

SHORELINE CHAMBER OF COMMERCE BY-LAWS

ARTICLE 1 - Name

The name of the corporation shall be: SHORELINE CHAMBER OF COMMERCE

ARTICLE 2 - Purposes

The purposes of the Shoreline Chamber of Commerce (hereinafter "Chamber") are:

1. To advance all business, professional, civic and cultural interests in the Greater Shoreline community through a system of free and competitive enterprise;
2. To encourage the growth of existing business activities while giving assistance to any businesses seeking location in Shoreline;
3. To speak for the Chamber members in local, county, state and national legislative and governmental matters while avoiding partisan politics; and,
4. To promote generally the welfare of all Shoreline citizens.

ARTICLE 3 - Chamber Authority

Except in the normal course of business, no member, group, or individual shall speak or act on behalf of, or in the name of, the Chamber without the approval of the Board of Directors.

ARTICLE 4 - Membership

1. Classes of Membership

The Chamber shall have two classes of membership. The designation of such classes and qualifications are as follows:

Regular - any individual, partnership, corporation, association, non-profit, community association or neighborhood association who resides in, or is actively engaged in a business or profession in the Greater Shoreline area, or who may be otherwise interested in furthering the objectives of the Shoreline Chamber of Commerce, is eligible for membership upon payment of dues as hereinafter provided.

Honorary - any person who has achieved unusual or extraordinary distinction in public affairs or in the activities of the Chamber may be selected by the Board of Directors for Honorary membership by a vote of two-thirds (2/3) of the members present at any regular or special meeting. Honorary members shall enjoy all privileges of regular members.

2. Eligibility

Any individual, partnership, corporation, association, non-profit, community association or neighborhood association shall be eligible for membership regardless of race, color, creed,

sexual orientation or gender identity. Any questions as to membership qualifications shall be reviewed and determined by the Board of Directors.

3. Dues

Dues shall be assessed annually on the anniversary month of joining at the rate schedule set by the Board of Directors. Dues shall be reviewed periodically by the Board of Directors, which shall have the power to increase or decrease the dues by no more than ten (10) percent in any calendar year. The Board of Directors shall have the power to create new membership levels and to reorganize the overall membership levels no more than once in any calendar year.

ARTICLE 5 - Exercise of Privileges

Each individual, partnership, corporation, association, non-profit, community association or neighborhood association holding membership may designate the individual who is authorized to exercise the privilege of voting, and shall have the right to change its membership designee by written notice.

ARTICLE 6 - Voting

Each individual, partnership, corporation, association, non-profit, community association or neighborhood association shall be entitled to cast one (1) vote on any matter before the membership, provided that all financial obligations to the Chamber have been met.

ARTICLE 7 - Termination of Membership

Membership may be terminated by either resignation or expulsion. A member may resign at any time by filing a written resignation with the President of the Chamber, but in the event of such a resignation there shall be no refund of any portion of the annual dues. A member may be expelled for conduct unbecoming a member or prejudicial to the aims or repute of the chamber by an affirmative vote of two-thirds of all the members of the Board of Directors. Such expulsion shall be made only after due notice and an opportunity for a hearing, with the right of the accused member to present information to the Board of Directors.

ARTICLE 8 - Officers and their Duties

1. Names of Officers

The officers of the Chamber: President, Vice President/President-Elect, Secretary, Treasurer and Past President.

2. Duties of Officers

The President shall:

Be the principal executive officer of the Chamber and shall supervise all of the business and affairs of the Chamber;

Preside at all General Membership, Board and Executive Committee meetings;

Be an ex-officio member of all committees, except the Nominating Committee;

Appoint special committees as needed; and,

Perform all duties incident to the office of the president and other duties as may be prescribed by the Board of Directors.

The Vice President/President-Elect shall:

Perform such duties as may be assigned by the President or the Board of Directors;
Perform the duties of the President in the absence of the President;
Prepare to assume the office of President of the Board; and,
Assume the presidency in the event that the President vacates the office in mid-term.

The Secretary shall:

Keep the minutes of the meetings of the Board of Directors;
Ensure that all notices are duly given in accordance with these bylaws and/or as required by law;
Ensure that the membership roster is current at all times;
Keep a list of all special committees and the membership of all standing and special committees;
Notify the President of any unfinished business; and,
Perform other duties as may be assigned by the President or the Board of Directors.

