted on a limited basis for point-of-sale transactions, petty cash, and event-related activities. All cash transactions shall be recorded and reconciled in accordance with Board-adopted financial policies.

No appropriation of money or other property of the Corporation shall be made for any purpose other than to defray legitimate expenses, except by four-fifths majority vote of a quorum of the Chamber.

SECTION 3 – Executive Director Authority

The Executive Director, under the policies and direction of the Board, is authorized to approve routine, day-to-day operational expenditures in accordance with the approved budget and to execute payments for Board-approved programs, contracts, and operational needs. The Executive Director shall present financial statements at each regular Board meeting for review and acceptance by the Board, with such review recorded in the meeting minutes. The Treasurer shall regularly review all financial records, bank statements, and disbursements to ensure compliance with Board policies and approved budgets. The Board of Directors shall maintain full oversight of all financial activities and may request audits or reviews as deemed necessary.

ARTICLE X Budget

SECTION 1 – Preparation and Approval of Budget

~~Prior to November of each calendar year, the Executive Board of Directors, shall compile a budget of estimated expenses and submit the same to the Board of Directors members for adoption. Committee allotments, when applicable, can be determined by consultation with committee Chairman and Executive Director. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber.~~

The Executive Director, with input and review from the Executive Board of Directors, shall prepare a proposed budget of estimated revenues and expenses and present it to the full Board of Directors at the regular November meeting of each calendar year. The Board of Directors shall review and approve the budget at the regular December meeting, with or without modification. Committee allotments, when applicable, may be determined in consultation with the respective Committee Chair and the Executive Director. Upon approval by the Board of Directors, the adopted budget shall serve as the appropriation measure of the Corporation for the upcoming fiscal year.

ARTICLE XI Parliamentary Rules

SECTION 1 – Conduct of Meetings

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Roberts Manual of Parliamentary Rules.

~~ARTICLE XII Seal~~

~~SECTION 1 The seal of this organization shall be circular in form with the words “Deadwood Chamber of Commerce and Visitors Bureau, Deadwood, South Dakota” on the circumference, and the lettering in the center shall be “Corporate Seal”.~~

ARTICLE XII Financial Oversight

SECTION 1 – Financial Review and Approval

The Executive Director and/or Treasurer shall present the Corporation’s financial statements to the Board of Directors at each regular Board meeting, and at any special meetings where financial matters are under consideration. The Board shall review the financial statements and formally accept or acknowledge them. Such review and acceptance shall be recorded in the minutes of the meeting.

ARTICLE XIII Indemnification and Insurance

SECTION 1 – Indemnification

The Corporation shall indemnify and hold harmless any Director, officer, or agent to the fullest extent permitted by South Dakota law for expenses or liabilities reasonably incurred in connection with service to the Corporation, provided the person acted in good faith and had not committed fraud, willful misconduct, or knowing violation of law.

SECTION 2 – Insurance

The Corporation shall purchase and maintain insurance, including Directors and Officers liability coverage, on behalf of any such person.

ARTICLE XIV

Conflict of Interest

SECTION 1 – Policy

The Board of Directors shall adopt and comply with a written Conflict of Interest Policy applicable to Directors, officers, committee members, and key employees.

SECTION 2 – Disclosure

Each such person shall annually disclose any actual or potential conflicts of interest and shall recuse themselves from discussion and voting on any matter in which a conflict exists.

SECTION 3 – Documentation

A signed annual disclosure form shall be completed by each applicable person to document compliance with this policy.

ARTICLE XV

Amendments

SECTION 1 – Procedure for Amending Bylaws

These by-laws may be amended or altered by a two-thirds vote of a quorum of the Board of Directors, provided that notice of the proposed change shall be mailed or distributed electronically, by the Executive Director, to each member not less than ten days prior to such meeting.

SECTION 2 – Board Approval of Proposed Amendments

All proposed amendments shall first receive the approval of the Board of Directors.

ARTICLE XVI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, or to one or more organizations organized and operated exclusively for business league, chamber of commerce, or other nonprofit purposes as shall at the time qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code, or to a governmental entity for a public purpose.

Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine to be organized and operated exclusively for such purposes.

No director, officer, member, or private individual shall be entitled to receive any distribution of the assets of the Corporation.