

BY-LAWS
of the
PORT TOWNSEND CHAMBER OF COMMERCE

Article 1- Objective

Section 1. The objective of the Port Townsend Chamber of Commerce shall be to aid in the development of the community as a commercial, industrial and residential center.

Specifically,

- To help business prosper and grow,
- To increase job opportunities,
- To encourage an orderly expansion and development of all segments of the community,
- To contribute to the overall economic stability of the community
- To assist in promoting good roads, transportation, schools and other things necessary for the welfare of our community.

Article 2 - Membership

Section 1. Membership shall consist of any individual, corporation, partnership, association, organization, or other entity in good standing in the community and of good character who is willing to support the objective of the Port Townsend Chamber of Commerce. Membership Classes shall be Business Members, Individual Members, Community Members, and Honorary Members.

Section 2. Business Members shall consist of corporations, partnerships, sole proprietors, non-profits, or associations. All Business Members shall have membership for 1 year, shall have the right to cast one vote, and shall be obligated to pay such dues, as shall be established in a nondiscriminatory manner by the Board of Directors.

Section 3. Individual Members shall consist of individuals representing themselves and not a business. All Individual Members shall have membership for 1 year, shall have the right to cast one vote, and shall be obligated to pay such dues, as shall be established in a nondiscriminatory manner by the Board of Directors.

Section 4. Community Members shall be a class of membership who pay a reduced membership (dues). Community Members shall be nonvoting members and shall consist of service clubs, non-profit organizations, public education. Such membership shall be for one year.

Section 5. Honorary Members shall be a class of nonvoting members of the Chamber. Honorary Membership shall be conferred by the Board of Directors under such conditions as

the Board sees fit.

Section 6. The board of Directors, by amendment of these By-laws, may establish other classes of members; Provided, that no such additional classes shall have voting or proprietary rights without adoption by the general membership. The rights and duties of such other classes of members shall be provided by the Board of Directors.

Section 7. Membership Dues shall be classified by the Finance Committee each year and adopted by the Board of Directors. The amount of dues shall be based upon the needs for the yearly budget. Dues are due in full every 12 months. No member shall be deemed to be in good standing if he or she is delinquent in the payment of his or her dues for a period of more than two months.

Section 8. Business and Individual Members in good standing shall be entitled to one vote at all meetings and shall be eligible to election as officers and the Board of Directors, to serve on committees when appointed, and shall enjoy all privileges which the Chamber offers. If a membership stands of record in the name of a firm, association or corporation it shall designate a representative, and the vote of such representative shall bind the member firm, association or corporation. Other representatives of the firm, association, or corporation may attend Chamber meetings but may not vote and shall be known as Associated Members. Associate Members may serve on committees but not the Board of Directors. Failure to pay dues shall constitute a forfeiture of membership.

Section 9. Any member may be expelled, for cause, by a resolution passed by two-thirds vote of the entire Board of Directors in an Executive Session at any meeting called for that purpose. Such member shall be notified of the intention of the Board to consider his expulsion by written notice of at least ten days, shall be entitled to be present and be heard. Any expelled member may appeal to the General Membership to overrule the Board of Directors' decision. Such appeal will be conducted by mailed ballot at the member's expense and will require a majority vote of the membership voting to overrule the expulsion decision.

Article 3- Officers and Board of Directors

Section 1. The Officers of the Chamber of Commerce shall consist of a President, President-Elect, Treasurer, Secretary and Past-President. The Board shall consist of ten Directors and the aforementioned Officers.

Section 2. No member of the Chamber can serve in any other organization in the capacity of representing the Chamber of Commerce unless specifically authorized by the Board of Directors.

Section 3. The governance of the Chamber, the direction of its work, the financial welfare and control of its property shall be vested in a Board of Directors, all of whom shall be

members, or employed and designated by the member, in good standing of the Chamber of Commerce.

Section 4. All Board of Directors seats and offices may be held for a maximum of two terms. The individual must step down from the Board for one year before returning to any Board of Directors position.

Section 5. Board members and officers are not eligible for employment with the Chamber of Commerce.

Section 6. All resignations shall be tendered to the board of Directors in writing.

Section 7. Board Members may vote on a particular issue by written proxy submitted to Board of Directors President, 24 hours in advance, if they are unable to attend a particular Board meeting in person.

Article 4-Nomination for Officers and Directors

Section 1. The President at the first meeting of the month of October shall appoint a Nominating Committee of five members in good standing, one of which will be the Past-President who shall chair the Committee. They shall select and put in nomination candidates for President, President-Elect, Treasurer, Secretary and Directors. The names of these nominees shall be presented to the Chamber at its first meeting in November and shall be filed for record at that meeting by the Secretary.

