

SILVERDALE CHAMBER OF COMMERCE BYLAWS

ARTICLE I GENERAL

Section 1. NAME (The Incorporated Name)

This organization as incorporated under the laws of the State of Washington shall be known as the Silverdale Chamber of Commerce.

Section 2. OBJECT

Our Vision is: Silverdale, the heartbeat of Kitsap County.

Our Mission is: The Silverdale Chamber of Commerce is the leader in creating a vibrant economic base supporting a quality community.

Section 3. AREA

The Silverdale area shall mean to include all areas within the Central Kitsap School District. This boundary is only for convenience and shall not exclude persons living or working outside the area.

Section 4. LIMITATION OF METHODS

The Chamber shall be non-profit, non-partisan, and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in any city, county, state or nation.

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.

Section 2. MEMBERSHIP

Membership shall be divided into the following classes:

A. Firm Membership: A firm is defined as any organization registered as a business by the Washington State Department of Revenue. Each firm member shall pay annual membership dues, which entitles one or more individuals, in accordance with the dues schedule as determined by the Board of Directors, to be designated to exercise the privileges of membership on behalf of the firm. A firm may change its designated representative by notifying the Chamber office. Employees of member firms are welcome to attend all Chamber functions and can participate on committees.

B. Associate Membership: Associate membership is available to those individuals whose employers have established firm membership in the Chamber. Each associate shall pay membership dues entitling one individual, designated on the membership application, to exercise the privileges of membership as an associate of his/her firm.

C. Membership by Non-Profit Organization: A non-profit organization must have an Internal Revenue Service designation as a legal non profit corporation. Government entities are qualified non-profit organizations by I.R.S. definition. Each such organization shall pay membership dues which entitles one individual, designated on the membership application to exercise the privileges of membership on behalf of the organization. The organization may change its designated representative by notifying the chamber office.

D. Individual Membership: Individual membership is available to individuals who do not represent

a business. Each individual member shall pay membership dues entitling one individual, designated on the membership application, to exercise the privileges of membership.

E. Senior Citizen: Senior Citizen membership is available to individuals ages 65 or older who do not represent a business. Each senior citizen shall pay membership dues entitling one individual, designated on the membership application, to exercise the privileges of membership.

F. 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.

G. Military: This membership is available to active duty military personnel who wish to exercise the privileges of membership.

Section 3. ELECTION OF MEMBERSHIP

Applications for membership shall be in writing, on forms provided for that purpose, and signed by applicant. Any applicant shall become a member upon payment of the regularly scheduled dues. Applicants will be in agreement with the Chamber's mission objectives as stated in the Strategic Business Plan.

Section 4. DUES

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

Section 5. PATRON SUPPORT

A. Any member in good standing may elect to become a Patron of the Chamber by providing financial support to the Chamber in addition to the regular dues, in accordance with such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.

B. A Patron of the Chamber will be provided special recognition at major Chamber events, in major Chamber publications, and in other ways which the Board of Directors from time to time may determine.

Section 6. TERMINATION

A. Any member may resign from the Chamber upon his or her request, without refund of dues.

B. Any member may be dropped from membership for non-payment of dues after ninety days from the due date, after the proper notification from the Chamber office, unless otherwise extended for good cause.

C. 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 the aims or repute of the Chamber, after written notice and opportunity for a hearing are afforded the member complained against, without refund of dues.

Section 7. ORIENTATION

At regular intervals, as required, orientations on the purposes and activities of this organization may be conducted for the following groups: new directors, officers and directors, committee chairs, vice chairs, committees and new members.

ARTICLE III MEETINGS

Section 1. GENERAL MEETINGS

General meetings for the Chamber of Commerce will be held the last Wednesday of each month (January – November). The September General Meeting may be known as the Annual Meeting. Members will be given notice of the annual meeting not less than 10 days prior to the meeting nor more than 50 days before the meetings. (RCW 24.03.075)

Special meetings may be called by the President at any time, or upon written petition by one-third of the total membership in good standing Each member shall be given notice, including the purpose of the meeting, of Special Meeting at least (5) days prior to the meeting

Section 2. BOARD OF DIRECTORS

Regular Board of Directors meetings may be held on the third Thursday of each month. Special Board meetings may be called by the President or upon the request of three members of the Board. Notice, including the purpose of the meeting, shall be given to each Director at least one (1) day prior to the special Board meeting. A simple majority of the Board shall constitute a quorum for conducting business at regular or special Board meetings.

The Board of Directors may hold an annual retreat within 60 days of election of new directors and officers.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. COMPOSITION OF THE BOARD

The Board of Directors may be composed of nine (9) to eleven (11) voting members depending on the terms of the President and the Past-President extending beyond three years. Three directors will be elected annually to serve for a term of three (3) years The Naval Base Kitsap Commanding Officer or his/her representative may be appointed to the board as a non-voting member.

