

**BY-LAWS OF THE
FOUNTAIN VALLEY CHAMBER OF COMMERCE**

**ARTICLE 1
GENERAL**

1.1 **NAME:** This organization is organized under the Laws of the State of Colorado and shall be known as the Fountain Valley Chamber of Commerce (hereinafter referred to as the “Chamber”). The name of the organization may be changed by an affirmative vote of a majority of the Board of Directors.

1.2 **PURPOSE:** The purpose of the Chamber is to improve the overall business climate for its members through sponsorship and support of mutually supportive activities which promote business and support the overall business climate, stimulate tourism and economic growth, promote civic development and enhance the quality of life for our citizens.

1.3 **LIMITATION OF METHODS:** The Chamber shall observe all local, state, and federal laws, which apply to a non-profit organization as defined in Section 501(C)(6) of the Internal Revenue Code.

1.4 **PRINCIPAL OFFICE:** The principal office of the Chamber shall be in El Paso County, Colorado at such location as the Board of Directors may from time to time designate. The Chamber also may have one or more offices at such other place or places as the Board of Directors may from time to time designate or as the affairs of the Chamber may require.

**ARTICLE 2
MEMBERSHIP**

2.1 **ELIGIBLE ENTITY:** Any individual person, association, partnership, limited partnership, corporation, limited liability company, or political subdivision of the State of Colorado having an interest in furthering the Purpose of the Chamber shall be deemed as meeting the criteria for membership.

2.2 **APPLICATION:** Each applicant for membership shall submit an online application. Any applicant shall become a member upon payment of the application processing fee and the first year dues as provided herein.

2.3 **CLASSIFICATION AND DUES:** There shall be five (5) classes of membership: Investing Partner, Premium Partner, Elected Representative, Non-Profit Partner, and Honorary Partner. The Board shall from time to time set the annual dues amount or minimum contribution level for each classification of membership. The benefits of each membership level shall be determined by the Board. The five (5) membership classifications shall be as follows:

- A. **Investing Partner:** Any eligible entity may choose to invest in the Chamber at the Platinum, Gold, or Silver level. Investing partners shall receive higher levels of benefits and engagement as designated by the Board.

- B. **Premium Partner:** Any eligible entity may choose to be a Premium Partner, which shall be a basic membership in the Chamber. As a Premium Partner, the entity shall receive the standard or basic benefit package as designated by the Board.
- C. **Elected Representative Partner:** Any individual that has been elected to a Colorado public office representing the Fountain Valley or Federal office representing the Fountain Valley, either current or past, is eligible for and may choose to be an Elected Representative Partner. As an Elected Representative Partner, the individual shall receive the standard or basic benefit package as designated by the Board. Those elected representatives that currently serve a political entity, in which the political entity holds a current Chamber membership as an Investing Partner may participate in Chamber events as a current member of the political entity. When an elected representative participates in the Chamber as a current member of their political entity, they shall not receive any individual benefits.
- D. **Non-Profit Partner.** Any eligible entity that is exempt from Federal income tax under 501(c)(3) may choose to be a Non-Profit Partner, which shall be a basic membership in the Chamber. As a Non-Profit Partner, the entity shall receive the standard or basic benefit package as designated by the Board.
- E. **Honorary Partner:** Any individual so designated by majority vote of the Chamber Board may hold the title of Honorary Partner for the period of one year, which shall be renewable annually by affirmative vote of the Board. An Honorary Partner may participate in Chamber events as a Chamber member but shall not receive any other benefits of membership.

2.4 MEMBERS IN GOOD STANDING: In addition to the benefits designated by the Board for each membership level, partners in good standing shall have the privilege of attending general membership meetings, speaking, voting, nominating, holding office, presenting motions or other business, inspecting official records of the Chamber, receiving official Chamber publications and insisting upon enforcement of the rules of the Chamber.

- A. Each Partnership shall have one vote, regardless of their membership classification, excluding Honorary Partners, who shall not have voting rights.

2.5 TERMINATION OF MEMBERSHIP:

- A. Any member may terminate their membership with the Chamber, at any time, upon providing written notice.
- B. There will be no refund of dues or contributions upon termination of membership.
- C. Membership shall be terminated in the event dues have not been paid for a period of 30 days from the due date unless the due date is extended by the Board for a good cause, provided in no event shall such extended due date exceed 90 days from the original due date. An extension does not change a member's renewal date.

ARTICLE 3 MEETINGS

3.1 ANNUAL MEETING: An annual meeting of the Chamber membership shall be held in December on such day and at such hour and place as the Board may set. Notice of such annual meeting shall be posted on the Chamber's website, and mailed, or emailed to the membership not fewer than fourteen (14) days prior to the annual meeting date.

