

AMENDED AND RESTATED
BY-LAWS OF THE NORTH MASON CHAMBER OF COMMERCE

Proposed 10/06/09

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ARTICLE I – NAME

The name of this organization shall be the “NORTH MASON CHAMBER OF COMMERCE” hereinafter referred to as the “Chamber”.

ARTICLE II – PURPOSE

2.1 Purpose Defined. The purpose of the North Mason Chamber of Commerce shall be to encourage and promote business and tourism interests and activities throughout the North Mason Community.

2.2 Limitation of Activities. The Chamber, in its activities, will not lend its influence or support to the election of any candidate for public office. This section will not prevent the Chamber from addressing issues which will further the purpose of the Chamber.

2.3 Limitation of Methods. The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(4) of the Internal Revenue Code, and the applicable statutes of the Revised Code of Washington. All Chamber meetings will be conducted under Roberts Rules of Order.

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2.4 Conduct of Business. The Chamber is committed to fair practices without regard to race, color, religion, creed, sex, age, marital status, national origin, veteran services or individuals with disabilities.

ARTICLE III – MEMBERSHIP

3.1 Member. A “Member” as used within this Article, shall refer to an individual who is vested with certain rights as further described within this Article. Any organization, association,

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business, corporation, franchise, agency representative, chamber, partnership, or individual having an interest in the purpose and support of this organization shall be eligible for membership upon payment of dues. The Chamber's primary operating area of representation shall include North Mason County that encompasses Allyn, Belfair, Dewatto, Grapeview, Tahuya, Union and Victor.

3.2 Payment of Dues and Amount. Annual dues shall be paid in accordance with a schedule reviewed annually and established by the Board of Trustees.

3.3 Honorary and Ex-Officio Memberships. Honorary and ex-officio memberships are approved by the Board of Trustees. Honorary members may participate as a Chamber member without payment of dues. Honorary and ex-officio members shall be invited to participate in Board of Trustee meetings but shall not be qualified to vote or hold office in the Chamber.

3.4 Voting Requisite. All Members as defined in Paragraph 3.1 above whose dues are paid current, shall be considered Members of record. In any proceedings in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. Any member who is a commercial or civic organization shall have only one (1) vote.

3.5 Termination of Membership.

- a. Any Member may resign from the Chamber by giving written notice thereof to the Board of Trustees.
- b. Any Member may be dropped from membership by a two-thirds (2/3) vote of the Board of Trustees at a regularly scheduled meeting thereof for conduct unbecoming a Member or detrimental to the objectives of the Chamber, provided that said Member shall be given written notice and the opportunity to be heard at the meeting.
- c. Any Member may be terminated by the Board of Trustees for non-payment of dues effective ninety (90) days from the due date.
- d. In the event of a sale of a business or firm, membership in the Chamber shall be retained by the business or firm for the balance of the membership year.

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3.6 General Meetings. General Membership meetings shall be the monthly luncheon meetings. General meetings of the Chamber shall take place at such dates and times as may be determined by the Board of Trustees.

3.7 Annual Meeting. The annual meeting of the Members of the Chamber shall be held during the fourth quarter of each year at a time and place to be determined by the Board of Trustees. Notices of such a meeting shall be mailed by the Secretary to the Members of the Chamber at least thirty (30) days before the date of the meeting.

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3.8 Special Meetings. Special meetings of the Chamber shall be called by the Chair of the Board at his or her discretion, or upon petition to the Chair of the Board in writing from any five percent (5%) of the Members in good standing. Members shall be notified by telephone or in writing of special meetings at least three (3) days prior to said meeting. The agenda must be submitted to the Chair of the Board with the petition for the meeting.

3.9 Subjects for Special Meetings. Only those subjects set forth on the agenda may be acted upon at the meeting.

3.10 Attendance. All general membership meetings are open to the public. All Board and Committee meetings of the Chamber are open to any Member.

3.11 Voting. Each Member in good standing shall have one vote at a meeting of the Members and may vote either in person or by proxy executed in writing by the Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Any regular proxy on its face shall be presumed to be valid.

