
JACKSON HOLE CHAMBER OF COMMERCE

BYLAWS

Ratified: 2/2013
Replaces: 5/2007 Version

ARTICLE I *General*

Section 1: Name

This organization is incorporated under the laws of the State of Wyoming and shall be known as the Jackson Hole Chamber of Commerce.

Section 2: Purpose

The Jackson Hole Chamber of Commerce (the "Chamber") is organized to advance the general welfare and prosperity of the Jackson Hole area so that its citizens and all areas of its business community shall prosper, including but not limited to expanding marketing and outreach through public relations and events, maximizing member value, facilitating exceptional visitor experiences, and strengthening strategic alliances with City, County, State and Federal bodies and agencies.

Section 3: Limitation of Methods

A. This Chamber shall be non-partisan and non-sectarian and shall take no part in the nomination or election of any candidate for office in the town, county, state or national government. Nor shall any meeting of a political nature be held within the premises occupied by the Chamber. The Chamber may, however, take positions on any legislation in effect or pending which is considered by the Board of Directors to be generally supportive of or detrimental to the goals and objectives of the Jackson Hole Chamber of Commerce and the private enterprise system, or unduly restrictive or overly regulatory on private business and may convey such positions to elected officials at all levels of government requesting whatever action may be appropriate.

B. This Chamber shall not discriminate against any individual or organization on the basis of race, color, religion, age, sex or national origin.

C. The Chamber shall observe all local, state and federal laws which apply to a non-profit mutual benefit organization as defined in Section 501(c)(6) of the Internal Revenue Code and as incorporated under the Wyoming Nonprofit Corporation Act (W.S. §§17-19-101 et. seq.).

ARTICLE II *Membership*

Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Management of membership categories shall be governed by Chamber policy.

Section 2: Application and Election

Applications for membership shall be in writing, on forms provided for that purpose, and

signed by the applicant. Any applicant may be denied membership upon the affirmative vote to deny membership of no less than two-thirds (2/3) of the Board of Directors present at a regular or special meeting of the Board of Directors duly held at which a quorum is present.

Section 3: Payment of Premiums

All persons, firms, associations, or corporations who pay annual premiums (i.e., dues) in accordance with the provisions set forth in these Bylaws and have not been denied membership by the Board of Directors as described above shall become, without further action, active members in good standing of the Jackson Hole Chamber of Commerce. Annual membership shall commence and renew on the date in which such premiums are paid in full or in accordance to an agreed-upon plan of payment. Any member in default of payment of premiums shall be suspended from all privileges of membership for the year in which such default has occurred. Payment of arrears premiums shall restore membership privileges. Members shall pay the membership premium prescribed by the Board of Directors.

Section 4: Termination (Resignation, expulsion and delinquency.)

Any member may resign from the Chamber upon written request to the Board of Directors. Any member shall be dropped from the membership by the Board of Directors for non-payment of premiums after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by the affirmative vote of no less than two-thirds (2/3) of the Board of Directors present at a regular or special meeting of the Board of Directors duly held at which a quorum is present for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber, after notice and an opportunity for a hearing are afforded the member complained against.

ARTICLE III *Meetings of Members*

Section 1: Place of Meeting

Meeting of members will be held at any place designated by the Board of Directors.

Section 2: Annual Meeting.

The regular annual meeting of the members will be held at a date, time and place fixed by the Board of Directors. Any proper business within the power of the members may be transacted at this meeting.

Section 3: Special Meetings

Special meetings of members may be called by: the (i) Board of Directors; (ii) the Chair of the Board, or (iii) by five (5) percent or more of the members, by written request delivered in person or mailed by first class mail or electronic mail, addressed to the Chairman of the Board, the Chair-elect, or the Secretary at the Chamber office. The member's request will specify the time desired for the meeting, which not less than 20 or more than 80 days after the receipt of the request, and will also state the general nature of the business proposed to be transacted at the meeting. A special meeting called by request of the members will be set by the Board of

Directors on a date not less than 20 or more than 80 days after the receipt of the request. Within 20 days after receipt of the request, the officer who receives it will cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting.

Section 4: Notice of Meeting

All notices of meetings of members will be mailed or emailed not less than 10 or more than 60 days before the date of the meeting. The notice will specify the place, date and time of the meeting and (a) in case of a special meeting, the general nature of the business to be transacted, or (b) in the case of a regular meeting, those matters that the Board of Directors, at the time of giving notice, intends to present for action by the members. If action proposed to be taken at any meeting is (a) removal of member appointed directors from office, (b) filling member appointed vacancies on the Board of Directors, or (c) amendment of the Articles of Incorporation or Bylaws, the notice will also state the general nature of the proposal.

