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**BY-LAWS**

**GREATER YAKIMA CHAMBER OF COMMERCE**

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## BY - LAWS

### GREATER YAKIMA CHAMBER OF COMMERCE

#### ARTICLE I - MISSION AND PURPOSES

**Section 1. Mission and Purposes** - The Greater Yakima Chamber of Commerce is an organization that promotes pride in our diverse communities through positive, active leadership aimed at creating a cohesive, successful business climate in our county.

**Section 2. Limitation of Methods** - This Chamber in its activities shall be non-partisan and non-sectarian, shall not endorse or lend its influence to the election or appointment of any candidate for National, State, County or City office, and shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c) (6) of the United States Internal Revenue Code.

#### ARTICLE II - MEMBERSHIP

**Section 1. Membership** - The Greater Yakima Chamber of Commerce shall be composed of any individual, partnership, limited liability company, corporation or governmental entity that subscribes, in writing, for membership in the Chamber and which membership is approved by a majority vote of the Board of Directors.

**Section 2. Dues** - The amount of membership dues shall be determined by the Board of Directors. If dues are not paid, the membership may be forfeited by action of the Board of Directors. Such action shall be by simple majority vote of the Board of Directors at any regular or special Board of Directors meeting.

**Section 3. Voting Privileges** - Voting privileges shall be extended to all members of the Greater Yakima Chamber of Commerce. Each member shall have one vote. No member can acquire any interest which will entitle the member to any greater voice, vote or authority or interest in the Chamber than any other member. When any partnership, Limited Liability Company, corporation or governmental entity is represented by several individuals it must designate one voting member to vote for such entity. In the event of a dispute as to who is authorized to vote for such entity, no vote will be registered until that dispute has been resolved by such entity.

**Section 4. Resignations** - All resignations shall be tendered to the Board of Directors, subject to review by the Board of Directors at any regular or special meeting of the Board (Add/Drop list).

**Section 5. Expulsion** - Any member may be expelled for cause from the Greater Yakima Chamber of Commerce by resolution passed by two-thirds (2/3) vote of the directors present at any meeting of the Board of Directors called for this purpose at which a quorum is present. Any such member who is to be expelled shall be notified in writing ten (10) days in advance of the meeting of the Board of Directors at which such expulsion will be voted upon, and such member shall have the right to present evidence at such meeting opposing such expulsion.

## **ARTICLE III - MEETINGS OF MEMBER**

**Section 1. Annual Meeting** - An annual meeting of the members of the Greater Yakima Chamber of Commerce shall be held on such date as determined by the Board of Directors.

**Section 2. Regular Meetings** - Regular meetings of the members of the Chamber shall take place upon dates to be determined by the Board of Directors but not less frequently than once each month, provided, however, that it shall remain optional with the Board of Directors to discontinue membership meetings during the months of June, July and August each year.

**Section 3. Special Meetings** - Special meetings of the members of the Chamber may be called by the Board of Directors by a majority vote of those directors present at any meeting of the Board of Directors. At all special meetings of the members only such business as the meeting was called to consider shall be discussed and acted upon.

**Section 4. Notices of Meetings** - Notices of meetings of the members of the Chamber shall be sent not less than ten (10) days prior to such meeting to all members by e-mail, regular postal service mail or in such other written form as will notify the members of the meeting.

**Section 5. Quorum** - Thirty (30) members of the Chamber present at a meeting shall constitute a quorum at a regular or special meeting of the members of the Chamber.

**Section 6. Statements and Resolutions** - No statement, communication, report or resolution shall be read or offered for action or publication at a meeting of the members unless it has previously been submitted to the Board of Directors in writing and been approved by the Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. Governance** - The government of the Greater Yakima Chamber of Commerce, the direction of its work and the control of its properties shall be vested in a Board of Directors. The Board of Directors shall have budgetary and policy control and responsibility over the operation of the Chamber.

**Section 2. Number of Directors** - The Board of Directors shall consist of fifteen to twenty-one (15 – 21) voting members, nine – fifteen (9 – 15) of whom are elected Directors plus the Chairman of the Board of Directors, the First Vice-Chairman of the Board of Directors, the Second Vice-Chairman of the Board of Directors, the immediate past Chairman of the Board of Directors. The Chairman of the Board shall appoint two Past Presidents / Chairman's to serve as voting board members for a one year term to preserve knowledge and history of Chamber. Not less than three-fourths (3/4) of the elected members of the Board of Directors shall be from private business.