Section 2. It shall be the privilege of any other five members in good standing to place in nomination candidates for any or all of the Officers and Directors they may deem advisable. Should nominations be made in this manner they shall be reported to the Chamber not later than the second meeting in November and be filed for record by the Secretary.

Article 5- Election of Officers and Directors

Section 1. Upon the completion of nominations at the second meeting in November, the President shall appoint an Election Committee of three members, one of which shall be the Secretary, who will chair the Committee, whose duty it shall be to prepare and count ballots in accordance with the nominations submitted.

Section 2. The election for Officers and Directors shall be held at the third meeting of the Chamber in November of each year.

Section 3. Voting shall be by ballot at the designated Monday Lunch meeting. Only Members present and in good standing shall be entitled to vote.

Section 4. Nominees for each office, except those of Directors, receiving the highest vote shall be declared elected. If the names of more than the required number of Directors are placed in nomination for the office of Directors, those receiving the highest numbers of votes shall be declared elected. A runoff of a tie shall be held by written ballot at the next regular meeting. If the resulting vote results in a another tie then the Board Of Directors will declare the winner.

Section 5. The membership shall be notified by mail at least one week in advance of the coming election.

Article 6- Duties of Officers

Section 1. President. The President shall preside over all meetings of the Chamber and Board of Directors, review all contracts or other documents signed by the Executive Director; Co-sign with the Executive Director all contracts that exceed \$10,000 which must be reviewed and authorized by the Chamber Board of Directors, and shall call all meetings not otherwise specified by the Chamber. The President, with board approval, shall sign all agreements between the Chamber of Commerce and other organizations or individuals. The President shall also appoint all committees unless otherwise instructed. The President shall serve as a member on the Board of Directors and Executive Board. The President shall serve on at least one Board of Directors Committee. The term of office shall be January 1 through December 31.

Section 2. President-Elect. The President-Elect shall fill the duties of the President of the Board when the President shall be absent or when requested by the President to act in that capacity, or to complete the term of the President if the President is unable to complete the term, for whatever reason. The President-Elect shall determine speakers for the weekly meetings. The President-Elect shall serve as a member on the Board of Directors and the Executive Committee during the term of office: January 1 through December 31. The President-Elect shall serve on at least one Board of Directors committees.

Section 3. Past President. The Past President shall fill the duties of the President if the President and President-Elect are both unable. The Past President shall chair the Nominating Committee. The Past President will serve as a member of the Board of Directors and the Executive Committee. The Past President shall serve on at least one additional Board of Directors committee. The term of office will be January 1 through December 31.

Section 4. Secretary. The Secretary shall keep the records and prepare the minutes for all meetings of the Board of Directors, Executive Committee and the Chamber and shall assist in the management of its affairs when required by the President, Chamber or Board of Directors . The Secretary shall chair the Election Committee. The Secretary shall serve as a member of the Board of Directors and the Executive Committee. The Secretary shall serve

on at least one additional Board of Directors Committees. The term of office shall be January 1 through December 31, for 2 consecutive calendar years.

Section 5. Treasurer. The Treasurer shall be custodian of all the funds and monies. The Treasurer shall pay all bills when authorized by the Chamber or the Board of Directors and shall render complete and accurate a statement of the finances monthly and at the end of each term of year or when called upon to do so. The Treasurer shall chair the finance committee. The Treasurer shall serve on the Board of Directors and the Executive Committee. The Treasurer shall serve on at least one additional Board of Directors committee. The Treasurer shall be responsible for adhering to all Sections laid out in Article 12: Finances. The term of office shall be January 1 through December 31, for 2 consecutive calendar years.

Article 7- Directors

Section 1. Directors shall act as an advisory board to the Chamber and shall have general authority in the affairs of the Chamber and they are empowered to carry out the objective for which the Chamber of Commerce has been formed. When necessary Directors shall have authority to act on matters requiring immediate or confidential consideration.

Section 2. Each Director shall serve on at least one Board of Directors Committee.

Section 3. Vacancies of all Officers and Board of Directors positions mid-term shall be filled by the Board of Directors until the regular annual election where the membership will vote to fill any remainder of the vacant position.

Section 4. When a member of the Board of Directors has been absent from three consecutive regular board meetings, the seat may be declared vacant by a board vote. The Board of Directors is hereby authorized to fill all vacancies until the regular annual election.

Section 5. The Board of Directors, only when acting as a board shall have authority to make ordinary expenditures of the funds of the Chamber.

Section 6. Directors shall vote on the annual budget proposed by the finance committee not later than the first meeting of December of each calendar year. After the budget has been approved, no expenditures not included in the budget shall be incurred or paid by the Chamber without prior approval of the Board of Directors in regular or special meeting assembled.

