

# MT BAKER FOOTHILLS CHAMBER OF COMMERCE BY-LAWS

## ARTICLE I GENERAL

### Section 1: Name

The name of this Organization shall be The Mount Baker Foothills Chamber of Commerce (herein referred to as The Chamber).

### Section 2: Mission

The mission of the Mt. Baker Foothills Chamber of Commerce is to provide its members with a resource network for business and community development. We also strive to maintain a sense of unity while being advocates for improvements that enhance the viability of our businesses and the quality of life.

### Section 3: Limitations

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 refrain from any involvement in nomination, supporting or appointing any candidate for national, state, county, or local office, whether political or non-partisan.

## ARTICLE II MEMBERSHIP

### Section 1: Eligibility

Any interested person, business person or entity, association, partnership, agency, or corporation that supports the Mission of the Chamber shall be eligible for membership.

### Section 2: Membership Classification

#### 2(a) Active Members

Business persons and entities, associations, partnerships, or corporations, supporting the Chamber Mission may apply for Active Membership. Active members shall pay dues and fees, as prescribed by the Board of Directors, and shall enjoy full privileges of the Chamber, to include, but not limited to, voting and holding of offices. Active businesses, associations, partnerships and corporate members may designate additional officers, employees, partners or associates to a maximum of five (5) Representatives each entitled to exercise full active membership privileges, upon compliance with such conditions as may be prescribed by the Board of Directors. Lists of such Representatives, as well as any changes to said list, shall be forwarded to the Board of Directors in written form.

#### 2(b) Associate Members

Persons who are not directly involved in business, but support the Mission of the Chamber, may apply for Associate Membership. Associate Members shall pay dues and fees as prescribed by the Board of Directors and shall enjoy the full privileges of the Chamber with the exception of holding office.

#### 2(c) Honorary Members

An Honorary Membership may be conferred by the Board of Directors upon a person whom, due to his or her position, or past activities, deserves such recognition by providing exemplary support to the Mission of the Chamber. Honorary Membership shall have duration of one (1) year from the date of approval and may be renewed by action of the Board of Directors.

Honorary Members shall not be required to pay dues and shall enjoy the full privileges of the Chamber, except the right to vote in elections, or to hold office.

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## 2(d) Life Membership

Life Membership may be conferred by the Board of Directors upon a person who has, by distinguished service to the Chamber, the local community, region or state, demonstrated fullest possible support of the Mission of the Chamber.

Approval of Life Membership requires a unanimous agreement by vote of all the members of the Board of Directors.

Life Members shall not be required to pay dues and shall enjoy the full privileges of the Chamber without reservation.

## **Section 3: Application Process**

Applicants for membership shall submit a completed Membership Application form, along with a check for dues, to the Board of Directors. Nominations for Honorary and Life Membership shall be made to the Board of Directors on a Special Membership Application form.

## **Section 4: Certificate of Membership**

The Board of Directors shall issue a Certificate of Membership and mail it to the new member. All Honorary or Life Membership(s) shall be awarded at the Annual General Meeting of the Chamber.

## **Section 5: Fees**

Membership dues and fees may be fixed in such amounts as may be determined by the Board of Directors.

## **Section 6: Termination**

Chamber members are terminated by the Board of Directors upon receipt of a written resignation by the member. The Board of Directors may terminate any active or associate member for failure to pay dues, fees or assessments within a reasonable time limit after such financial obligations become due. A two-thirds majority of the Board of Directors may terminate a member for conduct unbecoming a Chamber member or actions taken that damage the reputation of the Chamber or compromise its ability to achieve its Mission.

## **ARTICLE III MEETINGS**

### **Section 1: Annual General Membership Meeting**

The Annual General Membership Meeting of the Chamber shall be held during the month of December of each year at a site selected by the Board of Directors within the Foothills region.

### **Section 2: Special Meeting**

Special Meetings of the Chamber membership may be called by the Board of Directors or petition signed by a majority of Chamber members submitted to the Board of Directors. The agenda of the Special Meeting shall be limited to the specific item(s) identified for the meeting.

### **Section 3: Quorum**

Twelve (12) members shall serve as a required quorum to do business at the annual General Meeting or Special Meeting of the Chamber. Each Active, Associate, or Life member may cast one vote. Designated Representatives registered with the Board of Directors may also cast one vote

### **Section 4: Meeting Notice**

Written Notice of all Membership Meetings stating the day, hour and location and major agenda items shall be mailed to all Chamber members at least 15 days prior to the meeting.