**Section 3. Terms of Directors** - The nine – fifteen (9 – 15) elected directors of the Board of Directors shall be elected for three (3) year terms, positions will be filled as vacancies occur.

**Section 4. Limitation on Terms of Directors** - Elected directors of the Board of the Chamber may serve three (3) consecutive three (3) year terms as a director. The Governance Committee may recommend a term limit for an elected director, determined on a case by case basis.

**Section 5. Ex-Officio** - The President and Chief Executive Officer of the Chamber, the Chamber's legal counsel, and such other persons as the Board of Directors may authorize, shall be ex-officio non-voting members of the Board of Directors. There shall be no limit on the term of an ex-officio member of the Board. Other than the President/CEO and Legal Counsel, ex-officio board members do not need to be notified or be present at special board meetings and other than the President/CEO and Legal Counsel may be excused from any director meeting by a majority vote of the board of directors.

**Section 6. Nomination of Directors** - The Governance Committee Chairman shall, no later than March 15, file at the Greater Yakima Chamber of Commerce office the Committee's list of nominees for at least one more position on the Board of Directors as there are vacancies to be filled. The Governance Committee should take cognizance of the make-up of the existing Board to assure broad representation of the business, professional leadership of the community and diversity in their selection of nominees. Each person nominated must be an active member of the Chamber in good standing and must have agreed to accept the responsibility of a director if elected. The list of nominees shall be published in the Chamber's April Newsletter or broadcast via email to the Chamber members.

**Section 7. Additional Nominations** - Additional nominations to the Board of Directors may be made on petition duly signed by six (6) members of the Greater Yakima Chamber of Commerce in good standing provided said petition is filed at the Greater Yakima Chamber of Commerce office no later than April 20. A person nominated by petition must be an active member of the Chamber in good standing and must have agreed in writing on the petition to accept the responsibility of a director if elected.

**Section 8. Election of Directors** - Ballots listing all candidates for election as directors of the Chamber's Board of Directors along with necessary instructions shall be mailed or emailed to each member of the Chamber in good standing at least ten (10) days prior the date the ballots are due at the Chamber's office, which shall be 5:00pm on the last business day in May. Ballots will not be counted in the election unless they are received at the Greater Yakima Chamber of Commerce office, or its post office box, prior to 5:00 p.m. on the last business day in May. Cumulative voting for directors shall not be permitted. The nominees receiving the highest number of votes beginning with the highest vote total and going downward to the number which corresponds with the number of director vacancies to be filled in the current year shall be elected. In the event of a tie vote, the Chairman of the Board of the Chamber shall break said tie by chance or lot and determine the person elected.

**Section 9. Beginning of Term** - All newly elected directors shall take office effective July 1 of the year elected.

**Section 10. Attendance and Responsibilities of Directors** – Any Director who misses 3 consecutive meetings of the Board shall be deemed to have submitted their resignation. The Chairman of the Board shall have sole discretion in deciding what action to be taken on the resignation. In addition, the Board of Directors may set other standards for Board members required to retain a seat on the Board of Directors. The standards must be approved by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting of the Board, and notice of such meeting and the proposed standards shall be given to

all existing and incoming Board members at least thirty (30) days prior to such meeting and the implementation of such standards .

**Section 11. Vacancies** - The Board of Directors shall elect by majority vote at any Board of Directors meeting at which a quorum is present a person to fill any director vacancy on the Board of Directors caused by death, removal or resignation of a director. The member elected to fill such vacancy shall serve until the expiration of the term of the director who is replaced.

**Section 12. Removal** - The Board of Directors may remove any Board member by a two-thirds (2/3) vote of those present at any meeting of the Board of Directors at which a quorum is present, provided the Board member whose removal is sought shall be notified in writing of the proposed removal action not less than ten (10) days prior to the meeting and such Board member shall have the right to present evidence opposing such removal.

**Section 13. Report** - The Board of Directors shall submit at the annual meeting of the members, through the Chairman of the Board or an officer designated by said Chairman, a written full report of the Chamber's activities for the year along with the financial statement of the organization.

## **ARTICLE V - MEETINGS OF BOARD OF DIRECTORS**

**Section 1. Annual Meeting** - The first regular meeting of the Board of Directors in June of each year shall be the annual meeting of the Board of Directors to elect officers and conduct such other business as shall properly be brought before the Board of Directors.

