

We are the Granite Falls Area Chamber of Commerce. We are members working together to build a stronger, more prosperous community. All chamber activities are undertaken with the intent to serve and enhance our local business economy and to highlight what makes our community truly special.

Article I: Name

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

Article II: Purpose

Section 1.

The Greater 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
- 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 appositive functional and aesthetic characteristic 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 the areas related to the business growth and the development of the community.

Section III: Limitations 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 objective of the Greater Granite Falls Area Chamber of Commerce, may be elected to membership by approval of the Board of Directions 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 government 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 activities of the Chamber. Honorary members shall be invited to participate in meetings without payment of dues but shall not be eligible 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 - Business membership dues, payable annually, shall be prescribed by the Board of Directors.

Base Camp: Dues \$50

Benefits: 1 Year membership, Listing on chamber website, *Chamber newsletter, Chamber event Discounts

Fish Ladder: Dues \$250

Benefits: All Basic membership, Website – description and Logo, picture or link to website (200-character description), contribute 1 article a year to highlight business in newsletter, Chamber business window cling with QR code, new business announcement, Existing businesses will get a shout out 1x year, Business cards at Farmers Market, Chamber logo on members business website, Sponsor a networking business breakfast once a year

Individual membership: Dues \$25 (Individuals owning property, living, or having interest in the Granite Falls area.)

Benefits: Chamber event discounts, newsletter, no voting rights

Honorary membership may be offered by the Board to any person who has achieved unusual or extraordinary distinction in public affairs or in activities of the Chamber. A vote of two-thirds (2/3) of the members present and voting is required to confer such membership. Honorary members shall be invited to participate in meetings without payment of dues but shall not be eligible to vote or hold office.

Membership Tiers are subject to change as the chamber grows. They may be addressed by the membership annually if needed.

Sponsorship -

One Event

Logo on digital

Upgraded membership for a year

Second Event

Logo on apparel / print / digital

Upgraded membership for a year

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 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 hearing is afforded, the member concerned and upon 2/3 majority vote of the Board of Directions. 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 the Chamber shall be a President, Vice President, Treasurer, and Secretary, who shall be the elected by the general membership to serve according to Article XII.

Section2.

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 them 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. Vice President: The Vice Present 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 meeting to the general members before 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 financial 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 to further 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 President, any two of which shall have the authority to co-sign checks in excess of two hundred dollars (\$200.00).

Section 4.

Policies and Resolutions

Policies and resolutions, report or communications, which purport to reflect the policy and the 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 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. Quorum shall constitute the members present at a regular 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 of the appointing President unless terminated by the President, Board of Directors or he/she resigns the post.

Section 2.

Committee Responsibility

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

A Finance 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 an early accounting statement and annual budget to the Board of Directors at the close of the fiscal year.

Section 4

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 the new offices. The chairman of the Elections 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 will 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 received the plurality of votes for both positions. In that case, the duties of both positions shall be completed by the single officer, but this officer shall enjoy a single vote in all voting matters.

Article XI: Terms of Office

Section 1.

The Elections 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' term begins.

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, by first approaching unsuccessful candidates from the previous election, with the approval of the Board of Directors and ratified by the majority vote of members in attendance at the next regularly scheduled General Membership Meeting.

ARCITCLE XIII: FISCAL YEAR

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

Article XIV: Voting by E-Mail

Section 1.

- A. Board action may be taken by emailed consent.

- i. 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:
 - ii. How soon a decision is required.
 - iii. Whether adequate information and discussion has occurred.
 - iv. Whether the decision would be better made after further discussion and whether alternatives should be considered.
 - v. 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 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 email introducing the action.
 - c. After the discussion period has expired a voting member of the board may make a 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 discussion 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 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 dates set for tabulating the vote, a statement of the nature of the proposed amendment(s), 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.

Roberts Rules of Order, Newly Revised, shall govern any revision of these Bylaws.