

# **CASCADE CHAMBER OF COMMERCE, INC. BY-LAWS**



**Adopted March 25, 2025  
(Edited Version)**

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## **Memorandum**

These bylaws have been established to remove any discrepancies and to provide clarification for the Board of Directors in how the Cascade Chamber will be governed. The Articles of Corporation are now their own separate document and will be filed with the Secretary of State. These bylaws will be filed as an edited version due to previous documents that were labeled and signed as bylaws.

Furthermore, bylaw exceptions will be made in the current term for the board of directors based on changes that affect positions or policy that were in place during the 2025 election process and will be as follows:

- The term of board of directors was 1 year and now reads a 2-year term for continuity purposes. Current board members may elect to stay as current board members during the 2026 nomination cycle to complete a full 2-year term.  
Or;  
They may choose not to continue as board members and the vacant positions will be ones placed on the ballot for the 2026 nomination cycle to be elected for a 2-year term. The board will evaluate a staggered election term cycle to avoid all board members changing at one time.
- If there are rules set in bylaws that conflict with previous policies, incorporations, meeting decisions, or verbally agreed upon, the Board will be required to review and approve any exceptions in the 2025 term.
- The board members at large that are voted into position during elections will continue to be considered a Board Member at Large.  
Or;  
Accept a Committee Chair Role that makes that position a board of directors' member.

**BYLAWS  
OF THE  
Cascade Chamber of Commerce, INC.  
(An Idaho Nonprofit Corporation)**

As is set forth in these Bylaws of Incorporation of the Cascade Chamber of Commerce, Inc., an Idaho Nonprofit Corporation (the “Bylaws”). The Cascade Chamber of Commerce (“Chamber” or “Corporation”) is organized exclusively as a public organization, within the meaning of Section 501(c)(6) of the Internal Revenue Code.

**BYLAW I – LOCATION AND PURPOSE**

**SECTION 1: LOCATION.** The Cascade Chamber of Commerce business office is located and maintained within the corporate limits of the City of Cascade, County of Valley, State of Idaho.

**SECTION 2: PURPOSE.** 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.

**BYLAW II - MEMBERSHIP**

**SECTION 1: ELIGIBILITY.** Membership will be offered to but not limited to, any Idaho resident, individual, business, nonprofit, or organization that supports the Chamber's mission is eligible for membership.

**SECTION 2: MEMBERSHIP CLASSES.** Membership shall be classified as **General Members, Associate Members and Sponsorship Members**. Members in good standing are entitled to vote, hold office, and participate in Chamber activities. Associate Members and Sponsorship Members may be a voting member just so long as they are an active chamber member in good standing. Non-payment of dues may result in termination of membership.

- I. General Members.** Membership shall be granted to all businesses, residents, individuals, agencies, organizations and non-profit organizations. Annual Membership dues and levels will be reviewed annually at the General Membership Annual Meeting and changed according to regular meeting quorum rules.
- II. Associate Members.** Membership shall be granted to all organizations, agencies, or associations in Idaho and will be evaluated based on type by the Membership Committee to determine dues required to be a part of the Chamber. Membership fees

can be waived if there is an agreement for reciprocating membership. For example: The McCall Chamber may be provided with reciprocating membership. An associate member will not have voting rights.

**III. Sponsorship Membership.** Membership shall be granted to any organization, agency, business, or non-profit organization. This membership will be a voting member. The Chamber is committed to supporting the creation of new programs that address workforce development, small business education, contracting opportunities, affordable housing discussions, and local business growth.

- Sponsorship Membership ensures long-term chamber sustainability.
- Membership provides stability for the Chamber's mission to serve businesses and the community for years to come.
- It helps to subsidize memberships so that small and startup businesses can participate without financial barriers.

Sponsorship helps the Chamber partner with local and state organizations to bring funding and opportunities to Cascade businesses to include funding Rural Economic Development Initiatives and supporting community events.

Sponsorship Membership with the Cascade Chamber of Commerce is designed for businesses or nonprofits looking to maximize their impact, visibility, and influence while providing the highest commitment to the growth and prosperity of the Cascade community.

