

Port Orchard Chamber of Commerce Bylaws

Forward: These bylaws have been prepared as an operational guideline for the Port Orchard Chamber of Commerce. Taken from a wide range of existing formats used by chambers nationally, the most important provisions for a solid set of bylaws are presented here. The Port Orchard Chamber of Commerce Board of Directors can adapt the wording and format to the changing needs of the chamber of commerce as required and approved by the current, elected board of directors.

Article I

General

Section 1. Name:

This organization is incorporated under the laws of the State of Washington and shall be known as the Port Orchard Chamber of Commerce (hereinafter the "Chamber"). Beginning February 1, 2021, the Chamber began operating as Doing Business As "South Kitsap Chamber of Commerce (hereinafter the "Chamber")"

Section 2. Purpose:

The Port Orchard Chamber of Commerce is organized to advance the general welfare and prosperity of the South Kitsap area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

The Chamber is a membership-based organization of businesses and individuals working together to promote a favorable local business climate; encourage strong community leadership; and support quality of life.

Section 3. Area:

The South Kitsap area, or South Kitsap economic region, shall include the cities (or communities) of Port Orchard, Annapolis, Southworth, Harper, South Colby, McCormick Woods, Manchester, Olalla, Sunnyslope, Gorst, and Burley; and the county of South Kitsap.

Section 4. Limitation of Methods:

The Port Orchard Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Article II

Membership

Section 1. Eligibility:

Any business, corporation, partnership, association or person having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2. Procedure/Election:

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant.

Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3. Membership Dues:

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board.

Section 4. Termination (resignation, expulsion, and delinquency):

1. Any member may resign from the chamber upon written request to the board of directors;
2. Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause;
3. And any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5. Voting:

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast 1 vote. No proxy votes are allowed.

Section 6. Exercise of Privileges:

Any business, corporation, partnership, association or person holding membership may nominate individuals whom the holder desires to exercise the privileges of membership and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation:

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members.

A detailed outline for each of these groups shall be a part of the organization's procedures manual or orientation handbook.

Section 8: Honorary Membership:

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues.

The board of directors shall confer or revoke honorary membership by a majority vote.

Article III
Meetings

Section 1. Annual Meeting:

The annual meeting of the Chamber, in compliance with State law, shall be held on a date to be fixed by the Board of Directors.

The time and place shall be fixed by the Board of Directors and notice sent to each member at least ten (10) days before said meeting via email, e-flash, and/or mail.

Section 2. Additional Meetings (general membership, board, and committee meetings):

General meetings of the chamber may be called by the chair of the board at any time, or upon petition in writing of any (number or percentage of members in good standing): notice of special meetings shall be sent

by mail or emailed each member at least 5 days prior to such meetings; board meetings may be called by the chair of the board or by the board of directors upon written application of 3 members of the board.

Notice, including the purpose of the meetings, shall be given to each director at least 1 day prior to said meeting; committee meetings may be called at any time by the chair of the board, respective department vice chair, or by the committee's chair.

Section 3. Quorums:

At any duly called general meeting of the chamber, 5% of members shall constitute a quorum; at a board meeting, a majority of directors' present shall constitute a quorum.

At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

A duly constituted quorum at any meeting remains in effect until adjournment, except that business not on the approved agenda cannot be voted upon with less than a duly constituted quorum.

Section 4. Notices, Agenda, Minutes:

Notice of all regularly scheduled Board meetings must be given at least five (5) days in advance. An advance agenda and minutes must be prepared for all meetings.

A detailed outline for the preparation of Agendas shall be a part of the Chamber's procedures manual.

Article IV
Board Members

Section 1: Composition of the Board:

The board of directors shall be composed of up to 15 members, one-third of whom shall be elected annually to serve for 3 years or until their successors are elected and have qualified.

The incoming Chair of the board may appoint, subject to the approval of the board, 1 member to the board to serve a one-year term. The past Chair and the President/CEO shall serve as members of the board.

The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. Selection and Election of Directors:

A. Nominating Committee.

The Chair of the board shall appoint, subject to approval of the board of directors, a nominating committee of 7 members of the chamber. The committee shall be made up of the Chair, Vice Chair, past Chair, 3 chamber members in good standing, and a retiring Board Member in good standing. The past Chair of the board shall be designated as the chair of the committee.

No later than August 1st, the Nominating Committee shall present to the Chair and the Executive Director a slate of candidates to serve 3-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No board member who has served two consecutive 3-year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored.

B. Public Notice of Nominations.

Upon receipt of the Nominating Committee's report, the President/CEO shall immediately notify the membership by email, as well as social media and luncheon announcements, of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 10 qualified members of the chamber. Such petition shall be filed with the Nominating Committee within 10 days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination.

