



ANACORTES CHAMBER OF COMMERCE BY-LAWS

ARTICLE 1

GENERAL

Section 1: Name

The Anacortes Chamber of Commerce is incorporated under the laws of the State of Washington, and shall be known as the Anacortes Chamber of Commerce Incorporated (“Chamber” [for purposes of these By-Laws](#)).

Section 2: Mission

To proactively lead and thoughtfully serve and represent our members.

Section 3: Vision

[To be the most livable and economically vibrant waterfront community in the Pacific Northwest.](#)

Section 4: Limitations of Methods

The Chamber shall observe all local, state and federal laws, which apply to a non-profit as defined in Section 501(c) (6) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1: Eligibility

Any [individual](#), association, [sole proprietorship](#), corporation, [limited liability company](#), or partnership -having an interest in the missions of the Chamber shall be eligible to apply for membership. [Individuals shall be non-voting members.](#) [Associations, sole proprietorships, corporations and partnerships in good standing shall be voting members \(herein defined as “members” in all sections relating to voting\), with](#)

each association, sole proprietorship, corporation, or partnership entitled to cast one (1) vote.

Section 2: Application for Membership

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Executive Director has the authority to review and approve all applications. Any application so approved shall become a member upon payment of the regularly scheduled dues. Application may be denied for businesses engaged in demonstrably illegal or unethical business practices.

Section 3: Termination

A member of the Chamber may voluntarily resign membership by notifying the Executive Director of the Chamber in writing. No portion of prepaid dues shall be refunded. Chamber membership may shall be terminated if membership dues are not paid within ninety (90) days after the date the invoice is issued. Chamber members may be expelled by a two-thirds vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member in question. Such behavior shall be defined specifically as business practices that are demonstrably illegal or unethical. Written notice shall be provided to the member, which shall include the reasons for the proposed action. The member shall be given ten (10) business days to respond. No member of the Board considering the expulsion may be a direct competitor of the member or have other conflicts of interest. The member shall have the right to appeal any decision to the board prior to final action being taken.

Section 4: Exercise of Privileges

Any firm, association, sole proprietorship, corporation, or partnership holding membership shall appoint an individual whom the member desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership appointment nomination.

Section 5: Member Investment

The Chamber shall maintain a fair and equitable dues schedule commensurate with the financial requirements of the Chamber. The level of dues shall be established by the Board of Directors and published for the information of the membership. Payment of dues shall not entitle members to any portion of ownership in the Chamber.

Section 6: Payments

Invoicing and accounting of dues shall be the responsibility of the Executive Director. Membership dues shall be payable immediately upon receipt of an invoice issued by the Chamber.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of the Chamber shall be conducted for the following groups: ~~irectors~~ Division chair-people, and new members. A detailed outline for orientation of each of these groups shall be a part of the Chamber's manual (or orientation handbook).

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of yearly investments. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III

MEETINGS

Section 1: Annual Meeting

The annual Meeting of the Chamber shall be held in October. The time and place shall be established by the Board of Directors and a notice mailed to each member at least ten (10) days prior to the meeting. The formal purpose of the annual meeting shall be to vote on the incoming slate of Board Members prior to their installation on November 1.

Section 2: Board and Divisional Meetings

Board meeting dates shall be set by the President. Divisional meeting dates shall be set by the Chairperson of each Division. Written notice of all Chamber meeting dates shall be given at least five (5) days in advance.

Section 3: Special Meetings

A special meeting of the membership may be called by the Executive Committee, which shall designate the time and place of the meeting. Special meetings require proper notification of time, place and purpose to the membership at least five (5) days prior to the meeting.

Section 4: Quorums

In any proceeding in which voting is called for, a quorum must be achieved in order to confirm action on the items or issues being voted upon. At any duly called general meeting or special meeting of the Chamber, [ten-percent \(10%\) of the then-existing voting membership](#) shall constitute a quorum. At a board meeting, a minimum of eight voting directors are required to be present to constitute a quorum. At a committee meeting, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 5: Voting [Procedures](#)

Each active member of the Chamber shall be entitled to one vote. At the discretion of the President, voting may be a show of hands, a roll call vote or secret ballot. The President may request a vote by mail, fax or electronic mail if he or she determines such a vote to be appropriate and timely. A record of all such votes by mail, fax or electronic mail shall be kept and presented to the Board of Directors at the next regularly scheduled meeting.

