Bylaws of the Greater Granite Falls Area Chamber of Commerce

ARTICLE I: NAME

This organization is incorporated under the laws of the State of Washington and shall be known as the Granite Falls Area Chamber of Commerce.

ARTICLE II: PURPOSE

Section 1.

The Granite Falls Area Chamber of Commerce is organized to achieve the following:

A. Promote a free and competitive enterprise system by creating:
   1. A better understanding and appreciation of the importance of business.
   2. A better informed public concerning city, county, state and national legislative and political affairs.
   3. A greater appreciation of the value of investing one's time on behalf of the interests of the community as a whole.

B. Promote business and community growth and development by:
   1. Supporting economic programs designed to strengthen and expand the income potential of the business community.
   2. Promoting and maintaining positive functional and aesthetic characteristics of the community.
   3. Supporting community programs of civic, social and cultural nature.
   4. Identifying and responding to factors that prevent the promotion of business expansion and community growth.
   5. Representing the business community in areas related to business growth and the development of the community.

ARTICLE III: LIMITATION OF METHODS

The Chamber, in its activities shall be nonprofit, nonpartisan, and non-discriminatory and shall be governed by the Articles of Incorporation and Bylaws.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1.

Membership in the Chamber shall consist of two (2) classes, active and honorary.

A. Active Membership - Any individual, partnership, corporation, or association located in, or actively engaged in a business or profession in the Granite Falls area or otherwise interested in furthering the objectives of the Granite Falls Chamber of Commerce, may be elected to membership by approval of the Board of Directors in its absolute discretion and upon payment of dues as hereinafter provided. Member businesses shall be responsible for acquiring and maintaining licenses as required by city, county and state governments for the legal operation of their business.

B. Honorary Membership -The Board of Directors may, at any regular or special meeting, by vote of two-thirds (2/3) of the members present and voting, confer honorary membership upon any person who has achieved unusual or extraordinary distinction in public affairs or in the activities of the Chamber. Honorary members shall be invited to participate in meetings without payment of dues, but shall not be qualified to vote or hold office.

C. Individuals not associated with a business or organization wishing to support the activities of the Chamber may join at a rate determined by the Board of Directors.

D. Member benefits for each class of membership are outlined in the benefits information provided upon payment of dues. Membership benefits are subject to change without advance notice.

Section 2.

Dues - Membership dues, payable annually, shall be prescribed by the Board of Directors and are specified in Attachment 1.

Section 3.

Continuity – All memberships shall continue from year to year unless a resignation in writing is submitted or action is taken by the Board of Directors to cancel the membership.

Section 4.

Cancellation – A membership may be revoked by:

A. A written resignation.
B. Non-payment of dues after ninety (90) days from the due date.
C. Conduct unbecoming a member or conduct prejudicial to the goals or reputation of the Chamber, after notice and opportunity for a hearing is afforded the member concerned and upon 2/3 majority vote of the Board of Directors. Prior to any action to terminate a membership for good cause (other than for non-payment of dues) the Member shall be given notice of the vote and the opportunity to appear before the Board of Directors.

ARTICLE V: OFFICERS AND THEIR DUTIES:

Section 1.

The officers of this Chamber shall be a President, Vice President, Treasurer, and Secretary, who shall be elected by the general membership and serve according to Article XII.

Section 2.

The duties of the officers shall be as follows:

A. PRESIDENT: The President shall
    1. Preside at all meetings of the Board of Directors and general membership.
    2. Make recommendations as deemed proper, and submit them to the membership.
    3. Bring before the Board matters and make suggestions that promote the prosperity of the community and increase the effectiveness of the Chamber.
    4. Be an ex-officio member of all committees of the Chamber with the exception of the Elections Committee.

B. PRESIDENT ELECT: The Vice President shall:
    1. Perform such duties as required by the President or the Board of Directors.
    2. Prepare to assume the office of President the following year.
    3. Act in the absence of the President.

C. SECRETARY: The Secretary shall:
    1. Take minutes of all meetings.
    2. Distribute minutes of meetings to the general members by the following meeting.

3. Perform such duties as required by the President or the Board of Directors.

D. TREASURER: The Treasurer shall:
1. Be the Chairman of the Finance Advisory Committee.
2. Review monthly fiscal reports prior to submission to the Board of Directors.
3. Perform duties as required by the President or the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

Section 1.

BOARD COMPOSITION

The business and affairs of the Chamber shall be managed by a Board of Directors consisting of not less than eight (8) members who shall be selected from the active members of the Chamber: The President, Vice-President, Immediate Past President, Treasurer, Secretary, and not less than three (3) additional Directors. The Immediate Past President shall be a non-voting position.

