

Forks Chamber of Commerce By-Laws

Revised September 2011

ARTICLE I. NAME AND PURPOSE

Section 1. Name

The name of this corporation shall be the Forks Chamber of Commerce, Inc. The corporation shall be referred to throughout these by-laws as “the Chamber.” The purpose for which the corporation is formed is to assist in the development of the City of Forks and the surrounding area as outlined in the Articles of Incorporation filed June 2, 1967, with the Secretary of State.

Section 2. Mission Statement

The Mission of the Forks Chamber of Commerce is to provide members an environment where businesses, organizations and communities can be successful. The mission can be realized through ongoing partnership with our members, Board of Directors, local/state government, Tribes, volunteers and the public we serve.

The Chamber’s Mission is to-

- Promote businesses and community with a positive business climate and encourage economic development.
- Develop programs that help businesses prosper and grow.
- Act as a referral source to prospective citizens/businesses on data pertinent to Clallam County and Jefferson County.
- Promote and develop tourism for the West End of Clallam County, Jefferson County, Forks and the surrounding area.
- Contribute effectively to a positive entrepreneurial climate and management of a changing market.

- Promote the educational, historic and cultural resources of Forks and the surrounding area.
- Provide services at a reasonable cost to membership through a process of generating net income.

ARTICLE II. MEMBERSHIP

Section 1. Membership

Any reputable person, firm, organization, association, corporation, estate or partnership having an interest in the purposes of this corporation shall be eligible for membership upon payment of dues.

Section 2. Honorary & Courtesy Memberships

Honorary memberships may be issued by the Board. Courtesy memberships may also be exchanged with other business organizations with mutual interests at the discretion of the Chamber Board. Honorary and Courtesy members shall be invited to participate in meetings without payment of dues but shall not be qualified to hold office in the Chamber.

Section 3. Payment of Dues and Amount

Annual dues shall be paid in accordance with a schedule established periodically by the Board of Directors.

Section 4. Voting

All members whose dues are paid up to date shall be considered members in good standing, shall be entitled to one vote and the right to representation at the general Business meetings through its appointed representative. The Board has approved that voting may take place by email, fax or mail.

Section 5. Termination of Membership

- Any member may resign from the Chamber by giving written notice to the Executive Director, who shall notify the Board of Directors.
- Any member may be expelled by a two-thirds vote of the Members present at a general meeting of the Chamber with advance notification that there will be a vote taken on the termination. The expulsion is used for conduct unbecoming a member or prejudicial to the objectives of the Chamber. Voting on the expulsion will be by a written ballot at the meeting. Ballots will be returned to the President and the results of the voting announced at the meeting. The member being considered for expulsion will be given notice in writing of said meeting and will be given the opportunity to be heard at the meeting.
- Should a situation arise where repeated complaints are made about a member's business practice, the situation will be discussed at a Chamber of Commerce Board meeting and actions such as censure may result. The business in question will be given an opportunity to interact with the Board in presenting its case.
- Membership may be discontinued for nonpayment of dues after May 30th. In the event of a sale of a business or firm, membership shall be retained by the business or firm rather than the individual representative of the business or firm.

ARTICLE III. MEETINGS

Section 1. Regular

Regular membership meetings of the Chamber shall be held every Wednesday for ten months throughout the year unless otherwise decided by the General Membership. Traditionally, the first Wednesday of each month is designated as the Business meeting. Subsequent weekly meetings shall be devoted to special topics, featuring guest speakers of interest to the business membership.

The Board of Directors shall meet not less frequently than eleven times per year. Minutes of these meetings will be kept and submitted to the Chamber Office along with the minutes of the Monthly Business meetings. Meetings of the Board of Directors will be open to members in good standing. Five Elected Directors shall constitute a quorum at the regular or special meetings of the Board.

Traditionally the Board meets the fourth Thursday of the month unless notified by the President.

Section 2. Annual

The annual meeting of the Chamber shall be held on the first meeting in January each year and shall include the installation of officers.

Section 3. Special

Special meetings of the Chamber may be called by the President at his or her discretion. The President must call a meeting upon petition in writing of any ten members in good standing. Members shall be notified in writing or email of special meetings at least five days prior to said meeting.

Section 4. Committees

Committee meetings may be called at any time by its committee chairman or the President.

