

**GREATER LAKE STEVENS CHAMBER OF COMMERCE  
BY-LAWS  
AMENDED May 2009**

**ARTICLE I – NAME**

This organization is incorporated under the laws of the State of Washington and shall be known as the GREATER LAKE STEVENS CHAMBER OF COMMERCE.

**ARTICLE II – PURPOSE**

The Greater Lake Stevens Chamber of Commerce is organized to achieve:

- A. An improved free and competitive business system by creating:
  - 1. A better understanding and appreciation of the importance of the business person and a concern for his/her problems.
  - 2. A more intelligent public opinion regarding city, county, state and national affairs.
  - 3. A greater appreciation of the value of investing time and talents on behalf of the interests of business.
  
- B. Promoting business and community growth and development by:
  - 1. Promoting economic programs which strengthen and expand business potential.
  - 2. Promoting educational programs which strengthen and expand professionalism and better communication within the business community.
  - 3. Promoting civic, social and cultural programs to increase the functional and aesthetic values of the community.
  - 4. Discovering and informing about legislative acts which may affect business and community betterment.
  - 5. Representing the collective business community.

**ARTICLE III - LIMITATION OF METHODS**

The Greater Lake Stevens Chamber of Commerce is a not-for-profit, non-partisan and non-sectarian organization that desires to achieve the objectives of:

Section1. Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; Chamber has the responsibility to persuade legislators to pass laws to better the business environment of the city, county and state and to promote the election of candidates that support a healthy business environment. Preventing or addressing controversies which are detrimental to expansion and

growth of business and the Lake Stevens community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business;

Section 2. Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community, and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3. If the Chamber Board deems it necessary, they will be allowed to hire employees for the following positions: Executive Officer; Administrator and Government Affairs Chairperson.

#### **ARTICLE IV – MEMBERSHIP**

Section 1. Any individual, partnership, corporation, association or estate who resides in, or is actively engaged in a business or profession in the Greater Lake Stevens area, or who may be otherwise interested in furthering the objectives of the Greater Lake Stevens Chamber of Commerce may become a member upon payment of dues as hereinafter provided.

Section 2. Dues: Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, and payable annually.

Section 3. Rights: Members of the Chamber shall have the right and are encouraged to appear before any committee, either special or standing, and participate in the discussion of any matters under consideration. Each member shall be entitled to one vote for any matter that comes before the general membership for vote.

##### Section 4. Termination of Membership

A. If a member has not responded to an annual dues billing within 30 days following said billing, a second annual dues billing notice shall be mailed to that member. If said member does not pay such dues within 20 days of the second dues billing notice, said member shall be contacted by a member of the Board of Directors. If no payment is then received within 20 days, said membership shall be terminated.

B. The Board of Directors reserves the right to remove members for malfeasance.

## **ARTICLE V - OFFICERS AND THEIR DUTIES**

Section 1. Officers: The elected officers of the Chamber shall be a President, President-Elect, a Treasurer and a Secretary who shall be elected annually by the general membership. They shall serve for a term of one year.

Section 2. Duties: Duties of the officers shall be such as their titles, by general usage, would indicate, and such as are required by law, and such as may be assigned to them by the Board of Directors from time to time.

Section 3. Qualifications: Any person whose membership is in good standing (dues payment i.e. current) with the Chamber is eligible to serve as an elected officer. Family members of chamber employees are not eligible to serve elected positions. Only one representative per paid membership shall be allowed to serve in an elected position.

Section 4. President's Role: The President shall preside at all meetings of the Board of Directors and general membership. The President shall make annual reports showing the condition of the affairs of the Chamber, and make such recommendations as he/she deems proper, submitting them to the Board and to the membership at the member general meeting. The President shall from time to time bring before the Board such matters and make such suggestions as may tend to promote the prosperity and increase the effectiveness of the Chamber. The President shall be an ex-officio member of all committees of the Chamber.

Section 5. President-Elect: In the absence of the President, the President-Elect shall act in his/her place. The President-Elect shall discharge such duties as may be assigned to him/her by the President or by the Board of Directors. The President-Elect shall serve Program Chairman, and shall be the next presiding President.

Section 6. Treasurer: The Treasurer shall keep a full and accurate account of receipts and disbursements in books belonging to the Chamber and shall render to the President and the Board on a monthly basis or as requested, an account of all his/her transactions as Treasurer, and the financial condition of the chamber. The Treasurer shall pay all bills and accounts authorized in the annual budget or as directed by the Board. As soon as possible after the close of the fiscal year, the Treasurer shall submit a report for the preceding fiscal year. The Treasurer shall be an ex-officio member of the Finance and Budget Committee.

