

**The Latino Chamber of Boulder County
Articles and Bylaws**

**ARTICLE I
General**

1. Section 1: Name

- a. The name of this organization shall be La Cámara de Comercio Latina del Condado de Boulder/The Latino Chamber of Commerce of Boulder County. Hereinafter may be referred to as The Latino Chamber (TLC)

2. Section 2: Purpose

- a. To build, strengthen, support, advocate for and promote the interest of 1) Latino businesses and professionals in Boulder County.
- b. To enhance the overall business economic and educational environment;
- c. To promote and influence representation in major issues of public policy.
- d. To promote awareness and preservation of the Latino heritage.

3. Section 3: The Latino Chamber shall serve Boulder County **business interests** as well as those --wishing to participate from adjacent communities.

4. Section 4: Nature of Entity and of Activities

- a. The Latino Chamber is an incorporated non-profit association of voluntary members and it shall have all powers conferred under the laws of the State of Colorado governing non-profit corporations.
 - i. Non-Profit Organization. The Latino Chambershall observe all local, state, and federal laws, which apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code.
 - ii. Limitations. The Latino Chamber in its activities shall take no part in or lend its influence to the election or appointment of any candidate for federal, state, county or city office. The Latino Chambershall not endorse any political candidate or political party, nor shall it take part in religious discussion. It may however, act on any political question or issue that directly or indirectly affects the welfare of the organization and its Members, or the County of Boulder. This limitation shall not be construed as limiting the right of a Member or Member Representative of The Latino Chamber to exercise his or her personal right of citizenship by engaging in political, sectarian or partisan activities.

5. Section 5: Notices and communications

- a. Any document, notice, poll or survey may be delivered in physical form by mail, in person, or by electronic form (i.e. email or link to a website) to any Member of The Latino Chamber or individual named in this Bylaws at the electronic address provided by the recipient.

**The Latino Chamber of Boulder County
Articles and Bylaws**

6. Section 6: Electronic Delivery

- a. Delivery of document, notice, poll or survey may be delivered by: email at the email address of the recipient, a link or access to a website or server provided the recipient receives the information necessary to access the documents, or facsimile at the facsimile number (Fax No.) of the recipient.

**ARTICLE II
Membership**

1. Section 1: Classes of Membership:

- a. The Latino Chamber shall have two (2) classes of members, voting and non-voting.
 - i. **Voting Members:** The voting and other rights, interests, and privileges of each member shall be equal. No member shall have any interest or property rights in the assets of the Chamber, and no member shall hold more than one (1) membership in the Chamber. Persons or businesses wishing to promote the objectives of The Latino Chamber shall be eligible for membership, subject to the payment of dues. Such person or business shall hereafter be called “member.” Each member as herein defined shall be entitled to one (1) vote for the purpose of electing the Board and amending the by-laws. The Latino Chamber includes three categories of voting membership:
 1. Individual Membership: Any person (As defined in Article II, Section (a) who is a member.
 2. Business Membership: Any corporation, proprietorship, partnership or any person engaged in a profit-oriented business venture that is a member.
 3. Associate Business Membership: Any additional member to a business that is a member. This is a voting membership unless limited by the Board.
 - ii. **Non-voting Memberships:** The Board at its discretion may accept non-voting members.

2. Section 2: Membership Dues

- a. Membership dues shall be determined annually by the Board of Directors. Dues shall be current as of 30 days prior to the Annual Meeting in order to be a voting member. Any change in the dues shall be determined by a two-thirds (2/3) vote of the Board of Directors present at a Board meeting. No such change shall be adopted unless each member of the Board of Directors is given written notice of the proposed change or changes, including the effective date of such change or

**The Latino Chamber of Boulder County
Articles and Bylaws**

changes; the written notice shall be postmarked at least thirty (30) calendar days prior to the meetings. Dues are based on the anniversary date, not calendar year.)

3. Section 3: Transferability of Membership

- a. Membership is not transferable.

4. Section 4: Termination of Membership

- a. Any member may resign from The Latino Chamber upon written request to the Board of Directors; Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless extended for good cause; Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of The Latino Chamber, after notice and opportunity for a hearing are afforded the member complained against.

5. Section 5: Procedure for Expulsion

- a. After it has been determined that a member should be expelled, the following procedure shall be implemented:
 - i. A review committee shall notify the Board of Directors and the member being expelled. The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five days before the effective date of the proposed expulsion. The notice to the member of his/her proposed expulsion shall state the date, time and place of the hearing before the review committee.
 - ii. After the recommendations of the review committee, the Board of Directors shall decide whether the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the Board shall be final.