Section 5. Quorums

At any regular Board Meeting of the Chamber, five elected directors shall constitute a quorum. Board Members may vote on issues via email.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1. Board of Directors

The government of the Chamber, the direction of its work and the control of its property shall be vested in an Eleven Member Board of Directors including the current officers, the immediate Past President and four members in good standing who will be elected from the General Membership in accordance with Article IV. The term of these Directors shall be one year and no director shall hold the same office for more than two consecutive years. Each shall be entitled to a vote.

Additionally, the Board of Directors shall have a seat for the Mayor of the City of Forks (or his/her annual designee) and a seat for the Quileute Tribal Chair Person (or his/her annual designee). These two seats shall have voting authority but will not be subject to the term limit that applies to other Directors.

Section 2. Vacancy

In the event of death, resignation or removal of an officer or Director other than the President, the vacancy shall be filled by appointment by the Board of Directors. In the event of the death, resignation or removal of the President, the Vice President shall succeed to that office. Any member of the Board who has three (3) unexcused absences from regularly scheduled monthly meetings of the Board during the Chamber's fiscal year shall be in jeopardy of dismissal from the Board.

Section 3. Officers

The Chamber shall have the following officers: President, Vice-President, Secretary, Treasurer and Past President. The officers shall be elected from the General Membership in accordance with Article IV. No officer shall hold a single office-for more than two consecutive years.

Section 4. President

The President shall preside at all meetings of the Chamber and be entitled to a vote. He or she shall execute in the name of the corporation all legal papers of the corporation authorized by the general membership and shall appoint all committees and chairpersons.

The President shall chair a committee to conduct annual Performance Evaluations of the Executive Director and Visitor Center Manager.

Section 5. Vice-President

The Vice President shall be vested with all the powers and shall perform all the duties of the President in case of the President's absence. The Vice President shall be charged with scheduling guest speakers for program meetings of the General Membership.

Section 6. Secretary

The Secretary shall keep minutes of all proceedings of the membership and Board as well as other records as required. Said records shall be maintained in annual catalogues to show the membership the activities of the Chamber and be available for public disclosure. In the absence of the Secretary at any meeting of its membership, the President shall designate one of the members present to act as Secretary for that meeting.

Section 7. Treasurer

The Treasurer shall represent the Board of Directors in examining all aspects of the Chamber finances including current budget details. The treasurer will maintain coordination with the Chamber Visitor Center Manager, who reports income and makes deposits, and the bookkeeper, who provides accounting services to the Chamber. Another duty for Treasurer will be the monthly review of the budget before it is presented to the Board for approval. Monthly budgets are sent to the Treasurer, Director and Visitor Center Manger by the Chamber

bookkeeper for review. The Treasurer will make budget inquiries whenever necessary and appropriate. Weekly co-signing of checks will also be a duty along with the Chamber President, Vice President, Chamber Director or Visitor Center Manager.

Section 8. Past President

The Past President acts as an advisory to the Board, and serves on the Executive Committee. When the President and the Vice President are not available for duties, the Past President will step in to conduct Board and General Meetings. The Past President provides reference to the Chamber's by-laws during Board proceedings to ensure all decisions are guided by these laws, and shall chair a committee to conduct an annual review of such by-laws. In the absence of a Past President, the latter responsibilities are to be assumed or delegated by the President.

Section 9. Liability

The Chamber shall provide liability insurance for the Board. The Chamber shall indemnify and hold harmless each person who has served, is serving or shall serve as an officer of this corporation against any and all claims, liabilities, fines or other penalties, excluding criminal acts, including all reasonable expenses of defense incurred in relation; to the performance of his or her duties to the corporation, except to the extent that he or she shall have been finally adjudged by a Court of competent jurisdiction to be liable for willful misconduct in the matters out of which the claim, liability, fine or other penalty arises.

Section 10. Conflict of Interest

Each Director, officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person has received a copy of the Chamber's Conflict of Interest policy, has read and understands this policy and agrees to uphold its integrity.

ARTICLE V. COMMITTEES

Section 1. Appointment of Committees

The President shall appoint all committees and their chairmen to facilitate the work of the Chamber. Each President shall, as promptly as possible after election, proceed to organize the committees of the Chamber.

Section 2. Committee Membership

Members of all committees shall be members in good standing of the Chamber.