**SECTION 4: DUES AND BENEFITS.** The membership dues shall be set by the majority vote of the Board of Directors and ratified by general membership during the annual meeting. Dues shall be payable for each year on or before the beginning of the Chamber's fiscal year. At the discretion of the Board of Directors, additional fees may apply for late payment of dues. Employee calculations submitted with the application must accurately reflect the majority of the renewing or prospective member's staff employment over the course of the membership/calendar year. All dues must be paid to attend events hosted by the Chamber or for any type of marketing promotion on websites, newsletters, prints, or social media

**I. Dues**

General Annual Membership Level Based on number of Employee's. Nonprofit membership will be required to be registered with the IRS as a Non-profit 501c3. All other 501c designations will follow the dues schedule for business except for the sponsorship membership, maybe of any nonprofit type.

- **Individual Only (No Business)** \$50
- **Supporter** \$150 0-5 Employees/\$50 Nonprofit
- **Bronze** \$200 6-15 Employees/\$100 Nonprofit
- **Silver** \$250 16-25 Employees/\$150 Nonprofit
- **Gold** \$350 25 or more Employees/\$200 Nonprofit
- **Platinum Sponsorship Membership** \$2,000/\$1,000 Nonprofit
- **Diamond Sponsorship Membership** \$1,000/\$500 Nonprofit
- **Community Partner Sponsorship Membership** \$5,000/\$250 Nonprofit

## **II. General Annual Membership Benefits**

- Business listing on website.
- Event promotion on websites, social media, and newsletter spotlights.
- Collateral displayed at Cascade Chamber office and priority referrals for your business/ organization.
- Access to shared photo/video library – use this media in your own promotion.
- Discounted or at no cost advertising opportunities.
- One annual branded feature on Chamber social media channels.
- Sponsorship and/or participation in networking events including Business After Hours, Chamber Coffee Chats, and special events hosted by the Chamber.
- Connectivity within the local community for information sharing and collaboration to promote a strong business community.
- Ribbon Cutting or Annual Business Celebrations.

## **III. Platinum Sponsorship Membership Benefits**

### **Benefits will include:**

- All benefits of General Membership
- Complementary Sponsorship of one large event to include 4 tickets or one golf tournament team.
- Opportunity to host a workshop coordinated and organized by the Chamber and presented by your company.
- Your logo and information are placed on the Chamber Website providing opportunities for other businesses to learn about your services.
- Full Newsletter Article – Highlighting your impact and commitment to supporting local businesses. Also shared across Social Media Platforms and placed on the website.
- Logo included in all newsletters identified as a sponsor.

## **IV. Diamond Sponsorship Membership Benefits**

### **Benefits will include:**

- All benefits of General and Community Partner Sponsorship Membership Benefits.
- Your logo is listed on the Chamber website.
- A Feature in the Chamber Newsletter & social media recognition.
- Logo included in all newsletters identified as a sponsor.
- Complementary or discounted tickets for all events.

## **V. Community Partner Sponsorship Membership**

### **Benefits will include:**

- All benefits of General Membership Benefits.
- Your logo is listed on the Chamber Website.
- A feature in the Chamber Newsletter & social media recognition.
- Complementary or discounted tickets for all events.

**SECTION 5: VOTING RIGHTS.** Each member is entitled to one vote from the business or organization members in good standing during the General Membership Annual Meeting. Voting shall be done in person or virtual attendance. There will be no proxy voting unless otherwise approved by a majority vote of the Board of Directors.

**SECTION 6: ANNUAL MEETING QUORUM.** During the General Membership Annual Meeting a quorum will be a majority of voting members in good standing and present to include the Board of Directors. A virtual option may or may not be provided during the Annual General Membership meeting depending on requests made prior to meeting date.

**SECTION 7: MEMBERSHIP TERMINATION.** Membership may be terminated by voluntary resignation, non-payment of dues, or by a two-third vote of the Board for cause, including actions determined to be detrimental to the Chamber by the board of directors. Any member being terminated for reasons other than nonpayment of dues will be provided with an opportunity to discuss with the Board of Directors prior to termination consideration. Dues shall not be refunded.

**SECTION 8: 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.

**SECTION 9: 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.

**SECTION 10: MEMBERSHIP LIST.** The use of the Cascade Chamber of Commerce email and mailing member list is unauthorized unless approved by the Board of Directors.