The Treasurer shall:

Ensure monthly financial statements accounting for all funds received and disbursed are prepared;
Ensure an accounting of all assets and liabilities of the Chamber, including investments;
Ensure monthly that the checking, savings and investment accounts of the Chamber are balanced and accurate;
Prepare an annual statement of the accounts of the Chamber; and,
Perform other duties as may be assigned by the President or the Board of Directors.

The Past President shall:

Serve as advisor to the President, Officers and the Board of Directors; and,
Perform other duties as may be assigned by the President or the Board of Directors.

ARTICLE 9 - Terms of Office

The Offices of Vice President/President-Elect, Secretary and Treasurer are elected annually for one (1) year terms, or until their successor is elected, provided that no person shall serve in the same office for more than two (2) consecutive terms.

The office of Vice President/President-Elect is a three (3) year commitment, with the Vice President/President-Elect assuming the office of President the year after their election, then assuming the office of Past President the following year.

ARTICLE 10 - Board of Directors

1. Powers and Duties

The finance, 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. It is the duty of the Board of Directors to adopt and follow a budget that ensures adequate funds are available to allow the Chamber to fulfill its mission and purpose.

Unless authorized by the Board of Directors, no loans shall be contracted on the behalf of the Chamber and no evidence of indebtedness shall be issued in its name.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chamber shall be signed by the President, Vice President/President-Elect or Treasurer of the Chamber. The Board of Directors may authorize additional signatories; any such additional signatories shall be members of the Board of Directors or Chamber staff.

All funds of the Chamber shall be deposited in a timely manner to the credit of the Chamber in banks, investments or other depositories as the Board of Directors may approve, excepting that funds contributed for a specific purpose must be accounted for separately and may be placed in a separate account.

2. Composition

The Board of Directors shall be composed of a President, Vice President/President-Elect, Secretary, Treasurer, Past President, and, in addition thereto, six (6) additional Directors, such ex-officio members of the Board as are appointed by the Board of Directors, and any Directors who become Directors by virtue of the petition process described in Article 12, Section 4, below. For purposes of these By-Laws, the President, Vice President/President-Elect, Secretary, Treasurer, and Past President are Directors of the Chamber.

3. Eligibility

Any member of the Chamber in good standing who has accepted responsibility of Directorship is eligible for election as an Officer or Director of the Board.

4. Terms of Office

Directors of the Board shall be elected for two (2) year terms, with half the Directors elected in even-numbered years and half the Directors elected in odd-numbered years. If the number of Directors is an odd number, the Board of Directors shall determine the number of Directors that shall be elected at the next election.

5. Meetings

Meetings of the Board of Directors shall be called by the President at least eight (8) times per calendar year to conduct the necessary business of the Chamber.

Special meetings of the Board of Directors may be called by the President or by any three (3) members of the board. At the discretion of the President or other presiding officer serving in the President's absence, special meetings may be conducted by conference telephone call, provided that such conference telephone call meetings comply with all the notice requirements described in Article 11, Section 4.

6. Removal

An Officer or Director may be removed from office by a majority vote of the entire Board of Directors if it is determined to be in the best interest of the Chamber.

7. Quorum and Voting

A quorum at any meeting of the Board of Directors shall be a majority of Directors, not including ex-officio members. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors, not including ex-officio members, present may adjourn the meeting without further notice. Actions taken by the Board of Directors by vote shall require favorable votes of a majority of Board members present, not including ex-officio members. Ex-officio members of the Board of Directors shall abstain from voting in connection with any actions taken by the Board of Directors by vote.

8. Vacancies

An office shall be declared vacant if an Officer or Director has been absent from two consecutive meetings unless duly excused by the Board of Directors. A vacancy in the office of President shall be filled by the Vice President/President-Elect. A vacancy occurring in the Board of Directors shall be appointed by the President with approval of the Board of Directors. The Officer or Director appointed shall fill the vacancy for the unexpired term.

9. Seating of Officers and Directors

Newly elected Officers and Directors shall be seated at the January Board meeting and shall be participating Officers and Directors as of January 1. Retiring Officers and Directors shall continue to serve until the last day of December of the prior year or the date on which they are replaced by their respective successor, whichever is later.

