

VASHON MAURY ISLAND CHAMBER OF COMMERCE

P.O. BOX 1035, VASHON, WA 98070

(206) 463-6217

BY-LAWS

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| Dates: Adopted | March 30, 1995 |
| Revised | September 6, 1995 |
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| Revised | June 10, 2009 |

Section 1 - General Information

1.1 Name and Form

This corporation is the Vashon Maury Island Chamber of Commerce. Its registered office is at 19001 Vashon Highway SW, Vashon, King County, Washington. Its Amended Articles were approved and filed with the Secretary of State on August 1, 1993, and reference is made to said Articles for general authority for these by-laws. All previously adopted By-Laws of this corporation and amendments thereto, are hereby revoked.

1.2 Purpose/Mission Statement

The purpose of this corporation shall be to promote programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community and the general welfare and prosperity of Vashon-Maury Island, King County, Washington, and its surrounding territory. This corporation shall not be partisan or sectarian, nor shall it support or endorse any candidate for public office or endorse non-chamber produced/sponsored product(s) or services.

1.3 Membership

- 1.3.1** Active Membership: Individuals, firms and corporations operating a business or profession, or owning business property on Vashon-Maury Island, are eligible for Active Membership. No business, organization or professional office shall have more than one vote nor hold more than one elective office. Active membership shall become effective on tender of annual dues. Member firms, corporations and associations shall designate one representative to the Chamber and no other representative may hold office or vote until a substitution is made. If a substitution affects an elected officer, the vacancy thus created shall be filled as hereinafter provided.
- 1.3.2** Honorary Members: Not more than two annual Honorary Memberships may be awarded each year, by three-fourths vote of the Board of Trustees, to persons found worthy of such distinction. Honorary members shall not have the privileges of Active Members.
- 1.3.3** Dues: Dues for active members shall be recommended by the Board in proportion of the size and volume of business and the general interest each has at stake in the community and activities of this Chamber. Honorary members shall be exempt from payment of dues and fees. No portion of dues paid by members removed for causes per paragraph 1.3.6 below shall be reimbursable to the member.
- 1.3.4** Meetings: The annual meetings of this corporation shall be held on the last Thursday of February. Regular meetings shall be held at least one every 3 months, and special meetings at such time as the Board may determine. The secretary shall notify each member, in writing or email, of the time and place of each meeting at least ten days in advance. 20 Active Members shall constitute a quorum at the Chamber meetings.
- 1.3.5** Termination: Any member 30 days delinquent in payment of dues shall, in lieu of expulsion, have all privileges and voting rights suspended until said dues are paid. Members whose dues remain unpaid for 90 days will be dropped from the rolls.
- 1.3.6** Expulsion: The Board, by a three-fourths vote of those present, may expel, suspend or deny membership to an individual or member for conduct unbecoming. A quorum, as defined in Section II-A.4, is required for this board action.
- 1.3.7** Resignation: All resignations from the Chamber must be in writing or email.

Section 2 - Board of Trustees

- 2.1** Number: The Board of Trustees shall consist of a maximum of 15 members consisting of the President, Vice President, Secretary, Treasurer and 9 Trustees at large. The immediate Past President shall be an ex-officio member of the Board of Trustees with full voting rights. For one year (February thru January) the Festival Chair will be appointed as a Trustee at large.
- 2.2** Terms: Trustees elected at annual meetings shall serve for two years, except that those elected to unexpired vacancies at general elections shall be elected for the unexpired term only. One-half of the trustees at large shall be elected each year so that their terms shall be staggered.
- 2.3** Vacancies: Vacancies in the Board shall be filled by nomination and election by Trustees at any regular or special meeting to serve until the next general elections.
- 2.4** Meetings: Regular meetings of the Board of Trustees shall be held as determined by the President or a majority of the Board, but in any event, not less than once each month. Special Meetings shall be held upon the call from the President or a majority of the Trustees. The secretary shall notify each trustee, in writing or email, at least 5 days in advance of a regular meeting. Five members of the Board shall constitute a quorum. All Chamber members may attend Board meetings to listen and view board actions/discussions. Joint Membership/Trustees meetings, called General Membership meetings, shall entitle all Active Members in attendance to a vote.
- 2.5** Unexcused Absences: Officers or Board members with three or more unexcused absences from Board meetings may be summarily removed from office by a 2/3 vote of the Board of Trustees. An unexcused absence, excluding emergencies, is defined as not having obtained authorization to miss said meeting from the President or Vice-President in advance of scheduled meetings(s).
- 2.6** Authority: The Board of Trustees shall have authority to manage the affairs of this corporation. The Board may delegate specific authority to its officers, committees or staff.

