

**Amended and Restated Articles of Incorporation
Cascade Chamber of Commerce, Inc.**

Manner of adoption for Amended and Restated Articles of Incorporation unanimously approved by
Chamber Board of Directors and Chamber Membership effective March 10, 2020

For Office Use Only

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File #: 0003907072

Date Filed: 6/11/2020 1:50:00 PM

ARTICLE I – NAME

The name of this corporation is and shall be the Cascade Chamber of Commerce, Inc. also known as the "Chamber", with its principal business office located and maintained within the corporate limits of the City of Cascade, County of Valley, State of Idaho.

ARTICLE II – PURPOSE AND LIMITATIONS

Purposes: The mission of the Cascade Chamber of Commerce is: To promote a vibrant business climate in the Cascade Area; to promote tourism; to serve our members, the community and visitors; to foster a cohesive working relationship among political, educational, and civic organizations locally and regionally; to secure and promote cooperative action among its members on all considered agenda items affecting the financial, commercial, civic interests, and general welfare of the people of Cascade; to promote Cascade's developed and undeveloped resources, its scenic beauty, climate, healthy environment, wild and natural resources including, but not limited to, forests, grazing, minerals, Geothermal and other advantages; to encourage the use of local products and the development of local industries.

Limitations: The Cascade Chamber of Commerce in its activities shall be nonsectarian and shall take no direct part in nor directly lend its influence or facilities to the nomination, election or appointment of any candidate for elective office in the City, County, State or National Government.

ARTICLE III – MEMBERSHIP

Eligibility: Any reputable person, firm, partnership, corporation, association, estate or trust may apply for active membership in the Cascade Chamber of Commerce upon such form as may be prescribed by the Board of Directors whereby such applicant agrees to conform to and abide by the Articles of Incorporation and By-Laws of the Cascade Chamber of Commerce and any amendments thereto. Applications may be accepted or rejected at any meeting of the Board of Directors by a majority vote of those present.

Classification of Members: Membership in the Cascade Chamber of Commerce shall be Business and Associate. The members shall consist of individuals and/or businesses who pay dues. All members in good standing shall be entitled to vote, to hold office, to receive all publications of the Chamber, to avail themselves of the facilities of the Chamber office, to serve on standing and special committees, to attend all regular and special membership meetings, to have the privileges of the floor at such meetings, to participate in all referenda conducted by the Chamber and to display its emblem when they are available.

Dues: The membership dues for business and associate members shall be set from time to time by majority vote of the Board of Directors and ratified by general membership. Dues shall be payable for each year on or before the beginning of the Chamber's fiscal year (FY Jan 1 – Dec 31). At the discretion of the Board of Directors, additional fees may apply for late payment of dues.

Voting: Each individual, business, and associate member shall be entitled to one vote. Individual, business, and associate members shall be entitled to one vote only, regardless of the number of representatives of each business present at any meeting in which a vote shall be taken. Voting shall be by individual persons, non-cumulative, and not by proxy.

Expulsion: Members may be expelled by two-thirds vote of the Board of Directors in office without cause, for non-payment of dues or illegal activity. No member may be expelled without the opportunity of a hearing before the Board of Directors at a proposed time and place and after a reasonable notice.

Termination of Membership: Upon termination of any membership by death, resignation or expulsion, the interest of such member in and to the property of the corporation and his rights and privileges shall be forfeited. In the event of termination of membership, dues shall not be refundable.

Transfer of Ownership: Business membership shall continue in the name of the seller or new owner based on the sales agreement between the parties or of the firm.

Chamber Logo: The use of the Cascade Chamber of Commerce name and logo in advertising or media is unauthorized unless approved by the Board of Directors.

Membership List: The use of the Cascade Chamber of Commerce email and mailing member list is unauthorized unless approved by the Board of Directors.

Article IV – Membership Meetings

Annual Meetings: Annual Membership meeting of the Cascade Chamber of Commerce shall be held within the first two weeks of January, each year at such time and place as may be designated by the Board of Directors. At such meeting the newly elected Officers and Directors shall be introduced, reports of the officers shall be received, and other business pertaining to the membership may be transacted.

Regular Meetings: The regular meetings will be held every month as determined by the Board of Directors. Meeting locations are split between restaurants who are active members of the Cascade Chamber of Commerce. In order to be placed on the roster of locations the restaurant must be in an active status with current membership dues paid.

Special Meetings: The president may call such special meetings of the membership as she/he may deem necessary, and shall call a membership meeting upon the request of the Board of Directors or upon written request of ten percent of active members in good standing.