10. Annual Budget

The fiscal year of the Chamber shall run from January 1 to December 31. At the December Board of Directors meeting, the Executive Board shall present to the Board of Directors a proposed budget for the coming fiscal year.

ARTICLE 11 - Membership Meetings

1. Meeting Days

General membership meetings shall be called by the President at least once per calendar year to conduct the necessary business of the Chamber. The Annual Membership meeting of the Chamber is to be held in October.

2. Quorum

A quorum of the general membership shall be ten (10) percent of the membership. If a quorum is not present, a majority of the Chamber members present may adjourn the meeting without further notice.

3. Special Meetings

Special meetings of the membership may be called by the President or the written request of twenty (20) members for attending to emergency business of the Chamber.

4. Notice

Notice of any special meeting must be communicated in writing and must state the purpose of the meeting, and the place, date and hour at which the meeting will be held. Notice of special meetings must be delivered by postal mail, e-mail, or in person, to each member, not less than 10 nor more than 45 days before the date of such meeting. If the notice is sent by postal mail, it shall be deemed mailed once deposited with the United States Postal Service and sent to the member address on record with postage paid. If the notice is sent by e-mail, it shall be deemed mailed once time and date have been stamped by the outgoing mail server and sent to the member e-mail address on record.

ARTICLE 12 - Committees

1. Appointment and Authority

The Board of Directors shall authorize the appointment of committees it deems necessary to conduct the affairs of the Chamber, and it shall define their duties and responsibilities.

The President shall, with approval of the Board of Directors, appoint a chair for each committee. Each chair shall serve for a term of one (1) year, coinciding with the term of the President that appointed them, or the completion of the committee's task or until terminated by the President with the approval of the Board of Directors.

It shall be the function of committees to investigate and make recommendations to the Board of Directors. No committee shall have the power to commit the Chamber on any matter of general policy or financially obligate the Chamber without the approval of the Board of Directors.

2. Executive Board

The Executive Board, composed of the Officers of the Board, shall be responsible for the daily operations of the Chamber, including supervising staff. The Executive Board shall conduct business for the Chamber as authorized and directed by the Board of Directors. The chair of the Executive Board shall be the President. The Executive Board shall recommend to the Board of Directors ways and means of conserving and increasing revenues of the Chamber; create draft policies and procedures to help the Chamber fulfill its mission and purpose; and develop a proposed budget for Board approval. Consistent with requirements of Washington State law, at the close of the fiscal year, the Executive Board shall examine all books and

accounts of the Chamber and render a report no later than the subsequent February meeting of the Board of Directors.

3. Standing Committees

The following committees are standing committees of the Chamber: Communications; Economic Development and Government Relations; Finance; Events/Fundraising; and Membership.

4. Nominating Committee

At the regular July Board of Directors meeting, the President shall appoint a Nominating Committee of at least three (3), but not more than five (5) members of the Chamber and shall designate the chair of the committee, with the approval of the Board of Directors.

At the September Board meeting, the Nominating Committee shall present to the Board of Directors a slate of nominees to replace the Directors whose regular terms are expiring, as well as nominations for Vice President/President-Elect, Secretary, Treasurer, and other positions the Board of Directors declares vacant.

Upon presentation to the Board of the slate of nominees, the President shall direct staff to deliver to each member, no later than three (3) business days after the September Board meeting, by postal mail, e-mail, or in person, the slate of nominees for election, along with the right to petition. If the notice is sent by postal mail, it shall be deemed mailed once deposited with the United States Postal Service and sent to the member address on record with postage paid. If the notice is sent by e-mail, it shall be deemed mailed once time and date have been stamped by the outgoing mail server and sent to the member e-mail address on record.

The Nominating Committee will accept written petitions for additional nominations that are signed by at least ten (10) percent of Chamber members in good standing and presented to the Nominating Committee within ten (10) days after notice of the slate of nominees has been delivered. The determination of the Nominating Committee as to the legality of the petition(s) shall be final. Additional nominees whose petitions are accepted by the Nominating Committee shall all appear in alphabetical order by last name on a ballot separate from the slate presented by the Nominating Committee to the Board of Directors. Members shall be instructed to vote for one (1) name on the ballot of additional nominees. The person with the most votes among those on the ballot of additional nominees shall be a member of the Board of Directors for a term of two (2) years beginning on January 1 of the following year. In the event of a tie, the new Board member from the ballot of additional nominees shall be the person who shall have been a Chamber member for the longest continuous period as of the date of the October Membership meeting.