Notice will be given by delivery in person or by mail or email addressed to the member at the mailing or email address of the member appearing on the books of the Chamber or given by the member to the Chamber for the purpose of the notice. If there is not any such address, the notice will be held for the member in the Chamber office or posted on chamber website.

Section 5: Record Date of Notice.

Members at the close of business on the business date preceding the day on which notice is given and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board of Directors to fix a different record date.

Section 6: Quorum.

The presence of ten (10) percent of the voting power entitled to vote at a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 7: Voting

Each member in good standing on the date the vote is to be taken will have one vote on each matter submitted to a vote of members.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter will be the act of the members, unless the vote of a greater number is required by law.

Section 8: Action by Written Ballot

Any action that may be taken at any annual regular meeting or special meeting of members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter. Such distribution-written ballots will (a) set forth the

proposed action, (b) provide an opportunity to specify approval or disapproval of any proposal, (c) provide a reasonable time within which to return the ballot to the Chamber, (d) indicate the number of responses needed to meet the quorum requirement, (e) state the percentage of approvals necessary to pass the measure submitted, and (f) specify the time by which the ballot must be received by the Chamber to be counted. A matter will be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeded the quorum required to be present at a meeting authorizing the proposed action and the number of approval received equals or exceeded the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by the Chamber may not be revoked. All written ballots will be filed with the Secretary of the Chamber maintained in the records of the Chamber. The results of the written ballot will be stated in the Chamber's next mailing to members.

ARTICLE IV ***Board of Directors***

Section 1: Composition and Authority of the Board

The government of the Chamber of Commerce, direction of its work, the control of its finances and property and the control and direction of its Chief Executive Officer/President will be vested in a Board of Directors consisting of at least fifteen (15) but not more than twenty one (21) Directors unless changed by an amendment of these Bylaws, of which at least five (5) Directors shall be Executive Committee members and at least ten (10) but not more than sixteen (16) Directors shall be other committee Chair and Vice-Chairs unless changed by an amendment of these Bylaws. The exact number of Directors, including the number of Executive Committee members and other committee Chair and Vice-Chairs shall be fixed by resolution adopted by the Board of Directors.

Section 2: Terms of Office

The Board of Directors shall be composed of five (5) Executive Committee Members and the Chair and Vice-Chair from each committee. An Executive Committee Member shall be elected to a term of five (5) years. Each committee Chair and Vice-Chair shall be elected to a term of three (3) years and are eligible to be elected to two (2) consecutive three-year terms. Committee Chairs and Vice-Chairs are nominated by their committees and ratified by the Chamber general membership or elected by the general membership via petition as described in Section 3 below. New Executive Committee Members are elected by the Board of Directors. Terms may be staggered and the Board of Directors may shorten the terms described above in order to create staggered terms for the Board of Directors.

Section 3: Selection and Election of Directors (See last page for timetable.)

A. At its regularly scheduled April Board meeting, the Board of Directors shall elect Directors to fill open Board seats on the Executive Committee.

B. Nominating Committee and Elections for Non-Executive Committee Directors. At the regular April Board meeting, the Chairman of the Board shall appoint, subject to the approval by

the Board of Directors, a Nominating Committee. The Chairman of the Board of Directors shall designate the chairman of the Nominating Committee. The Nominating Committee shall obtain the names of the nominated Chair and Vice-Chair(s) of each committee and place them on a ballot to be approved by the Executive Committee and presented to the general membership for election. 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 three-year terms is eligible for election for a third 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 Chairman of the Board of Directors shall immediately notify the membership by mail or electronically of the names of persons nominated as candidates for directors (Committee Chairs and Vice-Chairs) and the right of petition.

D. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

E. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their next regular Board meeting.

If a legal petition shall present additional candidates, the names of all candidates for the contested position shall be arranged on a ballot in alphabetical order. Instructions will be to vote for candidates only (no write in candidates). The Chief Executive Officer/President shall mail or send electronically this ballot to all active members at least 15 days before the next regular Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at its next regular Board meeting declare the candidates with the greatest number of votes elected.

F. Judges. The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including the counting and auditing of the ballots. They shall report the results of the election to the Board of Directors.

G. Ratification of Elections. The Board of Directors shall ratify the results of the general membership election.

Section 4: Seating of New Directors

All newly-elected and appointed Board members shall be seated at the regular July Board meeting and shall be participating members of the Board thereafter; and, at such point, the term predecessors shall cease.

