

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE GARDINER CHAMBER OF COMMERCE

The following Amended and Restated Articles of Incorporation of the Gardiner Chamber of Commerce (Articles) were adopted on September 17, 2020, in accordance with the Chamber's original Articles and Bylaws and in accordance with the Montana Nonprofit Corporation Act, Title 35, Chapter 2, M.C.A. These Amended and Restated Articles shall replace, the original Articles of Incorporation of the Gardiner Chamber of Commerce, filed with the Montana Secretary of State on May 4, 1955, ID #D025246.

## ARTICLE 1

### NAME

The name of the Corporation is "Gardiner Chamber of Commerce".

## ARTICLE 2

### DURATION & CLASSIFICATION

The Corporation shall have perpetual existence. The Corporation is a mutual benefit corporation.

## ARTICLE 3

### REGISTERED OFFICE AND AGENT

The physical address of the Corporation is 216 Park Street, Gardiner, Montana 59030. The mailing address of the Corporation is PO Box 81, Gardiner, Montana 59030. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation shall require from time to time. The name and address of the registered agent of the Corporation at that office shall be Legalinc Corporate Services INC. 1215 24<sup>th</sup> Street West Suite 125 Billings, MT 59102.

## ARTICLE 4

### MISSION AND PURPOSES

- A. The mission of the Corporation: The Gardiner Chamber of Commerce serves our community through developing local tourism while endorsing the stewardship of the Yellowstone Ecosystem.
- B. The Corporation is organized for the following purposes:
  - i. To develop, encourage, promote and protect the commercial, professional, financial, and general business interests in Gardiner;
  - ii. To promote the general health and welfare of the community of Gardiner;
  - iii. To promote trade and commerce and to foster, develop, and protect the industries of Gardiner;
  - iv. To encourage the development and improvement of transportation, communications, and infrastructure in Gardiner;
  - v. To create a strong local environment for business growth and development;
  - vi. To advocate for laws and regulations that will support, promote, and encourage a vibrant business community;
  - vii. To cultivate an atmosphere, policies, programs, and culture where members can grow and improve their businesses;
  - viii. To promote and preserve the practice of sound business ethics;

- ix. To provide services, assistance, and implementation of community sponsored programs intended to benefit the people of Gardiner, and to provide projects and undertakings through education and economic development;
- x. To do any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly, alone or in conjunction or cooperation with other similar organizations, and to engage in related activities consistent with its purposes as a corporation organized under Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE 5**

### **MANAGEMENT & LIABILITY LIMITATIONS**

The Corporation shall be governed by a Board of Directors consisting of between seven and nine members. The number of directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The meeting of directors and members for the purpose of electing new directors shall be held annually. The directors shall serve for terms as regulated by the Bylaws.

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney fees) hereafter reasonably incurred by or imposed in connection with, or resulting from, any action, suit or proceedings of whatever nature to which she or he is or shall be made a party by reason of being or having been a director or officer of the Corporation, except in relation to matters as to which he or she shall be finally adjudged to have been negligent in the performance of duties as such director or officer. Such indemnification shall apply whether or not she or he is a director or officer of the Corporation at the time of such action, suit or proceeding or at the time such cost or expense is imposed. The right of indemnification herein provided, shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law. If the Montana Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Montana Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

## **ARTICLE 6**

### **CORPORATE POWERS & LIMITATIONS**

The purpose or purposes for which the Corporation is organized are as follows:

- i. Powers: In general, and subject to such limitations and conditions as are or may be prescribed by law, herein, or in the Corporation's Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.
- ii. Compliance with Purposes: All of the purposes and powers of the Corporation shall be exercised exclusively for such purposes and in such manner that the Corporation shall qualify as a chamber of commerce under Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code"), as amended or any successor provision.
- iii. Prohibition on Activity: Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501(c)(6) of the Code or any successor provision.
- iv. Use of Assets: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- v. Dissolution: Upon the dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or

organizations, as determined by the Board of Directors, that is recognized as exempt under Section 501(c)(6) of the Code or any successor provision, and used exclusively to accomplish similar purposes for which this Corporation is organized. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for similar exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for similar exempt purposes.