Section 2.

POWERS

The Board of Directors, in conducting the affairs of the Chamber, may exercise such powers in the name of the corporation to: sue and be sued, buy, hold, sell, lease, mortgage, both real and personal property; incur debts: borrow money; give notes of the corporation signed by two (2) or more Directors authorized by the Board for that purpose, together with such collateral therefore as may be required: enter into contracts of any kind furthering the purpose of the Chamber. The Board of Directors shall be responsible for the financial affairs of the Chamber and for raising money for its Support.

Section 3.

DISBURSEMENTS AUTHORITY

The Board of Directors shall designate two members of the Board of Directors, in addition to the Treasurer and Chamber President, any two of which shall have authority to co-sign checks in excess of two hundred dollars ($200.00).

Section 4.

POLICIES AND RESOLUTIONS

Policies and resolutions, reports or communications, which purport to reflect the policy and attitude of the Chamber, shall first be approved by the Board of Directors prior to being released either to the membership of the Chamber or to the public.

Article VII: MEETINGS

Regular meetings of the Board of Directors shall be held at least once a month on a day and at a time of their choosing. A special meeting of the Board may be called at any time by the President, or by three (3) members of the Board of Directors. Attendance by a simple majority of the Board members shall constitute a quorum at all meetings of the Board of Directors. Regular meetings of the General Membership shall be held a minimum of once a month at a time and place selected by the membership. A quorum shall constitute the members present at a regularly called General Membership Meeting.

ARTICLE VIII: ANNUAL MEETING OF MEMBERSHIP

The annual meeting of the membership of the Chamber shall be held in the month of January of each year, at such place and time as the Board of Directors may determine. At this annual meeting, the new officers and directors will be installed.

ARTICLE IX: COMMITTEES

Section 1.

APPOINTMENTS

The President shall appoint all standing, special or other committees. The President shall appoint a chairman for each committee. Each standing committee chairman and committee member so appointed shall serve during the one-year term of the appointing president unless terminated by the President, Board of Directors, or resigns the post.

Section 2.

COMMITTEE RESPONSIBILITIES

Committees shall be responsible for accomplishing the goals set forth by the Board of Directors. Committee Chairperson will be responsible for organizing the committee and shall make every effort to be prepared to update the General Membership on progress or current status at every regular general meeting. If unable to attend, the Chairperson should appoint another committee member in their place. The President may also request the Committee chair to attend a board or special meeting, however these meetings are never mandatory.

Section 3.

FINANCIAL COMMITTEE

A Financial Committee shall be composed of not less than three (3) members, including the Treasurer who will act as Chairman and appoint the additional committee members. The committee shall examine and audit the books and accounts of the Chamber, providing a summary report to the Board of Directors and general membership at the first meeting of each month, and submit a yearly accounting statement and annual budget to the Board of Directors at the close of the fiscal year.

Section 4.

MEMBERSHIP COMMITTEE

The Membership Committee shall be composed of not less than three (3) members. The President shall appoint the Chairman who will, in turn, appoint the remaining two members. The goal of this committee will be to increase Chamber membership and develop member services.

Section 5.

SPECIAL EVENTS COMMITTEES

Special events committees shall be appointed annually by the President. These committees shall plan Chamber activities and events. Other committees may be appointed by the President to support activities of the Chamber.

Section 6.

ELECTIONS COMMITTEE

The Elections Committee will be composed of not less than five (5) members. The President will appoint the Chairman at the last General Membership meeting in September. The Chairman will, in turn, appoint the remaining four (4) members. No currently serving Board member may be included on this committee unless there is a lack of participation from the general membership. The Committee Chairman will ensure Chamber membership is equitably represented. The purpose of this committee will be to supervise and conduct the nomination and election process for new officers. The Chairman of the Election Committee, or a representative, will submit a progress report at each General Membership meeting until the election process is complete.

ARTICLE X: NOMINATIONS AND ELECTIONS

Section 1.

TIME OF ELECTION

The regular election of the Officers and Directors of the Granite Falls Chamber of Commerce shall be held each year in accordance with Sections 3 and 4 below. All officers and directors then elected shall serve the term for which they are respectively elected or until their successors are elected and qualified, or they resign from the post.

Section 2.

NOMINATION PROCESS:

The Committee shall:

A. Seek nominations from members via e-mail, General Membership meetings, oral communications and other means as the committee may deem appropriate.
B. Not be restricted from self-nomination.
C. Seek approval from the candidates to have their name placed in nomination.
D. Present the names of the nominees to the President prior to the last November General Membership Meeting.