Section 5: Absences and Other Removal

A member of the Board of Directors who is absent without an excuse for three (3) or more consecutive meetings of the Board shall be deemed to have resigned from the Board unless otherwise determined by a vote of a majority of the Directors present at a meeting of the Board at which a quorum is present. A Director who is absent without an excuse from six (6) or more meetings of the Board in any twelve (12) month period shall be deemed to have resigned from the Board unless otherwise determined by a vote of a majority of the Directors present at a meeting of the Board at which a quorum is present. Directors may otherwise be removed in manner set forth in the Wyoming Nonprofit Corporation Act. Directors nominated by the Board and ratified by the members shall be deemed elected by the Board and subject to removal by the Board. Directors elected by way of nomination by petition and vote of the members are elected by the members and may only be removed by the members.

Section 6: Meeting Place and Procedures

Meetings of the Board of Directors will be held in the Chamber office or at any other place that is designated from time to time by the Board. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear each other.

Section 7: Regular meetings

Regular meetings of the Board of Directors for any purpose or purposes will be held ten (10) to twelve (12) times per year. The specific date and time of such meetings shall be determined by the Board at its prior regular meeting. If the specific date and time has not been set at the previous meeting, or if the Chairman of the Board or the Chief Executive Officer/President determine that regular meeting must be rescheduled, notice of the meeting shall be delivered to each Director. Such notice shall specify the time and place of the meeting and shall be given to each Director not less than two (2) days prior to the scheduled time of the meeting by one of the following methods: (a) by personal delivery; (b) written notice by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, facsimile or electronic mail.

Section 8: Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the Chief Executive Officer/President, or a majority of the members of Executive Committee. The notice of the special meeting shall specify the time and place of the meeting and the nature of any special business to be considered. The notice of the special meeting shall be given to each Director not less than one (1) day prior to the scheduled time of the meeting by one of the following methods: (a) by personal delivery; (b) written notice by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, facsimile or electronic mail.

Section 9: Quorum

A majority of the duly elected Directors then in good standing constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

Section 10: Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, will be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals will be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting will also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

Section 11: Adjournment

A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment will be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 12: Action Without Meeting

Any action required, or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent will have the same force and effect as a unanimous vote of the Board. Such written consent or consents will be filed with the minutes of the Board.

Section 13: Resignation

Any Director may resign effective immediately or at a later time specified by the Director, by a written notice to the Chairman of the Board or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 14: Vacancies

Persons to fill vacancies on the Board of Directors, or among the officers, will be nominated by the Chairman of the Board and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a Director by the members may be filled only by the members, in the manner provided for election of a Director. A Director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

Section 15: Fees and Compensation

Directors and members of committees will serve without compensation for their services. This will not preclude any Director from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service upon approval by the Executive Committee.

Section 16: Executive Committee

The Executive Committee shall be a committee of the Board of Directors as described in W.S. §§17-19-825(a)-(f) and shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Past Chairman, Chairman-elect, Vice Chairman, and Treasurer. The Chairman of the Board will serve as chairman of the Executive Committee. The Executive Committee may not take any action described in W.S. §17-19-825(e), the taking of which actions are reserved to the Board of Directors.

ARTICLE V *Officers*

Section 1: Determination of Officers

At their regular April meeting, the Directors will elect a slate of officers for the next year. Officers to be nominated are: a Past Chairman of the Board, Chairman of the Board, Chairman-Elect, Vice Chairman, and a Treasurer. All officers will serve for a term of one (1) year or until a successor assumes the duties of office.

Section 2: Duties of Officers

A. Chairman of the Board. The Chairman shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairman of the Board shall, with the advice and counsel of the Chief Executive Officer/President, assign Vice Chairmen to divisional or departmental responsibility, subject to Board of Directors approval.

B. Chairman-elect. The Chairman-elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-elect shall work with the Chief Executive Officer/President of the Chamber to determine that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

C. Vice Chairmen. The duties of the Vice Chairmen shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.

E. Secretary. The Secretary shall cause to be prepared notices, agendas, and minutes of meetings of the Board and the Executive Committee. The Secretary shall serve as advisor to the Chairman of the Board.

F. Past Chairman shall serve as a chair of the Past Chairman Advisory Committee and performs such duties as from time to time may be designated by the Chief Executive Officer/President, Executive Committee or Board of Directors. The Past Chairman shall also serve as a point for recommendations & requests for monitoring programs and activities for appropriateness, long-range missions, conformity with mission and achievement of expected outcomes, helping enhance the public image.

