

Mt. Baker Chamber of Commerce
Annual General Membership Meeting
Bylaw Amendments

Please note:

These bylaw amendments are to replace existing Articles in their entirety with new articles. The existing text is printed in blue and the proposed replacement text is printed in black. There will be time during the meeting to offer other amendments to the bylaws. Please contact Rebecca if you have other amendments to suggest or bring them with you to the meeting.

Rebecca
360-599-1518
info@mtbakerchamber.org

AMENDMENT 2017-001

ORIGINAL TEXT

ARTICLE I: General

Section 1: Name

The name of this Organization shall be The Mount Baker Foothills 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.

PROPOSED TEXT

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 Chamber is a local resource for business and community development. Working together, we advocate for improvements to our businesses and our 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.

AMENDMENT 2017-002

ORIGINAL TEXT

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 Classification

2(a) Active Members

Business persons and entities, associations, partnerships, or corporations, supporting the Chamber Mission may apply for Active Membership. Active members shall pay dues and fees, as prescribed by the Board of Directors, and shall enjoy full privileges of the Chamber, to include, but not limited to, voting and holding of offices. Active businesses, associations, partnerships and corporate members may designate additional officers, employees, partners or associates to a maximum of five (5) Representatives each entitled to exercise full active membership privileges, upon compliance with such conditions as may be prescribed by the Board of Directors. Lists of such Representatives, as well as any changes to said list, shall be forwarded to the Board of Directors in written form.

2(b) Associate Members

Persons who are not directly involved in business, but support the Mission of the Chamber, may apply for Associate Membership. Associate Members shall pay dues and fees as prescribed by the Board of Directors and shall enjoy the full privileges of the Chamber including holding office.

2(c) Honorary Members

An Honorary Membership may be conferred by the Board of Directors upon a person whom, due to his or her position, or past activities, deserves such recognition by providing exemplary support to the Mission of the Chamber. Honorary Membership shall have duration of one (1) year from the date of approval and may be renewed by action of the Board of Directors. Honorary Members shall not be required to pay dues and shall enjoy the full privileges of the Chamber, except the right to vote in elections, or to hold office.

2(d) Life Membership

Life Membership may be conferred by the Board of Directors upon a person who has, by distinguished service to the Chamber, the local community, region or state, demonstrated fullest possible support of the Mission of the Chamber. Approval of Life Membership requires a

unanimous agreement by vote of all the members of the Board of Directors. Life Members shall not be required to pay dues and shall enjoy the full privileges of the Chamber without reservation.

Section 3: Application Process

Applicants for membership shall submit a completed Membership Application form, along with a check for dues, to the Board of Directors. Nominations for Honorary and Life Membership shall be made to the Board of Directors on a Special Membership Application form.

Section 4: Fees

Membership dues and fees may be fixed in such amounts as may be determined by the Board of Directors.

Section 5: Termination

Chamber members are terminated by the Board of Directors upon receipt of a written resignation by the member. The Board of Directors may terminate any active or associate member for failure to pay dues, fees or assessments within a reasonable time limit after such financial obligations become due. A two-thirds majority of the Board of Directors may terminate a member for conduct unbecoming a Chamber member or actions taken that damage the reputation of the Chamber or compromise its ability to achieve its Mission.

PROPOSED TEXT

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.

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.

AMENDMENT 2017-003

Article III Original Text:

ARTICLE III: MEETINGS

Section 1: Annual General Membership Meeting

The Annual General Membership Meeting of the Chamber shall be scheduled during the February board meeting of each year at a site selected by the Board of Directors within the Foothills region.

Section 2: Special Meeting

Special Meetings of the Chamber membership may be called by the Board of Directors or petition signed by a 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, Associate, or Life member may cast one vote. Designated Representatives registered with the Board of Directors may also 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.

PROPOSED TEXT

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.

AMENDMENT 2017-004

ORIGINAL TEXT

Article IV: 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 adequate financing and budgeting, shall be vested in a Board of Directors. Such entity shall 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. These policies shall be maintained in a policy manual to be reviewed each year by the Board.

