

The logo consists of three curved, parallel lines that resemble a stylized arch or a bridge, positioned above the text. The lines are black with a white, stippled or textured interior.

**LAKE CHELAN**  
**CHAMBER OF COMMERCE**

AMENDED AND RESTATED

September 2012

BY LAWS

OF

LAKE CHELAN CHAMBER OF COMMERCE

BY-LAWS  
OF  
LAKE CHELAN CHAMBER OF COMMERCE

PREAMBLE

Our Mission:

“The Lake Chelan Chamber of Commerce exists to drive economic growth through leadership, advocacy, and promotion that enhances the quality of life in the Lake Chelan Valley.”

As an accompaniment to these by-laws, the Chamber shall create and maintain a Policy and Procedure manual and an Employee Handbook. These by-laws and accompanying documents will be kept at the principal office of the Chamber for use and review by the Chamber Board, staff, members or any interested party.

ARTICLE I

OFFICES

SECTION 1.1      Principal Office. The principal office of the Chamber shall be established and maintained at 102 East Johnson Avenue, Chelan, Washington.

SECTION 1.2      Other Offices. The Chamber may have other offices at such place or places determined by the Board.

ARTICLE II

SECTION 2.1      Memberships. Any person, association, partnership, corporation or estate interested in this organization is eligible for membership. 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.

SECTION 2.2      Applications. Membership applications shall be made on standard forms provided by the Chamber office. Membership is not automatic and the Board may consider each application.

SECTION 2.3      Cancellation. A membership may be revoked by:

- a. A written resignation request to the Board.
- 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.

SECTION 2.4 Membership Obligations. By acceptance of membership all members agree to abide by these By-laws and its rules and regulations.

### ARTICLE III

#### BOARD OF DIRECTORS

SECTION 3.1 Number and Tenure The Board shall consist of nine (9) members of the Chamber elected annually in accordance with the provisions of Section 3.2. One liaison position (ex officio) may be filled by a Chelan City Council member. All elected directors shall serve a term of three years. The term of office shall start on January 1 following their election to the Board. Each director shall hold office until a successor is elected and qualified, or until removal from office or earlier resignation by written notice to the President of the Board. A director may serve any number of terms, but may only serve two terms consecutively.

#### SECTION 3.2 Election

- a. Call for Nominations: On or before August 15<sup>th</sup> the Secretary/Treasurer shall notify the membership via mail of the call for nominations for Board of Director positions. Nominations will be presented to the Nominating Committee by the first Monday in September.
- b. Nomination Committee: On or before the first Monday of September, a nomination committee consisting of the President, Vice-President and Past President shall convene to propose candidates for expired Board of Director positions. Within three (3) business days, this committee shall present the names of those nominees to the Board's Secretary/Treasurer.
- c. Nominee Ballots: By the September Board Meeting the Secretary/Treasurer shall prepare a final election ballot for approval by the full Board of Directors.
- d. Voting: Within three (3) working days after approval by the Board of the final election ballot, the Secretary/Treasurer shall present the ballot to the Chamber members by mail for their votes. The membership shall have ten (10) working days to turn in their votes to the Secretary/Treasurer. Board members are elected by a majority vote of the ballots received by the deadline.

SECTION 3.3 Removal and Resignations Any director or directors, by the approval of a majority of Board of Directors, may be removed from office after notice and opportunity for an audience before the Board is afforded the director concerned. Any director or officer may resign at any time by giving written notice to the Executive Committee. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any vacancies occurring on the Board of Directors shall be filled according to section 3.4.

SECTION 3.4 Vacancies. In the event of a vacancy, the Board of Directors shall fill that vacancy by appointing a director from the membership to serve until the expiration of the vacated term.

SECTION 3.5 Place of Meetings. Meetings of the Board of Directors, regular or special, shall be held at the place and time designated by notice from the person(s) calling the meeting, and may be held either within or without the state of Washington.