- A. The purpose of the annual meeting shall be to discuss and approve the Chamber goals and activities for the following year, and the Chamber budget for the following year. The annual meeting is a required by the laws governing the Chamber.
- B. The Treasurer shall furnish a copy of a proposed budget to all Chamber members not fewer than seven (7) calendar days prior to the scheduled annual meeting date. The budget for the following year shall be discussed with the membership and a budget shall be approved by the Board.
- C. The Vice-Chair shall furnish a copy of a proposed list of Chamber goals and activities for the following year to the Chamber membership not fewer than seven (7) calendar days prior to the scheduled annual meeting date. The proposed goals and activities shall be discussed with the membership and considered for approval by the Board.

3.2 GENERAL MEETINGS: General meetings shall be at such times and places as the Board may direct. Board meetings are addressed in Article 5.

3.3 SPECIAL MEETINGS: Special meetings of the membership may be called by the Board Chair or Vice-Chair or any two or more Board Directors. The person(s) calling such meetings shall give notice to all members by mail, email, or by Chamber newsletter not fewer than seven (7) calendar days prior to such meeting specifying the place, date, time, and purpose of such meeting. Only matters specified in the notice for a special meeting can be considered at the special meeting for which such notice was given.

3.4 BOARD VOTING AND QUORUM: The Board shall not take any formal action without a Quorum. A Quorum shall consist of one-half (1/2) or more of the seated Directors.

3.5 NOTICE: Notice of a membership meeting, if required, shall be published in the monthly newsletter, mailed, faxed and/or emailed. Such notice shall be deemed delivered when either deposited in the United States mail, addressed to the member at such member's address as it appears on the records of the Chamber, faxed or emailed to the member to the members fax or email address as it appears in the records of the Chamber.

3.6 VOTING: At any meeting at which a vote of the members of the Chamber shall be necessary to be conducted, each member shall be entitled to one vote. Such vote shall be exercised, by the member or by a person designated by the member in writing. Unless otherwise required by these By-Laws or Colorado law, any action to be taken by the member shall be approved by the vote or

concurrence of a majority of the members present at any duly called meeting at which a quorum is present.

ARTICLE 4 DUES

4.1 PAYMENT: Members shall pay dues in accordance with the dues schedule approved annually by the Board.

4.2 FAILURE OF PAYMENT: Failure to pay dues in a timely manner may result in termination of membership as described in Article 2.

4.3 MODIFICATIONS: Changes to the dues structure shall be presented for approval of the Board at a regular or special Board meeting on an annual basis.

ARTICLE 5 BOARD OF DIRECTORS

5.1 GENERAL POWERS: The governing body of the Chamber shall be a Board of Directors (herein referred to as the Board). The Board shall have the authority to conduct the business of the Chamber and make all decisions necessary to conduct the business of the Chamber. The current edition of Roberts Rules of Order shall govern all parliamentary procedures. The Vice-Chair shall serve as the Board Parliamentarian. .

5.2 NUMBER OF DIRECTORS AND TERMS: The Board shall consist of up to eleven (11) Directors elected or appointed pursuant to this Article. At least eight (8) of the Directors shall be elected, and the remaining Directors may be appointed. All elected Directors shall serve a 2-year term and all appointed Directors shall serve a 1-year term, unless the Director is elected or appointed mid-term, then the elected or appointed Director shall serve the remaining portion of the term to which they were elected or appointed. No less than four (4) of the elected Director positions shall begin their term in even calendar years and no less than four (4) elected Director positions shall begin their term in odd calendar years. There are no term limits. Vacancies to the Board will be filled at earliest opportunity in accordance with the nomination, election, and seating procedures outlined in this Article.

5.3 QUALIFICATION OF DIRECTORS: No person may be elected, appointed, or continue to serve as a Director unless such person is an individual member or is a designated representative of an entity that is a member.

5.4 NOMINATION, ELECTION AND SEATING OF DIRECTORS:

- A. **Standing Nominating Committee.** The Vice-Chair shall appoint a Standing Nominating Committee of three (3) members, one of which shall be the Vice-Chair who shall chair the committee. The Nominating Committee shall present to the Board a slate of candidates for the Directors whose terms are expiring, or of Chamber members who are interested to join the board to occupy a vacancy. The membership shall be provided notification of Director

vacancies by posting notice on the Chamber web page, or by email. The membership notification shall include the deadline for submitting applications to fill the vacancies.

