

**BY-LAWS**

**BUCKLEY CHAMBER OF COMMERCE**

**BUCKLEY, Washington**

# BUCKLEY CHAMBER OF COMMERCE

## ARTICLE I

### GENERAL

- 1.1 **Name.** This organization is incorporated under the laws of the State of Washington and shall be known as the **Buckley Chamber of Commerce**.
- 1.2 **Purpose.** The objective of the **Buckley Chamber of Commerce** is to promote member businesses and provide leadership to enhance a positive business environment.
- 1.3 **Limit of Methods.** The **Buckley Chamber of Commerce** shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Service Code.
- 1.4 **Area of Operation.** The Chamber's economic region (area of operation) shall include the City of Buckley and unincorporated areas of East Pierce County.
- 1.5 **Limitation of Activities.** No action by any Chamber committee, Board member, Chamber employee or Chamber member shall be binding or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board of Directors.

## ARTICLE II

### MEMBERSHIP

**Membership.** Membership in this Chamber shall consist of any person, firm, association, corporation, partnership or estate supporting the purposes of the Chamber.

- 2.1 **Active and Honorary Memberships.** There will be Active and Honorary memberships. Active members shall be dues paying, voting members who fully support and uphold the objectives and purpose of the Chamber. Honorary members shall be admitted upon a two-thirds vote of the Board. Such Honorary members shall have all rights and privileges of active members and shall be exempt from all fees and dues. Honorary memberships will be reviewed from time to time by the President who will recommend action by the Board of Directors.

- 2.2 **Application for Membership.** Applications for membership shall be either on-line or in writing on forms provided for that purpose, and signed by the applicant
- 2.3 **Termination of Membership.**
1. **Resignation** – Any member may resign from the Chamber at any time. Dues will not be prorated or reimbursed.
  2. **Delinquencies** – Any member shall be removed from the membership rolls by the Board of Directors by a two-thirds (2/3) vote for non-payment of dues after sixty (60) days from the date due, unless otherwise extended for good cause.
  3. **Expulsion** – Any member may be expelled by the Board of Directors by a two-thirds (2/3) vote for conduct unbecoming a member or prejudicial to the aims of the Chamber. Such action will not be taken until the member has been notified in writing thirty (30) days prior to the intention of the Board to consider the member’s expulsion and will have been given the opportunity of a hearing before the Board.
- 2.4 **Voting.** In any proceedings in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

## **ARTICLE III**

### **FINANCES**

- 3.1 **Finances.** All money paid to the Chamber shall be placed in a general operating fund. Upon approval of the Board, the authorized signers will make disbursements on accounts and expenses provided. All disbursements shall be made by such method as will ensure accountability to the Board and to the general membership as to the validity of the disbursement.
- 3.2 **Fiscal Year.** The fiscal year of the Chamber shall close on December 31<sup>st</sup> of each calendar year.
- 3.3 **Budget.** A budget for the coming fiscal year shall be adopted by the Board of Directors during its December meeting.
- 3.4 **Limitation of Expenditures.** Non-budgeted expenditures of \$200 or less may be authorized by the Treasurer. Any proposal for an unbudgeted expenditure of money over \$200 must be first referred to the Finance Committee by special

meeting, phone, email or other electronic communication, who will then submit their recommendation to the Board of Directors for action.

- 3.5 Dues.** Annual dues of the Chamber are payable in advance. An applicant admitted to membership shall pay dues for the year when joining the Chamber. Dues, by category, shall be at such annual rate or rates, schedule or formula as may be from time to time determined by the Board of Directors. The rates shall be published or provided with/in the Chamber's membership application.
- 3.6 Finance Committee.** The Finance Committee will, at their discretion, review and/or audit various financial accounts of the Chamber and may, from time to time, engage or employ independent Certified Public Accountants to review and/or audit the financial statements of the Chamber.

## **ARTICLE IV**

### **OFFICERS OF THE BOARD OF DIRECTORS**

- 4.1 Officers.** The officers of the Chamber shall be a President, Vice-President, a Secretary, a Treasurer and one member elected by membership. The Immediate-Past President shall also serve as a Board member unless re-elected for another term by the Board. If an Immediate-Past President is not available to fill the position, a Director will be appointed by the Board.
- 4.2 Terms of Office.** Elected officials shall hold office for one year from January 1 to December 31. Officers and Members-At-Large shall be elected as provided in Article V. In the absence of the President, either the President-Elect or the Vice President shall assume the duties of the President. The President may also appoint either the President-Elect or the Vice President to act in his stead.
- 4.3 Vacancies.** All vacancies, except in the office of President, shall be filled by election by the Board. In the event of a vacancy in the office of the President, the Vice President shall fill the vacancy. The Board shall then appoint a new Vice President to fill that vacancy.
- 4.4 Compensation.** No officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Chamber, either as such officer or in any other capacity. This section shall not preclude action by a majority of the entire Board to reimburse expenses incurred while performing Chamber business.
- 4.5 Indemnification.** The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the Chamber, except in relation to

matters as to which such individual shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

- 4.6 **General Liability & Directors & Officers Insurance.** General Liability insurance (including Directors & Officers Liability) and Errors and Emissions covering the Chamber, the Board of Directors and Executive Director will be provided at the sole expense of the Chamber.