3.12 Quorum. Thirty percent (30%) of the members in good standing shall constitute a quorum, represented in person or by proxy. The vote of a majority (i.e., more than 50%) of the votes entitled to be cast by the members present or represented by proxy at a meeting which a quorum is present shall be necessary for the adoption of any matter voted upon by the members,

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except as otherwise stated in the Articles or these By-laws. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE IV – BOARD OF TRUSTEES

4.1 Qualifications. A Trustee must be a member of the Chamber. Two-thirds of the total number of the Board of Trustees shall be member representatives from private-sector for profit businesses.

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4.2 Powers. The business, property and affairs of the Chamber shall be managed by a Board of Trustees, which shall have the power to:

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- a. Exercise for the Chamber all powers, duties and authority vested in or delegated to the Chamber not reserved to the membership by other provisions of the By-laws or the Articles of Incorporation;
- b. Have custody and management of the land, buildings, equipment, securities and all other properties of the Chamber;
- c. Set forth the annual budget of the Chamber;
- d. Borrow money;
- e. Raise and disburse funds;
- f. Invest and reinvest funds of the Chamber;
- g. Sell, buy and exchange properties and securities of the Chamber
- h. Make contracts;
- i. Appoint the Operations Committee and appoint, or delegate the power to appoint, other employees of the Chamber;
- j. Approve the compensation/benefits of all employees of the Chamber;
- k. Perform all other duties and have such other powers as may be necessary to carry out the purpose of the Chamber;
- l. Supervise all officers, agents and employees of the Chamber and see to it their duties are properly performed.

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4.3 Conduct of Trustees. ~~All Trustees shall execute and abide by the Chamber Code of Conduct.~~ The Trustees of the Chamber shall be vested with pride and honor and shall be clear to define when they are speaking for the Chamber and shall not use their office for personal gain. No Trustee may use their Chamber title in support of or endorsement of political candidates without specific authorization of the Chamber membership.

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4.4 Number. The Board of Trustees shall consist of ~~fifteen (15)~~ members elected from the membership, ~~including ten (10) General Board Members and five (5) Officers, namely the Chair of the Board, the Chair Elect, the Secretary, the Treasurer, and the Past Chair.~~ All General Board Members of the Board of Trustees shall be elected to a two-year term commencing on January 1st. ~~All Officers shall serve as members of the Board of Trustees throughout the terms described in Section 5.1.~~

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4.5 Vacancies. If there should be a vacancy on the Board, ~~including any officer position,~~ for any reason including an increase in the number of Trustees as a result of an amendment of the by-laws, then the remaining Trustees shall appoint a qualified replacement to fill the vacant position for the remaining term as recommended by the ~~Executive Operations~~ Committee.

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4.6 Removal. ~~One or more Trustees may be removed from office, for good cause, by an affirmative vote of two-thirds of the Trustees, a quorum being present, at a special meeting of the Board called expressly for that purpose. Failure to abide by the Chamber Code of Conduct shall equate to a showing of good cause.~~

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4.7 Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly at such places and times as the Board of Trustees shall designate. All meetings of the Board of Trustees shall be open to any member except when the Board has voted during an open meeting to go into executive session.

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4.8 Executive Session. A motion to go into executive session shall state the nature of the business of the executive session and no other matter may be considered in the executive session. Attendance in executive session shall be limited to the Trustees and any person whose presence is requested by the Board of Trustees. Minutes of executive session need not be taken.

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Provided, however, that if they are taken, they shall be recorded as part of the minutes of the meeting in which the Board has voted to go into executive session.

4.9. Special Meetings. Special meetings may be held at the call of the Chair of the Board or of one-third (1/3) of the members of the Board of Trustees. A notice of the time and purpose of the meeting must be provided to each member.

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4.10. Quorum. A majority of the members of the Board of Trustees shall constitute a quorum at any regular or special meeting of the Board of Trustees.

