



## ***ARTICLE I - General***

**Section 1: Name.** This organization is incorporated under the laws of the State of Washington and shall be known as the Sammamish Chamber of Commerce.

**Section 2: Purpose.** The Sammamish Chamber of Commerce is organized to advance the general welfare and prosperity of the Sammamish Business Community and citizens so that all may prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

**Section 3: Area.** The area east of Lake Sammamish identified as the City of Sammamish and surrounding communities located in King County, Washington.

**Section 4: Limitation of Methods.** The Sammamish Chamber of Commerce shall be guided by and observe all local, state and federal laws that apply to not for profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code.

## ***ARTICLE II - Membership***

**Section 1: Eligibility.** Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 2 of Article II, of these bylaws.

**Section 2: Investments.** Membership investments shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable in advance.

**Section 3: Termination.** Any member may resign from the Chamber upon written request. Any membership may be cancelled for nonpayment of investment after ninety (90) days from the date due, unless otherwise extended for good cause by a two-thirds vote of the Board of Directors. Any member may be expelled by a two-thirds vote of the Board of Directors for conduct unbecoming a member or conduct prejudicial to the 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 shall be entitled to cast one vote.

**Section 6: Exercise of Privileges.** Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon 30 days 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 directors, officers and directors, committee chairs, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's "Policies and Procedures Manual".

**Section 8: Honorary Membership.** Distinction in public affairs may 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: Membership Meetings.**

A. Annual. The annual meeting of the corporation, in compliance with State law, shall be held during October of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting, unless the time and place of the annual meeting has been announced at two regular monthly luncheon meetings.

B. Additional Meetings. Special meetings of the Chamber membership may be called by the President at any time, or upon petition in writing by any five members in good standing. A notice of special meetings must be communicated to each member at least five (5) days prior to such meetings.

#### **Section 2: Board Meetings.**

A. Regular monthly meetings of the Board of Directors shall be held on dates and times determined by a majority vote of the Board of Directors at the beginning of each new fiscal year.

B. Special meetings of the Board of Directors may be called by the President or by the Board of Directors upon written application of three (3) members of the Board.

#### **Section 3: Executive Committee Meetings.**

A. The Executive Committee shall meet at least monthly prior to the Board of Directors meetings. The Executive Committee meetings will be held on dates and times determined by a majority vote of the Executive Committee at the beginning of each new fiscal year.

B. Special meetings of the Executive Committee may be called by the President or by the Executive Committee upon written application of two (2) members of the Executive Committee.

**Section 4: Quorums.** At any annual or special meeting of the Chamber membership, five (5) members or ten (10) percent of the members shall constitute a quorum: at a Board or Executive Board meeting, a majority of the members shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) members shall constitute a quorum.

**Section 5: Notices, Agenda, Minutes.** Written notice of all Chamber meetings must be given at least five (5) days in advance unless such meetings are announced at the regular monthly luncheon meetings. An agenda and minutes will be prepared for all business meetings. A detailed outline for preparation of both shall be a part of this organization's Policies and Procedures Manual.

#### ***ARTICLE IV - Board of Directors***

**Section 1: Composition of the Board.** The Board of Directors shall be composed of a maximum of twelve (12) members. These members shall be elected to serve for three (3) years, or until their successors are elected and have qualified. The President, Vice President, the Secretary, and the Treasurer shall be elected from among the 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. At the regular August Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three members of the Chamber. The nominating committee shall also serve to nominate officers for the BOD. The President shall designate the chair of the committee. Prior to the September Board meeting, the Nominating Committee shall present to the Secretary a slate of candidates to serve three 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 terms is eligible for election for a third term. A period of one year must elapse before eligibility is restored. For Directors serving partial terms as a result of having been appointed to fill a mid-term vacancy, partial terms of less than 18 months will not be counted as a full term. If a President's term is ending concurrent with having served two consecutive terms, that person may remain on the Board as an honorary non-voting member and serve on the Executive Committee as Past President.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Secretary shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right to petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least three qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (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 ballots shall be prepared. 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 one candidate in each of the four positions. The Secretary shall mail this ballot to all active members at least 15 days before the regular October Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber prior to the scheduled meeting of the Board of Directors. The Board of Directors shall, at its regular October Board meeting, declare the candidates with the greatest number of votes in each position elected.

