

By - Laws of the San Juan Island Chamber of Commerce

Article I Name

This organization is incorporated under the laws of the State of Washington and known as San Juan Island Chamber of Commerce, hereinafter “the Chamber.” Its principal office will be located in Friday Harbor, Washington.

Article II Objectives

The objectives of the Chamber are to develop, encourage, promote and protect the commercial, professional financial and general business interests of San Juan Island; to promote the civic interests and the general welfare of the Island; to extend and promote trade and commerce, and foster, develop and protect the industry of the Island.; to encourage the development of tourism, transportation and communication facilities, and the various resources of the Island; and to procure laws and regulations desirable for the benefit of business in general, and provide for a forum for the reflection of the sentiments of business regarding matters affecting its interest.

Article III Limitation of Methods

Section 1. The Chamber will observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Service Code and Chapter 24.03 of the Revised Code of Washington, and will be non-partisan and non-sectarian.

Article IV Membership

Section 1. Any person, association, organization or corporation who has an interest in the objectives of this organization is eligible for membership, and will be considered in good standing when current dues are paid.

Section 2. Members in good standing will enjoy all the rights and privileges of the Chamber, including the right to vote. Each membership is entitled to one vote.

Section 3. Individuals and firms of good standing, regardless of place of residence, interested in the purposes of the Chamber will be eligible for membership.

Section 4. The dues will be determined by the Board of Directors, hereinafter “the Board”, from year to year and will be payable annually, unless prior arrangements have been made for quarterly or semiannual payments.

Section 5. If any member fails to pay dues within three (3) months of maturity, he will be considered delinquent, and written notice of status will be given by the Director. If at the end of 10 days the membership remains delinquent, the membership may be forfeited.

Section 6. If a business or firm changes ownership, membership shall be transferred to the new owners. Should a member request to be dropped from being a member, no rebate shall be paid from their current membership year.

Article V
Membership Meetings

Section 1. The Board shall provide for regular monthly meetings of the Chamber Members. Special meetings may be called by the President of the Board, the Board, or by written petition of 10% of the members in good standing.

Section 2. 10% of existing membership in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber Membership.

Section 3. Notice of both regular and special meetings shall be given to each member in person or by mailing , E-mail or public notice to the last known post office address at least five (5) days in advance of the day of the meeting. Notice of regular meetings other than annual shall be made by providing each member entitled to vote at that meeting with the adopted schedule of regular meetings. A member or director may consent, by providing an email address, to receipt of electronically transmitted notices, and shall thereafter receive notice via email.

Section 4. The annual meeting of the Chamber will be held each year, the time and place to be determined by the Board. Notice of the meeting will be given to each member at least ten (10) days in advance of the meeting.

Article VI
Meeting of Board of Directors

Section 1. A regular meeting of the Board will be held monthly and/or as agreed by a majority of the Board. Board meetings are open to the general membership.

Section 2. A special meeting of the Board of Directors may be called at any time by the President of the Board or three Directors, providing that when called other than by the President of the Board, a call shall be issued to each Director stating the purpose of the meeting. At least 24 hours notice preceding each special meeting shall be given.

Section 3. A majority of the Board of Directors shall constitute a quorum at any meeting. A majority of the votes entitled to be cast at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Directors.

Section 4. Members of the Board of Directors may participate in a meeting by conference telephone or similar communications providing all persons participating may hear each other at the same time. Participation constitutes presence in person at a meeting.

Section 5. The Board of Directors may meet by document (electronically). A resolution may be prepared by the President, Executive Director or by five (5) members of the Board for distribution to the full Board. If all of the Directors eligible to vote sign such a resolution indicating their concurrence, the resolution shall be deemed to constitute a decision of the Board at a duly constituted meeting.

Section 6. A director who is present at a meeting of its board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent or abstention shall be entered in the minutes of the meeting.

**Article VII
Committees and Board Liaisons**

Section 1. The President of the Board will appoint all committee Chairpersons, subject to confirmation by the Board. It will be the function of the committee to investigate and make recommendations. No committee, standing or special, will have power to commit the Chamber on any matter of general policy. It is the intent of the section to provide that committees will have the authority to decide matters of interest to such committees only and to recommend to the Directors, for decision, all matters affecting the community of the Chamber as a whole. From any committee both majority and minority reports may be submitted to the Board. Meetings of committees may be called at any time by the President of the Board, the Executive Director or by the Chairperson of such committees.

Section 2. The President of the Board shall appoint liaisons to other Boards and Commissions to represent the Chamber. No liaison shall have the power to commit the Chamber on any matter of general policy or point of view without the prior approval of the Board. Board members have been chosen to represent the Chamber, therefore, where a vote is required, (1) ask for time to call and confer with the Director or other Chamber Board member prior to a vote that has impact on the Chamber of Commerce ability to function, (2) if the Director or Chamber Board member cannot be reached, the liaison will use their own judgment. It is the intention of the liaison position to provide communication between the Chamber and other agencies; all reports shall go to the Executive Director

**Article VIII
Affiliated Organizations**

The Board will have the power to provide for the affiliation of organizations with the Chamber in such manner and upon such terms as may be determined. Provided that no such affiliation will confer upon non-members the general privileges of the Chamber.