- B. **Election.** The Nominating Committee shall present to the Board a slate of qualified candidates to fill available Director positions, and the Board shall vote to confirm such nominations during any regularly scheduled Board meeting. The membership shall be provided notification of a pending vote to confirm nominations by posting notice on the Chamber web page or by email. Notice shall be provided no less than 10 days prior to the Board meeting where a confirmation vote is scheduled to occur.
- C. The provisions for the Election and Seating of Officers of the Board are contained withing Article 6.
- D. **Seating.** All newly elected Directors shall be seated with full voting privileges, immediately following their confirmation.

5.5 **REGULAR MEETINGS:** Regular meetings of the Board may be held once each month, or at no less than quarterly intervals, as shall be determined by the Board.

5.6 **SPECIAL MEETINGS.** Special Board meetings may be called by the Chair, Vice-Chair, or any two (2) or more Directors. Notice of special meetings shall be given to all Directors to the extent possible no less than two (2) calendar days prior to such meeting, specifying the place, date, time, and purpose of the meeting. Special meetings may be convened in person, by conference call, or via a virtual meeting. All requirements herein for a quorum or other percentage of the then sitting Board shall apply to special meetings in person, email, or conference call.

5.7 **RESIGNATION, REMOVAL AND VACANCIES:**

- A. Resignations. **Any Director may resign at any time by giving written notice to the Board.** Such resignation shall take effect on the date specified therein, and no acceptance shall be necessary.

Removal. Any Director may be removed at any time with, by the affirmative vote of two-thirds (2/3) of the Directors then in office. A Director who shall be absent without cause from three (3) consecutive regular meetings of the Board or four (4) total regular meetings of the Board in a calendar year will trigger a warning and review of the members contribution and potential removal from the board unless the board member in question petitions in writing for a confidence vote of two-thirds of the Directors then in office to remain on the board.

B.1 Accountability Procedures. The Board Director will be aware of Board member participation in meetings and Chamber activities. This attendance information will be recorded and updated in the minutes of regular meetings of the Board, and reported to Chamber membership through the Chamber website and newsletter. If a Board Member begins to show a demonstrable pattern of not attending Board meetings, Committee Meetings, and/or Chamber events, the Vice President and Board will be required to schedule a secret ballot vote by the remaining members of the Board to consider

removal of the Board Member in question. The President will abstain from the secret ballot vote, and will be required to deliver the results of the vote to the Board Member in question.

5.9 CONFLICTS OF INTEREST: No contract or other material transaction between the Chamber and one (1) or more of its Directors or any other corporation, firm, association or entity in which one (1) or more of the Chamber's Director are Directors or Officers or are financially interested shall be approved by the Board of Directors unless (1) the fact of such relationship of interest is disclosed to the Board and (II) the contact or transactions is approved by the majority of the Directors then in office (not counting the interested Director). *An interested Director shall not participate in the discussion or vote on the matter in which such interested Director has an interest.*

5.10 COMMITTEES:

- A. **Committees.** Each individual event, project or activity of the Chamber shall be planned, organized and conducted by a committee established by the Board. The Board shall initiate the creation of committees as needed to address activities of the Chamber. The Board Chair shall serve as an ex-officio member of all committees. The chairpersons of such committees shall always be members of the Board. All committees shall terminate at the end of the calendar year which they are created unless continued by a vote of the Board.
- B. **Limitation on Authority.** No action by any committee, or by any member or chairperson of any committee, shall be binding on the Chamber until it is approved by the Board, or first explicitly delegated in writing (in regular meeting minutes, for example) by the Board. No committee shall be authorized to incur or commit to a financial obligation without the specific, authorization by the Board.

5.11 BUSINESS OFFICE: The business office shall function under the authority of the Board. The Vice-Chair shall oversee the operations of the Chamber office and shall provide management and direction to the Office Manager or any other employees of the Chamber.

5.12 OUTSIDE CONSULTANTS: The Chamber, from time to time, with a vote of the Board, may hire consultants to assist the Chamber in its various activities, including but not limited to advertising agencies, marketing firms, accountants and attorneys.

5.13 SALARIES AND EXPENSES: Unless specifically authorized by the Board, Officers of the Board shall not receive any compensation for their services to the Chamber. Nothing in these By-Laws shall preclude compensation, for services or otherwise, for the Chamber Office Manager should the Board so decide. An Officer, Director, or Member may be reimbursed for expenses when authorized by the Board.

