

Port Orchard Chamber of Commerce Bylaws

Article I General

Section 1. Name. This organization is incorporated under the laws of the State of Washington and shall be known as the Port Orchard Chamber of Commerce (hereinafter the “Chamber”).

Section 2. Purpose. The Port Orchard Chamber of Commerce is organized for the purpose of developing and promoting the economic, commercial, industrial, professional, cultural and civic welfare of Port Orchard and its surrounding area.

The Chamber is a membership-based organization of businesses and individuals working together to promote a favorable local business climate; encourage strong community leadership; and support quality of life.

Section 3. Limitation of Methods. The Chamber shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code, and shall be non-discriminatory, non-partisan, and non-sectarian.

Article II Membership

Section 1. Eligibility. Any business, corporation, partnership, association or person having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2. Procedure. Application for membership shall be in writing on forms provided for that purpose and signed by the applicant. Any applicant shall become a member upon payment of their dues as provided in Section 3 of Article II.

Section 3. Membership Dues. Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board.

Section 4. Termination (Resignation – Expulsion – Delinquency)

- A. Any member may resign from the Chamber upon written notice;
- B. Any member shall be expelled for nonpayment of dues after sixty (60) days from the date due, unless otherwise extended by approval of the Board.
- C. Any membership may be revoked by a two-thirds vote of the Board, at a regularly scheduled meeting, for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing are given the member.

Section 5. Voting. In any proceeding in which voting by members is called for each member in good standing shall be entitled to cast one vote.

Section 6. Exercise of Privileges. Any business, corporation, partnership, association or person holding membership may nominate individuals whom the holder desires to exercise the privileges of membership and shall have the right to change its membership nomination upon written notice.

Section 7. Orientation. At regular intervals orientation on the purposes and activities of this organization shall be conducted for the following groups: New Board Members, Officers, Committee Chairs, and new members.

Article III

Meetings

Section 1. Annual Meeting. The annual meeting of the Chamber, in compliance with State law, shall be held on a date to be fixed by the Board of Directors. The time and place shall be fixed by the Board of Directors and notice sent to each member at least five (5) days before said meeting via email, e-flash, and/or mail.

Section 2. Additional Meetings (General Membership Meeting, Board Meetings, and Committee Meetings). General Membership and Board of Directors meetings shall be held periodically unless called by the President of the Board at any time, or upon petition in writing of any 25 members in good standing. Notice of special membership meetings shall be sent by email, e-flash, and/or mail to each member at least five (5) days prior to such meetings. Special Board meetings must be called by the President of the Board or by written application of three (3) members of the Board of Directors. Notice (including the purpose of the meeting) shall be given to each Board Member at least one (1) day prior to said special Board meeting. The agenda of said meeting shall be limited to the announced purpose of the meeting. Committee meetings may be called at any time by the Committee Chair.

Section 3. Quorums. At any duly called General Meeting of the Chamber, five percent (5%) of all members shall constitute a quorum. Sixty percent (60%) of the Board Membership shall constitute a quorum of the Board of Directors. A duly constituted quorum at any meeting remains in effect until adjournment, except that business not on the approved agenda cannot be voted upon with less than a duly constituted quorum.

Section 4. Notices, Agenda, Minutes. Notice of all regularly scheduled Board meetings must be given at least five (5) days in advance. An advance agenda and minutes must be prepared for all meetings. A detailed outline for the preparation of Agendas shall be a part of the Chamber's procedures manual.

Article IV

Board Members

Section 1. Composition of the Board of Directors. The Board of Directors may be composed of up to fifteen (15) members including one member-at-large. Board members must be members of the Chamber in good standing.

The government and policy making responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs.

The Board Member-at-large shall be appointed by the President and be confirmed by the Board. The at-large member will serve at the discretion of the Board and be authorized to exercise all functions of an elected Board Member.

Section 2. Composition of the Executive Committee. Annually in September, the Board of Directors shall nominate from within the Board of Directors, the Executive Committee members to hold the following seats:

- President
- Vice-President
- Secretary
- Treasurer

In an effort to ensure continuity of the goals and objectives of the Board of Directors, should a Board Member begin serving as the President or Vice President during the latter part of his/her term, the Board of Directors will automatically extend that Board Member's term to the end of the Executive Committee commitment.

The Executive Director may attend Executive Committee meetings in an ex-officio capacity.