Section 3. Policy

No committee shall take or make public any form of action or any resolution or in any way commit the Chamber without having first received the approval of the Board. The President shall determine when and if to call for a motion on a committee recommendation that comes before the Board.

ARTICLE VI. ELECTIONS

Section 1. Nominating Committee

At the first regular meeting held in September of each year, the President shall appoint a nominating committee composed of the immediate Past President, the current President, one Director and one member at large.

Section 2. Selection of Nominees

By the first meeting in October of each year, the nominating committee shall place in nomination a sufficient number of members in good standing to fill the

vacancies occurring in the positions of officers and Directors of the Chamber. All nominees shall have been contacted by the committee and shall have agreed to serve if elected.

Section 3. Additional Nominations

Additional nominations for the positions of officers of the Chamber may be made by any member in good standing by submitting the nomination to the General Membership at any regular meeting prior to and including the second meeting in October.

Section 4. Elections of Officers and Board of Directors

- a. Election of officers and Board of Directors shall be held by announcing, mailing and/or emailing the slate of candidates, voting date, time and location to each member in good standing after the second meeting in October of each year. Members who are unable to be present for voting may submit ballots to the Chamber Office on or before October 30 by mail, fax, email, or by leaving the ballot with the Chairman of the nominating committee. The nominating committee shall tabulate the ballots and present the results of the election at the meeting in November. A simple majority of votes for each office shall determine election of the new officers.
- b. Tie votes shall be decided by lot under the direction of the nominating committee.

ARTICLE VII. PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

The most recent edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

ARTICLE VIII. LIMITATION OF METHODS

Section 1. Endorsement

This Chamber shall be non-profit, non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for political office in any city, county, state or nation.

No action by any members, committee or officer shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved or ratified by the General Membership or the Board of Directors. The President shall determine when and if to call for a motion that comes before the Board or General Membership.

The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 C (6) of the Internal Revenue Code.

ARTICLE IX. DISSOLUTION

The chamber shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation and no part of its funds shall inure or be distributed to members of the corporation. On dissolution of the Chamber, any

funds remaining after the payment of debits of the corporation shall distributed to the City of Forks.

ARTICLE X. AMENDMENTS

These By-laws may be amended, altered or repealed by the affirmative vote of two-thirds of the members of the Board of Directors at any regular or special meeting, provided the proposed action be presented in writing at the regular meeting of the Board preceding such vote, or notice in writing or email be sent to each member of the Board at least ten (10) days prior to such vote. Board action must be ratified by a majority of the Chamber membership in attendance at a Business meeting or at any other meeting of the Chamber members called for that purpose by the Directors.

ARTICLE XI. AUDITS

The Board of Directors shall ensure that an internal audit is conducted in January of each year. The audit shall be performed by a three-person committee to be appointed by the President at the first board meeting of the year. Members of this committee will not be the President, the Treasurer, or the Secretary. The committee will be directed to meet and have a report at the following board meeting. The report must be accepted by a motion of the Board of Directors.

ARTICLE XII. CHAMBER EXECUTIVE DIRECTOR

Section 1. Duties

The Board of Directors shall employ an Executive Director upon such terms as it shall periodically review. The Director shall be charged with the general supervision and management of the business affairs of the Chamber; shall be responsible for the day to day activities of the employees and staff of the corporation and shall be responsible for ensuring compliance with the policies and directives of the Board of Directors by the employees and staff. All of the duties are defined in the job description that can be revisited yearly.

The budget of the corporation, including receipts and disbursements, shall be prepared annually by the Executive Director. The budget shall be presented to the Board of Directors for review during the month of November, and shall be recommended to the Board for its approval during the December meeting with an effective date being the 1st of January of the following year. Copies of the proposed budget must be sent to the Board of Directors prior to the December meeting. The Executive Director has a responsibility to manage the Chamber's fiscal affairs at or below the budget level.

Section 2. Annual Review

There will be an annual review in September of the work of the Executive Director, his/her salary and the job description and that of the Visitor Center Manager. This review will be a function of the President, Past President, Secretary and Treasurer of the Board of Directors who will solicit information from the rest of the Board prior to finalizing the review.

REVISED AND ADOPTED BY THE MEMBERSHIP ON: April 4, 2012

_____, **President**

_____, **Vice President**

_____, **Past President**

_____, **Secretary**