

**KETTLE FALLS AREA CHAMBER OF COMMERCE
KETTLE FALLS, WASHINGTON**

BY-LAWS

Article I NAME

The name of this corporation shall be the Kettle Falls Area Chamber of Commerce

Article II PURPOSE (Mission Statement)

The mission of the Kettle Falls Area Chamber of Commerce shall be to promote the business and economic climate, provide for the welfare of the citizens of the Kettle Falls area and further the free enterprise system with consideration for the quality of our environment.

Article III ... LIMITATION OF METHODS

The Kettle Falls Area Chamber of Commerce shall be non-partisan and non-sectarian and shall take no part, directly or indirectly, in the nomination, election or appointment of any officer in city, county, state or nation.

Article IV MEMBERSHIP

Section 1: Eligibility

All individuals, firms, corporations or associations interested in the general welfare of Kettle Falls shall be eligible for membership by paying the annual membership fee/dues as determined by the Board of Directors, and agreeing to comply with and be bound by the Articles of Incorporation and these by-laws and any amendments thereto, and such rules and regulations as may from time to time be adopted by the Board of Directors.

Section 2: Voting

Each person or organization holding membership in the Kettle Falls Area Chamber of Commerce shall be entitled to one vote per active member with a maximum of three votes per firm or business. Voting shall be by attending a meeting, by phone or by email. Members with a conflict of interest shall refrain from voting and state the conflict for the record.

Section 3: Expulsion of Members

The Board of Directors may, by the affirmation vote of not less than three-fifths (3/5) of the members of the Board, expel any member who shall have violated or refused to comply with any of the provisions of the Articles of Incorporation or these by-laws, any rules and regulations adopted by the Board of Directors, or for non-payment of dues. Any member so expelled may be reinstated as a member by a majority vote of the members at an annual meeting of the members.

Article V GENERAL MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The annual meeting of the members shall be held on a date fixed by the Board of Directors during the last month (September) of the fiscal year, or during the first month (October) of the fiscal year. Notice of such meeting shall be given to the membership at least ten (10) days before the date of the meeting.

Section 2: Notice of Membership Meetings

There shall be at least ten general membership meetings each year, with at least one meeting held during each calendar quarter. Dates, time and place shall be set by the Board of Directors and voted on at the annual meeting. No notice is required.

Section 3: Quorum

Five (5) members present at a meeting shall constitute a quorum for voting purposes for the transaction of business at all meetings of the members.

Section 4: Action

No action shall be taken at any meeting of the membership upon any matter that has not been previously considered and acted upon by the Board of Directors. If the Board of Directors shall fail to submit any question to the members, a majority of the members shall have the power to bring the question before the members at the next regular meeting following the meeting of the Board of Directors.

Article VI: OFFICERS AND BOARD MEMBERS

Section 1: Election of Officers and Terms of Office

Officers shall be elected by majority vote of the general membership in attendance at the annual meeting. Officers shall be elected for one (1) year terms, with the exception that the Vice-President shall serve as President the following year. Officers may serve more than one (1) year in office. Occasionally a conflict of interest may occur. In the event of a conflict of interest, the chamber membership shall seek a different person to serve as a chamber officer.

Section 2: Officers

The following officers shall be elected by the general membership: President Elect, Vice President, Secretary, and Treasurer.

Section 3: Board of Directors

Officers of the Chamber are automatically members of the Board of Directors. At-Large directors shall be appointed by the President from the general membership within one month of the annual meeting.

Section 4: Meetings

The Board of Directors shall meet regularly at least ten times every year and may hold special meetings on the call of the President or at the request of three (3) members of the Board. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given to all members of the Board by the President or by those calling such a meeting either in writing or by phone.

Section 5: Absence

Absence from three (3) consecutive regular meetings of the Board of Directors without presenting in advance a valid excuse shall be construed as a resignation.

Section 6: Vacancies

Subject to the provisions of these by-laws with respect to the removal of directors, vacancies occurring in the Board of Directors shall be filled by appointment of the President with the approval of a majority vote of the remaining directors at the next Board meeting following the creation of a vacancy, until the next annual meeting of the members.

Section 7: Duties of the President

The President shall preside at all board and general membership meetings. Duties, responsibilities and powers of the President shall be to:

- A. Supervise overall Board affairs
- B. Provide leadership of the Board of Directors and its committees in formulating, developing and evaluating corporate policies and goals.
- C. Appoint directors and members of the Board to all standing committees in consultation with the Board.
- D. Organize the agenda for Board meetings.

Section 8: Duties of the Vice President

The duties, responsibilities and powers of the Vice President shall be to:

- A. Act as President in the absence or disability of the President.
- B. Be the chairman of the membership committee.
- C. Assist the President in the selection and supervision of committees.
- D. Assume the Presidency for the following year.
- E. Perform such other duties as are assigned by the President or board.

Section 9: Duties of the Secretary

The duties, responsibilities and power of the Secretary shall be to:

- A. Keep an accurate record of all general membership and Board meetings.
- B. Maintain a file of all business of the Kettle Falls Area Chamber of Commerce.
- C. Perform such other duties as are assigned by the President or Board.

Section 10: Duties of the Treasurer

The duties, responsibilities and power of the treasurer shall be to:

- A. Keep accurate financial records of the Kettle Falls Area Chamber of Commerce.
- B. Assist in the preparation of the annual budget.
- C. Give a quarterly financial status report to the Board.
- D. Give a financial status report to the annual meeting of the general membership.
- E. Chair the finance committee.
- F. Perform such other duties as are assigned by the President or Board.