6. Section 6: Rights of a Voting Member

- a. Voting membership shall confer the following privileges:
 - i. The right to vote in all general assembly meetings of The Latino Chamber;
 - ii. The right to serve on the Board or any of the committees under provisions outlined in Article VIII and IX of the by-laws; provided the member is duly elected or appointed;
 - iii. The right to serve as an elected officer of The Latino Chamber provided the member is duly elected;
 - iv. The right to be appointed to fill any unexpired term to the Board;
 - v. The right to represent The Latino Chamber in any regional or national association, provided the member is duly elected as a delegate by the general membership or by the Board at quarterly meetings; and

**The Latino Chamber of Boulder County
Articles and Bylaws**

- vi. The right to be informed by the Board of the status of The Latino Chamber through an annual report made available for review at the annual meeting and at The Latino Chamber office.

7. Section: 7: Honorary Membership

- a. 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 of Members**

1. Section 1: Time and Place

- a. Meetings of members shall be held at such time and place as the Board may direct.

2. Section 2: Annual Meeting

- a. The members of The Latino Chamber shall meet annually for the purpose of electing Directors, reviewing and/or amending by-laws.

3. Section 3: Special Meetings / Quarterly Meeting

- a. The Chair of The Latino Chamber if ordered by resolution of the Board or by ten percent (10%) or more of the certified voting membership of The Latino Chamber shall call special meetings. Management of the meeting will be in accordance with *Roberts Rules of Order, Part II, Organization and Conduct of Business, Section 46, Occasional or Mass Meetings*.

4. Section 4: Notice

- a. Notice of the time and date of annual and quarterly meetings shall be delivered to members at least (30) days prior to such meeting. Notice of the time and date of special called meetings shall be delivered to each member at least seven (7) Business days prior to such meeting.

5. Section 5: Quorum

- a. A quorum shall consist of ten percent (10%) of the certified voting membership. If no quorum is present, no official business shall be conducted.

**The Latino Chamber of Boulder County
Articles and Bylaws**

6. Section 6: Conduct of Meetings

- a. Robert's Rules of Order, latest edition, and such rules as may be adopted by the assembly shall govern meetings. No rule shall be inconsistent or in conflict with these by-laws, the Articles of Incorporation or the TLC or with the law.

7. Section 7: Notices, Agenda, Minutes

- a. Written notice of all Latino Chamber meetings must be given at least 14 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

**ARTICLE IV
Board of Directors**

1. Section 1: Number and Qualifications

- a. Board shall consist of eleven (11) elected persons who are voting members in good standing. At least a majority of the Directors shall be persons directly engaged in profit-oriented businesses or own an interest in such business. The Past Chairperson of the TLC shall serve as an ex-officio member. The immediate past Chairperson shall have no voting powers.

2. Section 2: Powers

- a. The Board shall have full power and authority to:
- b. Establish all policies.
- c. Hire or terminate and determine the responsibilities of The Latino Chamber Executive
- d. Control all disbursements and finances
- e. Exercise all powers not expressly denied by these by-laws.

3. Section 3: Vacancies

- a. Any vacancy on the Board shall be filled temporarily by appointment of the Board. The procedure for filling the temporary vacancy shall be:
 - i. The Chair shall nominate to the Board a candidate for the vacancy;
 - ii. The Board shall vote to approve or disapprove the nominee;
 - iii. If approved, the candidate shall serve out the remainder of the term;
 - iv. If not approved, the chair will re-nominate until the position is filled.

4. Section 4: Election Procedures and Terms of Office

- a. Nominating Committee. At the regular (month) Board meeting, the Chairperson of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of (5) members of the chamber. The Chairperson of the Board shall designate the chair of the committee.

The Latino Chamber of Boulder County
Articles and Bylaws

- b. Prior to November 6th, the Nominating Committee, at the regular monthly October meeting, shall present to the Chairperson a slate of candidates to serve a two year terms to replace the directors whose regular terms are expiring. Subject to the First Annual meeting elections, at which Board members were elected to one, or two year terms, all Board members shall be elected to two year terms. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive two year terms is eligible for election for a third 2 year term. A period of one (1) year must elapse before eligibility is restored.
- c. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Chairperson or his/her designate shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.
- d. Floor Nominations. Nominations may be made from the floor of the Annual Meeting of the Members. Names may be placed by self-nomination, or by nomination by another Chamber member.

5. Section 5: Compensation

- a. Directors shall serve without compensation, but may have reimbursement as authorized by the Board for expenses incurred in service to the TLC.