SECTION 3.6 Meetings. Regular meetings of the Board of Directors shall be held each month at such time as designated by the Board with a minimum of two days notice. A majority of the directors (5) shall constitute a quorum. The affirmative vote of the directors at a meeting where a quorum is present shall be deemed an act of the Board of Directors. Special meetings may be called at any time by the President or any three (3) Directors with two days notice either personally, by mail, telephone, e-mail or fax. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance by a director at a regular or special meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened. An annual meeting/banquet of the membership of the Chamber shall be held during the last ninety (90) days of each fiscal year. At this meeting, the retiring President shall make a report of the activities of the organization and announce the new Board Directors and Officers.

SECTION 3.7 Attendance. Attendance at all Board meetings is critical to the success and efficiency of the Board. Therefore, prompt and regular attendance at all Board meetings is expected of all Board directors. Members of the Board of Directors shall be deemed present "in person" at a meeting where a conference telephone or similar communications device is used which allows all persons participating in the meeting to hear each other. If a Board director fails to attend regularly scheduled meetings of the Board without making prior arrangements during a consecutive two-month (2) period, a majority of the remaining directors on the Board may vote to remove such director from the Board.

SECTION 3.8 Written Consent. Any action of the Board of Directors which is required or permitted to be taken at a regular or special meeting, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the members of the Board of Directors, is filed in the minutes of the proceedings of the Board of Directors.

SECTION 3.9 General Powers. The Board of Directors shall have general charge and direction of all affairs of the Chamber, and shall set Chamber policy, borrow money, manage and control all its funds and property. The Board shall have the power to employ or authorize the employment of the Executive Director and such other employees as may be deemed necessary, and to fix their compensation. Current staff job descriptions shall be attached to the most recent copy of these by-laws.

## ARTICLE IV

### OFFICERS

SECTION 4.1 Designations. The Board shall have a President, Vice President and Secretary/Treasurer. The Chamber Board shall also have an Executive Director. These four positions and the Past President comprise the Executive Committee. (Executive Director is an ex-officio member of the Executive Committee)

SECTION 4.2 Elections The President of the Board shall call a meeting of the incumbent and newly elected directors within one (1) week of the announcement of the general election results, at which time the Board shall elect from their number a President, Vice President and Secretary/Treasurer. The new officers shall take their office effective January 1. Elections shall be confirmed by a majority vote of those present at the next meeting where the general membership are present. (e.g. the annual banquet or a Chamber luncheon)

SECTION 4.5 Vacancies. Should an officer leave their position permanently during their term, the vacancy shall be filled with a current member of the Board of Directors by a majority vote of the Board. The director elected to fill the vacancy of an officer shall be elected until the natural expiration of the term of the vacated officer. That director's place shall be filled according to the guidelines set forth in section 3.4.

SECTION 4.6 President The President shall preside at all meetings of the Board of Directors and of the membership, shall sign or authorize the signing of all contracts, warrants, checks and other instruments as authorized by the Board and these by-laws, and shall perform all other duties pertaining to this office. The President shall appoint, subject to ratification by the Board and the conditions of these by-laws, a chairperson from a member of the Board to head the Membership Committee as provided for in the policy and procedure manual. The President, subject to approval of the Board of Directors, shall be authorized to form such special committees as deemed necessary for the study and resolution of individual short-term problems or concerns. The President shall be chairperson of the Executive Committee as provided for in the Policy and Procedure Manual.

SECTION 4.7 Vice President The Vice President shall, in the absence of the President, perform all duties of the President. The Vice President shall also have the powers to perform such duties as they may be prescribed by the President, the Board or these by-laws. The Vice President shall be chair of the Planning and Development Committee as provided for in the Policy and Procedure manual.

SECTION 4.8 Secretary/Treasurer The Secretary/Treasurer shall keep, or cause to be kept, a book of minutes at the principal office, or such other place as the Board may order, of all meetings of the Board. The Secretary/Treasurer shall also see that adequate and correct accounts of the properties and business transactions of the Board, including accounts of assets, liabilities, receipts, and

disbursements are kept. The books of account shall be open at any reasonable time for inspection by any director. The Secretary/Treasurer shall be the chairperson of the Budget Committee as provided for in the Policy and Procedure manual. The Secretary/Treasurer shall, in the absence of the President and the Vice President, perform all the duties of the President.

SECTION 4.9 Past President The Past President serves as a resource and consultant to the full Board of Directors as well as serving as a member of the Executive Committee. The Past President shall, in the absence of the President, Vice President, or Secretary/Treasurer, perform all the duties of the President.