Quorum: Majority voting members in good standing of the Cascade Chamber of Commerce shall constitute a quorum for the transaction of any business at a membership meeting. The act of the majority of the voting members present at any regularly scheduled or special meeting called by the Board of Directors at which a quorum is present shall be the act of the members.

Article V – Board of Directors

General: The government of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors. The first Board of Directors shall be elected for a term of one year. Subsequently all Directors shall be elected for a period of one year. Upon subsequent election, the past President of the Chamber shall automatically become an ex-officio non-voting member of the Board of Directors. The Board of Directors shall consist of: President, Vice President, Secretary, Treasurer, two Directors at Large and the past President.

Time of Election: The Board of Directors shall be elected and announced at the Annual meeting of the members called for that purpose.

Election: At the second regular meeting in October the President shall appoint a Nominating Committee of not less than three members, whose duty it shall be to nominate from the members of the Chamber in good standing, candidates for President, Vice President, Secretary, two Directors At-Large and Treasurer for the ensuing year. The election of the Chamber Officers and Directors At-large shall be held at the first meeting in December. All Officers/Directors shall assume their offices at the first meeting in January. Nominations may also be made from the floor by a member in good standing. This committee may be deemed unnecessary if only 1 member volunteers to serve as directorship.

Voting: All voting for Directors shall be by ballot. In the case where more than one person is running for an office the nominee who receives the highest number of votes shall be declared elected.

Vacancy: Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even if less than a quorum. A Director appointed to fill a vacancy shall be appointed for the unexpired term of such Director's predecessor.

Quorum: Three Directors are required to constitute a quorum at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VI – OFFICERS

President's Duties: The President shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties incidental to this office. She/He shall appoint all committees and shall be an ex-Officio, non-voting member of all committees. She/He shall at the annual meeting of the Chamber and at such other times as she or he may deem proper, comment to the membership or the Board of Directors such matters, and make suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. At the discretion of the President, she/he may bring matters to a vote before the Chamber membership instead of the Board of Directors only.

Vice-President's Duties: The Vice-President shall act in the absence of the President; and in the absence or disability of the two officers named (President and Vice-President) a member of the Board of Directors shall be chosen by the remaining Board of Directors. The remaining Board of Directors may elect to bring the vote before the Chamber membership to fill the absent Director's roll.

Treasurer's Duties: The Treasurer shall be custodian of the funds of the Chamber of Commerce and under the direction of the Board of Directors shall report, deposit, invest, and disburse the same. Disbursements will be brought to the Chamber Membership for vote unless expedited payment is necessary to avoid added fees or hardship to the Chamber. The Treasurer shall make a written report monthly to the Chamber membership, itemizing receipts and disbursements. All disbursements shall be made by check duly signed by any two members of the Board of Directors who have been authorized to be signatory on the Chamber Accounts.

Secretary's Duties: It shall be the duty of the Secretary to conduct the official correspondence and preserve and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. The Secretary ensures timely distribution of any meeting agenda and meeting minutes.

Annual Audit and Surety Bonds: The Board of Directors shall cause the books and accounts of the Treasurer to be audited at the close of the Year's business, either by CPA or an Auditing Committee appointed by the Board of Directors who shall report their findings to the Board. All officers and employees handling money on account of the Chamber of Commerce shall be bonded in such amount as may be determined by the Board of Directors, and the costs thereof shall be paid by the Chamber when deemed appropriate and funds are available.

ARTICLE VII – COMMITTEES

Authorization: The Board of Directors shall authorize and define the powers and duties of all committees.

Appointment: The President shall appoint all committees as she/he deems necessary.

Standing Committees: There shall be Standing Committees as follows:

(A) Executive Committee: The Executive Committee shall be composed of the President, Vice-President, Secretary and the Treasurer. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have charge of the finances and the property of the Chamber and shall have authority to order disbursements for necessary expenses with agreement of three members of the Executive Committee and make available to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board. All business transacted by the Executive Committee shall be reported at the first meeting of the Board of Directors following such action.

(B) Budget Committee: The President shall appoint, in the first month in office, a Budget Committee. The committee shall prepare an annual budget and present it to the Board of Directors and general membership for approval in February. The Committee shall be comprised of two (2) Board members and one (1) person from the general membership. The budget is a guideline for the Board to use when making financial decisions throughout the year. If funds are not collected as expected, the Board will need to be

fiscally responsible and make the appropriate adjustments before authorizing new expenditures even if they were budgeted. As each event approaches, the Event Chairperson will prepare a detailed budget for their event and present it to the Board and general membership for approval. The Board will review the current financial position of the Chamber and the Annual Budget before approving the event. Except for Grant Funds, or any specified donations made to the Chamber (such as for fireworks only or an advertising co-op program), all funds collected or paid are for the benefit of the Chamber. Each event is assigned a separate account number in the financial books for Chamber analysis purposes. The Board of Directors will bring these matters to Chamber membership.