Section 2. ELECTION OF DIRECTORS

A. A designated representative of a member Firm or Non-Profit Organization and any Associate, Individual, Senior or Military member in good standing is eligible to be elected to the Board of Directors. A designated representative of a member Firm or Non-Profit Organization who is elected to the Board of Directors may remain on the Board upon payment of dues as an Individual member in the event membership of the Firm or Non-Profit Organization is terminated. Honorary members are not eligible for election to the Board of Directors, but may serve as non-voting consultants to the Board at the discretion of the Board.

B. Election of Directors, except the non-voting Naval Base Kitsap Commanding Officer, shall be as provided by Article VI, Section 5.

Section 3. SEATING OF NEW DIRECTORS

All newly elected Board members may be seated at the regular August Board meeting and shall be participating members thereafter. Retiring Directors may continue to serve through the end of September. The newly elected Directors may be entitled to vote at the regular September Board meeting and at the annual Board retreat.

Section 4. VACANCIES

A member of the Board of Directors who misses three (3) regular or special meetings of the Board during the fiscal year beginning in October is subject to removal from the Board. When any member has been absent from two consecutive regular or special meetings, the Secretary of the Board will send the member a letter reminding the member of the Bylaw provision. If the absence

of a Board member compromises the member's effectiveness on the Chamber Board, the member will be asked to resign by action of two-thirds vote of the Board of Directors. 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 formulating the policies of the organization. The Executive Director is responsible for assuring that policies are implemented and adhered to.

Section 6. EMPLOYEES

The Board of Directors may hire an Executive Director. The Executive Director reports to the President of the Silverdale Chamber of Commerce Board of Directors. With approval of the Board of Directors, the Executive Director may hire and dismiss employees and compensate them in accordance with the approved budget. Duties of the chamber employees are set forth in the individual job descriptions.

**ARTICLE V
OFFICERS**

Section 1. DETERMINATION OF OFFICERS

The Board of Directors (new and retiring directors) at its August meeting shall elect the President, President Elect, Treasurer, Secretary and Vice President of Events to serve with authority in that order, from and by a vote of members of the Board of Directors, providing; however, that the President and President Elect must have been a member of the Board of Directors for at least six (6) months prior to the date of the election. Previous experience on the Board will be considered as an exception.

Section 2. DUTIES OF OFFICERS

A. President: The President shall serve as the chief executive officer of the Silverdale Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. In addition, the President shall perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws. The President will be a signer on the Chamber's bank accounts.

B. President Elect: In absence or inability of the President to perform the duties of the President, the President Elect shall perform all the duties of the President, and when so acting shall have all the powers of the President. In addition, the President Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws. The President-elect will be a signer on the Chamber's bank accounts.

C. Vice President of Events: The Vice President of Events, working with the Executive Director, and with committee chairs as appropriate, shall prepare an annual plan outlining the sponsor and volunteer needs of the Chamber in support of major Chamber events and shall assist as may be required in solicitation of event sponsors and volunteers.

D. Secretary: The Secretary shall be responsible for the recording of Board Meetings minutes. The Secretary shall be responsible for heading all committees addressing 1) policy and/or Bylaw changes; or 2) employee benefits. In addition, the Secretary may be the Parliamentarian of the Chamber and may perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws. The Secretary will be a signer on the Chamber's bank accounts.

E. Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the transactions of the organization. All disbursements shall be made on the order of the Board of Directors. These disbursements, by check, shall be signed by the President, President Elect, Secretary or Treasurer and counter-signed by the Executive Director. The Treasurer shall be the chair of the Budget committee.

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES

The following standing committees, the members of which shall serve for a term of one year, shall be established to conduct various activities, perform investigations and studies and make recommendations to the Board of Directors, and to perform such other duties as are prescribed by the Board of Directors.

The Board of Directors may appoint Task Forces and Ad Hoc Committees as it deems necessary to carry out the programs of the Chamber.

No action by any member, committee, director, or officer shall constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Section 2. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, President-Elect, Vice-President of Events, Treasurer and Secretary. The committee shall be chaired by the President. Executive Committee meetings may be called by the President or upon the request of three members of the Board.

Section 3. BUDGET COMMITTEE: The Budget Committee composed of the Treasurer and two members appointed by the President at the Board's June meeting. It shall be the duty of this committee to review a budget of estimated income and expenses prepared by the Executive Director for the coming year and submit its recommendations to the Board of Directors at the August Board meeting for approval at the September meeting. Any revisions to the budget must be approved by the Board of Directors.