**Section 2. Regular Meetings** - Regular meetings of the Board of Directors shall be held not less than once each month.

**Section 3. Special Meetings** - A special meeting of the Board of Directors may be called by the Chairman of the Board, and shall be called upon the written request of eight (8) members of the Board of Directors.

**Section 4. Notices of Meetings** - Notices of meetings of the Board of Directors of the Chamber shall be sent not less than seven (7) days prior to such meeting to all members of the Board of Directors by e-mail, regular postal service mail or in such other written form as will notify the members of the meeting.

**Section 5. Quorum** - A majority of the voting members of the Board of Directors present at any meeting of the Board shall constitute a quorum at the meeting of the Board of Directors.

**Section 6. Proxy**- No vote by proxy is allowed.

## **ARTICLE VI - CHAIRMAN OF THE BOARD AND OFFICERS**

**Section I. Determination of Officers** - The officers of the Greater Yakima Chamber of Commerce shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a Second Vice-Chairman of the Board, a President and Chief Executive Officer, Secretary /Treasurer. The Second Vice Chairman and the

Secretary and Treasurer shall be elected annually by the Board of Directors. The Second Vice Chairman once elected shall advance through the offices of First Vice Chairman and Chairman without further election. The Chair of the Board may remain in the Chair position for up to two (2) additional years, with the Vice Chairs terms being extended similarly but must be approved by a 2/3 majority vote of the board at a regular board meeting. The other officers shall serve for a term of one (1) year and until a successor is elected and qualified except for the President and Chief Executive Officer who shall be selected by and serve at the pleasure of the Board of Directors. The Board of Directors shall have the right to authorize additional officers from time to time.

**Section 2. Eligibility** - Except for President and Chief Executive Officer, only a person who has served on the Board of Directors for not less than two (2) years and is a member of the Chamber in good standing shall be eligible to be elected as an officer of the Chamber. If a director is elected Second Vice-Chairman, such person's director position on the Board of Directors shall be declared vacant and a replacement director shall be elected in the manner prescribed in Section 12 of this Article. A current director on the Board of Directors shall be elected Secretary/Treasurer and shall serve in both of these positions simultaneously.

**Section 3. Nomination of Officers** - The Governance Committee of the Greater Yakima Chamber of Commerce, Chaired by the First Vice-Chairman, shall present to the Board of Directors at the first regular meeting of the Board of Directors in June of each year a list of nominees for officer positions to be filled. At that meeting additional nominations for officers may be made from the floor by any voting member of the Board of Directors.

**Section 4. Election of Officers** - The annual election of officers of a Chamber shall take place at the first regular meeting of the Board of Directors in June of each year. If such elections do not take place at such meeting, the elections shall be held at a meeting of the Board of Directors as soon thereafter as possible. If there is more than one candidate for an office, secret ballots for that position shall be used, and the person receiving more than fifty percent (50%) of the votes cast shall be elected. If no candidate receives more than fifty percent (50%) of the votes cast, a secret ballot runoff vote shall be held between the two candidates who received the most votes in the prior vote.

**Section 5. Beginning of Term** - All newly elected officers shall take office effective July 1.

**Section 6. Compensation of Officers** - The salary and other considerations of employment of the President and Chief Executive Officer of the Chamber shall be determined by the Board of Directors. Any compensation for other officers of the Chamber shall be determined by the Board of Directors.

**Section 7. Chairman of the Board** - The Chairman of the Board shall preside at all meetings of the Board of Directors and membership meetings.

**Section 8. Vice Chairman of the Board** - There shall be a First Vice Chairman of the Board and a Second Vice Chairman of the Board. The Vice Chairman shall act in consecutive order in the absence of immediate past Chairman of the Board, and the two additional persons appointed from the Chamber membership by the Chairman of the Board to serve on the Board of Directors.

**Section 9. President and Chief Executive Officer** - The President and Chief Executive Officer of the Chamber shall be selected by the Board of Directors and serve at the pleasure of the Board. The Board of

Directors shall approve a procedural manual on all Chamber activities. Such procedural manual may be subject to amendment by the Board of Directors. It shall be the duty of the President and Chief Executive Officer to be in charge of and responsible for all functions of the Chamber. The President and Chief Executive Officer shall be in charge of all personnel employed by the Chamber with the authority to assign duties of such personnel and with the authority to hire and discharge such personnel. The President and Chief Executive Officer shall conduct all correspondence, preserve and keep all books of account, and maintain an accurate record of the proceedings of the Chamber Board of Directors, and related activities. The President and Chief Executive Officer shall perform such other duties as may be incident to the office, subject to the direction of the Chairman of the Board and the Board of Directors. The President and Chief Executive Officer may only be terminated by a two-thirds (2/3) vote of the Board of Directors present at any meeting of the Board of Directors at which a quorum is present. Upon termination of the President and Chief Executive Officer, he or she shall deliver to the Board of Directors all books, papers and property of the Chamber.