Section 3 - Board of Trustees Conflict of Interest

- 3.1** "Conflicting interest" means the interest a Trustee has respecting a transaction effected or proposed to be effected by the Corporation or any other entity in which the Corporation has a controlling interest if:
- 3.1.1** The Trustee knows at the time the Corporation takes action that the Trustee or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Trustee's judgment if the Trustee were called upon to vote on the transaction; or

- 3.1.2** The transaction is brought before the Board for action, and the Trustee knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the Trustee's judgment if the Trustee were called upon to vote on the transaction:
- 3.1.2.1** An entity of which the Trustee is a Trustee, board member, general partner, agent, or employee;
 - 3.1.2.2** An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or
 - 3.1.2.3** An individual who is a general partner, principal, or employer of the Trustee.
- 3.2** "Trustee's conflicting interest transaction" means a transaction effected or proposed to be effected by the Corporation or any other entity in which the Corporation has a controlling interest respecting which a Trustee of the Corporation has a conflicting interest.
- 3.3** "Qualified Trustee" means any Trustee who does not have either:
- 3.3.1** A conflicting interest respecting the transaction; or
 - 3.3.2** A familial, financial, professional, or employment relationship with a second Trustee who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first Trustee's judgment when voting on the transaction.
- 3.4** "Related person" of a Trustee means:
- 3.4.1** A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the Trustee, or a trust or estate of which any of the above individuals is a substantial beneficiary; or
 - 3.4.2** A trust, estate, incompetent, conservatee, or minor of which the Trustee is a fiduciary.
- 3.5** "Required disclosure" means disclosure by the Trustee who has a conflicting interest of:
- 3.5.1** The existence and nature of the Trustee's conflicting interest; and
 - 3.5.2** All facts known to the Trustee respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

3.6 Trustees' Action:

3.6.1 *Majority Vote.* Trustees' action respecting a Trustee's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified Trustees who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

3.6.2 *Trustee's Disclosure.* If a Trustee has a conflicting interest respecting a transaction, but neither the Trustee nor a related person of the Trustee is a party to the transaction, and if the Trustee has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that Trustee from making the disclosure described in Paragraph 5.1(f), then disclosure is sufficient if the Trustee:

3.6.2.1 Discloses to the Trustees voting on the transaction the existence and nature of the Trustee's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

3.6.2.2 Plays no part, directly or indirectly in their deliberations or vote.

3.6.2.3 *Quorum.* A majority (but no fewer than five) of the qualified Trustees constitutes a quorum for purposes of action that comply with this Article. Trustees' action that otherwise complies with this Article is not affected by the presence or vote of a Trustee who is not a qualified Trustee.

Section 4 - Executive Committee

The Executive Committee, composed of the four elected officers, may transact routine business of the Chamber in the interim between Board meetings, subject to final approval by the Board of Trustees.

Section 5 - Nominations and Elections

The President shall, no later than the first day of November, and with the consent of the Board, appoint a Nominating Committee consisting of three members, the majority of whom shall be board members. The Nominating Committee shall present its slate of nominees for office and trustees at the regular December membership meeting. All said nominees shall, by the time of their election to office, be members of the Chamber of Commerce. The election shall be held on the day of the regular January membership meeting by secret written ballot which may be cast at said meeting or at the Chamber office during regular business hours prior to said meeting on election day. A member may request that secret ballot be mailed to them, which must be returned to the Chamber prior to said meeting on election day. Proxy votes for elections or any other Chamber business shall not be allowed. All Officers and Trustees shall take office on the first day of February of each year.

Section 6 – Amendments

By-law amendments require a 2/3 vote of the members present at any regular or special Chamber meeting. Written notice of the proposed amendments shall have been given to members at least 5 days in advance of said meeting.

Section 7 - Compensation

No officer or trustee other than the Chamber staff shall receive any salary or compensation from this corporation except for such special services authorized from time to time by the Trustees.

Section 8 -Goals

The Board of Trustees shall present goals for the following year at the February meeting which shall be discussed and adopted by the membership, with or without amendments, at the following General Meeting.

Section 9 -Budget

The Treasurer shall submit a budget for the following year at the December meeting which shall be discussed and adopted by the membership, with or without amendments, at the annual meeting.

Section 10 - Board of Trustee Responsibilities (Officers)

The Vashon-Maury Island Chamber has a leadership structure that includes a President, Vice-President, Secretary and Treasurer. The four elected officers are the Executive Committee and are required to attend monthly Board meetings. Board Officers shall be elected as hereinafter set forth and shall hold office for a term of two years. Succession of authority is (1) President; (2) Vice-President; (3) Secretary; (4) Treasurer

10.1 President shall:

10.1.1 Perform the duties incident to the office. The President is the spokesperson for the organization. He/she shall encourage participation of members in Chamber activities and foster adequate financial support for the organization and its programs.