[In the event a Board vote results in a tie, a second vote will be taken excluding the Immediate Past President.](#)

Section 6: Motions From The Floor

[At general or special meetings,](#) active Members may, at the discretion of the President, be recognized for the purpose of submitting a motion to the general membership. The President, may, at his or her option and after appropriate discussion, refer the motion to the Board of Directors or ask the general membership to vote on the motion immediately.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Terminology

Officers: There [shall](#) be five (5) officers of the board who will each serve annual terms. Those officers are President, President-Elect, Immediate Past President, Secretary and Treasurer.

Regular Board: A regular board member is a member of the board but not an officer. There [shall](#) be eleven (11) regular members of the board. Each regular member will serve a three (3) year term, which may be extended in one-year increments by a vote of the Board. No board member who has served two consecutive three-year terms is eligible for election to a third term. A period of one (1) year must elapse before eligibility is restored.

Executive Director: The Executive Director will be a non-voting member of the board.

Section 2: [Function](#) of the Board

The governance 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.

Section 3: Selection and Election of Directors

A.) Nominating Committee: After the July Board meeting, the President-Elect shall convene [and chair](#) a Nominating Committee. The committee shall [consist](#) of the President, President-Elect, [Immediate](#) Past President, and two (2) Chamber members. The Executive Director shall also serve on this committee in an advisory, non-voting capacity. [The Nominating Committee shall canvas active members and assemble a slate of candidates.](#) At the September Board meeting, the Nominating Committee shall present to the Board [the](#) slate of candidates to serve three-year terms, [replacing those](#) directors whose regular terms are expiring, and a slate of Executive Officers. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship.

B.) Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify [\(1\)](#) the membership by mail of the names of persons notified as candidates for directors; and [\(2\) detail](#) the right of petition.

C.) Right of Petition. Additional names of candidates for directors can be nominated by [a](#) petition bearing the signatures of at least [thirty-five \(35\) voting](#) 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.

D.) Determination. If no petition is filed within the designated ten (10) day period, the nominations shall be closed and the nominated slate of candidates shall be [presented to the general membership for formal approval at the Annual Meeting](#). If a legal petition shall [be presented nominating](#) additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order [and mailed to the general membership at least fifteen \(15\) days prior to the Annual Meeting](#). [Ballots returned prior to the meeting shall be included in the final tally, along with ballots voted at the meeting itself.](#)

E.) Judges. The President 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 (1) judge shall be designated

Chairperson. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors at the regular November Board Meeting, at which time the winning nominees shall be declared.

Section 4: Seating/Responsibilities of New Directors

Retiring directors shall serve until October 31st. All newly-elected Board Members shall be seated at the regular November Board meeting and shall be participating members thereafter.

All Directors of the Board shall serve on at least one (1) Chamber Division. Each board member will select a desired Division and submit that choice to the Executive Director prior to start of each calendar year. The Division Chair-people shall be determined by the incoming Chamber President.

Section 5: Vacancies

A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings or a total of four (4) meetings per year of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other reason approved by a majority vote of the Chamber Executive Board.

Vacancies on the Board of Directors, or among the officers, created either through resignation or termination, shall be filled by recommendation of the nominating committee, approved by the Board of Directors by a majority vote, and submitted for Membership approval at the next regularly scheduled annual meeting.

Section 6: Policy & Procedures

The Board of Directors is responsible for formulating Chamber policy and procedures. Such policy and procedures shall be established and approved by the Board and maintained in a manual, to be reviewed and revised as necessary.

Section 7: Management

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 8: Indemnification

The Chamber shall provide for indemnification of any and all current or former officers, directors and employees against expenses, judgments, fines and amounts paid in settlement, actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding whether civil, criminal, administrative or investigative, 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 individuals shall be adjudged in such action, suit or proceedings to be liable for [gross](#) negligence or [willful](#) misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for [gross](#) negligence or [willful](#) misconduct.

Section 9: Directors and Officers Insurance

The Chamber shall provide for directors and officers insurance.

ARTICLE V

OFFICERS/EXECUTIVE COMMITTEE

Section 1: Determination of Officers/Executive Committee

The Board of Directors, at its regular [October](#) meeting, shall reorganize for the coming year. At this meeting, the Board shall formally elect the President, President-elect, Secretary, and the Treasurer. Officers will be elected from members of the new Board. All officers shall take office on [November 1](#) and serve for a term of one (1) year or, should they not be able to complete their term, until their successors assume the duties of the office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

A. President. The President 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 President shall, with advice and counsel of the Executive Board and the Executive Director, determine all [Divisions](#), and select all [Divisional](#) chair-people.