Section 3. Selection and Election of Directors

A. Nominating Committee. At the regular April Board meeting, the President of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of seven (7) members of the Chamber. The Committee shall consist of the President, Vice President, Immediate Past President, three (3) chamber members, and a retiring Board Member in good standing. The Immediate Past President shall serve as the Chair of the Nominating Committee. At the May Board meeting, the Nominating Committee will present to the President, a slate of candidates to serve three-year terms to replace the Board Members whose regular terms are expiring. 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 (2) consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon approval of the slate of candidates at the June Board meeting, the President shall immediately notify the membership by email, mail, or announce at the general membership luncheon, the names of persons nominated as candidates for the Board and the right of petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) members in good standing of the chamber. Such petition shall be filed with the Nominating Committee within seven (7) business 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 10 day period, the nominations shall be closed and the nominated slate of candidates shall be presented to the Board of Directors at its July Board meeting for approval to present to the General Membership. At the July General Membership meeting, the slate of candidates shall be presented to the General Membership including the candidate's bios. Immediately following the July General Membership meeting, the President shall ensure the candidates bio's are emailed and/or mailed to all members in good standing.

Ballots and electronic voting from the Chamber's website shall be made available for a period of fifteen days from the date of the July General Membership meeting. The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions in this instance will be to vote for the number of vacancies only.

The results of the election shall be announced at the August General Membership meeting.

E. Judges. The President 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 on the Nominating Committee or candidates for election. One Judge will be designated Chair. 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 its August meeting.

Section 3. Seating of New Board Members. All newly elected and existing Board Members will be seated at the September Board Meeting. All newly elected and/or appointed Board Members shall be sworn in prior to the October regularly scheduled Board meeting and will attend the Annual Board Retreat. The President may appoint an interim Board Member during the time of military service. The term of each Board Member shall be three (3). In the event of a call to military service, a Board Member's term will be extended by an amount equal to the amount of time spent in military service.

Section 4. Vacancies. A member of the Board who has three (3) unexcused absences from regular scheduled monthly meetings of the Board during the Chamber's fiscal year shall be in jeopardy of no longer serving on the Board. The determination of removal from the Board of Directors for unexcused absences will be made through a two-thirds (2/3) vote of the Board.

At the Board's discretion, the Board will accept applications from members in good standing wishing to fill the vacancy. Vacancies of Board Officers may be filled from within the Board by a majority vote of the Board.

Section 5. Policy (Statements of position on issues). The Board is responsible for establishing procedures and formulating the policies of the Chamber. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

Section 6. Management. The Board shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7. Indemnification. The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Board Members or former Board Members 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 Board Members of the Chamber, except in relation to matters as to which such Board Member 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.

Article V **Officers**

Section 1. Determination of Officers. The Full Board (new and retiring) at its September meeting shall reorganize for the coming year. The Chamber recognizes the need for continuity on the Executive Committee and sets forth that the out-going President assumes the role of Immediate Past-President.

At the August Board meeting, a three member nominating committee shall be appointed by the President and approved by the board for the purpose of submitting names to the Board for President, Vice- President, Treasurer and Secretary for the upcoming year. If a Board member desires to have their name added for a position, they must present their bio and qualifications to the nominating committee prior to the September meeting. No City or County employee will be eligible for an office while representing the governmental body due to the inherent conflict of interest between government and the Chamber.

At its September meeting, from within the Board of Directors, a Vice-President, Secretary, and Treasurer shall be nominated and approved for the coming year. The Secretary and Treasurer positions are for a term of one-year or until their successors assume the duties of office. Executive Committee members shall remain full voting members of the Board. All newly elected Officers shall take office on October 1.

Section 2. Duties of Officers.

- A. President of the Board. The President of the Board shall serve as the presiding officer of the Chamber of Commerce and shall preside at all General Membership, Board, and Executive Committee meetings. The President shall be responsible for carrying out the goals and objectives of the Board for the coming year and shall be responsible to oversee the day to day operations of the Executive Director. In the event of an emergency, the President may call for a vote to receive the Board Members proxy to handle any issue requiring immediate action. This may be done via email by providing a brief summary to Board Members and asking for a yes/no vote to receive the Board's proxy. If the majority of Board Members that respond within one business day approve of the proxy, the President may proceed with any action related to the issue with full

Board support. After the resolution of the issue, the President will inform the Board of any actions taken on their behalf.

B. Vice-President. The Vice-President shall be responsible for the monthly general membership programs and serve as education coordinator and perform other duties as may be prescribed by the Board from time to time.

C. Secretary. The Secretary shall be responsible for the Board's records including agendas, minutes, backup documents and all other documents generated on behalf of the Board and shall perform other duties as may be prescribed by the Board from time to time.

