

MT. BAKER CHAMBER OF COMMERCE BY-LAWS
CURRENT AS OF 12/31/2022

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ARTICLE I: General

Section 1: Name

The name of this Organization shall be Mount Baker Chamber of Commerce (herein referred to as The Chamber).

Section 2: Mission

The mission of the Mt. Baker Foothills Chamber of Commerce is to provide its members with a resource network for business and community development. We also strive to maintain a sense of unity while being advocates for improvements that enhance the viability of our businesses and the quality of life.

Section 3: Limitations

The Chamber shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code and shall refrain from any involvement in nomination, supporting or appointing any candidate for national, state, county, or local office, whether political or non-partisan.

ARTICLE II: Membership

Section 1: Eligibility

Any interested person, business person or entity, association, partnership, agency, or corporation that supports the Mission of the Chamber shall be eligible for membership.

Section 2: Membership Definition

Community members, Business persons and entities, may apply for Membership. Members will pay dues each year and are allowed to vote during Membership Meetings and are allowed to serve as an officer.

Section 3: Membership Dues

The amount of dues members must pay will be decided by the Board of Directors.

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Section 4: Termination

- A: Members may terminate their membership at any time by writing to the Board of Directors and indicating that they wish to terminate their membership.
- B: The Board of Directors may terminate any member for failure to pay dues after 90 days of their renewal date.
- C: A two thirds majority of the Board of Directors may terminate a member for conduct unbecoming a Chamber member or actions that damage the reputation of the Chamber or compromise its ability to achieve its mission.

Article III: Membership Meetings

Section 1: Annual General Membership Meeting

The Annual General Membership Meeting of the Chamber shall be scheduled each year at a site selected by the Board of Directors within the Foothills region. Minutes of these membership meetings will be recorded by the Executive Director.

Section 2: Special Meetings

Special Meetings of the Chamber membership may be called by the Board of Directors or petition signed by a simple majority of Chamber members submitted to the Board of Directors. The agenda of the Special Meeting shall be limited to the specific item(s) identified for the meeting.

Section 3: Quorum

Twelve (12) members shall serve as a required quorum to do business at the Annual General Meeting or Special Meeting of the Chamber. Each Active member may cast one vote.

Section 4: Meeting Notice

Written Notice of all Membership Meetings stating the day, hour and location and major agenda items shall be mailed or emailed to all Chamber members at least 15 days prior to the meeting.

Article IV: Electronic Notice and Voting

Section 1: Electronic Notice and Voting for Meetings of the Board of Directors

- A. Electronic Notice: Notifying a director by email is allowed when the director has completed the Electronic Notice Form and has indicated what email address should be used for notifications.
- B. If the Chamber is unable to electronically transmit two consecutive notices to the email address provided will constitute revoking consent.
- C. Electronic Voting: Voting by email is a valid source of voting as long as the requirements of electronic notice have been met. Directors may take the action of voting to complete a quorum for action needed by the Executive Director in order to conduct the regular business of the Chamber.
 - a. These electronic votes, or votes by email, will be recorded in the minutes as having been made through email.
 - b. Chamber action is approved under this section when the last director provides their electronic vote by email.
 - c. Decisions made by electronic voting must be unanimous and include participation of all board members, except board members who may recuse themselves because of conflicts of interest.

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- d. Votes made electronically under this section have the effect of a meeting vote and may be described as such in any record.

Section 2: Electronic Notice and Voting for Meetings of the Membership

- A. Electronic Notice: Notifying a member by email is allowed as a regular form of communication from the Chamber.
- B. Electronic Voting: Members may vote by email by responding to a form, created by the Chamber, for the following purposes:
 - a. To elect members of the board of directors
 - b. To approve meeting minutes
 - c. To approve amendments to the Chamber Bylaws
 - d. A quorum of no less than 12 responses by email will complete the action indicated by the Chamber in the form.
 - e. These electronic votes, or votes by email, will be recorded in the minutes as having been made through email.
 - f. Chamber action is approved under this section when the 12th member provides their electronic vote by email.
 - g. Votes made electronically under this section have the effect of a meeting vote and may be described as such in any record.

Article V: Governance

Section 1: Board of Directors

The governance of the Chamber, its policy decisions, scope of work, control of its property and the responsibility for its financing and budgeting, is vested in a Board of Directors. The Board will consist of a minimum of 5 elected members, and the immediate Past President, as an ex-officio member. A minimum of two Directors shall be elected on an annual basis for two (2) year staggered terms. The immediate Past President shall be an ex-officio member of the Board of Directors for at least one (1) year.

Section 2: Duties

The Board of Directors is responsible for formulating and adopting policy and establishing procedures for Chamber operation.

Section 3: Election of Directors

The election of Directors shall be held at the Annual General Membership Meeting each year.

Section 4: Election Committee

The Election Committee shall be responsible for holding the election of Directors at the Annual General Membership Meeting and counting the ballots, if they are used. Within at least fifteen (15) days after the Annual General Membership Meeting, the certified election results shall be sent to the membership-at-large.