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## ARTICLE IV GOVERNANCE

### Section 1: Board of Directors

The governance of the Chamber, its policy decisions, scope of work, control of its property and the responsibility for its adequate financing and budgeting, shall be vested in a Board of Directors. Such entity shall consist of nine (9) elected members, and the immediate Past President, as an ex-officio member.

A minimum of three Directors shall be elected on an annual basis for two (2) year staggered terms.

The immediate Past President shall be an ex-officio member of the Board of Directors for at least one (1) year.

### Section 2: Duties

The Board of Directors is responsible for formulating and adopting policy and establishing procedures for Chamber operation. These policies shall be maintained in a policy manual to be reviewed each year by the Board.

### Section 3: Election of Directors

The election of Directors shall be held at the Annual General Membership Meeting each year.

### Section 4: Nominating Directors

At least forty-five (45) days prior to the Annual General Membership Meeting, the President shall appoint a three (3) member Nominating Committee: one (1) to be the outgoing, or immediate Past President, one (1) member from the Board of Directors, and one (1) member from the membership-at-large.

At least twenty (20) days before the Annual General membership Meeting, a list of not less than three (3) members who have consented to the presentation of their names as candidates for election to the Board shall be presented to the Vice President.

The Vice President shall include the Report of the Nominating Committee in the mail notification to the membership of the Annual General Membership Meeting at least 15 days prior to the Annual General Membership Meeting and advise the membership that any member may make additional nominations during the Annual General Membership Meeting.

### Section 5: Election Committee

At least thirty (30) days prior to the Annual General Membership Meeting, the President shall appoint a two (2) member Election Committee to be chaired by the Vice President: one (1) member from the Board of Directors and one (1) member from the membership-at-large.

The Election Committee shall be responsible for holding the election of Directors at the Annual General Membership Meeting and counting the ballots. The number of nominees receiving the highest sequential number of votes corresponding with the number of Directors to be elected shall be declared Members of the Board of Directors. Ballots will be sealed in a large envelope and stored for a period of one (1) year.

Within at least fifteen (15) days after the Annual General Membership Meeting, the certified election results shall be sent to the membership-at-large.

### Section 6: Elections

All voting at the Annual General Membership Meeting shall be executed upon the Official Ballot furnished by the Election Committee.

### Section 7: Effective Date of Election Elected Directors

Newly elected Directors shall automatically become vested with the power, authority, and responsibility of a Director of the Board on the first Board of Directors Meeting. The powers and obligations of all retiring Directors shall automatically cease following the certification of the Annual General Membership Meeting election results.

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## Section 8: Board Meetings

Meetings of the Board of Directors shall be held regularly, at a minimum of once per calendar month on a fixed day, such as the first Monday of each month. Special meetings of the Board of Directors may be called at any time by the President, or in her/his absence, the ranking officer, or such special meetings shall be called by the President upon the receipt of a written request of three (3) or more Directors.

All Board meetings shall be open to all members unless otherwise designated by the Board of Directors.

## Section 9: Quorum

A minimum of four (4) Board Members shall constitute a Quorum for any meeting.

## Section 10: Salaries/Compensation Prohibition

No Member of the Chamber Board of Directors shall receive any salary, stipend, or other financial compensation, commodity, trade goods/services, or other consideration of value during their term of office.

## Section 11: Resignation of Board Member

The absence of any Director from three (3) consecutive meetings of the Board, without a reasonable excuse, shall practically constitute a resignation from office by the concerned Director.

## Section 12: Impeachment of Board Member

A Member of the Board of Directors may be asked to resign by a majority vote of the Board of Directors. However, if the said Director should refuse to tender a resignation, the Board of Directors shall randomly select a Panel of eleven (11) members for the purpose of hearing both sides of the dispute. The decision of the Panel shall be final.

## Section 13: Vacancies

Vacancies on the Board of Directors shall be filled by appointment of the Board of Directors for the duration of the remaining term. In the case of the impeachment of a Past President, no replacement shall be chosen.

## ARTICLE V OFFICERS

### Section 1: Election of Officers

The Officers of the Board of Directors shall consist of President, Vice-President, Secretary, and Treasurer. The Past President shall chair the election of the officers by the Board of Directors as the initial agenda item at their first meeting following the Annual General Membership Meeting elections

### Section 2: Terms of Office

All officers shall be elected for one (1) year terms, and all officers shall automatically become vested with the power and authority, and responsibility upon their election and their duties and obligations shall commence immediately.

All retiring members of the Board of Directors shall relinquish their power, authority, and responsibilities following the certification of the Annual General Membership Meeting elections.

