

CHAMBER OF COMMERCE
OF
CLALLAM BAY – SEKIU

BYLAWS

ARTICLE I. NAME AND PURPOSE

The name of this Corporation shall be the Chamber of Commerce of Clallam Bay-Sekiu, Washington. The Corporation shall be referred to throughout these Bylaws as “the Chamber”. The purposes for which the Chamber is formed are to assist in the development of the Clallam Bay-Sekiu area and the surrounding area; to promote and encourage economic development and tourism in the community; and to encourage cultural, educational, and charitable events.

ARTICLE II. MEMBERSHIP

SECTION 1. BUSINESS MEMBERSHIPS:

Any reputable person, firm, organization, association, corporation, estate, or partnership having an interest in the purposes of the Chamber shall be eligible for membership upon acceptance by the General Membership and payment of dues. A business membership shall include employees and/or representatives of the business. Each membership shall constitute one vote. Members will be expected to accept responsibilities within the Chamber.

SECTION 2. INDIVIDUAL MEMBERSHIPS

Any reputable person, not in business, but having an interest in the purposes of the Chamber, may become a member upon acceptance by the General Membership and payment of dues. Each membership shall constitute one vote. Members will be expected to accept responsibilities within the Chamber

SECTION 3. HONORARY MEMBERSHIPS

Honorary memberships may be issued by the General Membership. Honorary members shall be invited to participate in meetings without payment of dues, but shall not be qualified to vote or hold office in the Chamber.

SECTION 4. PAYMENT OF DUES

Annual dues shall be paid in accordance with a schedule established from time to time by the General Membership. A member in good standing shall be any member whose dues are current.

SECTION 5. VOTING:

- A. All members whose dues are paid up to date shall be considered members of record and shall be entitled to one vote per paid membership

ARTICLE II. MEMBERSHIP. SECTION 5. CONTINUED

B. Non-monetary issues requiring a vote by the General Membership may be presented and voted on at any meeting. Monetary issues will require one week period to notify members of the impending vote.

C. If there is not sufficient time to notify the membership and the vote is an emergency, the decision will be made by polling the Executive Board.

D. All issues voted on will be announced and recorded at the next regular business meeting.

E. QUORUM

Members present at a meeting shall constitute a quorum, including votes by electronic participation/mail received at least one day prior to said meeting.

SECTION 6: TERMINATION OF MEMBERSHIP

A. Any member may resign from the Chamber by giving written notice to the General Membership.

B. Any member may be expelled by a two-thirds vote of the General Membership for conduct unbecoming a member or prejudicial to the objectives of the Chamber. Voting on the expulsion will be by mail ballot. Each member will be mailed a ballot specifying in writing the date of the meeting that the expulsion will be discussed and voted. Ballots will be returned to the President and the results of the voting announced at the meeting designated in the written notice. The member being considered for expulsion will be given notice in writing of said meeting and will be given the opportunity to be heard at that meeting.

C. Any member may be expelled by the General Membership for non-payment of dues after sixty days from the due date.

D. In the event of a sale of a business or firm, membership shall be retained by the business or firm rather than the individual representing the firm or business.

ARTICLE III. MEETINGS

SECTION 1.

A. REGULAR

Regular meetings of the Chamber shall be held at regular intervals throughout the year as decided by the General Membership. All meetings are open to the public.

ARTICLE III. MEETINGS

SECTION 1 CONTINUED:

B. EXECUTIVE BOARD MEETINGS

Executive Board meetings shall be held at least once each month unless otherwise decided by the Executive Board. Executive Board meetings shall be open to the General Membership and to the public.

SECTION 2:

SPECIAL

Special meetings of the Chamber may be called by the President or his/her representative at any time by electronic means. Emergency Executive Board decisions may be made in between regular meetings by electronic means.

SECTION 3:

COMMITTEES

Such meetings may be called any time by its chairperson or the President.

ARTICLE IV. ELECTIONS

SECTION 1:

NOMINATING COMMITTEE

At the first regular meeting held in October of each year, the President shall appoint a nominating committee consisting of members in good standing

SECTION 2:

SELECTION OF NOMINEES

By the first meeting in November of each year, the Nominating Committee shall present a slate of nominees consisting of members in good standing whom have been contacted by the Nominating Committee and have agreed to serve if elected.

SECTION 3:

ELECTIONS

A. Election of officers shall be by official written ballot at the first regular meeting in December of each year.

B. Tie votes shall be decided by lot under the direction of the President.

ARTICLE V. OFFICERS

SECTION 1: NUMBER

The Chamber shall elect the following officers: President, Vice President, Secretary, e-Secretary, Treasurer, and two members at large to serve on the Executive Board.