If no petition is filed within the designated period, the nominations shall be closed, and the nominated slate of candidates shall be declared elected by the board of directors at their regular monthly board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of vacancies available only. The President/CEO shall mail or email this ballot or electronic voting means to all active members at least 15 days before the regular monthly board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within 10 days. The board of directors shall at its regular monthly board meeting declare the candidates with the greatest number of votes elected.

The results of the election shall be announced at the September General Membership meeting.

E. Judges.

The Chair of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5) Judges who are not members of the Board of Directors or on the Nominating Committee or candidates for election. One Judge will be designated Chair. Such Judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors at its August meeting.

Section 3: Seating of New Directors:

All newly elected and appointed board members shall be seated at the regular monthly board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4. Vacancies:

A member of the Board who has three (3) unexcused absences from regular scheduled monthly meetings of the Board during the Chamber's fiscal year shall be in jeopardy of no longer serving on the Board.

The determination of removal from the Board of Directors for unexcused absences will be made through a two-thirds (2/3) vote of the Board.

At the Board's discretion, the Board will accept applications from members in good standing wishing to fill the vacancy. Vacancies of Board Officers may be filled by the Board by a majority vote of the Board.

Interim Board Members may be appointed by the Chair in the event of a vacancy due to a call to military service, with which the Board Member called to duty will have their term extended by an amount equal to

the time of military service.

Section 5. Policy (Statements of position on issues):

The Board is responsible for establishing procedures and formulating the policies of the Chamber. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

Section 6. Management:

The board of directors shall employ a Chair/CEO and shall fix the salary and other considerations of employment.

Section 7. Indemnification:

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, and employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article V
Officers

Section 1. Determination of Officers:

The board of directors (new and retiring) at its regular monthly meeting shall reorganize for the coming year. If a Board member desires to be considered for a position, they may submit their name for the position and must present their bio and qualifications to the board within 10 days following the September board meeting.

Bio's and qualifications along with a ballot will be submitted to the board following the 10 day submittal period. Voting will remain open for 5 days. The board shall elect the Chair of the board, Vice Chair of the board, Secretary of the board, and the Treasurer of the board.

Officers will be elected from members of the new board. All officers shall take office by the first day of November and serve for a term of 1 year or until their successors assume the duties of office. They shall be voting members of the board of directors.

(No City or County employee will be eligible for an office while representing the governmental body.)

Section 2. Duties of Officers:

A. Chair of the Board.

The Chair of the board shall serve as the Chair elected officer of the chamber of commerce and shall preside at all meetings of the membership, board of directors, and Executive Committee. The Chair of the board shall, with advice and counsel of the President/CEO, assign the Vice Chair of the board to divisional or departmental responsibility, subject to board approval. The Chair of the board shall, with advice and counsel of the Vice Chair and the President/CEO, determine all committees, select all committee chairs, assist in the selection of committee personnel, subject to approval of the board of directors.

The Chair of the Board shall serve as the presiding officer of the Chamber of Commerce and shall preside at all General Membership, Board, and Executive Committee meetings. The Chair shall be responsible for carrying

out the goals and objectives of the Board for the coming year and shall be responsible to oversee the day to day operations of the President/CEO.

In the event of an emergency, the Chair may call for a vote to receive the Board Members proxy to handle any issue requiring immediate action. This may be done via email by providing a brief summary to Board Members and asking for a yes/no vote to receive the Board's proxy. If the majority of Board Members that respond within one business day approve of the proxy, the Chair may proceed with any action related to the issue with full Board support. After the resolution of the issue, the Chair will inform the Board of any actions taken on their behalf.

B. Vice-Chair.

The Vice Chair of the board shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Vice-Chair shall be responsible for the monthly general membership programs and serve as education coordinator and perform other duties as may be prescribed by the Board from time to time.

C. Secretary.

The Secretary shall be responsible for the Board's records including agendas, minutes, backup documents and all other documents as required by law generated on behalf of the Board and shall perform other duties as may be prescribed by the Board from time to time.

D. Treasurer of the board.

The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the board of directors. Checks are to be signed by two authorized check signers as designated by board action. The treasurer shall cause a monthly financial report to be made to the board.

E. Immediate Past-Chair.

The Immediate Past Chair shall assist the Chair-Elect in organizing the Chamber's annual fundraiser and installation banquet.

Section 3: Executive Committee:

The Executive Committee shall act for and on behalf of the board of directors when the board is not in session but shall be accountable to the board for its actions. It shall be composed of the Chair of the board, Past Chair, Vice Chair, Secretary, Treasurer, and the President/CEO. The Chair of the board will serve as chair of the Executive Committee.