## **ARTICLE V**

### **ELECTIONS**

#### **Election of Board Members**

- 5.1 **Nominations Committee.** At the August Board meeting, the President will appoint a Nominations Committee and designate a committee chair. Members of the committee will not include Board members who themselves are eligible for re-election. The Nominations Committee will select and nominate candidates for the open position(s) on the Board, maintaining representation that is consistent with general membership characteristics. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. The committee will interview each candidate prior to nomination and will submit a final list of nominees for approval at the September Board meeting.

- 5.2 Election Process.** The Board will publish an Official Notice in October informing the membership of the election and listing the nominees for each position. This notice will clearly state that additional candidates may be nominated by petition containing 10 qualified member signatures, which must be received by the Nominating Committee Chair person no later than 5:00 p.m. the third Monday of October. If no petitions are received by this deadline, the slate of nominees will be considered confirmed and elected. If additional qualified candidates are identified by the above process, the Nominating Committee Chair will prepare a ballot listing all nominees and will disseminate this ballot to Chamber members as letter. The deadline for receipt of returned ballots will be 5:00 p.m. the third Monday in November. The candidate(s) receiving the highest number of votes will be considered elected as Board member(s). In case of a tie, the “flip of coin” will determine the winner.
- 5.3 Meeting Attendance.** Board members are expected to attend and participate in all monthly board meetings. Under other than extenuating circumstances, absences from three (3) or more meetings during any twelve-month period shall be considered sufficient cause for replacement. (“Extenuating circumstances” will be evaluated and determined by the Board on a case-by-case basis.)
- 5.4 Succession.** The Vice President shall succeed the President. In case of emergency vacancies in offices, order of succession shall be: Vice-President, and Secretary.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

- 6.1 The Board of Directors.** The affairs of the Chamber shall be managed by a Board of Directors under these Bylaws.
- 1. Full Board** – The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board shall be composed of six (6) voting members, approximately one-third (1/3) of whom shall be elected annually to serve for two (2) years, or until their successors are elected. Political office holders are not eligible to serve on the Board. In the event a Board Member is unable to complete a term, the President shall appoint and the Board shall confirm a replacement to complete the term of such vacancy.

All Directors shall automatically become vested with the power and authority on January 1, and their duties and obligations shall commence at the same time.

Board members will be nominated and/or selected based on their qualifications, experiences and ability to complement the Board in ensuring representation for the widest possible cross-section of Chamber membership.

- 6.2 Responsibilities of the Board.** The Board shall: (a) direct the care of the funds and property of the Chamber, designating the depository or depositories; (b) make appropriations for specific purposes; (c) act upon cases of termination of membership; (d) in general, direct the business of the Chamber either itself or through its officers and committees as designated.
- 6.3 Duties of the President.** The President shall have general supervision of the affairs of the Chamber. He/she shall preside at the general meetings of the Chamber and of the Board, and shall be Ex-Officio member of all committees.
- 6.4 Duties of Secretary.** The Secretary shall attend all meetings of the Chamber and the Board, and shall record the proceedings thereof. He/she shall conduct the correspondence of the Chamber and shall keep full records. He/she shall establish and maintain a complete roster of members including current addresses and furnish same to the Treasurer and to any others who may have need for this information to properly exercise a function delegated to them.

- 6.5 **Duties of the Treasurer.** The Treasurer shall be in responsible charge, under direction of the Board, of all monies, investments, and securities of the Chamber. He/she shall receive all monies of the Chamber, pay all obligations and bills of the Chamber when authorized by the Board, and invest funds of the Chamber when, and in a manner authorized and designated by the Board. The Treasurer shall prepare a report of receipts and disbursements and of net worth when requested by the Board to do so, and also any other such reports as may be prescribed by the Board. The Treasurer may not disburse funds in excess of the amounts prescribed in the budget except with approval of the Board.
- 6.6 **Powers of the Board.** The Board may at any time authorize any officer, or other member, or committee, to perform any acts or functions, which are delegated by these By-Laws to any specified officer, other member, or committee, whenever by reason of death, absence, disability, or other cause, sufficient grounds therefore that shall appear to the Board.