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4.11. Voting. Each member of the Board of Trustees shall have one vote at all special and regular meetings except in those situations where a member is precluded from voting as prescribed by the conflict of issue policy, as adopted by the Board of Trustees from time to time. Voting shall not be cumulative. The Chair of the Board shall vote at Board of Trustees meetings only in the case of a tie vote. The Chair of the Board may vote at any ballot election.

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ARTICLE V – OFFICERS

5.1 Officers of the Chamber. The Officers of the Chamber shall consist of the Chair of the Board, Chair Elect, Secretary, Treasurer and Past Chair. The Chair Elect, Secretary and Treasurer shall be elected by the membership for a period of two (2) years. The Chair of the Board and Past Chair shall be elected as follows: A member shall be elected by the membership to serve for a period of four (4) years. Initially he/she shall serve as the Chair of the Board for a two (2) year period. Upon the completion of the two (2) year Chair of the Board term he/she shall then serve as the Past Chair for a two (2) year period. The duties and responsibilities of the offices are as follows:

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1. Chair of the Board.

- Preside at all meetings of the Members of the Chamber and of the Board of Trustees.
- Directly supervise the Chamber President/CEO
- Appoint Committee Chairs

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- Sign such papers as may be required by his or her office or as may be directed by the Board of Trustees.
- Make such reports and recommendations to the Board of Trustees and to the Members of the Chamber at any regular or special meetings concerning the work and affairs of the Chamber as his or her judgment may be necessary for their information and guidance.
- Request from the Treasurer, Secretary and Committees such reports as in his or her judgment are necessary.
- Perform such other duties as may be incidental to the office.

2. Chair Elect.

- In the absence or disability of the Chair of the Board, shall perform the duties and exercise the powers of the Chair of the Board.
- Shall perform such other duties as shall be prescribed to him or her by the Board of Trustees or the Chair of the Board.

3. Secretary.

- Record the meetings of the Executive/Operations Committee and of the Board of Trustee meetings including an accurate record of attendance of Members.
- Present Minutes from the described meetings in written form to the Board of Trustees for acceptance at the next regularly scheduled meeting.
- Work with the Chamber President/CEO, including but not limited to, issue in writing all notice of meetings of Members of the Chamber and Board of Trustees; notify individuals elected to office, to membership, or to the Board of Trustees.
- Mail such notices as may be directed by the Board of Trustees.
- Assist Chamber President/CEO in maintaining custody of all records of the Chamber, except such records and papers as shall be kept by the Treasurer as herein provided.
- Sign such papers as may be required by his or her office or as directed by the Board of Trustees.

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- Perform such other duties as may be incidental to the office.

4. Treasurer.

- Make monthly financial reports available to the membership including a written budget comparison in a format approved by the Board of Trustees.
- Collect and deposit in Chamber account(s) all dues and fees from Members and all other monies payable to the Chamber, and be responsible for disbursements of same.
- Keep adequate financial records utilizing standard accounting procedures.
- Arrange for a biennial (every other year) review or audit of the books by an outside accounting firm, chosen by the Board of Trustees, after April 15th of the year of the audit.
- Be authorized to receive and disburse budgeted funds and shall request approval from the Board of Trustees for disbursement of funds in excess of ten percent (10%) of any budgeted item amount.

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5. Past Chair.

- The Past Chair Shall be vested with the same duties and responsibilities as the General Trustees and as set forth Section 6.1 and 6.2.

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5.2 Inability to Fulfill Term. All Officers shall serve in their respective offices until retired at an annual meeting. In the case of the inability to serve, the Board of Trustees may appoint a Member of the Board to serve in the absent Officer's position until the next annual meeting.

Deleted: <#>Shall serve on the Board of Trustees for the year immediately following his or her term as Chair of the Board or until the sitting Chair of the Board leaves office, whichever occurs later.¶
Deleted: 7. Licensing Sub-Contract Signer.¶
<#>The Licensing Sub-Contract Signer shall be appointed by the Board of Trustees for a term equal to the remaining length of the Licensing Sub-Contract and is not subject to election or term limits.¶

5.3 Conduct of Officers. The Officers of the Chamber shall be vested with pride and honor and shall be clear to define when they are speaking for the Chamber and shall not use their office for personal gain. No Officer may use their Chamber title in support of or endorsement of political candidates without specific authorization of the Chamber membership.