**ARTICLE 6
OFFICERS**

6.1 DESIGNATION: The Officers of the Chamber shall be as follows:

- A. Board Chair. The Board Chair shall preside over all Board meetings and serve as the primary spokesperson and ambassador for the Chamber. The Board Chair shall have authority to sign all formal and legal documents on behalf of the Chamber. The Board Chair shall have the authority to co-sign checks and use the Chamber debit card for the payment of Chamber bills. The Board Chair may also make authorized purchases with the Chamber debit card.
- B. Vice-Chair. The Vice-Chair shall serve as the business manager of the Chamber and oversee all business matters of the Chamber. In the absence of the Board Chair, the Vice-Chair shall act as the Board Chair and shall perform all duties and have all powers of the Board Chair. The Vice-Chair shall have the authority to co-sign checks and use the Chamber debit card for the payment of Chamber bills. The Vice-Chair may also make authorized purchases with the Chamber debit card. ,
- C. Associate Vice-Chair. The Associate Vice-Chair shall assist the Vice-Chair in the performance of the Vice-Chair duties and in the absence of the Vice-Chair, the Associate Vice-Chair shall perform the duties and have all the powers of the Vice-Chair. The Associate Vice-Chair shall have the authority to co-sign checks and use the Chamber debit card for the payment of Chamber bills.
- D. Treasurer. The Treasurer shall serve as the Chief Financial Officer (CFO) of the Chamber. As the CFO, the Treasurer shall be responsible for the preparation of the annual budget proposal to the Board, overseeing the implementation of the approved budget and ensuring compliance with the approved budget. The Treasurer shall review all Chamber expenditures at the end of each month to ensure compliance with the approved budget, and provide a quarterly budget performance report to the Board.

6.2 ELECTION AND SEATING OF OFFICERS:

- A. Election of Officers. No later than the last regular Board meeting of the year, the Board shall hold an election of Officers for the following year. Any Director may be nominated by another Director to serve as an Officer. Upon completion of nominations, the Board shall vote to elect officers. To be elected as an Officer, a nominated Director must receive a simple majority of the votes cast by the Directors in attendance at the meeting.
- B. Seating and Term. All elected Officers shall be seated and commence the duties of their office beginning January 1 and continuing through December 31. All officers shall serve a one (1) year term. There are no term limits.

6.3 ASSIGNMENT OF OTHER DUTIES: At the first Board meeting of the year, all Directors, including Officers, may be assigned other duties to be performed throughout the year. Such duties may include Chair of a committee or whatever duties are necessary to carry out the business of the Chamber for the coming year.

ARTICLE 7 OFFICE MANAGER

7.1 EMPLOYMENT: The Chamber may hire an employee to serve as or contract for the services of Office Manager. The Office Manager shall report directly to the Vice President unless otherwise designated by majority vote of the Board, which may occur at any Board meeting and may change from time to time.

7.2 RESPONSIBILITIES: The Office Manager's responsibilities shall be defined by the Board within a written job description or professional services agreement. Such job description or professional services agreement shall be approved by simple majority of the votes cast by the Directors who are in attendance at the meeting.

7.3 OFFICE MANAGER PERFORMANCE REVIEWS: The Vice-Chair shall meet with the Office Manager quarterly to discuss performance and shall conduct a written performance review annually. The results of the annual performance review shall be presented to the Board and may be used by the Board for purposes of establishing pay or compensation adjustments and updating job description or professional services agreement as needed.

ARTICLE 8 FINANCES

8.1 FISCAL YEAR: The fiscal year of the Chamber shall be the calendar year.

8.2 EXECUTION OF CONTRACTS: Except as otherwise provided in these By-Laws, the Board may authorize any Officer or Agent of the Chamber to execute any contract or execute and deliver any instrument in the name and on behalf of the Chamber. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, Agent or employee shall have any power or authority to bind the Chamber to any contract or engagement or to render the Chamber liable for any purpose.

8.3 DEPOSITS: All funds of the Chamber shall be deposited to the credit of the Chamber in such banks, trust companies, or other depositories as the Board may designate or as may be designated by any Officer or Agent of the Chamber to who such power from time to time may be delegated by the Board for the purpose of making such deposits, any person to who such power is delegated may endorse the Chamber's name and deposit checks, drafts and other orders for the payment of monies that are payable to the order of the Chamber.

8.4 CHECKS AND ENDORSEMENTS: All checks, drafts, or other orders for the payment of money, obligations, notes or other evidences of indebtedness, and such other instruments, shall be signed or endorsed by **TWO** such Officers authorized signatory members of the Chamber and at such dollar limits as shall be determined by the Board.

8.5 LOANS: No loans shall be made by the Chamber to its members, Directors, or Officers.

8.6 AUDIT: The financial records of the Chamber shall be audited annually by a committee appointed by the Board, which shall not include the current Treasurer or Board Chair. The Board may obtain a formal audit by a third-party, qualified accounting firm at any time at its discretion.

