



By-Laws
Birch Bay Chamber of Commerce
Birch Bay, Washington

Revision Date ~ September 2003

ARTICLE 1- NAME

The name of the organization shall be the Birch Bay Chamber of Commerce as incorporated with the office of the Secretary of Washington State under Articles of Incorporation filed October 16, 1972 and amended in 1986 under the Non-Profit Corporation Act, hereinafter referred to as BBCC.

ARTICLE II – PURPOSE

The purpose of the BBCC shall be to promote, encourage and coordinate cooperation and civil exchange between all elements of the community, and to promote, enhance and advocate for the civic, commercial, economic, recreational and general welfare interests of the Birch Bay area.

ARTICLE III – MEMBERS

Section 1 Any reputable firm, association, partnership, proprietorship, professional or corporation is eligible for a Business Membership in the BBCC. Any reputable individual or charitable/educational non-profit organization is eligible for an Associate Membership.

Section 2 Annual dues are due and payable on the first day of January. The Treasurer shall notify members in arrears in writing with a copy to Membership Director and those whose dues are not paid by the first day of February shall be automatically dropped from membership in the BBCC.

Section 3 Each member whose dues are current shall be a Member in Good Standing and shall be entitled to cast only one vote.

Section 4 By virtue of the fact that the BBCC is incorporated in the State of Washington, Officers and Members are protected from personal liability under obligations that may be incurred by the BBCC.

ARTICLE IV – MEETINGS

- Section 1** The BBCC shall hold regular meetings of the Membership at a date, time and place established by the Board of Directors. Publication of the Regular Meeting date, time and place in the Chamber newsletter received by the Membership and/or available ONLINE one (1) week in advance will be sufficient for proper notifications.
- Section 2** The Annual Meeting of the BBCC Membership shall be held in October of each year at a date, time and place established by the Board of Directors. Publication of the Annual Meeting date, time and place in the Chamber newsletter received by the Membership and/or available ONLINE fourteen (14) days in advance will be sufficient for proper notifications.
- Section 3** Specials meetings of the Membership may be called by the president, the Board of Directors, or not less than one-tenth (1/10) of the Members in Good Standing. At least three (3) days written notice of the date, time, place and the subject of the meeting is required.
- Section 4** Twenty-five percent (25%) of the total Membership, or twice (2x) the number of Directors, whichever is less, shall constitute a quorum at a meeting of the Membership. A majority of those present and voting shall rule. If a quorum is not present, the meeting may be adjourned or reschedule at the discretion of the majority of those member present, and reports, guest speakers and discussion may proceed.

ARTICLE V – BOARD OF DIRECTORS

- Section 1** The general supervision of the affairs of the BBCC, government of the BBCC, and the direction of its work and the control of its property shall be vested in the Board of Directors. Directors shall not receive compensation for their services as Directors.
- Section 2** The Board of Directors shall consist of at least nine (9) members of the BBCC in good standing. Their term of office shall be two (2) years with four (4) Directors elected one year and five (5) Directors elected the next year. When there are three (3) or more candidates, a plurality shall elect. Directors may succeed themselves. At least four (4) Directors shall be Business Members and at least three (3) Directors may be Associate Members.

- Section 3** Board Members shall be elected at the Annual Meeting of the BBCC and shall take office at the first BBCC Board of Directors meeting following their election.
- Section 4** The Board of Directors shall meet monthly at a date, time and place established by the Board. Members of the BBCC are welcome to attend Board meetings and to address the Board, provided at least twenty-four (2) hours notice and subject of the address is given to the president. Special meetings of the Board may be called by the president, the secretary, or at least two (2) of the Board Members, provided that at least three (3) days notice of the date, time, place and subject of the meeting is given in writing to all Board Members.
- Section 5** A majority of the total Board Members shall constitute a quorum and a majority vote of those present and voting shall rule. The Board may also act by written consent or approval of the action set forth in writing by six (6) Directors.
- Section 6** The Treasure, with input from the Board, shall prepare an Annual Budget at the beginning of each Calendar Year, which shall be presented to, and approved by, the Board of Directors. Expenditures exceeding the budgeted amount in excess of one hundred dollars (\$100) must be approved by the Executive Committee or the Board of Directors. Expenditure in excess of five hundred dollars (\$500) not appearing on the Annual Budget, must be approved by the General Membership.
- Section 7** A vacancy in the Board of Directors shall be filled by the Board. A Director appointed to fill a vacancy shall serve out the term of his/her predecessor.
- Section 8** Any Director who is absent from three (3) consecutive Board meetings without excuse satisfactory to the Board, shall be deemed to have surrendered the office of Director.
- Section 9** A Director may be removed from office, for cause, by the vote of at least three-fourths (3/4) of the Members present at a regular or special meeting, provided notice of such proposed action has been given in the regular or special meeting notice, and provided that the Director has been informed in writing of the charges preferred against him/her at least ten (10) days prior to such meeting. The Directors shall have the opportunity to be heard at such meeting. Any vacancy so created shall be filled by a majority vote of the Members present, and the vote may be taken at the same meeting.