## ARTICLE 7

### MEMBERS

This Corporation shall have members. Any person, firm, association, or business interested in the economic well-being of the Gardiner area, or who desires to preserve and promote any of the purposes of the Corporation, shall be eligible to membership in this Corporation. The admission of applicants to membership shall be approved by the Board of Directors in such manner as is provided for in the Bylaws.

## ARTICLE 8

### BYLAWS

The Board of Directors of this Corporation may adopt Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by a majority vote of the directors present at any regular or special meeting called for that purpose, except that the Board of Directors may not make or alter any Bylaws fixing their number, qualifications, selection or term of office without the approval of a majority of members present at any regular or special meeting called for that purpose. Any Bylaw changes are subject to any limitations set forth in the Montana Nonprofit Corporation Act (MCA 35-2-113 et seq.).

## ARTICLE 9

### AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors, and upon such proposal, shall be presented for adoption by a majority vote of the members present at the annual meeting of the Corporation or at a special meeting called for that purpose.

**IN WITNESS WHEREOF**, these Articles were adopted by a sufficient vote of the members of the Corporation. The total number of memberships outstanding and entitled to vote was 10 and there were 10 votes cast for the amendment and 0 votes cast against the amendment.

I hereby swear and affirm, under penalty of law, that the facts contained in this document are true.

Jeff Guengerich (Signature page on file)

9-17-2020

\_\_\_\_\_  
Signature of Board President

\_\_\_\_\_  
Date

Title: Board President

# CONSTITUTION AND BYLAWS OF THE GARDINER CHAMBER OF COMMERCE

## -ARTICLE 1- NAME

The name of this Corporation shall be “Gardiner Chamber of Commerce”.

## -ARTICLE 2- MISSION

The Gardiner Chamber of Commerce serves our community through developing local tourism while endorsing the stewardship of the Yellowstone Ecosystem.

## -ARTICLE 3- MEMBERSHIP AND DUES

### Section 1.

Any person, firm, association or corporation may become a member in the Gardiner Chamber of Commerce (hereafter called “Chamber”), by:

- A. Filing a written application and paying dues for the membership therein.
- B. Agreeing to comply and be bound by the Articles of Incorporation and the constitution and by-laws of the Chamber and any rules or regulations adopted by the Board of Directors.
- C. The Board of Directors reserves the right to refuse Membership.

### Section 2.

Any member, upon written request to the Board of Directors, may resign as a member of this organization. In addition, non-payment of dues will constitute a member’s resignation. Request to resign as a member will result in no refund of membership dues.

### Section 3.

The Board of Directors shall have power to suspend or expel a member for any violation of the by-laws, rules or regulations of the Chamber, or for the non-payment of dues, or because of any conduct that is improper or prejudicial to the Chamber, by a majority vote of the Board of Directors. Before any such action is taken a hearing shall be held to discuss such violation of the by-laws, rules, regulations, non-payment of dues, or any conduct that is improper or prejudicial to the Chamber and to determine whether such member shall be suspended or expelled from the Chamber. The accused shall be notified of charges against him/her at least fifteen (15) days before the hearing on such charges.

### Section 4.

The annual dues of members shall be in an amount that will be fixed from time to time by the Board of Directors. These dues shall be paid annually. Non-payment of dues will constitute resignation of said member.

### Section 5.

The private property of the members shall be exempted from the execution or other liability for the debts of the Chamber, and no member shall be individually liable or responsible for any debts or liabilities of the Chamber.

## -ARTICLE 4- MEETINGS

### Section 1.

The annual meeting of the members shall be held during the month of January of each year, at such a date, place and hour that the Board of Directors shall designate. The fiscal year begins on the first day of January.

## **Section 2.**

Special meetings of the members may be called by a resolution of the Board of Directors or upon written request signed by three (3) Directors, by the President or by ten (10) or more members. It shall thereupon be the duty of the Secretary to cause notice of such meeting to be given by written or printed notice, served either personally or by physical or electronic mail to each member, not less than two (2) days previous thereto, stating the place, day and hour of the meeting and the purpose(s) for which the meeting is called.

## **Section 3.**

Ten (10) persons (made up of a combination of members and directors) shall constitute a quorum at any meeting of the members.

# **-ARTICLE 5- DIRECTORS**

## **Section 1.**

The business affairs of the Chamber shall be managed by a Board of seven (7) to nine (9) Directors, which shall exercise all of the powers of the Chamber except such as are by law, the Articles of Incorporation, or this constitution and by-laws, conferred upon or reserved to the members. Fifty-one percent (51%) of the Directors shall constitute a quorum at any meeting of the Board of Directors.