Article VII: GOVERNMENT

Section 1: General Powers

The business and affairs of the Chamber shall be managed by a Board of Directors consisting of not less than eight (8) nor more than twelve (12) members, which shall include elected officials as set forth in these by-laws, and at-large members appointed by the President from the general membership. The Board of Directors shall exercise all of the powers of the corporation, except as otherwise stated in these by-laws.

Board Member-At-Large: A member at large represents the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure.

Section 2: Rules and Regulations

The Board of Directors shall have power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these by-laws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Chamber, and shall keep a statement or current policy attached to these by-laws.

Section 3: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4: Orientation of new Board of Director Members

The President shall distribute to all new members of the Board of Directors an orientation packet consisting of, among other things, the following: an organization packet, statement of these by-laws and of the policies and procedures of the Chamber, the current year's operating budget and such matters as the President deems advisable for a thorough orientation. During the first month following election of officers and Board of Directors a meeting devoted to the orientation of the officers and board shall be held.

Section 5: Removal of Directors and Officers

The Kettle Falls Area Chamber of Commerce shall indemnify every director, or officer, or former director of officer against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the officer or director is made a part by reason of having being or having been such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable of negligence or misconduct in the performance of duty to the Chamber. The right of indemnification shall not be exclusive of other right to which the officer or director may be entitled.

Article VIII STANDING COMMITTEES

Section 1: Committee Composition

Standing Committees shall be composed of at least one elected officer and one other Board member. Other committee members shall be appointed by the President with approval of the board from the general membership as needed. Except as otherwise stated in these by-laws, committees shall elect their own chairperson and whatever additional officers they deem necessary.

Section 2: Reports

Committee reports shall be made on a regular basis to the Board of Directors in writing or in person by the committee chairperson or by Board member(s) serving on that committee.

Section 3: Limitations

Committees shall develop and conduct programs compatible with their objectives within the limits of their appropriations.

Section 4: Finance Committee

The Finance Committee shall prepare budget recommendations for Board approval priori to presentation to the full chamber. The Treasurer shall chair this committee.

Section 5: Fund Raising Committee

The Fund Raising committee shall organize and conduct or oversee activities which have fund raising as a primary objective.

Section 6: Membership Committee

The Membership committee shall organize an annual membership drive. This committee shall be responsible to welcome and recognize new businesses in the community and shall organize programs for chamber meetings. The President-Elect shall chair the Membership committee

Section 7: Community and Public Relations Committee

The Community and Public Relations committee shall liaison with other chamber and community organizations and activities. They shall monitor regional approaches to develop area promotion and encourage tourism.

Article IX ADDITIONAL COMMITTEES AS NEEDED

Section 1: Appointment

The President may appoint additional committees as needed from the general membership to deal with specific projects.

Section 2: Reports

The committees shall make reports on a regular basis to the Board of Directors or the general membership in writing or in person.

Section 3: Limitations

The committees shall develop and conduct programs compatible with their objectives within the limits of their appropriations.

Section 4: Termination

The committees shall be discharged by the President when their work has been completed and their reports have been accepted, or when in the opinion of the Board of Directors it is deemed wise to discontinue the activity on which the committee has been engaged.

Article X PROPERTY AND FUNDS

Section 1: Property

The Board of Directors shall have the power to purchase, hold, sell, lease, mortgage or exchange real estate or personal property required for the conducting of chamber affairs.

Section 2: Financial Obligations

The Board of Directors shall have power to authorize the soliciting of funds, to incur debt, borrow money and to pledge the credit of the organization in order to expedite or finance activities designed to carry out the purpose of the Chamber of Commerce.

Section 3: Budget

As soon as possible after the annual meeting, the Finance Committee shall submit the operating budget to the Board of Directors for the coming year. Estimates shall be itemized.

Section 4: General Fund

The receipts from membership dues and from any other non-designated sources shall constitute the General Fund of the Chamber.

Section 5: Special Funds

The Board of Directors may transfer money from the General Fund to any special fund at its discretion. An audit report shall be submitted to the membership at the annual meeting.

Article XI REFERENDUM

The Board of Directors may submit by referendum to the entire membership questions of general interest and of special importance.

Article XII ... AMENDEMENTS AND REVISIONS

These by-laws may be revised and amended by a majority vote of the members present at any meeting of the membership called for that purpose, provided notice of such intention is given at least seven (7) days prior to the meeting and that proposed amendments have been submitted and approved by the Board of Directors before the meeting of the membership.

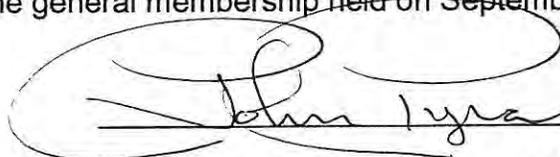
Article XIII FISCAL YEAR

The fiscal year shall be October 1 through September 30.

Article XIV NONDISCRIMINATION STATEMENT

The Kettle Falls Area Chamber of Commerce will not discriminate on the basis of race, color, religion, national origin, handicap, age or sex.

I hereby certify that the foregoing By-laws were adopted by the Board of Directors at a meeting held on September 16, 2004. Notice of a meeting to consider adoption of by-laws was given to the general membership on September 7, 2004. By-laws were adopted by a meeting of the general membership held on September 16, 2004.



President
Kettle Falls Area Chamber of Commerce

Amended Oct 2012