**Section 10. Secretary /Treasurer** - The office of Secretary/Treasurer shall be one position. Secretary/Treasurer shall keep board apprised of minutes and records of Chamber meetings. The Secretary/Treasurer shall be apprised of all certificates and funds and all receipts and disbursements of the Chamber and all be concerned with the general financial condition of the Chamber. At regular intervals, the Secretary/Treasurer shall make reports to the Board of Directors.

**Section 11. Recording Secretary** - The President/CEO may appoint such person as the President/CEO chooses to serve as Recording Secretary for the purpose of taking minutes of Chamber meetings and performing such other functions as the President directs. The position of Recording Secretary is not an elected officer and is non-voting.

**Section 12. Vacancies** - If an elected officer's position becomes vacant during the year, the Board of Directors shall elect a replacement officer to fill the unexpired term of such officer's position, provided that if a Vice Chairman position becomes vacant, the election of a replacement shall require a two-thirds vote of the Board of Directors.

**Section 13. Removal of Officers** - The Board of Directors may remove any officer by a two thirds (2/3) vote of the Board of Directors present at any meeting of the Board of Directors at which a quorum is present, provided the officer whose removal is sought shall be notified in writing of the proposed removal action not less than (10) days prior to the meeting and such officer shall have the right to present evidence opposing such removal.

**Section 14. Bonding** - A fidelity bond in an amount established by the Board of Directors from time to time shall be purchased annually by the Chamber which bonds all officers, and executive staff of the Chamber.

## **ARTICLE VII - STANDING COMMITTEES**

**Section 1. Executive Committee** - The Greater Yakima Chamber of Commerce Executive Committee shall consist of a total of nine (7 voting & 2 non-voting) people. The nine (9) shall be the elected by Chairman of the Board, the elected First Vice Chairman, the elected Second Vice Chairman, the elected Secretary and Treasurer, the immediate past Chairman of the Board and two (2) Past



**Presidents/Chairman.** In addition, the President and Chief Executive Officer of the Chamber and the Chamber's legal counsel shall be non-voting members of the Executive Committee. The Executive Committee shall have the power between meetings of the Board of Directors to act on behalf of the Board only on matters that are time sensitive and of an emergency nature, and shall have the power to make recommendations to the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next regular or special meeting, and be subject to final ratification by the Board of Directors.

**Section 2. Budget Committee** - The Chairman of the Board shall, subject to Board approval, name a Budget Committee of three (3) (Chairman, 1st Vice Chair, and Secretary/Treasurer) or more members of the Chamber. The Budget Committee shall work with and assist the President and Chief Executive Officer prepare an annual budget for all operations of the Chamber to be submitted to the Board of Directors by the last Board of Directors meeting in June of each year for the ensuing fiscal year beginning July 1.

**Section 3. Finance Committee** - The Chairman of the Board shall, subject to Board approval, name a Finance Committee of three (3) (Chairman, 1<sup>st</sup> Vice Chair, and Secretary/Treasurer) or more members of the Chamber. It shall be the duty of the finance committee to examine the financial statement and review the books and accounts of the Treasurer and President and Chief Executive Officer at the end of each calendar quarter and at the close of the fiscal year's business and report its findings to the Board of Directors. A compiled financial statement shall be prepared at the end of each fiscal year by a Certified Public Accountant. Following receipt and approval of the annual financial report by the Board of Directors, it shall be released for publication.

**Section 4. Governance Committee** - The Chairman of the Board shall, subject to Board approval, name a Governance Committee of no less than three (3) or more members of the Chamber Board, including Legal Counsel. The First Vice Chairman will serve as the Chairman of the Committee. It shall be the duty of this committee to focus on core governance and board composition issues, ensuring that the board can fulfill its fiduciary responsibilities through adequate skills, training and knowledge. This committee conducts an annual evaluation of board and committee performance; nominates directors, officers, and committee members; provides board education and training; oversees President/CEO evaluation, compensation and succession planning; monitors conflict of interest matters; and periodically reviews by-laws, governance structure and practices.

