

# CHAMBER BY-LAWS

Adopted: May 9th, 2006

Amended: February 7, 2012

Amended: February 14, 2017

## ARTICLE I

### GENERAL

- 1.01** The name of this organization shall be the Zillah Chamber of Commerce, hereinafter referred to as the Chamber.
- 1.02** All efforts shall be non-partisan in nature.
- 1.03** The Chamber will not discriminate on the basis of race, color, religion, sex, national origin, age, handicapping condition, marital status, or political affiliation.

## ARTICLE II

### PURPOSE

- 2.01** The purpose of the organization is to promote its membership and the business interests of Zillah. This is to be done by the following objectives:
  - 1. Enhancing, advancing and promoting the well-being of commerce, industry, agriculture, ranching, education, artistic, and civic interests in the area.
  - 2. Undertaking an active leadership role in the community by initiating, coordinating or developing programs for the benefit of the business community.
  - 3. Encouraging communication between private and public sectors, business and labor, etc.
  - 4. Represent the business community and speak on behalf of the business community to municipal, provincial, state, and federal governments.

## ARTICLE III

### MEMBERSHIP

- 3.01** Any person, association, corporation, partnership, organization, or estate having an interest in the objectives of the organization shall be eligible for membership.
- 3.02** Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Chamber Board, payable annually. Membership dues are non-refundable.
- 3.03** The organization shall have seven classes of members. The designation of each class shall be:
  - 1. Businesses Associations
  - 2. Businesses
  - 3. Agriculture:

- a. Farmers
  - b. Wineries
  - c. Ranchers
  - d. Orchardists
4. Individuals
  5. Utilities
  6. Non-Profit
  7. Schools
- 3.04** Those interested in membership may apply by delivering to a Board Director an application in a form approved by the Directors duly completed and signed by the applicant and accompanied by the appropriate dues amount.
- 3.05** Membership will be good from January 1 to December 31. Members who are in default of membership dues for three months will forfeit all privileges until dues are paid.
- 3.06** The membership of the Chamber consists of individuals, families, partnerships, corporations, organizations, and governmental agencies that have paid dues.
- 3.07** Members are entitled to one vote per membership on each resolution put to a vote of the general membership.
- 3.08** All members are encouraged to attend the regular meetings of the Chamber and the general meeting held annually as the Chamber Banquet.
- 3.09** Members are allowed one vote per membership at the meetings.

## **ARTICLE IV**

### **OFFICERS**

- 4.01** The Board of Directors shall consist of five directors. The directors of the Chamber shall be President, Vice-President, Secretary, Treasurer, and Past President. The term of office for the officers shall be one year. Members of the Board shall serve a one-year term.
- 4.02** All newly elected Board members shall be seated at the regular January meeting and shall be participating members thereafter. The retiring Chamber Board shall continue to serve until the January meeting.
- 4.03** The Board shall be comprised of a fair representation of the community. The services of the Board shall be without fee, as the Board shall be comprised of volunteers.
- 4.04** The qualifications for serving as a Board Member include to following:
1. Member of the Chamber
  2. Attend meetings and be involved in Chamber projects
  3. Own a business in Zillah or live in Yakima County
  4. The ability to lead
  5. Skill in oral and written communication
  6. Ability to interpret policies and guidelines
  7. Skill in organizing
  8. Not be a board member of any other group or organization