10.1.2 Sign contracts and other instruments of writing which shall have first been approved by the Board of Trustees. The President must ensure that any contracts the Chamber enters into are reviewed by appropriate counsel and bonding authorities. Contact names and phone numbers are on file at the Chamber office.

10.4.5 Report directly to the Board and discharge such other duties as pertain to the office or are prescribed by higher authority.

10.4.6 Serve as a Board Liaison to a Standing Committee.

Section 11 -Trustees

Under the leadership of the Board Officers, Trustees are ultimately responsible for the general activities and affairs of the organization. The Board assumes ultimate responsibility for ensuring that organizational policies and procedures are carried out. For example, in the approving of the budget, it should be clearly understood that effective machinery for assuming adequate financial support of the Chamber is necessary and members of the Board therefore should be willing to personally contact members whose dues are delinquent and to issue invitations to join the organization to possible new members. To this end, as a minimum, Trustees shall:

11.1 Establishes and oversees Chamber policies.

11.2 Develop and approve budget(s), exercising oversight on said budget to ensure that Committee and Chamber expenditures are aligned with established budgets spending plans. The Board shall ensure that expenditures meet or exceed established goals and/or achieve stated Committee/Chamber objectives.

11.3 Act as a Liaison to at least one standing Chamber Committee. Board Liaison(s) shall be Co-Chairman to Committee(s). Board Liaison/Co-Chairman provides leadership to appointed Committees by assisting Committee members in developing written plans and submitting said plan to the Board for consideration. Further, the Board Liaison will submit written progress reports to the Board for inclusion with established Chamber Committee files.

11.4 Attend monthly Board meetings.

11.5 Attend un-scheduled meetings called by Executive Committee to conduct business of an urgent nature.

11.6 Trustees are responsible for notifying the President or Vice-President in advance of scheduled meeting if they will be unable to attend. Emergencies are excluded for the early notification requirement.

Section 12- Chamber Administration

Chamber policies are independent of the by-laws and shall be published separately. Chamber policies shall be consistent with the organization's mission, goals and objectives. Policies shall enhance the

overall function of the organization and to the greatest extent possible, fairly and appropriately represent the overall membership. Policies are guidelines, as such; no policy shall be considered or construed as the “law.” Policies are subject to change given the changing needs of the organization and the membership. Sound judgment must be exercised when establishing policies and implementing policies. Moreover, policies should be designed and implemented in such a manner that by its existence the policy does not hamper or prevent the organization/member from doing what is fair and appropriate.

- 12.1** The Chamber President is vested with the organizational responsibility for conducting/implementing Chamber administrative matters/procedures. The President is authorized to establish administrative policy or procedures consistent with the established Board approved policies to enhance the daily operation of the Chamber’s office functions and to ensure overall effectiveness.
- 12.2** Committee Chairpersons are authorized to develop Committee policies consistent with organizational policies to enhance Committee function(s) and overall Committee effectiveness.
- 12.3** Organization, Administrative and Committee policies are subject to change when directed by higher authority and shall be reviewed annually during the month of March. A copy of all policies issued by authorized persons shall be provided to the offices files.

Section 13 -Dissolution

- 13.1** The Chamber shall use its funds only to accomplish the objectives and purposes specified in the organization’s by-laws. No part of said funds shall inure, or be distributed to the members of the Chamber.
- 13.2** 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 Trustees as defined in IRS Sec. 501 (c)(6).

Section 14 - Standing Committees

14.1 Merchant Committee

- 14.1.1** Plan, budget and implement the Easter Egg Hunt, Halloween activities and Christmas Open House. Developing plans for shop Vashon first, and group purchasing.
- 14.1.2** Responsible for maintaining continuous contact with the Chamber staff to ensure appropriate event promotion and coordination.

14.2 Strawberry Festival Committee

14.2.1 Responsible for planning and implementation of this major weekend event in July. Responsible for staffing and set up of Chamber Booth at Festival. This is the Chamber's largest single fundraising activity.

14.2.2 Responsible for maintaining continuous contact with the Chamber staff to ensure appropriate event promotion and coordination.

14.3 Membership Committee

14.3.1 The Membership Committee is composed of the Board of Trustees.

14.3.2 Responsible for developing and implementing creative ways to attract new members to the organization.

14.3.3 Responsible for coordinating membership socials and volunteer recognition events.