Section 7. Secretary: The Secretary shall: (1) Keep the minutes of the Board of Directors meetings in books provided for this purpose; (2) See that all notices are given in accordance with the provisions of these By-laws or as required by law; (3) Keep a register of the mailing address of each member of the Chamber which shall be furnished by each member; (4) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. **Outgoing President.** The outgoing President shall serve in an advisory capacity to the Board of Directors (with voting privileges) and general membership for one year following his/her term as President.

Section 9. **Termination of Office.** Should an officer be unable to fulfill his/her term of office, he/she shall submit a letter of resignation to the Board of Directors for their appropriate action. Following three unexcused absences from monthly Board of Directors meetings, the Board shall have the authority to review the status of the officer and proceed with termination if appropriate. A majority vote of the Board of Directors is required for termination.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. **Board Composition:** The business and affairs of the Chamber shall be managed by a Board of Directors; herein referred to as the "Board". The Board is comprised of a maximum of eight members; along with the Board Officers – President; President-elect; Treasurer; Secretary and Past-President. The Board of Directors and Officers shall be elected by the general membership from the active and in good standing members of the Chamber of Commerce.

Section 2. **Term of Office.** All holders of Board of Director positions shall serve for three year terms. Provided that a director has served for a full three-year term, he/she shall not be eligible for re-election until one year shall have elapsed.\* Vacancies occurring during the year shall be filled by the Board and shall serve the remainder of the unexpired term. The Board will have up to one calendar year to fill a vacancy. A Board director who has filled a vacancy of one year or less would be eligible to run for the three-year position.

Section 3. **Qualifications.** Any person whose membership is in good standing (dues payment current) is eligible to serve as elected members of the Board of Directors of the Greater Lake Stevens Chamber of Commerce. Family members of Chamber employees are not eligible to serve elected positions. Only one representative per paid membership shall be allowed to serve in an elected position.

Section 4. **Powers.** The Board of Directors, in conducting the affairs of the Chamber, may exercise all such powers, in the name of the corporation, to sue and be issued, buy, hold, sell, lease or mortgage both real and personal property; to incur debts, to borrow money, giving notes of the corporation signed by two or more officials duly authorized by the Board for that purpose, together with such collateral therefore as may be required; and may enter into contracts of any kind furthering the purpose of the Chamber. The Board shall be responsible for the financial affairs of the Chamber, and for raising money for its support. No promise or commitment of the Chamber for any proposition other than those under the direct supervision of the officers of the chamber shall be made unless the Board shall first pass a resolution embodying the clear and definite intention of the approval of any proposition.

Section 5. Policy Resolution: All resolutions adopted by committees or affiliated organizations and all reports and other communications which purport to reflect the policy and attitude of the Chamber shall first be approved by the Board of Directors, before being released either to the membership of the Chamber or to the public, except such resolutions, reports and other communications as shall be approved or authorized in advance by the Board of Directors.

Section 6. Meetings Frequency: Regular meetings of the Directors shall be held at least once a month unless cancelled by vote of the board prior to scheduled meeting date. A special meeting of the Board may be called at any time by the President. At all meetings of the Board, seven members shall constitute a quorum.

Section 7. Termination: Should a Board member be unable to fulfill his/her term of office, he/she shall submit a letter of resignation to the Board of Directors for their appropriate action. Following three unexcused absences, within a twelve month period from monthly Board of Directors meetings, the Board shall have the authority to review the status of that Board member and proceed with termination if appropriate.

Section 8. Board of Directors Policy for E-Mail Voting:

A. Action without meeting of Board of Directors (BOD)

1. Any vote that is permitted at a board of directors' meeting may be taken without a meeting if the provisions of this policy are met.
2. Each BOD member voting by e-mail must provide a clearly stated reply.
3. Action taken under this policy becomes effective when votes are tallied and a determination has been made.
4. Any vote taken using this policy has the same effect as a vote taken at a BOD meeting and becomes a part of the recorded minutes of the next official board meeting.

B. E-Mail Etiquette

For the procedures that follow, the BOD will observe the following e-mail etiquette:

1. All communications will be via the Chamber e-mail list serve.
2. Each sender of an e-mail message will include his/her name at the end of a message.
3. When referencing other e-mail messages, specific passages shall be quoted prefaced by the originator's name, [John Smith wrote]. Full-text e-mail messages should not be quoted or resent.