## **ARTICLE VIII - OTHER COMMITTEES**

**Section 1. Divisions, Committees and Task Forces** - The Chairman of the Board shall designate a Chairman, 1<sup>st</sup> Vice Chairman, 2<sup>nd</sup> Vice Chairman, and the personnel of all divisions, committees and task forces of the Chamber from qualified members in good standing, which designations shall be subject to confirmation by the Board of Directors. The Chairman of the Board shall also, with the advice and counsel of the Executive Committee, appoint directors and officers to division, committee and task force responsibility. Meetings of divisions, committees and task forces may be called at any time by the Chairman of the Board or by the Chairman of such division, committee or task force. The Chairman of

the Board and the President and Chief Executive Officer, or their designees, shall be ex-officio members of all such divisions, committees and task forces.

**Section 2. Authority of Divisions, Committees and Task Forces** - It shall be the function of the divisions, committees and task forces of the Chamber to investigate and make recommendations to the Board of Directors. They shall make such written reports as requested by the Board of Directors. No division, committee or task force shall represent the Chamber in advocacy or opposition to any issue or project without obtaining the prior authorization and approval of the Board of Directors or such confirmation as may be clearly granted under general powers delegated by the Board of Directors to that division, committee or task force.

**Section 3. Limitations** - A division, committee or task force of the Chamber may not adopt policies, positions, endorsements, issue actions, rules or regulations until after approval by the Board of Directors before implementation. No policies, positions, endorsements, issue actions, rules or regulations shall be adopted by any division, committee or task force which in any way conflicts with the purposes and objects of the Greater Yakima Chamber of Commerce as set forth in its Articles of Incorporation, its By-Laws, guidelines, rules and regulations.

**Section 4. Indebtedness** - No subdivision or any member of the Chamber shall contract any debt on behalf of the Chamber which shall in any manner, to any extent, render the Chamber liable for the payment of any sum, or expenditures outside its budget, unless the same shall have been obviously approved by the Board of Directors.

**Section 5. Termination of Divisions, Committees or Task Forces** - The Chairman of the Board may be subject to prior approval or direction by the Board of Directors, limit the scope of work or responsibilities of, or terminate and disband, any division, committee or task force of the Chamber.

## **ARTICLE IX - ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 1. Fiscal Year** - The fiscal year of the Greater Yakima Chamber of Commerce will begin on the first day of July and end on the last day of June of each year.

**Section 2. Limitation on Use of Funds and Activities** - The Chamber shall use its funds only to accomplish the objects and purposes specified in the Articles of Incorporation and By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber.

**Section 3. Rules of Procedure** - Proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

## **ARTICLE X - DISSOLUTION**

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 XI - PERSONAL LIABILITY LIMITATION AND INDEMNITY**

Every director, officer, agent and employee of the Greater Yakima Chamber of Commerce shall not be personally liable for monetary damages for conduct as a director, officer, agent or employee and the Chamber shall defend, indemnify and hold harmless every director, officer, agent and employee and his or her heirs, executors and administrators, against liability and against expenses reasonably incurred by him or her, including but not limited to attorney’s fees, judgments, fines and amounts paid by way of settlement, in connection with any threatened, pending or completed action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director, officer, agent or employee of the Chamber, except there shall be no personal liability limitation or indemnification against liability and against expenses arising from such director's, officer's, agent's or employee's acts or omissions that involve intentional misconduct or a knowing violation of law, or conduct violating 24.03.140, or for any transaction from which the director, officer, agent employee personally receives a benefit in money, property or services to which he or she is not legally entitled.

**ARTICLE XII - AMENDMENTS**

These By-Laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting of the Chamber Board of Directors at which a quorum is present, provided notice of the proposed change shall have been mailed or electronically transmitted by the President and Chief Executive Officer to each Board member not less than ten (10) days prior to such meeting. Such amendment or alteration is subject to final approval of the majority of members present at a regular or special meeting of the members, provided quorums of thirty (30) members are present. Notice of the proposed change shall be mailed or electronically transmitted to the members not less than ten (10) days prior to the meeting.

Adopted this (day) \_\_\_\_\_ of (month) \_\_\_\_\_, 2016

Chairman of the Board \_\_\_\_\_

Secretary/Treasurer \_\_\_\_\_