6. Section 6: Conflict of Interest

- a. A Director shall not participate in a vote or decision on a matter involving a business entity in which the Director has a substantial interest, if it is reasonably foreseeable that an action in the matter would confer an economic benefit to the business entity involved. If a Director or a person related to the Director in the first or second degree by either affinity (any close relation or agreement, including marriage) or consanguinity (blood relative) has a substantial interest in a business entity that would be peculiarly affected by any action taken by the Board, the Director, before a vote or decision on the matter, shall inform the Board in writing by the next scheduled Board meeting stating the nature and extent of the interest and shall abstain from further participation in the matter. A person has a substantial interest in a business if:
 - i. The interest in ownership of ten percent (10%) or more of the voting stock or shares of the business entity or ownership o \$100.00 or more of the fair market value of the business entity.
 - ii. Funds received by the person from the business entity exceed the percent (10%) of the person's gross income for the previous year.
- b. A person has a substantial interest in real property if the interest is an equitable or legal ownership with a fair market value of \$100.00 or more.

7. Section 7: Meetings

- a. The Directors will, at the first regular meeting following the annual meeting, vote on which date of the month to meet for the remainder of the year. Said date could

The Latino Chamber of Boulder County
Articles and Bylaws

- be changed by the Executive Committee by giving fourteen (14) days notice to the Board and posting notice on The Latino Chamber bulletin board or website.
- b. Each Director shall be mailed a schedule of monthly meetings for the fiscal year. Attendance is required at each monthly meeting, the annual Board retreat, and quarterly membership meetings.
 - c. Any absences from required meetings must be reported to the Chairperson prior to the meeting or event.
 - d. The BOD may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
 - e. A majority of seated Directors shall constitute a quorum for the transaction of business. Depending on the number of Directors on the Board at any given time, the number of Directors constituting a majority, and a quorum, will change.
 - f. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, unless the vote of a greater number of directors is required by law or these Bylaws
 - g. Meetings of Directors shall be governed by *Robert's Rules of Order*, as these rules may be revised from time to time, insofar as such rules are not inconsistent with these by-laws, with the Articles of Incorporation, or with the law.

8. Section 8: Special Meetings

- a. Special meetings of the Board may be called by, or at the request of the Chairperson or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meetings of the Board.

9. Section 9: Notice

- a. Notice of any special meetings of the Board shall be given at least three (3) business days previously thereto to each Director at her/his address as shown by the records of the TLC. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed with postage thereupon paid. If notice were given by email or facsimile, such notice shall be deemed delivered when there is confirmation of transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

The Latino Chamber of Boulder County
Articles and Bylaws

10. Section 10: Removal of Directors

- a. A director may be removed for cause by the vote or two-thirds ($\frac{2}{3}$) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend three consecutive, regular meetings of the board of directors. A notification must be sent the Director in danger prior to the vote taking place.

ARTICLE V
Board Officers

1. Section 1: Officers

- a. The TLC shall have a Chairperson, Vice-Chair, Secretary, and Treasurer.

2. Section 3: Election and Term of Office

- a. The Board shall elect officer positions at the annual meeting of the Board of Directors. These elections may be by secret ballot if such a ballot is requested by at least one Director. Board members must be present to vote and may not transfer their individual vote by means of proxy. The term for all officers shall be for one (2) year term and shall begin after the annual meeting upon election. The Chairperson may not serve more than one (2) term unless by a vote of two-thirds ($\frac{2}{3}$) of the entire Board.

3. Section 3: Principal Duties of the Board Officers

a. The Chairperson shall:

- i. Prepare, call and preside at each meeting of the TLC.
- ii. Provide an agenda for each meeting.
- iii. Enforce the rules relating to debate and order.
- iv. Appoint committee chairs and other Board appointments as needed.
- v. Oversee the work of the Board and their respective committees.
- vi. Monitor the work of The Latino Chamber.
- vii. Represent, along with other Chamber Members, the Latino Chamber in matters of public relations.
- viii. Serve as an ex-officio member of all committees except the Nominating Committee.
- ix. Have at each meeting, in addition to other papers necessary for the meeting, the following: a copy of *Robert's Rules of Order* and a list of all standing and special committees and their members.
- x. Perform all other duties associated with this office.

b. The Vice-Chairperson shall:

- i. In the absence of the Chairperson, perform all duties of the Chairperson.