**Article IX
Finances**

Section 1. The receipts from membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the Chamber, from which all fixed charges for the maintenance and conduct of the organization, and other expenses regularly incurred by the Chamber in the prosecution of its work, shall be paid.

Section 2. No disbursements of the funds of the Chamber in excess of an amount to be determined annually by the Board and detailed in policies and procedures, except those previously budgeted or approved by the Board, will be made. All disbursements will be made by check, which will be signed by the Executive Director, President of the Board, Vice President, Secretary or Treasurer.

Section 3. The Chamber's annual budget will be proposed and presented to the Board for approval in balanced form.

Section 4. The accounts of the Chamber will be independently reviewed annually after the close of the fiscal year.

Section 5. The Executive Director and such other staff as the Board may designate will be bonded by a sufficient fidelity bond in an amount set by the Board and paid by the Chamber.

Section 6. The fiscal year shall be from January 1 to December 31.

Article X Insurance

The Chamber will maintain liability insurance sufficient to meet all applicable state laws and as the Board will deem necessary.

Article XI Board of Directors

Section 1. The Board of Directors shall consist of not more than ten (10) members and not less than eight (8) members (excluding the immediate Past President of the Board), one third (1/3) of whom shall be elected annually to serve for three (3) year terms, or until their successors are elected and have qualified. 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. All directors must be members in good standing.

Section 2. At the regular September board meeting, the President of the Board will appoint, subject to approval by the Board, a nomination committee of three (3) members of the Chamber, including at least one general member. The Immediate Past President of the Board will be the head of the committee if available; if unavailable, the President shall appoint an additional member to the committee.

Section 3. Directors will be elected through email ballot prior to the regular November membership meeting. All newly elected Board members shall be seated at the regular December Board meeting and shall be participating members of the Board thereafter. Retiring Directors, with exception of the Past President of the Board, shall continue to serve until December 31st of the current year.

Section 4. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors, shall be subject to removal from the Board by majority Board approval.

Section 5. The Board is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. To avoid the appearance of conflict of interest, individual board members should recuse themselves from discussion or votes on any issue in which they have a personal interest.

Section 6. The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7. The Chamber will, by resolution of the Board, provide for indemnification by the Chamber of any and all of its Directors or former Directors 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 Directors of the Chamber, except in relation to matters as to which such action, suit or proceeding to be liable for negligence or misconduct.

Section 8. Vacancies occurring on the Board and any directorship to be filled by reason of an increase in the number of directors may be filled by an affirmative vote of the remaining board of directors even though less than a quorum is present. A director so appointed shall fill the unexpired term of the predecessor, if there was

one.

Article XII Officers

Section 1. The Board (new and retiring Directors), at the January meeting following the election, will organize for the coming year. The Board will elect the President of the Board, Vice President, Secretary, and Treasurer of the Board. Officers will be elected from members of the new Board. All officers will serve for a term of one (1) year or until their successors assume the duties of office, and will be voting members of the Board.

Section 2.1 The President of the Board shall preside at all meetings of the Board of Directors and Executive committee.

2.2 The Vice-President shall exercise the powers of authority and perform the duties of the President of the Board in the absence or disability of the President. The Vice-President is intended as a succession position to the President of the Board in the following year.

2.3 The Secretary shall keep the minutes of the meetings.

2.4 The Treasurer shall review financial records and practices; present, along with the Executive Director, periodic financial reports to the Board and Membership; review the preparation of financial reports to government and other agencies.

Section 3. 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 officers of the Board.

Section 4. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber and all its officers or former officers as spelled out in Article X, Section 7, of these By-Laws.

Article XIII Dissolution

On dissolution of the Chamber, any funds remaining will be distributed to one or more regularly organized and qualified charitable, business, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. No part of said funds will incur or be distributed to the members of the Chamber.

Article XIV Amendments

Section 1. These By-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors

Section 2. Proposed amendments will be submitted in writing to the Board at least ten (10) days before the meeting at which they will be approved. At least ten 10 days prior to the meeting at which action will be taken, membership will be notified by email that proposed changes are available for review in the Chamber office

Adopted: By-Laws were approved by the San Juan Island Chamber of Commerce Board of Directors on June, 2000.

Board of Directors

President Kathy Johnson
Secretary Tori Zehner
Vice-President Libby Thompson

Treasurer - Andy Duke
Jeff Van Dyke
John Dunning

Allen Messick
Iris Cady Farhad Ghatan
Larry Talbot

Adopted: Amendments to these bylaws were approved by the San Juan Island Chamber Board of Directors on March 14 , 2005.

Board of Directors
President Liz Illg
Vice President Paul Hopkins
Secretary Joy Sevier
Treasurer Michelle Morton
Melonie Walter
Nancy Hanson
Ed Nelson
Patrick Pillsbury
Donna Maloney
Aylene Gerring