8.7 FUND RAISING: The Chamber shall not act as a fund raiser for any other entity or organization.

ARTICLE 9 INDEMNIFICATION

9.1 GENERAL: The Chamber shall indemnify Directors, Officers, employees and Agents to the full extent permitted by Colorado Law (C.R.S. § 7-27101.5 or other applicable statute) including indemnification against liability arising out of conduct in an official capacity as Director, Officer, employee or Agent, and the reasonable expenses incurred in the defense of such conduct. The Chamber, by action of the Board, may indemnify such persons for liability or expenses to a greater extent than set forth in § 7-22-101.5, provided that such indemnification is otherwise consistent with applicable law.

9.2 COSTS OF ENFORCEMENT: The Chamber shall pay all costs and expenses, including attorney's fees, incurred by any Director, Officer, employee, or Agent in effecting the provisions of this article.

9.3 ADVANCEMENT OF EXPENSES: The Chamber shall advance expenses to any person indemnified pursuant to this article, provided that such advances shall be consistent with applicable law.

9.4 EXTENSION OF LIABILITY: The indemnification provided hereby shall extend to any person who is or was a Director, Officer, employee, or Agent of the Chamber.

9.5 INSURANCE: The Board may authorize the purchase and maintenance of insurance on behalf of persons covered by the provisions of this article.

9.6 CHANGES IN IDEMNIFICATION: No changes in the indemnification provisions hereof shall have the effect of reducing the indemnification provided for acts prior to such change.

9.7 PROCEDURAL MATTERS: Unless otherwise provided by law, all matters pertaining to indemnification, including retention of counsel and settlement of claims shall be addressed by the Board.

ARTICLE 10 DISSOLUTION

10.1 PROCEDURE: The Chamber shall use its funds to accomplish the objectives and purposes specified in these By-Laws, and no part of such funds shall insure or be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific or philanthropic organization as defined in IRS Section 501(C)(6) or 501(C)(3) to be selected by the Board.

ARTICLE 11 MISCELLANEOUS

11.1 PARLIAMENTARY AUTHORITY: The By-Laws or special rules of order of this organization shall govern this organization in all cases. The rules contained in Robert's Rules of Order shall govern this organization in all cases to which any inconsistencies with the By-Laws or special rules of order of this organization may occur.

11.2 POLITICAL ACTIVITY: The Chamber shall be non-partisan in its activities. In no event or circumstance shall Chamber funds be contributed to any candidate or to any political committee or utilized in support of any candidate or any political committee. No action shall be taken by the Chamber, its Board, any committee or any Officer or employee acting in any official capacity to endorse any political candidate for any political office in the name of the Chamber.

The Chamber (on its own or in association with other non-partisan civic or community groups) may, at the discretion of the Board, conduct, sponsor or participate in activities designed to promote discussion of issues, dissemination of information, and presentation of candidates and their positions (such as by hosting candidate or issues forums), provided that such activities are open to all candidates or to proponents of all sides of an issue.

The Board may adopt procedures or policies for the polling or surveying of the membership on issues which are pertinent to the purposes of the Chamber and publicizing the results as in support of or in opposition to such issues. In addition, the Board may, without such polling or surveying of the membership, adopt resolutions with respect to issues which are pertinent to the purposes of the Chamber and may publicize same in support or in opposition to such issues.

11.3 AMENDMENTS OF BY-LAWS: These By-Laws may be amended or revised by either a two-thirds (2/3) vote of the full, then sitting Board at any regular or special meeting of the Board or a majority vote of the membership where a quorum is present at any official meeting of the membership. Notice of any membership meeting at which changes to these By-Laws are to be proposed and voted on shall be published in the monthly newsletter, mailed, faxed and/or emailed to the membership not fewer than ten (10) days before the meeting at which the proposed amendments to these By-Laws are to be voted on at the meeting. To be adopted, any proposed amendment must receive the affirmative vote of a majority of the members at which a quorum is present.

These Fountain Valley Chamber of Commerce By-Laws were Restated, Amended, and approved on December 15, 2025, by an affirmative vote (7-0) of the Board of Directors in attendance at the meeting.

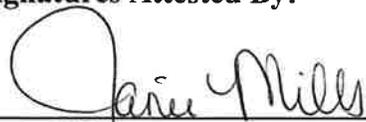


Dan Blankenship, Board Chair



Traci Kinnischtzke, Vice-Chair

Signatures Attested By:



Janie Mills, Associate Vice-Chair

Date: 1/12/2026