C. E-Mail Voting Procedure

For issues requiring Board of Directors (BOD) decisions or actions that could not be completed at scheduled meetings, or which the president feels would require resolution before the next scheduled BOD meeting, the following procedures will be followed:

1. Those eligible to vote include all members of the Officers and BOD
2. Any BOD member who has voting rights may make a motion.
3. Motions should be worded as such and sent to the President.

4. The President designates a Moderator - either himself/herself or a designee.
5. The Moderator posts the motion to the listserv and assigns a "Subject" to it so that the debate and subsequent votes can be associated with the motion. The form of the subsequent e-mail subject lines will be Motion: <name>.
6. A "second" of a motion should be sent to the listserv within 24 hours.
7. The Moderator opens the seconded motion for debate on the listserv with a stipulated date/time deadline for debate, usually 48 hours from the posting time/date, and a stipulated date/time for voting, usually 72 hours from the posting date. Timelines, shortened or lengthened, from those set by the moderator must be approved by 2/3 of the BOD.
8. Only one motion may be debated during the timeline, unless approved by the President. On-line debate should include the text of the motion with each posting.
9. Amendments may be posted to the listserv any time during the debate period. The form of the subsequent e-mail subject line will be Amendment#\_<name>.
10. A second to the amendment should be sent to the listserv within 24 hours.
11. The Moderator opens the seconded amendment for debate and re-issues a timeline, if necessary.
12. Debate and voting are not concurrent. Extensions of debates can be requested. The Moderator or any BOD can call to table a motion for further debate, or postpone a motion to in-person meetings.
13. At the beginning of the voting period, the Moderator posts the motion, including any amendments, with the message subject header: "Motion Vote: <name> " or " Motion as amended # Vote- <name>."
14. Votes will be sent to the Moderator, and/or listserv if desired, to approve, oppose, or abstain. If no vote is received from a voting BOD, that person is recorded as "not voting." In the event email is not available to the director, he/she may telephone his vote.
15. The Moderator shall send confirmation back to each voter.
16. At the end of the voting period, the Moderator tallies the votes. A majority of the BOD must vote to constitute a quorum.
17. The Moderator may announce the result of the vote before the deadline if the outcome has been decided. The Moderator sends the results to the listserv in "roll-call" fashion, stating the BOD and his/her vote.
18. The Secretary records the wording of the motions, voting results, and date of the final vote in the formal minutes.

## **ARTICLE VII – COMMITTEES**

Section 1. Appointment & Authority: The Board of Directors shall authorize the appointment of such committees as may be deemed necessary for the conduct of the affairs of the Chamber, and it shall define their duties and responsibilities.

Section 2. Leadership: The President shall appoint all committees, and they shall serve during his/her tenure. He/she shall, with the approval of the Board of Directors, appoint a chairperson and one or more vice-chairpersons for each

committee. Each such chairperson or vice-chairperson shall serve a term of one year only, unless sooner terminated by the President, except that in exceptional cases he/she may be reappointed for a second term.

Section 3. Functions: It shall be the function of the committees to investigate and make recommendations to the Board of Directors. No committee shall have the power to commit the Chamber on any matter of general policy or financially obligate the Chamber without the approval of the Board of Directors. If the Board or any other chamber committee chair feels that there is a potential conflict of interest involving certain members in attendance, the Board and/or Chamber members reserve the right to ask them to leave the meeting during the vote, or abstain from voting. Meetings may be called at any reasonable time by the President or Chairperson.

Section 4. Finance Committee: A finance and Budget Committee composed of not less than three members of the Board of Directors in addition to the Treasurer shall be appointed annually by either the President or the Chairperson of the Finance Committee. The Committee shall from time to time advise the Board with respect to the financial position and financial policies of the chamber, and shall suggest ways and means of conserving and increasing the revenues of the corporation. The Finance Committee shall assist the President in preparation of the annual budget for presentation to the Board after the annual meeting. The Committee shall have the books and accounts of the Treasurer examined and audited at the close of the fiscal year by the Audit Committee, and shall report the findings to the Board.

Section 5. Audit Committee: An Audit Committee composed of not less than two persons shall be appointed by the President from the general membership. The duty of this committee will be to audit all books and accounts of the Treasurer at the end of the fiscal year and report the findings to the Finance Committee.

## **ARTICLE VIII - NOMINATIONS AND ELECTIONS**

Section 1. Time of Election: The regular election of Officers and Directors of the Chamber shall be held on first meeting of November of each year. All directors and officers then elected shall serve the term for which they are respectively elected.

Section 2. Nominating Method: Not less than sixty days before election-day, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of three members of the Chamber, chaired by the current President-Elect.