Section 7. The term of office shall be for three consecutive years. Three or four positions shall stand for election each year.

Article 8- Meetings

Section 1. Regular meetings of the Chamber of Commerce shall be held on Monday of each week at a meeting place selected by a vote of the membership. The Board of Directors shall meet once each month at a location designated by the President. Special or other meetings shall be appointed by the President of the Chamber.

Section 2. A quorum for a meeting of the Chamber of Commerce shall consist of twelve members in good standing. A quorum for a meeting of the Board of Directors or Executive Committee shall consist of Half of the Board or Committee plus one.

Section 3. Upon motion of any member of the Board of Directors, the Board may, by affirmative vote, go into Executive Session. (Only Board Members and Executive Director in attendance).

Section 4. No recommendation or endorsement of the Port Townsend Chamber of Commerce, or its Directors, of any project or of any individual tending primarily to promote the private gain or personal aggrandizement of any individual or organization shall be taken while any applicant or representative of any project or organization seeking such endorsement or recommendation is present while the ballot thereon is being cast.

Section 5. No member shall be permitted to speak more than twice, no longer than ten (10) minutes each time on any single subject, except by an affirmative vote of the Board of Directors

Article 9- Committees

Section 1. The Personnel Committee is comprised of the Executive Committee and will serve until the completion of their terms. The Personnel Committee shall implement Personnel policies and conduct an annual Performance Review of the Executive Director, The Personnel Committee shall report to the Board of Directors with recommendations for the hiring and dismissal of the Chamber Executive Director. The hiring and dismissal of the Chamber Executive Director requires a two-thirds vote of the Board of Directors. The Chamber Executive Director is responsible for implementing Personnel Policies for other paid personnel.

Section 2. Committees may be created and eliminated as the President deems necessary and the President shall have the power to define and direct the duties of such committees, with the approval of the Board of Directors.

Section 3. The President shall appoint all committee chairpersons, subject to the confirmation of the Board of Directors, except those committees already outlined in the By-Laws.

Section 4. The Executive Committee, composed of the current officers, shall meet monthly and shall be empowered to act in emergency situations between Board of Directors' meetings. Action taken will be ratified at the next regularly scheduled Board of Directors meeting.

Section 5. The actions of all committees on behalf of the Chamber of Commerce, must be approved by the Board of Directors.

Section 6. The Chair of each committee shall be responsible to report to the Board all actions of the committees.

Section 7. Political Endorsements and other legislation must be reviewed by the legislative committee of the Board of Directors. Their recommendation must then be submitted and voted on by the Board of Directors.

Section 8. Committee meetings may be called at any time by the President or Chair of a specific committee.

Article 10- By-Laws

Section 1. Roberts Rules of Order shall apply for the proceedings of all meetings not specified in the By-laws.

Section 2. These By-laws can be repealed or amended at a regular meeting of the Chamber when proposed in writing if advised by the Directors or requested by five members.

Section 3. Any suggested changes shall be submitted in writing two weeks before action can be taken.

Section 4. The membership must be notified by email at least one week prior to proposed changes in the By-laws.

Section 5. All By-laws previously adopted are hereby repealed.

Section 6. Authentication shall be accomplished by initialing and dating each page and signing the final page of the By-laws by the President.

Article 11- Disposition of Assets Upon Dissolution

Section 1. In the event of the dissolution of the corporation, after paying or adequately providing for any debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established tax exempt status under 501-C3 of the internal revenue code, as designated by the board of directors at the time the corporation is dissolved.

ARTICLE 12 Finances

Section 1: Funds. All monies paid to the Chamber of Commerce shall be placed in the general operating fund unless contractually obligated to maintain in a separate account. Any monies subscribed or contributed for a special purpose shall be accounted for separately. Any funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All contracts that exceed \$10,000 and have been reviewed and authorized by the Chamber Board of Directors shall be co-signed by the President.

Section 3: Fiscal Year. The fiscal year of the chamber shall close on December 31, of each year.

Section 4: Budget. The Finance Committee shall complete a budget of estimated income and expenses for the fiscal year and submit it to the Board of Directors before the December meeting. The Board of Directors shall adopt a budget no later than its January meeting.

Section 5: Annual Audit. The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31, by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6: Bonding . The President and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the chamber.

Section 7: Designated Income Source. The Board of Directors may designate a Chamber sponsored activity as a Chamber income Source. Once designated, such activity may not be used by third parties as an income source depriving the Chamber of said funds without Board approval.

Revised August 1, 2009
Ryan Anderson, President

Date