

**WASHINGTON CHAMBER OF COMMERCE
BY-LAWS**

ARTICLE 1. GENERAL

SECTION 1. NAME

This organization is incorporated under the laws of the State of Kansas and shall be known as the *Washington Chamber of Commerce*, hereinafter referred to as *Chamber*.

SECTION 2. MISSION STATEMENT

The mission of the *Washington Chamber of Commerce* is to work in partnership with businesses and professionals to build a healthy economy and improve the quality of life in Washington, Kansas.

SECTION 3. LIMITATION OF METHODS

The *Chamber* shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501 (c) (6) of the Internal Revenue Code and shall be nonpartisan and nonsectarian.

ARTICLE 2. MEMBERSHIP

SECTION 1. ELIGIBILITY

Any reputable person, association, corporation, partnership, or business having an interest in the mission of the organization shall be eligible for membership.

All new members shall be brought to the attention of the Board by the President. Any person or business desiring membership will be considered a member in good standing upon payment of membership dues, as provided in Section 3.

SECTION 2. CATEGORIES OF MEMBERSHIP

- A. **ACTIVE:** Participate in planning and accomplishing *Chamber* goals and activities through community service. "Community Service" is a positive voluntary contribution of time, effort and finances to enhance the quality of life in Washington.
- B. **SUPPORTIVE:** Financially supportive of the *Chamber* goals, but not participating in the *Chamber's* "Community Service".
- C. **EDUCATIONAL:** FBLA student representatives & sponsor(s). (Future Business Leaders of America)
- D. **LIFE:** Any past or present *Chamber* member of long-standing may be nominated for Life membership by unanimous recommendation of the Board of Directors to the membership at an annual meeting. A majority vote of the membership present will confirm the Life membership. Life membership shall include all the privileges of regular membership with the exemption from the payment of dues.

SECTION 3. DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually. However, at its sole discretion, the Board of Directors may determine that it is in the best interest of the *Chamber* to enter into a barter agreement with a business, an organization, or an individual, and would find it beneficial to have the products, services, skills or talent of the bartering business, organization, or individual at its disposal.

SECTION 4. TERMINATION

- A. Any member may resign from the *Chamber* upon written request.
- B. Any member's membership shall be automatically terminated by the Board of Directors for non-payment of dues after 60 days from the date due unless otherwise extended for good cause by a majority vote of the Board of Directors.
- C. Any member's membership may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the *Chamber*.

SECTION 5. EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, or individual holding membership may nominate by written proxy, an individual to exercise the privileges of membership covered by the member's subscription (member designee), and shall have the right to change the proxy nomination by written notice.

ARTICLE 3. MEETINGS

SECTION 1. MONTHLY MEETINGS

Monthly meetings of the general membership shall be held at a time and place as determined by the Board of Directors.

SECTION 2. ANNUAL MEETING

One of the monthly meetings of the *Chamber* shall be designated as the Annual Meeting. The time and place shall be determined by the Board of Directors and notice distributed by electronic mail, phone, text message or in person to each member at least ten (10) days prior to the Annual meeting. Election of officers will occur at the Annual Meeting.

SECTION 3. QUORUM

At duly called meetings of the *Chamber*, ten percent (10%) of the members in good standing including three (3) members of the Board of Directors shall constitute a quorum.

SECTION 4. VOTING

Each member or member designee shall be entitled to cast one vote on all items of business put to a vote of the membership. At any duly called meeting of the *Chamber* when a quorum is present, a majority vote shall be sufficient to pass any motion or take any action unless a greater number of votes is required by these Bylaws, including ARTICLES 9 and 12, or state or federal laws.

ARTICLE 4. OFFICERS

The officers of the *Chamber* shall be: President, Vice-President, Secretary, and Treasurer.

SECTION 1. QUALIFICATIONS

Shall be a voting member or member designee of the *Chamber* and must have agreed to accept the responsibilities of an office.

SECTION 2. ELECTIONS

- A. The Board of Directors will serve as the nominating committee and prepare a written ballot for the Annual Meeting.
- B. Nominations will be accepted from any voting member of the *Chamber*.
- C. The President will ask for additional nominations prior to voting at the Annual Meeting.
- D. The President will appoint election tellers to collect, count and report the results of the ballots.
- E. Election of the President, Vice-President, Secretary, and Treasurer shall be by a plurality vote.
- F. In case of a tie the President will flip a coin to determine the winner. If there is only one nominee for each office, election may be by voice vote or upon a motion for election by acclamation.