The Nominating Committee shall nominate from the members in good standing of the Chamber, nominees for Officers and the Board of Directors in a number at least equivalent to the number of vacancies to be filled at said regular election. In selecting said nominees, the committee shall consider among other things that the Board should be fairly representative of the whole membership of the

Chamber. The committee shall contact all the nominees thus selected prior to placing their names on the ballot, and secure indication of their willingness to serve, if elected. The President-Elect shall present the slate of nominees to the Board at the board meeting prior to election-day. No later than twenty days prior to the date of the election, the committee shall file with the Secretary its list of nominees, and the Secretary shall promptly mail that list to all members. With the mailing, the Chamber officers shall inform the members that they have the right to make additional nominations from the floor during the election.

Section 3. Balloting and Tabulations. Said election shall be by ballot of the members in good standing of the Chamber, conducted under the direction and supervision of an Election Committee to consist of three members of the Chamber appointed by the President with the approval of the Board of Directors, one of whom shall be a director and the other two shall be active members of the Chamber but not Directors. Members shall vote by ballot in person or show of hands in conformity with such additional rules and regulations as the Board may adopt. Any member who cannot be present to vote in person shall have the right to request and submit a sealed proxy vote which shall be received by the President prior to the regular election. Each voting member shall have the right to cast a single vote for each position which is open for election. A simple majority shall elect.

Section 4. Terms of Office: The newly elected officers and directors shall begin their term on January 1st, following their election to office. Incumbent officers and directors, whose terms are expiring, shall continue to hold office until their successors are inaugurated. Newly elected officers and directors will be included in any planning and/or budget processes for the upcoming year, and if held before their official inauguration date, will have a vote in the process.

## **ARTICLE IX – BUDGET**

Section 1. Preparation: As soon as possible after the annual meeting of each year, the Board of Directors shall adopt a budget for the fiscal year. The tentative budget shall be prepared by the President with the advice of the Finance & Budget Committee and shall be mailed to the members of the Board one week before the meeting at which it is to be considered. As passed by the Board, this budget shall be the appropriation measure of the chamber, no agreement, contract or obligation other than in payment of current salaries of office employees involving the payment of money or credit of the Chamber for more than \$250.00 (two hundred fifty dollars) shall be entered into without the order of the Board. Availability of funds must be budget & verified prior to expenditure.

## **ARTICLE X - FISCAL YEAR**

The fiscal year of the Chamber shall end the thirty-first day of December each year.

## **ARTICLE XI - PARLIAMENTARY PROCEDURE**

The proceedings of the Chamber meetings shall be governed and conducted according to the latest edition of Robert's Revised Rules of Order.

## **ARTICLE XII - SIGNING THE ROLL**

Eligibility: Any individual, partnership, corporation, association, or estate desiring to become an active member of the Chamber shall, in person or by an officer, or by an attorney, sign an application for membership in the Chamber.

## **ARTICLE XIII - ANNUAL MEETING OF MEMBERSHIP**

The Annual Meeting of the membership of the Chamber shall be held in the month of November in each year, at such place, day, and hour as the Board of Directors may appoint, and the total membership notified in writing of such meeting no less than thirty days in advance. At this Annual Meeting, elections of officers and new board members shall be held.

## **ARTICLE XIV - BY-LAWS REVIEW AND AMENDMENT**

By-Laws of the Greater Lake Stevens Chamber of Commerce shall be reviewed annually, or as directed by the Board. Amendments or additions to the By-Laws deemed necessary or desirable shall be adopted by a majority vote of the Board. Revised January, 2006

## **ARTICLE XV – NON-DISCRIMINATORY CLAUSE**

In all matters including the awarding of grants and scholarships, employment decisions and selection of the Board of Directors, this organization shall not discriminate based on the race, religion, color, national origin, sex, sexual orientation, or physical disability of the applicants.

### **Revision August 2006:**

*Sections of the By-Laws were updated and reviewed August 2006. Those sections are Article IX – expenditure limits; Article VI section 1- Board of Directors and Article VI section 6 - Board of Directors*

### **Revisions October 2007:**

#### **1) Qualifications of Officers (Article V)**

*Section 3. Qualifications: Any person whose membership is in good standing (dues payment i.e. current) with the Chamber is eligible to serve as an elected officer. Family members of chamber employees are not eligible to serve elected positions. Only one representative per paid membership shall be allowed to serve in an elected position.*

## **2) Qualifications of Board Members (Article VI)**

*Section 3. Qualifications. Any person whose membership is in good standing (dues payment current) is eligible to serve as elected members of the Board of Directors of the Greater Lake Stevens Chamber of Commerce. Family members of chamber employees are not eligible to serve elected positions. Only one representative per paid membership shall be allowed to serve in an elected position.*