G. Chief Executive Officer/President. The Chief Executive Officer/President shall manage the day-to-day activities of the Chamber in accordance with the policies and direction of the Board of Directors. The Chief Executive Officer/President will be responsible for hiring, discharging, directing and supervising all employment activities. The Chief Executive Officer/President will be responsible for the preparation of an operating budget, in conjunction with the Treasurer, covering all activities of the Chamber. He/she will submit it to the Executive Committee for its adoption, which in turn will forward it to the Board of Directors for approval. The Chief Executive Officer/President will also be responsible for all expenditures with approved budget allocations. The Chief Executive Officer/President shall serve on the terms and for the duration of employment as determined by the Board of Directors. In the event that the Chief Executive Officer/President's position is vacant, these duties will be performed by the Chairman of the Board or Chamber staff as directed by the Board of Directors.

ARTICLE VI *Committees and Divisions*

Section 1: Appointment and Authority

The Board of Directors shall appoint advisory committees as deemed appropriate in carrying out the programs of the Chamber. The members shall elect Committee chairmen and vice-chairmen, who shall become members of the Board of Directors. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

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

Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, committee vice-chairmen or in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII *Finances*

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund(s). Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

Upon approval of the budget, the Chief Executive Officer/President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

The fiscal year of the Chamber shall be determined by the Board of Directors.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the Chamber shall be audited, reviewed, or compiled annually as of the close of business within 180 days after the end of the fiscal year by a public accountant. The audit, review, or compilation shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: Bonding

The Chief Executive Officer/President and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII *Dissolution*

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3). The Chamber may be dissolved only as set forth in Article 14 of the Wyoming Nonprofit Corporation Act, or its successor provision.

ARTICLE IX *Indemnification*

Section 1: Right of Indemnification

To the fullest extent permitted by law, the Chamber shall indemnify its directors, officers, employees, and other persons described in §17-19-856(a)(i), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Chamber, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these Bylaws, shall have the same meaning as in §17-19-850 of the Wyoming Nonprofit Corporation Act.

Section 2: Approval of Indemnity

On written request to the Board by any person seeking indemnification under this Article IX, the Board shall promptly determine whether such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Chamber and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person unlawful, and, if so, the Board shall authorize indemnification.

Section 3: Advancement of Expenses

To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article VII., and of these Bylaws, in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that a person is entitled to be indemnified by the corporation for those expenses.

ARTICLE IX *Rules of Conduct*

Section 1: Parliamentary Authority

The most current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Bylaws of the Chamber.

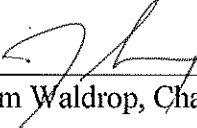
ARTICLE X *Amendments*

Section 1: Revisions

These Bylaws may be amended as set forth in W.S. §17-19-101 et. seq. (the Wyoming Nonprofit Corporation Act), or its successor provision.

Certificate of Chairman

I, hereby certify that I am the Chairman of the Jackson Hole Chamber of Commerce, a Wyoming Nonprofit Mutual Benefit Corporation, and that the foregoing Bylaws (including this Certificate of Chairman) comprising thirteen (13) pages, together with two (2) page Time Schedule attached hereto, constitute the Bylaws of said corporation as duly adopted by the Board of Directors on February 27th 2013, and by the member by ballot on February 1st 2013, and that they have not been amended or modified since that date.



Jim Waldrop, Chairman

Executed on this 6th day of March, 2013 at Jackson, Wyoming.

**A TIME SCHEDULE
FOR SINGLE SLATE ELECTION
AND ORIENTATION OF OFFICERS AND DIRECTORS**

| Action Start | Action to Take |
|--|--|
| April | Chairman of the Board appoints Nominating Committee with Board's approval at regularly scheduled Board meeting. (Article IV, Section 2 A). Election of New Officer(s) at regularly scheduled Board meeting. (Article IV, Section 3 and Article V, Section 1). |
| May | Nominating Committee presents (single slate) to Directors. (Article IV, Section 2A) Immediate notice of slate is given to the membership and right of petition explained. Petitions must be received within ten (10) days of notice. (Article IV, Section 2 B and C). Election of New Directors at regularly scheduled Board meeting. (Article IV, Section 2 D), if no candidate petitions are received. |
| June | Election of New Directors at regularly scheduled Board meeting. (Article IV, Section 2 D) if candidate petitions are received. |
| July (for new Officers and Directors) March – June (new program of work and budget) Varies According to Committee (appointment | Orientation of new Officers and Directors; plan new program of work; appointment and orientation of new committee chairmen, committee members and other action groups; and plan budget. |

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| and orientation of new committee members and other action groups) | |
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