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ARTICLE VI – COMMITTEES

Standing committees shall consist of Elections Committee and Executive/Operations Committee. Other committees may be established by the Chair of the Board or Board of Trustees as required to meet the goals and objectives of the Board.

6.1 **Elections Committee.** The Elections Committee shall be chaired by the Past Chair, and in his or her absence, by a Member selected by the Chair of the Board. The Past Chair of the Board shall appoint two (2) to four (4) additional Members to the Elections Committee.

Beginning October 1st of even years, the Elections Committee shall gather nominations for Trustees, including the Officer positions of Chair Elect, Chair of the Board, Secretary and Treasurer and nominations will be accepted from the floor at the annual even year membership meeting in October, at which time the nominations will be closed. There shall be a minimum of sixteen (16) nominations for the fourteen (14) elected positions. The Elections Committee shall place the name of the serving Chair Elect on the ballot for the Chair of the Board position insuring that the limitations set forth in Section 4.1, are not exceeded. Nominees will be provided information of the duties of Trustee prior to being placed on the ballot. Ballots will be mailed on or before November 5th to all Members of the Chamber by the Chamber President/CEO and the Elections Committee. Ballots must be received on or before November 20th at the Chamber office. Three (3) Members, not including nominees, selected by the Chair of the Elections Committee, shall count the ballots on or before December 5th. These dates may be changed, as deemed by vote of the Trustees. The top ten (10) vote recipients for the General Board Members will be elected to the Board of Trustees. The top vote recipients for each office will be elected to such office.

6.2 **Executive/Operations Committee.** The Executive/Operations Committee shall consist of the Chair of the Board, Chair Elect, Secretary and Treasurer, Past Chair of the Board, the Chamber’s President/CEO, and one (1) Trustee at large selected by the Board. Duties of the Executive/Operations Committee shall consist of the following:

- Manage the affairs and direct the work of the President/CEO of the Chamber, subject to and in accordance with the directions of the Board of Trustees.

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- Negotiate any employment contract and compensation/benefits of the President/CEO
- Prepare the annual Chamber budget for submission to the Board of Trustees for approval at the January meeting. The budget shall include all anticipated revenues and expenditures.
- Be authorized to incur expenses in accordance with the approved budget, or as directed by the Board of Trustees.
- Staff appraisals will be prepared by the current Chair of the Board with input from the Committee.
- Make monthly reports to the Board of Trustees.

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ARTICLE VII – FISCAL YEAR

The fiscal year of the Chamber shall be the calendar year.

ARTICLE VIII – AMENDMENTS

The By-laws of the Chamber may be amended at any regular meeting of the Chamber by a two-thirds (2/3) vote of the Members present, provided written notice of the intention to amend the By-laws has been approved by a majority of the Trustees and sent to all Members at least thirty (30) days prior to the date of said meeting. Provisions 3.11 and 3.12, above, shall apply to any such membership meeting held under this provision.

ARTICLE IX – NOTICES

Except as may otherwise be required by law, any notice to any Member or Trustee may be delivered personally, by mail, and/or electronically (web site and/or e-mail). If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address on record with the Chamber, with

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postage thereof prepaid. If delivered via electronic mail, the notice shall be deemed to have been delivered when sent to the Member's last known e-mail address on record with the Chamber.

ARTICLE X – EFFECTIVE DATE

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These Amended and Restated By-laws are hereby adopted and are effective on this _____ day of _____, 2009, except for the amended provisions set forth in Sections 4.4, 5.1 and 6.1, which shall become effective with the new Trustees/Officers nomination and election process in the fourth quarter of 2010, and with the new Trustees/Officers commencing to serve pursuant to such modified sections on January 1, 2011. The newly elected Trustees/Officers shall appoint a member to serve as the Past Chair for a two-year term commencing with the January 1, 2011 term.

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Secretary of the Board
North Mason Chamber of Commerce

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