## **ARTICLE VII**

### **COMMITTEES**

- 7.1 **Committee Creation.** The President, with the concurrence of the Board of Directors, may create such committees as are deemed necessary and may likewise disband committees no longer required to meet organizational goals.
- 7.2 **Committee Membership.** The membership of each committee will be comprised of Chamber members in good standing and such community volunteers that the committee chairperson deems appropriate. All committee meetings will be open to the membership at large. Each committee shall include a representative from the Board of Directors.
- 7.3 **Oversight Responsibility.** The President is responsible to appoint committee chairs, with the concurrence of the Board, for a term of one (1) year. It is the responsibility of the committee chairs to report activities to the Board.
- 7.4 **Committee Chair Responsibility.** Each committee chairperson is responsible for maintaining a current list (names and phone numbers) of the committees' members and for reminding committee members as to the date and location of each committee meeting. The committee chair is responsible for preparing meeting agendas and providing reports as warranted at monthly Board meetings. It shall be the function of each committee to make investigations, conduct studies and report their recommendations to the Board of Directors. Each committee shall carry out such activities as may be delegated to them by the Board.

## **ARTICLE VIII**

### **MEETINGS**

- 8.1 Annual Meeting.** The Annual meeting of the corporation, in compliance with State law shall be held during March of each year. The time and place shall be fixed by the Board and notice thereof mailed to each member at least ten days prior to said meeting.
- 8.2 Special Meetings.** Special meetings may be called by the Board of Directors or by the President, with the concurrence of the Board of Directors. Members shall be notified at least five (5) days prior to such meetings. Only topics specified in the call for a special meeting will be considered.
- 8.3 Rules of Order.** The Robert's Rules of Order shall govern the procedure at meetings of the Chamber and the Board when not in conflict with the By-Laws and by rules and regulations as may be adopted by the Board of Directors.
- 8.4 Committee Meetings.** Committee meetings may be called at any time by the President or by the committee's chairperson.
- 8.5 Quorum (General Membership).** At any general or special membership meeting, if attendance represents 5% or more of the Chamber's membership then it shall constitute a quorum. Voting by proxy shall not be permitted.
- 8.6 Quorum (Board of Directors).** A majority of the members of the Board must be present to constitute a quorum and to conduct transactions of business at any Board meeting. Voting by proxy shall not be permitted.

**ARTICLE IX**

**AMENDMENTS**

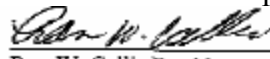
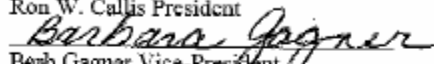
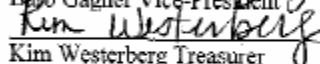
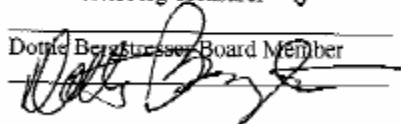
- 9.1 **Procedure.** Amendments to these By-Laws may be proposed by a petition, signed by not less than ten (10) members, and delivered to the Secretary. Any proposed Amendment or alteration shall be submitted at least ten (10) days in advance of the meeting at which they are to be acted upon.
- 9.2 **Approval.** Approval for proposed amendments will require a majority affirmative vote of voting members of the Chamber in attendance at a meeting held at least ten (10) days following written notice being given to the general membership. Without changing their import, the Board may number/renumber various sections of the By-laws to better serve the purpose of ready reference.
- 9.3 **Effective date if approved.** An approved amendment shall take effect immediately. The Secretary shall print and distribute to all members, copies of the amendment(s) as soon as practical.



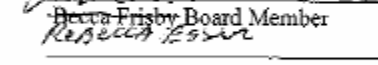

**ARTICLE X**

**DISSOLUTION**

- 10.1 **Dissolution.** This Chamber may be dissolved on a designated date and its affairs ordered ended by the affirmative vote of two-thirds (2/3) of its members in good standing.
- 10.2 **Disbursement of Assets.** In the event the Chamber is dissolved, the disbursement of its net assets to a local, non-profit entity shall be determined by a majority of the Board members according to the Articles of Incorporation.

These By-Laws were enacted by a majority vote of the members present during the General Membership Meeting on July 8 2009, and have been amended as authorized therein as recorded with the corporate Secretary in Minutes of the relevant meeting(s).

  
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Ron W. Callis President  
  
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Barbara Gagner Vice-President  
  
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Kim Westerberg Treasurer  
  
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Donnie Bergstrom Board Member

  
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Bonnie Schafer Secretary  
  
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Jayson Schafer Secretary  
  
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Becca Frisby Board Member  
  
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Rebecca Egan