



Birch Bay Chamber of Commerce

By-Laws

BIRCH BAY CHAMBER OF COMMERCE

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ARTICLE I - NAME

The name of the organization shall be the Birch Bay Chamber of Commerce as incorporated with the office of Secretary of Washington, 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 of the first day of January. The Treasurer shall notify members in arrears in writing with a copy to the Membership Coordinator. Those whose dues are not paid by the first day of February shall be automatically dropped from Membership in 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 notification.

Section 2 The Annual Meeting of the BBCC Membership shall be held in the 4th Quarter of each year, at a date, time and place established by the Board of Directors.

Section 3 Special 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 72-hour written notice or email 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. The majority of those present and voting shall rule. If a quorum is not present, the meeting may be adjourned or rescheduled at the discretion of the majority of those 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, 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 five (5) members of the BBCC in good standing. Their term of office shall be two (2) years with three (3) Directors elected one year and two (2) Directors elected the next year. When there are three (3) or more candidates a plurality shall elect. Directors may succeed themselves. At least three (3) Directors shall be Business Members and at least two (2) 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, or the public, are welcome to attend Board Meetings and to address the Board with a three minute comment at the beginning of each meeting, for a total of 20 minutes. 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 72-hour notice of the date, time, place and subject of the meeting is given in writing, or email to all 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/email or approval of the action set forth in writing by three (3) Directors.

Section 6 The Treasurer, 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.

All disbursements shall be made by check or debit card. Non-budgeted expenditures over \$1,000 must be approved by the Board Officers or the Board of Directors. All non-budgeted items over \$500 shall be paid by check and have two signatures on said check.

Section 7 Indebtedness: No bureau of the Chamber, or any member thereof, shall contract any debt in its behalf, which shall in any manner, or to any extent, render the Chamber liable for the payment of any sum – unless the same shall have been approved by the Board of Directors of the Chamber.

Section 8 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 until the next general election, at which time that board member and any other nominee shall run to fulfill the remaining term of the original board member.

Section 9 BBCC board members have three fundamental areas of legal and fiduciary responsibility, often referred to as the duty of care, loyalty, and obedience.

Duty of Care

The duty of care requires that a BBCC board member participate actively in governance and oversight of an organization’s activities. This includes attending board and committee meetings, reviewing and understanding the organization’s financial documents, helping to frame strategic plans, identifying and managing risks as well as opportunities, and taking prudent steps to advance the organization’s mission and goals.

Duty of Loyalty

The duty of loyalty requires that a BBCC board member act in the best interest of the organization at all times. This includes identifying and disclosing potential conflicts of interest before joining the board, and when they arise. When a potential conflict exists, board members must follow conflict of interest management steps as mandated by law and recommended in good governance guidelines.

Duty of Obedience

The duty of obedience requires that a BBCC board member work to ensure that the organization complies with applicable laws and regulations, acts in accordance with its own policies, and carries out its mission appropriately. Board members should ensure that the organization carries out its purpose and does not engage in unauthorized activities.

Section 10 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 11 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 a 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. Any vacancy so created shall be filled by a majority vote of the members present, and the vote may be taken at the same time.

Section 12 A conflict of interest form must be signed by each board member at the beginning of their term of office.

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 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 authorizes to be executed. In general, the President shall perform all duties incident to 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 the 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 Treasurer** shall keep all financial records of income and expenditures and present the treasurer's report at each board meeting.

Section 8 **The Secretary** shall keep the minutes of all regular and special membership and Board of Director meetings and keep a permanent record of the same. The Secretary shall be custodian of all official records, documents, committee reports, including the By-Laws, Articles of Incorporation and membership roll of the BBCC. All current documents and records shall be

available for view at the BBCC office. The Secretary shall see that all notices are given in accordance with the by-laws; 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 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 of 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 - PARLIMENTARY 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 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 that are present at a regular or special meeting of the BBCC. The proposed change(s) shall be published in the Chamber newsletter and mailed or emailed 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. The BBCC Board of Directors or its appointee shall perform all of the necessary procedures to affect the dissolution of the BBCC.

Amended/Revised:

Annual Meeting, September 22, 1999 February 2002

May 2002

July 2002

October 2002

September 2003

Membership Meeting, September 19, 2014

November 2018

October 27, 2020 (via zoom)

Robert's Rules of Order - Summary Version

For Fair and Orderly Meetings & Conventions

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies require all questions to be thoroughly discussed before taking action!

The assembly rules - they have the final say on everything! Silence means consent!

Guidelines

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr./Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!
- Debate cannot begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!
- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair!
Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!
- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!

The Rules

- **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result , or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending

- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- **Previous Question:** Closes debate if successful - may be moved to "**Close Debate**" if preferred
- **Informal Consideration:** Move that the assembly go into "**Committee of the Whole**" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified

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Types of Meetings under Robert's Rules

By C. Alan Jennings, PRP from Robert's Rules For Dummies

7 of 8 In Series: The Essentials of Robert's Rules for Establishing a Deliberative Body

Meetings are what Robert's Rules was written to facilitate, and the Rules can help you run or participate in a variety of meetings, as described in the following list:

- **Regular meetings** are just that: regular! You can count on having one every week, month, quarter, or whatever your schedule calls for. The days on which you hold regular meetings are probably spelled out in your bylaws, and if you've done the smart thing, you've even established the time of the meeting by adopting a standing rule. Regular meeting times can be established in other ways, but if the times aren't fixed in the rules in some way, you must provide for a definite notice procedure in your bylaws.

Regular meetings are generally conducted to complete a standard order of business. Any motions that require previous notice (such as bylaw amendments) must be noticed in strict accordance with your bylaws or rules of order, as the case may be.

Special meetings, sometimes referred to as *called meetings*, are held when your group needs to take up business that requires urgent attention and can't wait until the next regular meeting. You can't call a special meeting unless your bylaws specifically authorize them.

The notice for a special meeting must set forth every issue the meeting will address. Absolutely *nothing* can be done in a special meeting if **was** not specifically included in the notice of the meeting. This rule protects the rights of absentees and can't be suspended.

- An **adjourned meeting** is a continuation of a meeting (regular or special) that adjourned without completing its agenda or order of business, and which was scheduled either as part of a session of several meetings, or just provided for in the previous meeting by adjourning to a particular time, thus extending the session to include another meeting. In the adjourned meeting, the order of business continues at the point where it left off in the previous meeting (except that the minutes of the previous meeting are read before the meeting continues).

Adjourned meetings are appropriate when it's important to continue the business of a particular meeting before the beginning of the next regular meeting.

- An **annual meeting** is generally the occasion to elect officers, or an executive board, or both; hear a lot of reports and approve the auditors' report; have some refreshments; and go home. After that, the new officers and the board run the show for the next 12 months until it's time for another annual meeting. Minutes of annual meetings of this sort should be approved as soon as possible, and it's customary for the members to appoint a special committee for that purpose.
- An **executive session** is any meeting or part of a meeting in which the proceedings are considered secret and nonmembers are excluded. Commonly, fraternal lodges conduct all their meetings in executive session.

Nonmembers may be invited, as is often the case when a nonmember of a board is a reporting member of a committee that reports to the board. Even in those cases, the nonmember only attends at the pleasure of the board.