Section 3: Election of Directors

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

Section 4: Nominating Directors

At least forty-five (45) days prior to the Annual General Membership Meeting, the President shall appoint a three (3) member Nominating Committee: one (1) to be the outgoing, or immediate Past President, one (1) member from the Board of Directors, and one (1) member from the membership-at-large.

At least twenty (20) days before the Annual General membership Meeting, a list of not less than three (3) members who have consented to the presentation of their names as candidates for election to the Board shall be presented to the Vice President.

The Vice President shall include the Report of the Nominating Committee in the mail notification to the membership of the Annual General Membership Meeting at least 15 days prior to the

Annual General Membership Meeting and advise the membership that any member may make additional nominations during the Annual General Membership Meeting.

Section 5: Election Committee

At least thirty (30) days prior to the Annual General Membership Meeting, the President shall appoint a two (2) member Election Committee to be chaired by the Vice President: one (1) member from the Board of Directors and one (1) member from the membership-at-large. The Election Committee shall be responsible for holding the election of Directors at the Annual General Membership Meeting and counting the ballots. The number of nominees receiving the highest sequential number of votes corresponding with the number of Directors to be elected shall be declared Members of the Board of Directors. Ballots will be sealed in a large envelope and stored for a period of one (1) year. 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 6: Elections

All voting at the Annual General Membership Meeting shall be executed upon the Official Ballot furnished by the Election Committee.

Section 7: Effective Date of Election Elected Directors

Newly elected Directors shall automatically become vested with the power, authority, and responsibility of a Director of the Board on the first Board of Directors Meeting. The powers and obligations of all retiring Directors shall automatically cease following the certification of the Annual General Membership Meeting election results.

Section 8: Board Meetings

Meetings of the Board of Directors shall be held regularly, at a minimum of once per calendar month on a fixed day, such as the second Monday of each month. Special meetings of the Board of Directors may be called at any time by the President, or in her/his absence, the ranking officer, or such special meetings shall be called by the President upon the receipt of a written request of three (3) or more Directors. All Board meetings shall be open to all members unless otherwise designated by the Board of Directors.

Section 9: Quorum

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

Section 10: Salaries/Compensation Prohibition

No Member of the Chamber Board of Directors shall receive any salary, stipend, or other financial compensation, commodity, trade goods/services, or other consideration of value during their term of office.

Section 11: Resignation of Board Member

The absence of any Director from three (3) consecutive meetings of the Board, without a reasonable excuse, shall practically constitute a resignation from office by the concerned Director.

Section 12: 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. However, if the said Director should refuse to tender a resignation, the Board of Directors shall randomly select a Panel of eleven (11) members for the purpose of hearing both sides of the dispute. The decision of the Panel shall be final.

Section 13: Vacancies

Vacancies on the Board of Directors shall be filled by appointment of the Board of Directors for the duration of the remaining term. In the case of the impeachment of a Past President, no replacement shall be chosen.

PROPOSED TEXT

Article IV: 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.

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.

AMENDMENT 2017-005

ORIGINAL TEXT

ARTICLE V: OFFICERS

Section 1: Election of Officers

The Officers of the Board of Directors shall consist of President, Vice-President, Secretary, and Treasurer. The Past President 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, and all officers shall automatically become vested with the power and authority, and responsibility upon their election and their duties and obligations shall commence immediately. All retiring members of the Board of Directors shall relinquish their power, authority, and responsibilities following the certification of the Annual General Membership Meeting elections.

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. The President shall appoint the Chairperson, with the exception of the Election Committee, and members of all committees, and serve as an ex-officio member of all such committees.

(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 and shall supervise such specialization activities as may be assigned to him by the President or the Board of Directors. The Vice President shall chair the Election Committee and the annual Policy Manual review.

(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 and shall assist the President in such other matters as may be necessary. The Treasurer shall prepare, in conjunction with the President, a proposed operating budget for submission to the Board of Directors at least 60 days before the end of the current Fiscal Year.

(d) Secretary

The Secretary shall keep the minutes of the meeting of the Board of Directors and of the membership. The Secretary shall maintain such records of the Chamber Membership and keep such other records as the Board of Directors may require.

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.

PROPOSED TEXT:

ARTICLE V: 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.

(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.