ARTICLE VI – OFFICERS

- Section 1** The officers of the BBCC shall be President, Vice-President, Secretary and Treasurer.
- Section 2** The Officers shall be elected from the Board of Directors by the Board of Directors at the first meeting of the Board following the Annual Meeting. The term of office for Officers shall be one (1) year or until their successor has been elected. Officers may succeed themselves so long as they remain duly elected members of the Board of Directors.
- Section 3** A vacancy in an Officer position may be filled by the Board of Directors for the unexpired portion of the term.
- Section 4** Any Officer elected or appointed by the Board may be removed by three-fourths (3/4) of the vote of the remaining Directors.
- Section 5** **The President** shall be the Chief Executive Officer of the BBCC and shall, in general, supervise and control all the business and affairs of the BBCC. The President shall preside at all meetings of the Membership and the Board of Directors. The President may sign, with attestation from the Secretary, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorized to be executed. In general, the President shall perform all duties incident of the office and such other duties as may be prescribed by the Board from time to time. The President, upon completion of his/her office, if not an elected member of the Board of Directors, may, at the Board's request, serve a one (1) year term on the Board of Directors with voting privilege as Immediate Past President for the sake of continuity.
- Section 6** **The Vice-President** shall serve in the absence of the President, or in the event of an inability or refusal of the President to act. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- Section 7** **The Secretary** shall keep the minutes of all regular and special Membership and Board of Directors meetings, and keep a permanent record of same. The Secretary shall be custodian of all official records, documents, committee reports, and so forth, of the BBCC including the By-Laws, Articles of Incorporation and membership roll, and shall have all current documents and records available for view if needed or requested at each meeting. The Secretary shall see that all notices are given in accordance with the By-Laws; maintain a current Membership roll; attest to the authorization of all documents executed in the name of the BBCC;

and, in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8 **The Treasurer** shall have charge and custody of, and be responsible for, all funds of the BBCC, in whatever form; receive and give receipts in duplicate for money due and payable to the BBCC from any source including dues; and deposit such money into a financial institution approved by the Board of Directors in the name of the BBCC. The Treasurer shall disburse money payable by the BBCC at the direction of the Board of Directors or the Membership; prepare and submit an Annual Financial Report; assist in the preparation of the Annual Budget; perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the President or Board of Directors.

ARTICLE VII – FISCAL YEAR, GIFTS AND CONTRACTS

Section 1 The Fiscal Year of the BBCC shall begin the first day of January and end on the last day of December in each year.

Section 2 The Board of Directors may accept, on behalf of the BBCC, any contribution, gift, bequest or grant for the general purpose or for any specific purpose of the BBCC.

Section 3 The Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the BBCC. Such authority may be general or specific.

ARTICLE VIII – COMMITTEES

Section 1 The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2 The President shall appoint all committees, subject to confirmation by the Board of Directors.

ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules contained in the 1997 edition of Robert’s Rules in Plain English by Doris P. Zimmerman shall govern the BBCC in all cases to which they are applicable and in which they are not inconsistent with the articles of Incorporation, these By-Laws and any special rules of order the BBCC may adopt.

ARTICLE X – AMENDMENT OF BY-LAWS

These By-Laws may be amended or revised by a majority vote of the members who return the voting form sent in the Chamber newsletter and are present at a regular or special meeting of the BBCC, provided that notice of the proposed change(s) shall be published in the Chamber newsletter and mailed to each member and/or available ONLINE not less than ten (10) days prior to such meeting.

ARTICLE XI – DISSOLUTION

Should it be determined that the BBCC is to be dissolved, an attorney may be consulted to draw up the necessary papers and to advise the BBCC Board of Directors as to the procedure applicable to the dissolution of a corporation in the State of Washington and according to the Articles of Incorporation.

Amended/Revised:

Annual Meeting, September 22, 1999

February, 2002

May, 2002

July 2002

October, 2002

September, 2003