(B) Other Standing Committees: The Board of Directors may, from time to time, without amendment to these By-Laws, establish such other standing committees as it may deem necessary or appropriate, which shall continue until such designation as a standing committee shall be changed by the Board.

Special Committees: The Board of Directors shall appoint from time to time such special committees to carry out special or particular assignments, or to perform such functions as the Board of Directors may deem appropriate and necessary. Such special committees shall be discharged by the President when the work or project has been completed and reports of such committees accepted, or when the decision of the Board of Directors, it is deemed wise to discontinue the activity in which the committee is engaged.

Committee Membership: Committee membership shall be open to all members in good standing and shall be predicated on membership in the Cascade Chamber of Commerce except, however, on occasion, the Board of Directors may authorize a person, as a committee member in ex-officio advisory capacity. Committee appointments shall be for a period not to exceed the term of the appointing officer or until the Board of Directors sees need of new committee or the need ends.

Chairperson of Committees: The Chairperson of all committees, except the Executive Committee, the Budget and Finance Committee, and those special committees appointed for exceptional purposes, shall be selected from the general membership whenever possible, or from the membership of the Board of Directors, and are to be appointed by the President.

Function of Committees: It shall be the function of the committees to make investigation, conduct hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors, of the membership, they will originate and report to the Board such views as they may deem proper for its consideration and said report will be incorporated into the next regular membership meeting. The Board of Directors may give latitude to an event committee chairman to work within the framework of the event on an operational basis with Board of Director approval.

Limitations of Committees: No committee or member thereof shall contract any debt on behalf of the Chamber without express authorization of the Board of Directors and general membership, except as otherwise expressly provided in these By-Laws. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy or any matters of public interest, without having first received the approval of the Board of Directors and general membership.

Quorum: At committee meetings three members are required to constitute a quorum. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII-DISBURSEMENTS

Authorization: No disbursement of the funds of the Chamber of Commerce shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors and Chamber membership in a regular meeting as deemed appropriate by the Board of Directors. Monthly expenses for phone, electricity, and liability insurance once ordered by the Board may be paid by the Executive Committee between monthly Board meetings when necessary to avoid late fees. All disbursements shall be made by check. Checks are required to be signed by any two members of the Board of Directors who have been authorized to be signatory on the Chamber Accounts.

In the event that the Chamber dissolves, the general membership by quorum will determine the disbursement of any remaining funds.

ARTICLE X

The affairs of the corporation are managed by a Board of Directors, who must be members of the corporation, who are elected by ballot for a term of one year, the vote of a majority of the members present at the annual meeting being necessary for a choice, and each of whom serves until his/her successor is elected and qualified.

ARTICLE XI


The membership annually elects a Board of Directors consisting of corporation officers and Directors At Large.

ARTICLE XII

Bylaws consistent with these articles and with the laws of the State of Idaho may be adopted or amended at any regular meeting of the corporation, or at any special meeting called for that purpose, by an affirmative vote of two thirds of the members present.

The Directors by their hand below do attest and approve the Amendments as shown in the By-Laws above and as voted by the Chamber Membership at the 03/10/2020 meeting. Be it also known that these so approved By-Laws supersede any previous By-Laws, known and unknown.

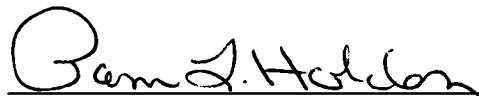
Dated this 10th Day of March, 2020



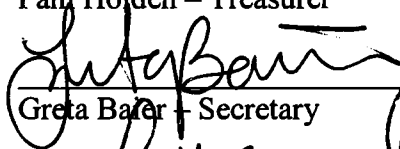
Jenni Hart, President



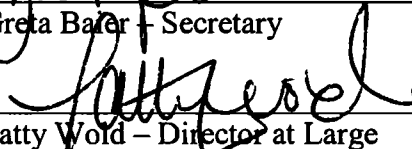
Larry Morton - Vice-President



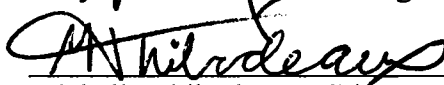
Pam Holden – Treasurer



Greta Baer – Secretary



Patty Wold – Director at Large



Michelle Thibodeaux - Director at Large