## **3) Nominations and Elections (Article VIII)**

*Section 4. Terms of Office: The newly elected officers and directors shall begin their term on January 1st, following their election to office. Incumbent officers and directors, whose terms are expiring, shall continue to hold office until their successors are inaugurated. Newly elected officers and directors will be included in any planning and/or budget processes for the upcoming year, and if held before their official inauguration date, will have a vote in the process.*

## **4) Meeting Frequency (Article VI)**

*Section 6. Meetings Frequency: Regular meetings of the Directors shall be held at least once a month unless cancelled by vote of the board prior to scheduled meeting date. A special meeting of the Board may be called at any time by the President. At all meetings of the Board, seven members shall constitute a quorum.*

## **Revisions May 2009:**

### **1) Email Voting (Article VI)**

#### ***Added Section 8 Board of Directors Policy for E-Mail Voting***

#### ***A. Action without meeting of Board of Directors (BOD)***

- 5. Any vote that is permitted at a board of directors' meeting may be taken without a meeting if the provisions of this policy are met.*
- 6. Each BOD member voting by e-mail must provide a clearly stated reply.*
- 7. Action taken under this policy becomes effective when votes are tallied and a determination has been made.*
- 8. Any vote taken using this policy has the same effect as a vote taken at a BOD meeting and becomes a part of the recorded minutes of the next official board meeting.*

#### ***B. E-Mail Etiquette***

*For the procedures that follow, the BOD will observe the following e-mail etiquette:*

- 4. All communications will be via the Chamber e-mail list serve.*
- 5. Each sender of an e-mail message will include his/her name at the end of a message.*
- 6. When referencing other e-mail messages, specific passages shall be quoted prefaced by the originator's name, [John Smith wrote]. Full-text e-mail messages should not be quoted or resent.*

#### ***C. E-Mail Voting Procedure***

*For issues requiring Board of Directors (BOD) decisions or actions that could not be completed at scheduled meetings, or which the president feels would require resolution before the next scheduled BOD meeting, the following procedures will be followed:*

- 19. Those eligible to vote include all members of the Officers and BOD*
- 20. Any BOD member who has voting rights may make a motion.*
- 21. Motions should be worded as such and sent to the President.*
- 22. The President designates a Moderator - either himself/herself or a designee.*
- 23. The Moderator posts the motion to the listserve and assigns a "Subject" to it so that the debate and subsequent votes can be associated with the motion. The form of the subsequent e-mail subject lines will be Motion: <name>.*
- 24. A "second" of a motion should be sent to the listserve within 24 hours.*

25. *The Moderator opens the seconded motion for debate on the listserv with a stipulated date/time deadline for debate, usually 48 hours from the posting time/date, and a stipulated date/time for voting, usually 72 hours from the posting date. Timelines, shortened or lengthened, from those set by the moderator must be approved by 2/3 of the BOD.*
26. *Only one motion may be debated during the timeline, unless approved by the President. On-line debate should include the text of the motion with each posting.*
27. *Amendments may be posted to the listserv any time during the debate period. The form of the subsequent e-mail subject line will be Amendment#\_ : <name>.*
28. *A second to the amendment should be sent to the listserv within 24 hours.*
29. *The Moderator opens the seconded amendment for debate and re-issues a timeline, if necessary.*
30. *Debate and voting are not concurrent. Extensions of debates can be requested. The Moderator or any BOD can call to table a motion for further debate, or postpone a motion to in-person meetings.*
31. *At the beginning of the voting period, the Moderator posts the motion, including any amendments, with the message subject header: "Motion Vote: <name> " or " Motion as amended # Vote- <name>."*
32. *Votes will be sent to the Moderator, and/or listserv if desired, to approve, oppose, or abstain. If no vote is received from a voting BOD, that person is recorded as "not voting." In the event email is not available to the director, he/she may telephone his vote.*
33. *The Moderator shall send confirmation back to each voter.*
34. *At the end of the voting period, the Moderator tallies the votes. A majority of the BOD must vote to constitute a quorum.*
35. *The Moderator may announce the result of the vote before the deadline if the outcome has been decided. The Moderator sends the results to the listserv in "roll-call" fashion, stating the BOD and his/her vote.*
36. *The Secretary records the wording of the motions, voting results, and date of the final vote in the formal minutes.*

**Added 2) Non-discriminatory clause (Article XV)**

*In all matters including the awarding of grants and scholarships, employment decisions and selection of the Board of Directors, this organization shall not discriminate based on the race, religion, color, national origin, sex, sexual orientation, or physical disability of the applicants.*