**The Latino Chamber of Boulder County
Articles and Bylaws**

- ii. In the case of resignation, removal or death of the Chairperson assume the office of the Chairperson automatically, serving the unexpired term of the Chairperson.
- c. The Secretary shall:**
 - i. At special or annual meetings, Certify delegates representing The Latino Chamber and provide them with credentials.
 - ii. Sign all certified copies of acts of The Latino Chamber unless otherwise specified in the by-laws.
 - iii. Maintain and have available at every meeting all record books in which the by-laws, special rules of order, standing rules, the latest edition of Robert's Rules of Order and minutes are entered, with any amendments to these documents properly recorded.
 - iv. Ensure that the minutes are properly and accurately recorded, and posted for Board approval.
 - v. Maintain Latino Chamber and Board records.
- d. The Treasurer Shall:**
 - i. Supervise disbursement of funds of The Latino Chamber.
 - ii. Hold funds deposited and disburse them only on the order of the Board; the voucher authorizing disbursement shall be signed by the Treasurer and one of the following: the Chairperson, Vice-Chairperson, and the Secretary.
 - iii. In the event the Treasurer is unable to sign or a vacancy exists in this position, the Executive Committee of the Board may declare a fiscal emergency and allow any two bank registered designees to sign checks. Such actions must then be ratified at the next regular Board meeting.
- 4. Section 4: Executive Committee**
 - a. The Executive Committee of the Board shall consist of the Chairperson, the Vice-Chair, Secretary, and Treasurer. The President and the immediate Past Chairperson shall serve as ex officio members.
- 5. Section 5: Indemnification**
 - a. The Latino Chamber may, by resolution of the Board of Directors, provide for indemnification by The Latino Chamber of any and all of its officers or former officers as spelled out in these By-Laws.

**ARTICLE VI
Chamber Executive**

- 1. Section 1: Appointment of Executive**
 - a. The Latino Chamber, at its discretion and under the supervision of the Board of Directors, may appoint an Executive to manage the daily affairs of The Latino Chamber. The Latino Chamber Executive may be described by such title

**The Latino Chamber of Boulder County
Articles and Bylaws**

including, but not limited to president, executive, executive secretary, executive assistant, or any other title deemed appropriate and approved by the Board.

2. Section 2: Role of the Executive

- a. Any Latino Chamber staff, whether paid or volunteer, shall be under the control and supervision of The Latino Chamber Executive. The Executive shall be selected by the Board, and shall execute the will of the Board and answer directly to the Board. The Executive shall be compensated as determined by the Board and shall perform those duties as prescribed by the Board. The Executive shall have responsibility for implementing the Board's policies, as clearly defined in a statement of work established by the Board.

**ARTICLE VII
Committees**

1. Section 1: Standing Committees

- a. The Board shall have standing committees, including, but not limited to: Finance, Membership, Marketing, Programs. The Chairperson/s shall appoint a member of the Board to oversee the functioning of each standing committee.

2. Section 2: Ad Hoc Committees

- a. The Board by resolution may designate ad hoc committees for specific purposes. The resolution shall specify a chairperson, members and shall provide for committee termination.

3. Section 3: Limitation of Authority

- a. No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, any policy of The Latino Chamber until it shall have been approved or ratified by the Board of Directors.

**ARTICLE VIII
Finances**

1. Section 1: Funds

- a. All money paid to The Latino Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be carried over to the next operating year's budget.

2. Section 2: Fiscal Year

- a. The fiscal year of the TLC shall be from January 1 to December 31, inclusive.

**The Latino Chamber of Boulder County
Articles and Bylaws**

3. Section 3: Execution of Contracts, Leases and Other Instruments

- a. Except as otherwise provided , all contracts, leases, or other instruments shall require Board resolution. Execution of all contracts, leases, or other instruments on behalf of the TLC shall be signed by the Chairperson. In the absence of the Chairperson, execution shall be made by the Vice-Chairperson and countersigned by the Secretary

4. Section 4. Contracts for Services

- a. All contracts for services greater than \$5,000.00 will require a competitive bid process, as established by the Board of Directors on a contract-by-contract basis.

5. Section . 5 Audit

- a. An independent audit shall be conducted by a certified public accountant . The auditor shall be selected by bid and accepted by a majority vote of the Board.

**ARTICLE IX
Amendments**

1. Amendment or Repeal of By-Law

- a. These by-laws, or any part thereof, may be repealed or amended at any regular meeting or any special meeting of the general assembly called for that purpose. No such repeal of amendment shall be adopted unless each voting member is given notice of the proposed changes as well as, of the time and place of said meeting. The notice shall be provided at least thirty (30) calendar days prior to the meeting.

**ARTICLE X
Governing Rules**

1. **Section1. Governing Rules:** *Robert's Rules of Order*, latest edition, shall be recognized as the standard rules of order for all meetings of the TLC.
2. **Section 2. By-Laws:** These by-laws shall be the current by-laws and, as such, supersede any and all previous by-laws.
3. **Section 3. Effective Date:** These by-laws were revised and adopted at the annual general membership meeting on December 14, 2019