### Section 3: Duties of Officers

#### (a) President

The President shall be the Chief (Executive) Officer of the Chamber and its official spokesperson, preside at all meetings of the membership and the Board of Directors, perform such duties as the Board of Directors may require and act as general supervisor of the Chamber staff. The President shall appoint the Chairperson, with the exception of the Election Committee, and members of all committees, and serve as an ex-officio member of all such committees.

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## (b) Vice President

The Vice President shall assist in the conduct of general Chamber affairs as requested by the President or the Board of Directors and shall supervise such specialization activities as may be assigned to him by the President or the Board of Directors. The Vice President shall chair the Election Committee and the annual Policy Manual review.

## (c) Treasurer

The Treasurer shall be responsible to the Board of Directors for the conduct of the Chamber's financial affairs, and shall maintain such records as may be necessary to monitor and report on the financial condition of the Chamber and shall assist the President in such other matters as may be necessary. The Treasurer shall prepare, in conjunction with the President, a proposed operating budget for submission to the Board of Directors at least 60 days before the end of the current Fiscal Year.

## (d) Secretary

The Secretary shall keep the minutes of the meeting of the Board of Directors and of the membership. The Secretary shall maintain such records of the Chamber Membership and keep such other records as the Board of Directors may require.

### **Section 4: Officer Vacancies Procedure**

When a vacancy occurs in the office of the President, the Vice President shall succeed him or her for the duration of the remainder of the annual term so vacated. In all other Officer vacancies, the Board of Directors shall elect successors to the vacated positions.

## ARTICLE VI COMMITTEES AND COUNCILS

### **Section 1: Duties**

The Board of Directors shall authorize and define the authority and the duties of all committees.

### **Section 2: Committee Membership**

The President shall appoint all committees subject to the confirmation of the Board of Directors.

### **Section 3: Divisions**

The Board of Directors may create such councils, departments, divisions, or subsidiary corporations to further the Mission of the Chamber. The Board shall define the authority and duties of such special groupings. Each may adopt such rules, regulations and procedures, as it considers necessary for its operation, subject to the approval of the Board of Directors.

## ARTICLE VII FINANCES AND PROPERTY

### **Section 1: Funds**

All funds collected by the chamber shall be placed in a general operating fund. Unused funds from the current year's budget shall be placed in a reserve account. The Board of Directors may authorize use of funds from the reserve account to supplement current operations. The Board of Directors shall have the power to authorize the solicitation of funds, to incur debt, borrow money, and to pledge the credit of the Chamber in order to expedite or finance activities designed to carry out the Mission of the Chamber.

### **Section 2: Disbursements**

Chamber funds shall be disbursed for the sole purpose of furthering the Mission of the Chamber. Following the approval of an annual operating budget by the Board of Directors, the President is authorized to make disbursements on accounts and expenses provided for in the budget. Disbursements shall be by check. The President and the Treasurer are authorized to withdraw funds and issue checks on behalf of the Chamber. All disbursements exceeding \$500.00 shall require two signatures.

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## Section 3: Fiscal Year

The Fiscal Year of the Chamber shall be January 1 to December 31.

## Section 4: Annual Operating Budget

The Treasurer shall present a proposed Chamber operating budget for the ensuing Fiscal Year at the December Board of Directors Meeting for their approval. The Board of Directors may review and modify the budget as frequently as they deem necessary.

## Section 5: Property

The Board of Directors shall have the power to purchase, hold, sell, lease, mortgage or exchange real estate or personal property required for conducting the affairs of the Chamber

## ARTICLE VIII REFERENDUM

### Section 1: Consultation with Membership

The Board of Directors may from time to time, at its discretion, submit by referendum to the entire membership of the Chamber questions of general interest and of special importance.

## ARTICLE IX BY-LAW AMENDMENTS

### Section 1: Board of Directors Recommendation

The Board of Directors may initiate amendments to, or the repealing of, the By-Laws by recommendation. These proposed changes must be mailed to the membership at least 15 days prior to the meeting where the recommendations are to be considered. Amending or repealing the by-laws requires a two-thirds majority of the members in attendance.

### Section 2: Membership-at-Large Petition

The membership-at-large may initiate amendments to, or the repealing of, By-Laws by submitting to the Board of Directors a petition signed by 1/3 of the membership-at-large. Amending or repealing the by-laws requires a two-thirds majority of the members in attendance.

## ARTICLE X PARLIAMENTARY PROCEDURE

### Section 1: Procedural Questions

The latest edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter of By-Laws of the Chamber.

*This document prepared by the By-Laws Review Sub-Committee, Phil Cloward and Lou Piotrowski, was approved by the membership at the Annual General Meeting on December 11, 2002 and was modified at the Annual General Meeting on December 3, 2004.*