## **Section 2.**

At each annual meeting of the members, directors shall be elected by ballot and nominations for directors shall be submitted at the annual meeting by a nominating committee previously named by the President and in addition, nominations may be received from the floor.

## **Section 3.**

Terms of Directors shall be for two (2) years and so as to provide for a majority of holdover directors each year, there shall be required to elect four to five (4-5) directors for two year terms on the occasion of the first annual meeting, three to four (3-4) directors for two (2) year terms on the second annual meeting; and that each succeeding year the above procedure be followed so that the same sequence of election is obtained. All board members must be dues-paying Chamber members. No board member shall consecutively serve more than two terms [up to four (4) years] at a time.

## **Section 4.**

Regular meetings of the Board of Directors shall be held as needed at such times as the Board of Directors may provide by resolution, and the same be held without notice other than such resolution fixing the time and place. The Board of Directors may elect to forgo meetings except in excess of three (3) months. Notice may be given electronically.

## **Section 5.**

Special meetings of the Board of Directors may be called by the President or any three (3) Directors and it shall thereupon be the duty of the Secretary to cause written notice of the time, place and purpose of such meeting to be served not less than two (2) days previous thereto, either personally or by physical/electronic mail to each Director.

## **Section 6.**

The Directors shall have the power to hire an Executive Director and fix his/her salary. Directors shall have the power to fill all vacancies on the Board of Directors.

## **Section 7.**

Except as specified elsewhere in these by-laws, the constitution or articles of incorporation; the affirmative vote of a majority of the directors is required to establish a budget, expend money in excess of \$1,000.00 or to acquire or to sell real property of the Chamber.

## **Section 8.**

Upon election, each Director accepts and affirms their obligation to attend each regular or special meeting of the Board of Directors in person, or if circumstances warrant, to attend via teleconference or video conference. Two or more unexcused absences from these meetings, in any 12 month period, may result in the offending Director being removed from the Board via a Motion for Removal presented by a member of the Executive Committee, seconded and confirmed by a majority vote of the Board of Directors.

**-ARTICLE 6-**  
**OFFICERS**

**Section 1.**

The officers of the Chamber shall be: President, Vice-President, and a Treasurer.

**Section 2.**

The officers shall be elected annually by the Board of Directors, at the first regular meeting of the Board held following the annual meeting of the members. Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the members or until his successor shall have been elected.

**Section 3.**

The President shall preside at all meetings of the Board of Directors and the members in general perform all duties pertaining to the office of the President, and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4.**

The Vice-President shall perform the duties of the President in the absence of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President and perform such other duties as may be from time to time assigned to him or her by the Board of Directors.

**Section 5.**

The Treasurer shall carry out the responsibilities of a member of the Board of Directors. Assist in the preparation of the annual budget as well as compare the actual revenues and expenses incurred against the budget. Ensure the Board's financial policies are being followed. Report to the Board of Directors on finances; prepare any required financial reporting forms and review financial transaction. Perform such other duties as may be from time to time assigned to him or her by the Board of Directors.

**-ARTICLE 7-**  
**COMMITTEES**

**Section 1.**

All members of committees shall be appointed by the President, subject to vote by the Board of Directors and the members of the committees shall be subject to removal by the President and shall serve for a term of one (1) year. Each committee shall perform such duties as may be defined at the time of its creation. Each committee shall investigate and make recommendations regarding the subject for which they are appointed and report to the Board of Directors, and shall have the power to take such action as may be specifically delegated at the time by the Board of Directors.

**Section 2.**

Meetings of committees may be called at any time by the President or a member of the committee.

**-ARTICLE 8-**  
**EXECUTIVE DIRECTOR**

**Section 1.**

The Executive Director shall be the chief executive of the Chamber and shall be responsible to the Board of Directors.

**Section 2.**

The Executive Director may be terminated by a two-thirds (2/3) vote of all the Directors of the Board.

**-ARTICLE 9-**  
**SEAL**

The corporate seal of the Chamber shall be in the form of a circle and have inscribed thereon the name of the Chamber and the words, "Corporate Seal, Montana".



Revised:3-18-2021