SECTION 3. DUTIES

PRESIDENT: Shall preside at all meetings of the membership and Board of Directors and perform all other duties required by law. The President shall determine all committees, appoint all chairpersons, and assist in the selection of committee personnel, subject to approval of the Board of Directors. The President shall vote at meetings in the case of a tie vote. The President shall be an ex-officio, non-voting member of all committees.

VICE PRESIDENT: Shall perform the duties of the President in the President's absence or disability.

SECRETARY: Shall cause to be prepared notices and minutes to be kept of the meetings of the Board.

TREASURER: Shall be responsible for the safe-guarding of all funds received by the *Chamber* and for their proper disbursement. Such funds received by the *Chamber* shall be kept on deposit in financial institutions selected by the Board of Directors, subject to checks signed by the Treasurer, or in his/her absence or incapacitation, the President. The Treasurer shall cause a monthly financial report to be made to the Board.

SECTION 4. TERM OF OFFICES

- A. President, Vice-President, Secretary, and Treasurer serve for a term of one (1) year or until their successors are elected. All officers may be re-elected, but for the health of the *Chamber* it is desirable for the President to serve no more than two consecutive terms. For continuity, the Treasurer is encouraged to serve for two or more consecutive terms.
- B. The term shall begin at the close of the Annual Meeting.
- C. All officers shall surrender to their successors all records and properties belonging to the *Chamber*.

ARTICLE 5. BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer and Past President. The President may appoint ex officio members who shall not have voting rights.

SECTION 2. DUTIES

The governing 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. Policies shall be maintained in a Policy Manual, to be reviewed periodically and revised as necessary.

SECTION 3. MEETINGS

The Board of Directors shall meet as necessary to conduct business of the *Chamber* between the monthly membership meetings. Board meetings may be called by the President or upon written request to the President of at least two (2) other members of the Board.

SECTION 4. VACANCIES

Vacancies on the Board of Directors, or among the officers, shall be filled by a majority vote of the remaining the Board of Directors.

ARTICLE 6. COMMITTEES

SECTION 1. APPOINTMENT AND AUTHORITY

The President may appoint committees and their chairpersons as necessary to carry out the program of the *Chamber*. Committee appointments shall be at the will and pleasure and in no event shall exceed the term of the appointing President. It shall be the function of the committee to make investigation, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

SECTION 2. LIMITATION OF AUTHORITY

No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the *Chamber* until it shall have been approved at a general monthly meeting. Committees may be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

ARTICLE 7. FINANCES

SECTION 1. FUNDS

All monies received by the *Chamber* shall be deposited in a general operating fund, or specifically designated fund.

SECTION 2. FISCAL YEAR

The fiscal year of the Chamber shall be from January 1 through December 31.

ARTICLE 8. DISSOLUTION PROCEDURE

The *Chamber* shall use its funds only to accomplish the objects and purposes specified in these By-laws, 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, education, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE 9. AUTHORITY-PARLIAMENTARY PROCEDURE

The latest edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the *Chamber*.

ARTICLE 10. BYLAWS FILE

It shall be the duty of the President to preserve a copy of the Bylaws in a suitable cover and to transcribe an accurate copy of all amendments thereto, together with a notation as to the date of passage and preserve such copies in the same cover with the original Bylaws. The Bylaws and the amendments thereto shall be available for inspection by the members of the *Chamber* at all times.

ARTICLE 11. AMENDMENTS

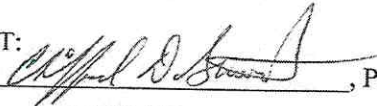
These Bylaws may be amended, altered and repealed by a two-thirds (2/3) vote of the Board or a by a majority of the members at any regular or special meeting providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members in writing, at least ten (10) days before the meeting at which they are to be acted upon. Notice of any such action which is adopted by the members shall be submitted to the members within ten (10) days after adoption.

ARTICLE 12. EFFECTIVE DATE

These Bylaws shall be in force and effect from the date of their adoption by the Board of Directors subject to the power of the members to amend, alter or repeal them, and when so adopted shall supersede all previous Bylaws which are hereby repealed.

Approved and adopted by the Washington Chamber of Commerce membership
on the 2nd day of December, 2014.

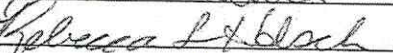
ATTEST:

By: , President

By: VACANT, Vice President

By: , Secretary

By: , Treasurer

By: , Immediate Past President