### **BYLAW III - MEETINGS**

**SECTION 1: ANNUAL MEETING.** The Annual General Membership Meeting shall be held following elections of the new board of directors appointed into position and may include but is not limited to the introduction of new board of directors, receiving annual report outs, and conducting necessary business to any changes of bylaws, incorporations, or other policies established by the Chamber. Annual Budgets will be provided for input, however, and will be approved by the Board of Directors at least two weeks prior to the fiscal calendar year in order to approve spending.

**SECTION 2: GENERAL MEMBERSHIP MEETINGS.** The Chamber should hold regular meetings as determined by the Board, and may be considered formal or informal meetings, however, will not require a quorum nor will they not have voting requirements. Regular meetings also may be those that are held or replaced by networking events, coffee chats, education series, or other community gatherings.

**SECTION 3. SPECIAL MEETINGS.** The President or Board may call special meetings as needed. Notice shall be given to all board members and if a board member is requested to be

present and they are not available, accommodation to the meeting being scheduled to meet all board members' approval will be required.

## **BYLAW IV - BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The Board of Directors establishes policies and oversees operations with input that may be provided by the general members. The BoD is also responsible for the Chamber's financial stability and sustainability. All Board and Committee members are unpaid volunteers. Board and Committee members may, however, be reimbursed expenses incurred in their efforts on behalf of the organization and will follow per-diem rates according to Idaho State Policy set by the State Board of Examiners.

**SECTION 2. COMPOSITION.** The Board shall consist of President, Vice President, Secretary, Treasurer, Events Committee Chair, Membership Chair, and other members in good standing that would like to serve on the board. The Board of Directors shall be no less than 6 members and no more than 10 members. The board elected terms will be for 2 years consecutively. When the Board member's term expires, they may elect to continue to serve as a Board member and be reelected to their position. There is no limitation to how many terms a Board member may serve.

**SECTION 3. ELECTIONS.** At a regular or board 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 Committee Chairs and Treasurer for 2 years. The election of the Chamber Board of Directors shall be held during a regular meeting in December inviting all membership to attend. All 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.

**SECTION 4. TIME OF ELECTION.** The Board of Directors shall be elected and announced at the Annual meeting of the members called for that purpose.

**SECTION 5. VACANCIES.** 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.

**SECTION 6. REQUIRED MEETINGS.** At minimum, the Board will meet at the minimum of 6 times of the calendar year. Meetings cancelled must meet quorum rules of two thirds (2/3) of the Board members approval to cancel by email, text, or phone calls.

Special Meetings may take place at any time with no meeting notice by affirmative vote of the Board members. Full disclosure of what will be voted on will be provided to the Board prior to the request for a special meeting. If Board members are unable to attend due to time, date, and location and request to be present, the meeting will not occur until an agreed upon time, date, and location can be accommodated.

**SECTION 7. QUORUM.** The quorum during all Board of Directors Meeting will consist of a majority of the Board of Directors present in person or by a virtual call.

## **SECTION 8: DUTIES**

- **President:** 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 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 to promote the prosperity and increase the usefulness of the Chamber. The President also represents the Chamber at all economic efforts occurring across the Western Central Mountains to stay informed on topics that may impact the Cascade Community.
- **Vice President:** The Vice-President shall act in the absence of the President; and in the absence or disability of the two directors 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. They will also monitor community networking, connections, and support chamber committees where needed.
- **Secretary:** 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. They will also support the Board of Directors or Office Manager in completion of administrative tasks identified.
- **Treasurer:** 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 according to the annual approved budget. The Treasurer shall make a monthly written report to the Board of Directors, itemizing receipts and disbursements. Directors who have been authorized to be signatory on the Chamber Accounts will be authorized to spend and based on appointments by the Board of Directors.

**SECTION 9: EMPLOYEES** The composition and size of the Chamber staff will be based on organizational needs, available funding, and Board approval. Additional staff may be hired based on organization funding with the approval of the Board. Filling staff positions will be based on the needs of the organization. At least one employee of the Chamber will be appointed as the Chamber Office Liaison with no voting rights.