The committee will tally the ballots and announce the results at the October Membership meeting. A quorum of the membership having cast ballots, a majority of all votes cast is necessary to elect.

In the event that a quorum has not cast ballots, the election shall be declared invalid, and a new election shall be held at the next General Membership meeting.

ARTICLE 13 - Parliamentary Authority

Where it does not conflict with these By-Laws, or Policies, Procedures or Standing Rules adopted by the Chamber, the Parliamentary Authority governing the Chamber shall be Roberts Rules of Order, Newly Revised.

ARTICLE 14 - Bylaw Amendments

1. Amendment

A request to amend the bylaws shall be by the Board of Directors or by twenty-five (25) percent of the regular membership.

2. Bylaw Changes

Proposed amendment(s) of the bylaws shall be sent to all members in good standing prior to the meeting on which agenda the proposed changes are scheduled to appear.

3. Notice

Notice of the meeting at which proposed amendment(s) of the bylaws will be voted on by the membership shall be publicized to the membership as such a meeting.

Notice must be delivered by postal mail, e-mail, or in person, to each member not less than 14 days before the date of such meeting. If the notice is sent by postal mail, it shall be deemed mailed once deposited with the United States Postal Service and sent to the member address on record with postage paid. If the notice is sent by e-mail, it shall be deemed mailed once time and date have been stamped by the outgoing mail server and sent to the member e-mail address on record.

4. Quorum Requirement

A quorum of the general membership shall be required in order to vote on proposed amendment(s) to the bylaws. These bylaws may be amended by an affirmative vote of two-thirds (2/3) of the membership present.

5. Failed Quorum

In the event a quorum is not present at the specified meeting, the president shall call for another meeting within thirty days to vote on the proposed amendment(s) to the bylaws. If a quorum is not present at the next duly called for meeting, the president shall table the issue and instruct the secretary to notify all members that the bylaws of the Chamber remain unchanged.

ARTICLE 15 - Governing Documents and Policy

The Shoreline Chamber of Commerce in its activities shall be non-profit, non-partisan, non-discriminatory, and shall be governed by the Articles of Incorporation and these By-Laws.

ARTICLE 16 – Policies and Resolutions

Prior to being released either to the membership of the Chamber or the public, the Board of Directors shall approve any resolutions, reports, policies or communications, which purport to reflect the policy and attitude of the Chamber.

ARTICLE 17 - Use of Chamber Funds

The funds of the Chamber shall be used only to accomplish the objectives and purposes specified in these bylaws and by resolution of the Board of Directors. No part of the funds of the Chamber shall be issued or distributed to the officers, directors or members of the Chamber.

ARTICLE 18 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Chamber, in addition to the officers so authorized by these bylaws, to enter into any contract, or execute and deliver any instrument in the name of and or behalf of the Chamber, but only to the extent such authority is exercised to meet the purposes of the Chamber set forth in Article 2 above. Such authority may be general or confined to specific instances. The Board may appoint such agents and representatives of the Chamber with such powers and to perform such acts or duties on behalf of the Chamber as the Board may see fit, but only to the extent such appointments are made to meet the purposes of the Chamber set forth in Article 2 above.

ARTICLE 19 - Insurance

The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Non-Profit Corporation Act.

ARTICLE 20 - Dissolution of Chamber

Upon dissolution of the Chamber, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization as defined by 26 U.S.C. section 501(c)(3), to be selected by the Board of Directors.

ARTICLE 21 - Indemnification

The Chamber shall, by resolution of the Board of Directors, provide for the indemnification by the Chamber of any and all of its Directors, former Directors and paid staff against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been a Director or paid staff of the Chamber, except in relation to matters as to which such Director and paid staff shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct.

Each person who was, or is, threatened to be made a party to or is otherwise involved in any actual or threatened action, suit or proceeding, whether civil, administrative or investigative by reason of the fact that he/she is or was a Director or Officer or paid staff of the corporation shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then any loss (including attorney's fees, judgments, and fines, or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, Trustee, Officer, employee or agent and shall insure to the benefit of his/her heirs, executors and administrators.

The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise.

Approved by the membership this 13th day of December, 2017.

Dale Sutton, President

Judy Parsons, Secretary