- 4.05** It shall be the duty of the nominating committee to recommend a slate of officers for the ensuing year to the Membership for election at the November meeting. Nominations for the elective officers may also be made from the Membership. If there are no nominations other than those recommended by the committee, a single ballot shall be cast. In the event that nominations are made by the Membership the voting shall be by ballot for each elective office and officers shall be elected by a majority vote of the general Membership present.
- 4.06** Any vacancy occurring on the Board and any office to be filled by reason of an increase in the number of Board members or resignation of an officer shall be filled by a vote of the Board. A director elected to fill a vacancy shall be for the unexpired term of the predecessor. A director elected by reason of an increase in the number of directors shall be for the remainder of that term.
- 4.07** If a tie vote occurs, the President's vote determines the result.
- 4.08** Board members or officers shall not accept pay, gratuity, or any other form of compensation for their efforts or vote. All expenses incurred working on Chamber projects are subject to Board approval.
- 4.09** Any Board member who has three consecutive unexcused absences will forfeit the Board position. Any Board member may be removed by a majority vote of the Board members if it is in the best interest of the Chamber and its goals, and is non-prejudicial. If the Board votes to remove a Board member, this must be voted on by the Chamber members and a majority vote is required. Board members may resign at any time by written notice to the President of Chamber.
- 4.010** The Chamber shall indemnify and save harmless each director from and against costs, charges or expenses arising out of the execution of the duties of his or her office and also from and against all other costs charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by his or her own willful act or default.
- 4.011** The Directors may from time to time appoint such other officers and agents and authorize the employment of such other persons as may be necessary to carry out the objectives of the Chamber and such officers, agents, and employees shall have such authority and perform such duties as are determined by the Directors.
- 4.012** The standard officer positions and duties are:
1. **PRESIDENT:** Official spokesperson for the organization; represents the organization to the community; represents the business and professional leaders in activities; and serves as liaison between the Chamber and external entities; Preside at meetings of the Board and of the membership.
  2. **VICE-PRESIDENT:** In absence of the President perform those duties; work with committee chairs, plans for future of Chamber, and administer internal operations of Chamber.
  3. **SECRETARY:** Keeps or supervises the keeping of the minutes of the meetings; maintains Board and membership directories; update Board notebooks; confirm attendance and determine quorum; and prepare agenda for regular meeting.
  4. **TREASURER:** Receive funds, makes deposits; payments; accounts for funds; provides reports; obtains annual audits; and maintains non-profit status.
  5. **PAST PRESIDENT:** To assist in transition to the new President, to stand for President if both President and Vice-President are gone, to be a voting member of the board.

## ARTICLE V

### COMMITTEES

- 5.01** The President shall appoint all committees and appoint committee chairmen at his/her discretion. In addition, the President will appoint a board member to oversee each committee to advise the Board of status/activities of the committee. Committee appointments shall be at the will and pleasure of the President and in no event remains in effect beyond the term of the appointing President. The President shall authorize and define the powers and duties of all committees.
- 5.02** If the Chamber authorizes alcohol at a Chamber-sponsored event, the appropriate licenses and insurance need to be obtained by the event holder.

## ARTICLE VI

### MEETINGS

- 6.01** The Chamber shall meet monthly on the second Tuesday of every month, unless otherwise specified. If the designated day falls on a legal holiday, the meeting shall be held on the subsequent Tuesday or about. All monthly Board meetings are open to the entire membership.
- 6.02** A quorum for the monthly board and member meetings shall require the presence of the majority of officers to conduct official business for the Chamber.
- 6.03** The Chamber Board may provide for holding Chamber meetings whenever it may be considered necessary or desirable. Ten (10%) percent of the total membership shall constitute a quorum at any monthly regular Chamber meeting.
- 6.04** An annual meeting of the membership shall be in the form of a banquet. Tickets will be sold to offset the expense of the banquet. The objectives of the banquet will be to:
1. Recognize and thank the membership for support.
  2. Recognize outstanding individuals in the community
  3. Recognize and thank outgoing Chamber Board.
  4. Recognize and introduce new Chamber Board.
  5. Provide information about Chamber accomplishments.
- 6.05** The Chamber Board may provide for holding a special meeting of the Chamber at its discretion or upon a petition signed by not less than ten (10%) percent of the membership. All members shall be notified in writing of the date, time, location and agenda of the meeting at least four (4) days prior to such meetings. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
- 6.06** Twenty (20%) percent of the total membership shall constitute a quorum at any special meeting.

**6.07** Annual Events sponsored by the Zillah Chamber are:

1. Community Awards Banquet (March)
2. More Than a Farmers Market (September)
3. Old Fashioned Christmas (December)

## **ARTICLE VII**

### **FINANCES**

**7.01** No expenditures exceeding \$250 shall be made without the approval of membership unless authorized in the approved Chamber budget. The President and Vice-President are the only members who can sign a contract on behalf of the Chamber. The President and Treasurer are the only officers authorized to disperse funds on behalf of the Chamber. There shall be at least a \$500 scholarship whether the Chamber receives donations or not.

## **ARTICLE VIII**

### **DISSOLUTION**

**8.01** The chamber shall use its funds only to accomplish the objects and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. 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 Chamber Board.

## **ARTICLE IX**

### **REVISIONS**

**9.01** These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the membership at any regular or special meeting after notice of the modification has been published. Any proposed amendments or need to make alterations shall be submitted to the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

## **ARTICLE X**

### **PARLIAMENTARY AUTHORITY**

**10.01** The current edition of Roberts Rules of Order shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the chamber.