**SECTION 10. BOARD VACANCIES.** A vacancy in any Board position created by the death, resignation, removal, disqualification, creation of a new position or any other cause may be filled by a vote of current Board members. A vacancy in the Chair positions will be filled by the Vice Chair in an interim role until a replacement is voted on by the Board to fill the term of the vacated Chair position.

**SECTION 11. REMOVAL OF BOARD MEMBERS.** The Board may, by two-thirds (2/3) vote of the full Board, suspend or terminate a member of the Board for actions or behavior in



violation of these bylaws, or which are deemed detrimental to the best interests of the Chamber. A member may also be removed from lack of participation in the committee meetings, events, and/or communications. The Board Chair must provide the opportunity for the Board member to be heard prior to being removed by the Board. Decisions in how to handle any removal of members will begin at the Membership Committee level and brought to the Board.

**SECTION 12. 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 Directors and employees handling money on accounts 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.

## **BYLAW VI - COMMITTEES**

**SECTION 1. 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.

**SECTION 2. STANDING COMMITTEES.** The Board of Directors shall authorize and define the powers and duties of all committees. All Committees shall be compromised by at least one board of directors. All Committees will have charters to outline roles and responsibilities.

**Standing Committees are as follows:**

- Budget Committee
- Membership Committee
- Marketing Committee
- Events Committee
- Education Committee
- Executive Committee

**SECTION 3. COMMITTEE MEMBERS.** Committee members provide recommendations for Board decisions and implementation. Committee members may be members of the Board as well as community members, i.e., people who are not members of the Board or general membership. Committee membership is open to all members in good standing and may include community members that wish to support the Chamber committee's that may not be members of the Chamber.

**SECTION 4. COMMITTEE CHAIR MEMBERS.** A Chair for each committee will be identified to provide leadership and oversight for all committee members, roles, and responsibilities outlined in the Committee charters. Each Chair will be selected either through the

nomination and election of board members or appointed by the Board of Directors. At a minimum two committee chair members will be required to be elected by the general membership, all others may be appointed by the Board of Directors and serve a 2-year term.

**SECTION 5. REMOVAL OF COMMITTEE MEMBERS.** The Board may, by two-thirds (2/3) vote of the full Board, suspend or terminate a member of the committee for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the Chamber to include the Chair of any committee. A member may also be removed from lack of participation in the committee meetings, events, and/or communications. The Board Chair must provide an opportunity for the committee member to be heard prior to removal by the Board. If the committee member is appointed by the organization in which the seat represents, the Board Chair may reach out to the organization to discuss any concerns, removal, or replacements to be identified.

**SECTION 6: SPECIAL COMMITTEES.** The Board of Directors shall appoint from time to time such special committees to carry out special or 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.

**SECTION 7: Limitations of Committees.** No committee 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.

**SECTION 8. Quorum.** The Committee by two-thirds (2/3) vote will approve all decisions except for changes not in the approved annual budget. Committee Meeting Minutes will be provided to the Board of Directors and if there is cause for concern, the Board President will discuss with the Committee Chair to determine next steps.

**SECTION 9. REQUIRED MEETINGS.** Committees will not have meeting frequency requirements, however, recommended to meet at a minimum of quarterly. Meeting frequency will be evaluated and determined by the appointed Committee Chair and based on the need of the Chamber.

## **BYLAW VII. INTERESTS OF BOARD MEMBERS.**

**SECTION 1. CONFLICT OF INTEREST.** Directors and staff shall disclose to the Board any financial interest which the Director or staff directly or indirectly has in any person or entity, which is a party to a transaction under consideration by the Board and shall follow any applicable conflict-of-interest policy. The interested Director shall abstain from voting in any Board decision which may present a Conflict of Interest. The board meeting minutes will note the abstention of voting of said Board member.

**SECTION 2. REVIEW OF CERTAIN TRANSACTIONS.** Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is able to exercise influence over the affairs of the Corporation, the Board shall establish that the proposed transaction is reasonable and benefits the individual membership first and foremost.

**SECTION 3. INSURANCE.** The Corporation must purchase and maintain insurance on behalf of any person who is or was a director or employee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether the Corporation would have the power or obligation to indemnify such person against such liability under these bylaws.