E. Judges. The nominating committee shall serve as Judges. They 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.

**Section 3: Seating of New Directors.** All newly-elected Board members shall be seated at the regular November Board meeting and shall be participating non voting Board members thereafter. Retiring directors shall continue to serve until the end of the program year. New officers and Board members shall take office on January 1.

**Section 4: Vacancies.** A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors may be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any regular Board meeting. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

**Section 5: Policy.** The Board of Directors is responsible for establishing procedure and formulating policy of the organization. These policies and procedures shall be maintained in a Policies and Procedures Manual, to be reviewed annually and revised as necessary.

**Section 6: Management.** The Board of Directors may employ an Executive Director or staff member and shall fix the salary and other considerations of employment. The role of the Executive Director or staff member shall be determined by the Board and outlined in the Policy & Procedures Manual.

**Section 7: Indemnification.** No Member, Officer or Director of the Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of the Chamber; except and unless such debts or liabilities are conclusively determined to result from (i) the intentional misconduct or violation of law by such individual(s), or (ii) action taken by such individual(s) intended or shown to benefit such individual(s) in money, property or services to which such individual(s) are not legally entitled.

**ARTICLE V - Officers****Section 1: Determination of Officers.**

A. The Board of Directors (new and retiring) at its regular November meeting shall reorganize for the coming year. At this meeting, the Board shall elect the President, Vice-President, Secretary, and the Treasurer. Officers will be elected from members of the new Board. The President will have served at least one year on the Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

B. As established in Article IV, Section 2a the nominating committee will set forth a slate of new officers for the Board of Directors.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least three qualified members of the BOD. The determination of the Nominating Committee as to the legality of the petition(s) shall be final

**Section 2: Duties of Officers**

A. President - The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with the advice and consent of the Board of Directors, assign Chairs to divisional or departmental responsibilities, appoint all committees, select committee chairs, and assist in the selection of committee members. The President shall vote only to break a tie vote.

B. Vice-President - The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence, refusal to act, or disability of the president. The Vice President will devote his or her term to developing a program of work for the following year.

C. Treasurer - 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 the Treasurer or the President. The Treasurer shall make a monthly financial report to be made to the Board, be responsible for preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors, and be responsible for all expenditures with approved budget allocations.

D. Secretary - The Secretary shall prepare notices, agendas, and minutes of meetings of the Board. He/She shall serve as advisor to the President and shall assemble information and data and cause to be prepared special reports as directed by the President.

**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 President, Vice-President of Strategic Planning, Vice President of Events, Treasurer, Secretary and

the Past President. The Executive Director will be a non-voting member of the Executive Committee.

**Section 4: Indemnification.** The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

#### ***ARTICLE VI - Committees and Divisions***

**Section 1: Appointment and Authority.** Standing committees may be deemed necessary for carrying out the programs of the chamber, and will be determined by the Board of Directors. The President, by and with the approval of the Board of Directors, shall appoint all standing committee chairs. The President may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the Chamber. Ad hoc Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. It shall be the function of all committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

**Section 2: Limitation of Authority.** Unless otherwise allowed in these bylaws, no action by any member, committee, division, employee, director or officer shall be binding upon, or substitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President 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.

#### ***ARTICLE VII - Finances***

**Section 1: Funds.** All money paid to the Chamber shall be placed in a general operating fund.

**Section 2: Disbursements.** Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

**Section 3: Fiscal Year.** The fiscal year of the Chamber shall close on December 31.

**Section 4: Budget.** As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval. The budget shall be adopted by the Board on or before December 31<sup>st</sup>.

**Section 5: Annual Audit.** The accounts of the Chamber shall be audited annually as of the close of business on December 31 by an appointed audit committee or by a public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

**Section 6: Bonding.** The Secretary and such other officers and staff as the Board of Directors shall designate may be bonded by a sufficient fidelity bond in the amount

set by the Board and paid for by the Chamber.

### ***ARTICLE VIII - Dissolution***

**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 by IRS Section 501(c)(3).

### ***ARTICLE IX - Parliamentary Authority***

**Section 1: Parliamentary Authority.** The current 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 and/or bylaws of the Chamber.

### ***ARTICLE X - Amendments***

**Section 1: Revisions.** The bylaws shall be reviewed annually by a committee consisting of at least 3 members of board of directors. Proposed amendments or changes must be submitted to this committee in writing at least 10 days in advance of the first meeting of this committee. The committee shall submit its recommendations to the board of directors for consideration. 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 meeting, providing the notice for the meeting includes the proposals for amendments. Any amendments or alterations proposed by the committee shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

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