SECTION 2:

A. GENERAL

The officers shall be elected from the General Membership in accordance with Article IV.

ARTICLE V. OFFICERS CONTINUED

B. TERMS OF OFFICE

The President's term shall be for two years. All other terms shall be for one year.

SECTION 3:

VACANCY

In the event of the death, resignation or removal of the President, the Vice President shall succeed to that office. In the event of the death, resignation or removal of an officer other than the President, the vacancy shall be filled by consensus of the Executive Board.

SECTION 4:

PRESIDENT

The President shall preside at all meetings of the Chamber; shall issue public statements representing the Chamber; shall execute in the name of the corporation all legal papers of the Chamber authorized by the General Membership; shall appoint all committees and chairpersons of committees. The President shall be entitled to a vote.

SECTION 5:

VICE PRESIDENT

The Vice President shall be vested with all the powers and shall perform all the duties of the President in case of the President's absence.

SECTION 6:

SECRETARY

The Secretary shall keep minutes of all proceedings of the membership in books provided for that purpose and shall keep other records as may be required. The Secretary shall also maintain such records as may be necessary to document to the membership the activities of the Chamber, and said records shall be open to inspection of any member in good standing of the Chamber. In the absence of the Secretary at any meeting of its membership, the President shall designate one of the members present to act as Secretary for that meeting.

SECTION 7:

E-SECRETARY

The e-Secretary shall coordinate all electronic participation and internet communication for the General Membership.

ARTICLE V. OFFICERS CONTINUED

SECTION 8:

TREASURER

The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Chamber in books to be kept for that purpose; shall receive and deposit or cause to be received and deposited all monies and other valuables of the Chamber in the Chamber's name and to its credit in such depositories as may be designated by the General Membership, said monies to be subject to checks signed by the Treasurer and one other elected officer; shall render to the President, whenever he or she may require, accounts of all transactions as Treasurer and of the financial conditions of the Chamber; and shall, in general, perform all the duties incident to the office of Treasurer. The Treasurer shall also be chairman of the budget committee.

SECTION 9:

MEMBERS AT LARGE

Members at large are members in good standing elected to serve on the Executive Board. (See Article 5, Sec. 1)

SECTION 10

SECRETARY'S ABSENCE

In the absence of the Secretary at any meeting of its membership, the President shall designate one of the members present to act as Secretary for that meeting.

SECTION 11.

LIABILITY

The Chamber shall indemnify and hold harmless each person who has served, is serving or shall serve as an officer of the Chamber against any and all claims, liabilities, fines or other penalties, excluding criminal acts, including all reasonable expenses of defense incurred in relation to the performance of his or her duties to the Chamber, except to the extent that he/she shall have been finally adjudged by a Court of competent jurisdiction to be liable for willful misconduct in the matters out of which the claim, liability, fine or other penalty arises.

SECTION 12:

EXECUTIVE BOARD

The Executive Board shall consist of past President and all current elected officers. Meetings shall be open to the General Membership. All meetings are open to the public.

ARTICLE VI. COMMITTEES

SECTION 1:

APPOINTMENT OF COMMITTEES

The President shall appoint all committees and their chairpersons to facilitate the work of the Chamber. Each new President shall, as promptly as possible after election, proceed to organize the committees of the Chamber.

SECTION 2:

COMMITTEE MEMBERSHIP

Members of committees shall be members in good standing.

SECTION 3:

POLICY

No action by any member, committee or officer shall be binding upon or constitute an expression of the policy of the Chamber until it is approved or ratified by the General Membership. No committee shall take or make public any form of action, or any resolution, or in any way commit the Chamber without having first received the approval of the General Membership.

ARTICLE VII. PARLIAMENTARY PROCEDURE

The proceedings of the membership meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

ARTICLE VIII. STOCK PROMOTIONS

The Chamber shall not, nor shall any officers, directly or indirectly, officially endorse any firm, individual or corporation which is or shall be engaged in the selling of stock in the area of Clallam Bay - Sekiu, Clallam County or elsewhere; neither shall said Chamber or its officers, directly or indirectly, officially aid or assist any firm, individual or corporation engaged in any promotion whatsoever having for its object the sale of stock or bond to the public.

ARTICLE IX. DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation and no part of its funds shall inure or be distributed to members of the Chamber. On dissolution of the Chamber, any funds remaining after payment of debts of the Chamber shall be distributed to charitable organizations in the area of Clallam Bay-Sekiu, of Clallam County, of Washington State.

ARTICLE X. AMENDMENTS

These Bylaws may be amended at either a regular meeting or a special meeting of the General Membership by a two-thirds (2/3) vote of members in attendance at said meeting.