## **BYLAW VIII - FINANCIAL MANAGEMENT**

**SECTION 1. FISCAL YEAR.** The fiscal year shall be January 1 - December 31.

**SECTION 2: FINANCIAL OVERSIGHT** The Treasurer shall present financial reports monthly, and an independent review or audit shall be conducted annually. 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 are budgeted. Funds will be required to be reviewed and approved by the Board of Directors at every monthly meeting if the bank account is below \$10,000.00.

## **BYLAW IX**

**SECTION 1. FINANCIAL DIRECTORS.** The approved Financial Directors will be the Budget Committee Chair, Office Manager, and Vice President. The Budget Committee Chair shall also serve as the Board Treasurer.

The Financial Directors shall:

- I.** Have charge and custody of and be responsible for all funds and securities of the Corporation.
- II.** Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws.
- III.** Render from time to time, as may be required, an account of all transactions of the Corporation and of the financial condition of the Corporation.

**SECTION 2. FISCAL YEAR.** The accounting fiscal year of the Corporation shall be the twelve (12) months beginning on January 1<sup>st</sup> and ending on December 31<sup>st</sup> of every year (**Hereinafter referred to as "The Fiscal Year"**).

**SECTION 3. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the President, or Vice President of the Corporation. Card holders will be identified and approved by the Finance Committee that will determine full access to execute and manage the bank account(s) transactions.

**SECTION 4. DEPOSITS.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**SECTION 5. ANNUAL FINANCIAL STATEMENTS AND AUDIT REQUIREMENTS.**

The Finance Committee shall generate a Statement of Financial Position (including, but not limited to, Balance Sheet, Profit & Loss, Cash Flow Forecast and Budget) as of the closing date of the last fiscal year, together with a Statement of Activities (including, but not limited to, event details, donor engagements, clients served, membership data, sponsorship and grant partners) for the year ending on that date, to be prepared and presented to the Board at each annual meeting of the Board. In any tax year in which net fund balances of the Corporation are greater than or equal to \$50,000, such financial statements shall be audited by an independent Certified Public Accountant licensed to conduct business in the State of Idaho (a “CPA”) and accompanied by a written report of the results of such audit.

**SECTION 6. ANNUAL REGULATORY FILING REQUIREMENTS.** The Corporation shall make all annual regulatory filings required to be made, including, without limitation, Idaho Secretary of State annual reports and all employment, sales, and income tax filings, within the times prescribed by applicable laws. The Corporation shall file annual income taxes using the Employer Identification Number (EIN) assigned.

**SECTION 7. BOOKS AND RECORDS.** The Treasurer will be required to maintain books and records of all incoming revenue and outgoing expenses. Financial services to support and assist may be contracted out to an agency that is certified and/or qualified to manage accounting and processing of any funds received by the Cascade Chamber. The Corporation shall keep all written communications to the Board for seven (7) years, including the financial statements furnished for the past seven (7) years under section 30-30-1105, Idaho Code.

**SECTION 8. AUDIT REQUIREMENTS.** An audit must be completed within 45 days of The Fiscal Year ending on December 31<sup>st</sup>, of each year. Bank Statements and internal financial tracking will be used for the audit process and will be done by another Board member and will not be any member of the budget committee.

**SECTION 9. CONTRACTS.** The President or Office Manager are authorized to execute any contract approved by the Board. Notwithstanding the foregoing, no loans shall be made by the organization to members of the board.

## **BYLAW VIII - AMENDMENTS**

**SECTION 1: AMMENDMENT PROCESS.** 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 General Membership at the annual meeting and confirmed by the date of the approval. Be it also known that these By-Laws supersede any previous By-Laws, known and unknown. The Board of Directors may amend these Bylaws by a two-third (2/3) vote at the annual meeting with the Chamber General Membership in attendance. Proposed Bylaw changes will be made available prior to the annual meeting.

## **BYLAW IX - DISSOLUTION**

**SECTION 1:** Upon dissolution, remaining assets shall be distributed to a nonprofit organization serving the Cascade community, as determined by the Board.

**Adopted on March 25, 2025, by the Board of Directors of the Cascade Chamber of Commerce.**

*Mindi Anderson*

Mindi Anderson  
Board President, Cascade Chamber of Commerce

4/3/2025

Date

*KThibodeaux*

Kayla Thibodeaux  
Board Vice President, Cascade Chamber of Commerce

4/3/2025

Date