The Executive Committee must report any significant actions taken by the Committee to the Board of Directors at the next regular Board meeting following such action. The Executive Committee may not act contrary to the policies of the Chamber and may not overrule actions of the Board of Directors.

In an effort to ensure continuity of the goals and objectives of the Board of Directors, should a Board Member begin serving as the Chair during the latter part of his/her term, the Board of Directors will automatically extend that Board Member's term to the end of the Executive Committee commitment.

Duties of the Executive Committee shall also include:

- a) Hiring of the President/CEO
- b) Annual review of the President/CEO
- c) Recruitment of the President/CEO

d) Other duties as prescribed by the Board of Directors

The Executive Committee shall have the ability to meet without the President/CEO during discussions regarding the annual review process and/or other personnel related matters.

Section 4. President/CEO:

The President/CEO shall be the chief administrative and executive officer. The President/CEO shall serve as secretary to the board of directors, with assistance of the Secretary of the board, and prepare notices, agendas, and minutes of board meetings.

The President/CEO shall serve as adviser to the Chair of the board and Program of Work Committee on program planning and shall assemble information and data and prepare special reports as directed by the program of the chamber.

The President/CEO shall be a member of the board of directors, the Executive Committee, and all other committees. With assistance of the Secretary, the President/CEO shall be responsible for administration of the program of work and day to day operations of the Chamber in accordance with the policies and regulations of the board of directors.

The President/CEO shall be responsible for hiring, discharging, directing, and supervising all employees.

With the cooperation of the Budget Committee, the President/CEO shall be responsible for the preparation of an operating budget covering all activities of the chamber subject to approval of the board of directors. The President/CEO shall also be responsible for all expenditures with approved budget allocations.

Article VI
Committees and Divisions

Section 1: Appointment and Authority:

The Chair of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairs. The Chair of the board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the chamber.

Committee appointments shall be at the will and pleasure of the Chair of the board and shall serve concurrently with the term of the appointing Chair of the board, unless a different term is approved by the board of directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and carry out such activities as may be delegated to them by the board. Committee Chairs are responsible for the minutes of the committee; Minutes must be legible and complete.

Section 2: Limitation of Authority:

NO ACTION BY ANY MEMBER, COMMITTEE, DIVISION, EMPLOYEE, DIRECTOR, 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 BOARD OF DIRECTORS.

Committees shall be discharged by the chair of the board when their work has been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed wise to discontinue the

committees.

Section 3: Testimony:

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chair or, in their absence the individuals they designate as being familiar enough with the issue to give testimony or make presentations before civic and governmental agencies.

Section 4: Division:

The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations it deems advisable to handle the work of the chamber.

The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having born upon or expressive of the chamber unless approved by the board of directors.

Article VII
Finances

Section 1. Funds:

All money paid to the chamber shall be placed in a general operating fund. Unused funds from the current year's budget can be placed in a reserve account.

Section 2. Disbursements:

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursements shall be by check.

Section 3. Fiscal Year:

The fiscal year of the chamber shall close on December 31st annually.

Section 4. Budget:

As soon as possible after the election of the new board of directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the board of directors for approval.

Section 5. Annual Audit:

The accounts of the chamber of commerce shall be audited annually as of the close of business on or before January 31st by the Executive/Budget Committee or by a public accountant. The audit shall always be available to members of the organization within the offices of the chamber.

Section 6. Insurance and Bonding:

The Chamber shall, at a minimum, carry the following types of amounts of insurance and Bonds:

- a) Commercial general liability insurance with minimum limits of \$1,000,000 per occurrence/\$2,000,000 aggregate.
- b) Directors and Officers liability coverage with minimum limits of \$2,000,000 per occurrence/\$2,000,000 aggregate.
- c) Fidelity Bonds in the amount of \$100,000 each for the Chair, Treasurer, and President/CEO.

These policies and bonds shall be paid for by the Chamber.

Article VIII
Parliamentary Authority

Section 1. Parliamentary Authority:

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

Article IX
Amendments

Section 1. Revisions:

These bylaws may be amended or altered by a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Article X
Other

Section 1. Procedure:

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors as defined in IRS Section 501(c)(3).

ATTESTATION

I, as the current President/CEO of the Port Orchard Chamber of Commerce and hereby certify that the By-laws set forth herein were duly ratified by at least a two-thirds vote of the Chamber Board.

PORT ORCHARD CHAMBER OF COMMERCE

President/CEO

Change log: Feb 2021, amended to add DBA as South Kitsap Chamber of Commerce