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 full Board of Directors.

E. Immediate Past-President. The Immediate Past President shall assist the President-Elect in organizing the Chamber's annual fundraiser and installation banquet.

F. Executive Committee. All officers who serve on the Executive Committee shall review matters of the Chamber as outlined below with ratification by the Board of Directors.

Section 3. Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors and shall be accountable to the Board of Directors for its actions. It shall be composed of the President, Vice-President, Secretary, Treasurer, and Immediate Past President.–The President of the Board of Directors will serve as Chair of the Executive Committee.

The Executive Committee must report any significant actions taken by the Committee to the Board of Directors at the next regular Board meeting following such action. The Executive Committee may not act contrary to the policies of the Chamber, and may not overrule actions of the Board of Directors.

Duties of the Executive Committee shall include:

1. Hiring of the Executive Director
2. Annual review of the Executive Director
3. Recruitment of the Executive Director
4. Other duties as prescribed by the Board of Directors

The Executive Committee shall have the ability to meet without the Executive Director during discussions regarding the annual review process and/or other personnel related matters.

The Executive Director may attend Executive Committee meetings in an ex-officio capacity.

Section 4. Management. The Executive Director shall be responsible for the following:

1. Handle the oversight of receipt and deposit of all monies;

2. Payment of all bills as budgeted or as otherwise approved by the Board of Directors;
3. Official correspondence of the Chamber;
4. Management of staff and volunteers
5. Preservation of all books of account, records and proceedings of Chamber business, including the Board of Directors, Membership, and all Committees; and
6. Perform such other duties as may be prescribed by the Board of Directors.

Article VI **Committees and Divisions**

Section 1. Appointment and Authority. The President of the Board by and with the approval of the Board of Directors shall appoint all committees and committee chairs. The President of the Board may appoint such ad-hoc committees and their chairperson as deemed necessary to carry out the program of work of the Chamber. Committee appointments shall be at the will and pleasure of the President of the Board and shall serve concurrent with the term of the appointing President of the Board, unless a different term is approved by the Board of Directors.

Committee Chairs are responsible for the minutes of the committee; Minutes must be legible and complete.

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 President of the Board and the Board of Directors. A Committee Chair may attend Board meetings as necessary and may make motions at a Board meeting if the motion relates to his/her committee and he/she has the approval of the committee members. Only Board members shall vote on the motion.

Section 2. Limitation of Authority. No action by any members, committee, employee, director or officer shall be binding upon, or constitute an expression of the Chamber until it has been approved by the Board.

Committees shall be discharged by the President 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 committee.

Article VII **Finances**

Section 1. Funds. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. Dues and sponsorships paid to the Chamber shall be placed in the general operating fund unless designated by the Board. Funds unused from the current year's budget will remain in the general operating fund.

Section 2. Disbursements. Upon approval of the budget, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without approval of the full Board. Disbursement shall be by check.

Section 3. Fiscal Year. After election of the new Board and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the full Board for approval by January 1.

Section 5. Annual Financial Review. The financial statements of the Chamber of Commerce shall be examined annually at the close of business on or before January 31 by the budget and finance Committee. The financial review shall be available to members of the Chamber at the Chamber office.

Section 6. Insurance and Bonding. The Chamber shall, at a minimum, carry the following types of amounts of insurance and Bonds:

- A. Commercial general liability insurance with minimum limits of \$1,000,000 per occurrence/\$2,000,000 aggregate.
- B. Directors and Officers liability coverage with minimum limits of \$2,000,000 per occurrence/\$2,000,000 aggregate.
- C. Fidelity Bonds in the amount of \$100,000 each for the President, Treasurer, and Executive Director.

These policies and bonds shall be paid for by the Chamber.

Article VIII **Parliamentary Authority**

Section 1. Parliamentary Authority. The 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 modify the use of Robert's Rules of Order for the purposes of expediency unless objected by any member of the Board.

Article IX **Amendments**

Section 1. Revisions. These bylaws may be amended or altered by two-thirds (2/3) vote of the Board, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or the members in writing at least five (5) days in advance of the meeting at which they are to be acted upon.

Article X
Other

Section 1. Procedure. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly scheduled and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the full Board as defined in IRS Section 502 © (3).

ATTESTATION

I, as the current Executive Director of the Port Orchard Chamber of Commerce and hereby certify that the By-laws set forth herein were duly ratified by at least a two-thirds vote of the Chamber Board.

PORT ORCHARD CHAMBER OF COMMERCE

Executive Director