The list of nominees for Officer and Director Positions shall be announced at the last November General Membership Meeting and the floor shall be opened to additional nominations at that time.

Section 3.

ELECTION PROCESS:

The Election Committee shall supervise the election process, which shall be by postal mail ballot. Ballots with return envelopes, if necessary, shall be mailed to members of record on or before the first General Membership meeting in December or before December 13th, whichever occurs first. Ballots shall only be returned via postal mail or hand delivered to the Election Committee Chairman. Ballots shall not be accepted if not post-marked or received prior to December 28th. The Committee Chair will supervise the Elections Committee in opening and counting the ballots. A plurality of the ballots received shall be required for election.

The same member may be elected to and occupy two officer positions if the same person receives the plurality of votes for both positions. In that case, the duties of both positions shall be completed by the single officer, and this officer shall enjoy a single vote in all elections.

ARTICLE XI: TERMS OF OFFICE

Section 1.

The Election Committee will inform the newly elected officers and the Chamber President of the election results as soon as practical. The newly elected officers and directors shall attend the January board meeting and will be installed during the first General Membership meeting in January when their terms shall begin. The incumbent officers and Board of Directors whose terms are expiring shall continue to hold office until their successors' terms begin.

ARTICLE XII: VACANCIES

Section 1.

OFFICERS

A. The Vice-President shall fill a vacancy in the Office of President.
B. All other vacancies in elective offices shall be filled by appointment of the Board of Directors, approaching first unsuccessful candidates from the previous election, with the approval of the Board of Directors and ratified by a majority vote of members in attendance at the next regularly scheduled General Membership Meeting.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Chamber shall end the 31st day of December of each year.

ARTICLE XIV: VOTING BY EMAIL

Section 1.

A. Board actions may be taken by emailed consent.
    a. If an item for board action is best addressed before a board meeting, the following factors will be considered by the President before determining whether to ask for an action by emailed consent:
        i. How soon a decision is required.
        ii. Whether adequate information and discussion has occurred.
        iii. Whether the decision would be better made after further discussion and whether alternatives should be considered.
        iv. Whether the board members have indicated they are in favor of the action.
B. If after considering the above factors, the President determines it would be best to take the action by emailed consent, the President may draft the proposed action and email it as an attachment to the all members of the board at their respective email addresses.
    a. The email shall open a discussion period of at least 24 hours. Such discussion should be in the form of an email conversation using reply all to ensure all members are aware of the discussion.
    b. The discussion period shall be defined in the President's email introducing the action.
    c. After the discussion period has expired a voting member of the board may motion to move the action forward or to table the action until the next board meeting. Once seconded, the action proceeds to a vote.
C. The action shall allow a board member to indicate that he or she is in favor of or opposed to the particular action.
D. Each board member shall return the vote to the Secretary by email within 24 hours unless another deadline is provided in the email.
E. A motion passes with the consent of a majority of all voting members. Abstentions or votes received after the deadline shall be counted as votes in opposition to the action.
F. Upon the Secretary's receipt and verification of sufficient emailed consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the Secretary

will confirm whether the action has passed or failed by email to all board members upon receipt of all the individual emailed consents.

G. The Secretary will file all individual emailed consents with the corporation's minutes.
H. The board will ratify any action taken by emailed consent at the next board meeting. The minutes of this meeting will record the ratification.

ARTICLE XV: REMOVAL FROM OFFICE

Section 1.

A. An officer may be removed from office by a majority vote of the Board of Directors if it is determined to be in the best interest of the Chamber. Excessive absences from Board activities may be considered as grounds for removal.
B. A director may be removed from office by a majority vote of the Board of Directors, if it is determined to be in the best interest of the Chamber.

ARTICLE XV: AMENDMENTS TO BYLAWS:

Section 1.

These Bylaws may be amended by the Board of Directors and ratified by the members of the Chamber present at any meeting of the membership, by a two-thirds (2/3) vote of the members present at such meeting: provided that all members shall have been notified in writing of such meeting, and the nature of the proposed amendment(s), not less than ten (10) days prior to such meeting. Bylaws may be amended by a mail vote, provided to all members not less than ten (10) days prior to the date set for tabulating the vote, a statement of the nature of the proposed amendment(s), and a ballot. Such amendment(s), to be adopted, must receive a two-thirds (2/3) vote of the Ballots returned to the President by the date of tabulation.

Section 2.

Robert's Rules of Order, Newly Revised, shall govern any revision of these Bylaws.