SECTION 4.10 Compensation There shall be no compensation, with the exception of reimbursable expenses, for performing the functions of a Board Director. All Directors shall serve without pay or remuneration.

## ARTICLE V

### FISCAL PROCEDURE

SECTION 5.1 Fiscal Year. The Fiscal Year shall be from January 1 to December 31.

SECTION 5.2 Dues. The Budget Committee and Executive Director shall determine a uniform and consistent dues structure for membership and services provided. Membership dues shall be prorated based upon the month of joining and will be billed for the period January 1 through December 31<sup>st</sup> thereafter. The Chamber, at their discretion and on an individual basis, shall offer payment plans for those who wish to join but may not have the full investment amount available at the time of joining.

SECTION 5.3 Budget The Budget Committee shall complete a annual operating budget no later than September 30<sup>th</sup> of the fiscal year prior to the fiscal year the budget is prepared for. Other duties of the Budget Committee are as described in the Chamber's Policy and Procedure Manual.

SECTION 5.4 Indebtedness. No indebtedness shall be incurred by the Board of Directors in any one year in excess of the available amount in the treasury and the amount becoming due in memberships dues and other income during that particular year.

SECTION 5.5 Signatures. Two signatures, unless the Board deems otherwise, shall be required for all financial instruments in an amount over \$500.00. Multiple checks shall not be written for any singular expenditure to avoid the two signature/\$500.00 requirement. Authorized check signers shall be the current members of the Executive Committee, except for the past president.

SECTION 5.6 Liability of Board. No liability shall exist against

any member of the Chamber beyond the annual dues or services provided as established by the Budget Committee.

SECTION 5.7 Dissolution. On dissolution of the Chamber, any funds remaining shall be distributed to a like organization with an applicable Internal Revenue Service 501 (c) designation. as determined by the Board.

ARTICLE VI

AMENDMENT TO BY-LAWS

General provisions that apply the to the Board may be altered, amended, repealed or added to by the affirmative vote of a majority of the Chamber members present at a meeting involving a special vote for that purpose. Such general provision changes may be presented for vote only upon approval of a majority of the Board.

ARTICLE VII

INDEMNIFICATION

SECTION 7.1 General To the full extent permitted by law the Lake Chelan Chamber of Commerce shall indemnify any who was or is a party or is threatened to be made party to any civil, criminal, administrative or investigative action suit or proceeding whether brought by or in the right of the corporation or otherwise by reason of the fact that he/she is or was a Director or Officer of the corporation, or is or was serving at the request of the corporation as a Director or Officer of another corporation, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; and the Board of Directors may at any time approve indemnification of any other person which the corporation has the power to indemnify. Indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law by contract.

SECTION 7.2 Insurance. The Chamber shall maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Chamber or another Chamber, partnership, joint venture, trust or other enterprise against any expense, liability or 1055, whether or not the Chamber would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations.

SECTION 7.3 Non-Profit Corporation Act The Chamber may enter into contracts with any director or officer of the Chamber in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect



indemnification as provided in this Article.

SECTION 7.4 Employees and Agents. The Chamber may, by action of its Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Chamber same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Chamber or pursuant to rights granted pursuant to, or provided by, the Washington Non-Profit Corporation Act or otherwise.

ARTICLE VIII

RULES OF ORDER

In all matters of parliamentary practices, Robert's Rules of Order, in the most current edition, shall be used as authority.

ARTICLE XIV

SEVERABILITY

The provisions of these Bylaws shall be separable each from any and all other provisions of these By-laws, and if any such provision shall be adjudged to be invalid or unenforceable, such invalidity or unenforceability shall not affect any other provision hereof, or the powers granted to this Chamber by the Articles of Incorporation or By-laws.

AMENDMENTS APPROVED AND BY-LAWS ADOPTED BY MAJORITY VOTE OF THE MEMBERS DURING THE ANNUAL ELECTION IN SEPTEMBER 2012.

Witnessed  
by: \_\_\_\_\_ Date: \_\_\_\_\_  
Board President

Witnessed by:  
\_\_\_\_\_ Date: \_\_\_\_\_  
Executive Director