

**MT. BAKER CHAMBER OF COMMERCE BY-LAWS**  
**CURRENT AS OF 12/13/2017**

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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: 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.

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**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.

**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.

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**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.

**Article VI: Committees and Councils**

**Section 1: Duties**

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

**Section 2: Committee Membership**

The President shall appoint all committees subject to the confirmation of the Board of Directors.

**Section 3: 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 VII: Finances and Property**

**Section 1: Funds**

All funds collected by the chamber shall be placed in a general operating fund. Unused funds from the current year's budget shall be placed in a reserve account. 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

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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 President is authorized to make disbursements on accounts and expenses provided for in the budget. Disbursements shall be by check. The President and the Treasurer are authorized to withdraw funds and issue checks on behalf of the Chamber. All disbursements exceeding \$500.00 shall require two signatures.

**Section 3: Fiscal Year**

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

**Section 4: Annual Operating Budget**

The Treasurer shall present a proposed Chamber operating budget for the ensuing Fiscal Year at the December Board of Directors Meeting for their 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 personal property required for conducting the affairs of the Chamber

**Article VIII: Referendum**

**Section 1: Consultation with Membership**

The Board of Directors may from time to time, at its discretion, submit by referendum to the entire membership of the Chamber questions of general interest and of special importance.

**Article IX: By-Law Amendments**

**Section 1: Board of Directors Recommendation**

The Board of Directors may initiate amendments to, or the repealing of, the By-Laws 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 initiate amendments to, or the repealing of, By-Laws 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.

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**Article X: Parliamentary Procedure**

**Section 1: Procedural Questions**

The latest 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 of By-Laws of the Chamber.