Section 5: Effective Date of Election Elected Directors

Newly elected Directors become vested on the first Board of Directors Meeting following the General Membership Meeting where they were elected. The powers and obligations of all retiring Directors shall automatically cease following the certification of the election results.

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Section 6: Board Meetings

Meetings of the Board of Directors shall be held regularly, at a minimum of 4 times per calendar year. Minutes of these board meetings will be recorded by the Executive Director.

Section 7: Quorum

A minimum of four (4) Board Members shall constitute a Quorum for any meeting.

Section 8: Salaries

All members of the Board of Directors are volunteers.

Section 9: Resignation of Board Member

A director who misses 3 consecutive board meetings without contacting the Board Chair or the Executive Director will be considered resigned.

Section 10: Impeachment of Board Member

A Member of the Board of Directors may be asked to resign by a majority vote of the Board of Directors.

Section 11: Vacancies

Vacancies on the Board of Directors can be filled by appointing a new director to finish the term.

Article VI: Officers

Section 1: Election of Officers

The Officers of the Board of Directors shall consist of President, Vice-President, and Treasurer. The Past President or designated director shall chair the election of the officers by the Board of Directors as the initial agenda item at their first meeting following the Annual General Membership Meeting elections.

Section 2: Terms of Office

All officers shall be elected for one (1) year terms. Officers assume responsibility upon their election and their duties and obligations begin immediately. All retiring members of the Board of Directors shall relinquish their responsibilities following the certification of the Annual General Membership Meeting elections or upon their resignation.

Section 3: Duties of Officers

(a) President

The President shall be the Chief (Executive) Officer of the Chamber and its official spokesperson, preside at all meetings of the membership and the Board of Directors, perform such duties as the Board of Directors may require and act as general supervisor of the Chamber staff.

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(b) Vice President

The Vice President shall assist in the conduct of general Chamber affairs as requested by the President or the Board of Directors.

(c) Treasurer

The Treasurer shall be responsible to the Board of Directors for the conduct of the Chamber's financial affairs, and shall maintain such records as may be necessary to monitor and report on the financial condition of the Chamber. The Treasurer shall prepare, with the assistance of the Executive Director, a proposed operating budget for submission to the Board of Directors approximately 60 days before the end of the current Fiscal Year.

Section 4: Officer Vacancies Procedure

When a vacancy occurs in the office of the President, the Vice President shall succeed him or her for the duration of the remainder of the annual term so vacated. In all other Officer vacancies, the Board of Directors shall elect successors to the vacated positions.

Article VII: Committees and Councils

Section 1: Duties

The Board of Directors shall authorize and define the authority and the duties of all committees.

Section 2: Divisions

The Board of Directors may create such councils, departments, divisions, or subsidiary corporations to further the Mission of the Chamber. The Board shall define the authority and duties of such special groupings. Each may adopt such rules, regulations and procedures, as it considers necessary for its operation, subject to the approval of the Board of Directors.

Article VIII: Finances and Property

Section 1: Funds

All funds collected by the chamber shall be placed in a general operating fund. The Board of Directors may authorize use of funds from the reserve account to supplement current operations. The Board of Directors shall have the power to authorize the solicitation of funds, to incur debt, borrow money, and to pledge the credit of the Chamber in order to expedite or finance activities designed to carry out the Mission of the Chamber.

Section 2: Disbursements

Chamber funds shall be disbursed for the sole purpose of furthering the Mission of the Chamber. Following the approval of an annual operating budget by the Board of Directors, the authorized signers on the Chamber bank account are approved to make disbursements on accounts and expenses provided for in the budget. The President, Treasurer and Executive Director are authorized to withdraw funds and issue checks on behalf of the Chamber.

Section 3: Fiscal Year

The Fiscal Year of the Chamber shall be January 1 to December 31.

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Section 4: Annual Operating Budget

The Treasurer shall present a proposed operating budget for the ensuing Fiscal Year at a board meeting during the fourth quarter for the board's approval. The Board of Directors may review and modify the budget as frequently as they deem necessary.

Section 5: Property

The Board of Directors shall have the power to purchase, hold, sell, lease, mortgage or exchange real estate or Chamber property required for conducting the affairs of the Chamber.

Article IX: Bylaw Amendments

Section 1: Board of Directors Recommendation

The Board of Directors may amend or repeal the bylaws by recommendation. These proposed changes must be mailed to the membership at least 15 days prior to the meeting where the recommendations are to be considered. Amending or repealing the by-laws requires a two-thirds majority of the members in attendance.

Section 2: Membership-at-Large Petition

The membership-at-large may amend or repeal the Bylaws by submitting to the Board of Directors a petition signed by 1/3 of the membership-at-large. Amending or repealing the by-laws requires a two-thirds majority of the members in attendance.

Article X: Parliamentary Procedure

Section 1: Procedural Questions

The latest edition of Robert's 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.