B. President-Elect. The President-elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-elect shall normally assume the duties of Chairperson-Membership Division, at the discretion of the President.

C. Secretary. The duties of the Secretary shall be the official timekeeper for the set agenda of the Board at regular monthly meetings and shall be the keeper of the minutes.

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. Checks may be signed by any of the following: President, President-Elect, Treasurer, or Executive Director. The Treasurer shall cause a monthly financial report to be made to the Board.

E. Executive Director. The Executive Director shall be the chief administrative and executive officer. The Executive Director shall cause to be prepared notices and agendas of meetings of the board. The Executive Director shall serve as advisor to the President and shall assemble information and data and cause to be prepared special reports as directed by the board. The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee and all Divisions. The Executive Director may be excused when any discussion takes place at the Executive Board or General Board meeting regarding: 1) the director's salary, and 2) job evaluation. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. The Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber subject to approval of the board. The Executive Director shall also be responsible for all expenditures within approved budget allocations.

ARTICLE VI

DIVISIONS AND COMMITTEES

Section 1: Appointment and Authority

The President shall, with the advice and counsel of the Executive Committee, organize all Divisions and appoint all Divisional chair-people. The President may also appoint such ad hoc committees and their chair-people as deemed necessary to carry out the programs of the Chamber. Divisional appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President.

It shall be the function of the Divisions and their respective committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by the Board. The Divisions shall be unlimited in membership, comprising both Board and general members. Each Division, however, shall have a "Core-Division", which shall be limited in membership (the number to be determined by each Chairperson), allowing for efficient and effective Divisional operation. Committees may be formed within each Division and assigned specific tasks, with membership comprised of Divisional members. Such committees may be dissolved as tasks are completed.

Section 2: Limitation of Authority

No action by any member, Division, committee, 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.

Section 3: Testimony

Once [Divisional](#) action has been approved by the Board of Directors, it shall be incumbent upon the [Chairperson](#) or, in their absence, [their](#) designated substitute -to give testimony to, or make presentations before civic and government agencies, as appropriate.

ARTICLE VII

FINANCES

Section 1: Revenue

All revenues received by the Chamber shall be placed in a general operating fund, unless designated for special projects that may be escrowed independently for a given period of time decided on by the board. Receipt of all revenues shall be accounted for [using standard accounting software, allowing for a detailed accounting of source, purpose, and amount.](#)

Section 2: Disbursements

Upon board approval of the annual budget, the Executive Director 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. Expenditures shall be accounted for [using standard accounting software, allowing for a detailed accounting of](#) payee, purpose, amount and check number.

Section 3: Fiscal Year

The fiscal year of the Chamber shall commence November 1 and conclude October 31 of the following year.

Section 4: Budget

The Executive/Finance Committee of the Chamber shall recommend an annual budget for the following year to the Board of Directors for their review and approval at the November Board meeting.

Section 5: Financial Review Committee

A financial review of accounting transactions shall be conducted annually no later than August 31st of the following year. The scope and nature of such examination shall be determined by the Audit Committee, which shall be composed of three members of the board of directors. The executive director, treasurer, president and president-elect shall not be eligible to be members of this committee. The committee shall be appointed by the president-elect who was in office during the period being audited and

approved by the board of directors. The results of the Audit Committee's work shall be available to membership during working hours at the Chamber offices.

Section 6: Bonding

A sufficient fidelity bond in the amount set by the Board and paid for by the Chamber as the Board of Directors may designate, shall bond the Executive Director and such other officers and staff.

ARTICLE VIII

SEAL

Section 1: Seal

The seal of the Chamber shall be inscribed with the name ANACORTES CHAMBER OF COMMERCE, a Non-Profit Corporation, and it shall contain the date of the incorporation and the words Corporate Seal.

ARTICLE IX

DISSOLUTION

Section 1: Procedure

The Chamber shall use its funds only to accomplish the missions 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 the Chambers to be selected by the Board of Directors as defined in IRS Section 501 (c)(6).

ARTICLE X

PARLIAMENTARY PROCEDURES

The current edition of *Robert Rules or Order* shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE XI

BY LAWS AMENDMENT

Section 1: Revisions