Section 4. MEMBER SERVICES COMMITTEE: The Member Services Committee shall develop strategies to encourage and enhance membership in the Chamber and maintain an effective retention program.

Section 5. NOMINATION COMMITTEE

A. Committee Members. The Nomination Committee shall include the Board members in their last year of office, chaired by the immediate Past-President, and other members appointed by the Board.

B. The Nomination Committee shall present a slate of candidates at the April Board Meeting to serve three-year terms, equal to the number, to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing and must agree to accept the responsibility of directorship. A Board member may be nominated for or elected to no more than two consecutive three-year terms.

C. Publicity of Nominations. Upon receipt of the report of the Nomination Committee, the office shall notify the membership in the next newsletter, of the names of persons nominated as candidates for directors, and the right of petition.

D. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twenty-five (25) members in good standing. The petition shall be filed with the Nomination Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nomination Committee as to the legality of the petition(s) shall be final.

E. The ballot shall designate the slate of candidates nominated by the Nomination Committee and by petition. All candidates' names shall appear on the ballot in alphabetical order. The office shall mail this ballot to all active members at least twenty-five (25) days before the regular July Board meeting.

F. The ballots shall be marked in accordance of mailing instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall, at their regular July board meeting, declare the candidates with the greatest number of votes elected.

G. In the event that a candidate nominated by petition receives votes equal to or greater than those on the slate a run off of individual candidates will take place. The ballots for the run off shall be mailed to all active members before the end of July and must be returned to the Chamber within 10 days of mailing. Then, at the August Board meeting the Board shall declare the candidates with the greatest number of votes elected.

H. Ballot Counting. A counting committee of three (3) will be selected by the President at voting time and will not include the Nomination Committee, present officers or the nominees.

Section 6. AMBASSADOR COMMITTEE: The Ambassador's mission is to serve as mentors to all new Chamber members, to be greeters at Chamber events and to represent the Chamber at business and community events such as ribbon-cutting ceremonies and open houses, resulting in greater participation of new members and less attrition after the first year.

Section 7. SCHOLARSHIP COMMITTEE: The Scholarship Committee shall develop programs to raise money for the annual scholarships to be distributed to one or more Central Kitsap School District graduating high-school seniors.

Section 8. MILITARY AFFAIRS COMMITTEE: The Military Affairs Committee develops programs and events to maintain close relationship between the military and the civilian business community.

ARTICLE VII FINANCES

Section 1. BUDGET
Budget shall be approved by the Board of Directors no later than the November Board meeting.

Section 2. FUNDS
All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's operating budget may be placed in a reserve fund. Reserve funds cannot be budgeted for operations.

Reserve Fund:

A. This reserve may be used for equipment, facilities, or other capital improvements as decided by the Board.

B. Short term loans for operations. Unpaid loans at year-end will be required to be included in the following year's budget expenditures.

Reserve funds shall be held in interest bearing accounts.

Section 3. 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. Disbursements shall be by check or documented and paid out of petty cash.

Section 4. FISCAL YEAR

The fiscal year of the Chamber shall be January 1 – December 31. (effective Jan 2008)

Section 5. ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited annually, by a committee of three members appointed by the President at the Board's August meeting. The committee shall report the results of the audit to the Board at its October meeting. The audit shall at all times be available to members of the organization within the office of the Chamber.

Section 6. BONDING

The President, all Board members, the Executive Director and staff, as the Board may designate, shall be bonded by a sufficient fidelity bond in an 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.

**ARTICLE IX
PARLIAMANTARY AUTHORITY**

Section 1. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X AMENDMENTS

Section 1. The Articles of Incorporation may be amended by election of the members. A notice of the proposed amendments shall be mailed to all members stating the date, time and place of the election, at least ten (10) days before the election but not more than fifty (50) days before the election. A quorum of ten percent (10%) of the members shall be present at the meeting. Two-thirds of the members in attendance must approve the amendment to the Articles of Incorporation.

Section 2. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors in accordance with RCW 24.03.070.

Adopted October 17, 1973
Revised November 3, 1974
Revised October 28, 1982
Revised May 31, 1984
Revised March 28, 1985
Revised June 27, 1985
Revised July 28, 1986
Revised July 30, 1987
Revised July 28, 1988
Revised October 27, 1988
Revised March 16, 1993
Revised September, 1999
Revised February, 2000

Revised March, 2000
Revised June 15, 2000
Revised October 10, 2000
Revised December 21, 2000
Revised July 19, 2001
Revised August 15, 2002
Revised November 21, 2002
Revised January 22, 2003
Revised November, 2003
Revised September 26, 2006
Revised May 16, 2007
Revised November 28, 2007
Revised January 30, 2008