

**BYLAWS OF THE  
GREATER SPOKANE VALLEY CHAMBER OF COMMERCE**  
*Adopted August 2017*

**ARTICLE I  
GENERAL**

**Section 1: Description of the organization**

This organization was organized in Greenacres on May 25, 1921, and incorporated as a nonprofit organization under the laws of the State of Washington on July 21, 1949, nonprofit corporation number D113243. It shall be known as the Greater Spokane Valley Chamber of Commerce, hereinafter referred to as the Chamber.

**Section 2: Area of operations**

The Chamber serves businesses and organizations as members in the cities of Spokane Valley, Liberty Lake and Millwood as well as the communities of eastern Spokane County. Membership is not limited to this geographic area and is recommended for any business or organization that desires a business presence in the greater Spokane Valley.

**Section 3: Mission statement Dedicated to fueling economic prosperity and community vitality for the Greater Spokane Valley.**

The Chamber is an organization of business members committed to fostering relationships between members and the community. The Chamber serves the interests of its members by acting as a catalyst for a vibrant, sustainable economy.

**Section 4: Methods**

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

**ARTICLE II  
MEMBERSHIP**

**Section 1: Eligibility**

Any person, firm, association, corporation, partnership, organization or company having an interest in the objectives of the organization shall be eligible to apply for membership.

**Section 2: Application and acceptance**

Application for membership shall be in writing on forms provided for that purpose and signed by the applicant. Any applicant shall become a member upon payment of dues and approved by the board of directors at its regularly scheduled meeting.

### **Section 3: Dues**

The structure and rates for dues shall be reviewed each year by the finance committee for any discrepancies or adjustments, with a recommendation of any changes made to the Board of Directors before the end of the fiscal year. The Board of Directors may establish, delete or change membership categories from time to time by vote, notice for which will be updated on all applicable Chamber materials and published at the next Chamber meeting.

### **Section 4: Voting**

Each member in good standing shall be entitled to cast one (1) vote in any proceeding of the Chamber in which voting by members is called.

### **Section 5: Orientation**

At least once each year, orientation on the purposes and activities of the Chamber shall be conducted for the directors, officers, committee chairpersons, committees and new members.

### **Section 6: Termination of membership**

- a. Any member may resign from the Chamber upon written request.
- b. Any member, regardless of classification, may be expelled from membership for nonpayment of annual dues after ninety (90) days beyond the anniversary date of that membership. A report will be given to the Board of Directors each month at the Board meeting by the Vice President assigned that responsibility or the President/CEO.
- c. Any member, regardless of classification, may be expelled for conduct unbecoming a member or conduct that is prejudicial to the aims and reputation of the Chamber. The intent to terminate membership should be voted on and passed by a two-thirds majority vote of the Board of Directors. The member to be terminated shall then be given 15 day's notice of intended termination by first-class mail, postage prepaid, addressed to the member at the last address shown on the records of the Chamber. The notice shall state the reason for termination and also state the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the chamber office not less than five days before effective date of termination. The Board of Directors shall consider the member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

## **ARTICLE III MEETINGS OF MEMBERS**

### **Section 1: Annual meeting**

The annual meeting of the Chamber membership shall be held in November of each year. The time and place shall be fixed by the Board of Directors and notice thereof sent to each member

through the Chamber's normal method(s) of communication at least 10 days before said meeting.

### **Section 2: Additional meetings**

Additional meetings of the members of the Chamber may be called by the Board of Directors or by 10 percent or more of the members in good standing, by written request (except when called by the Board) delivered in person or mailed by first class mail, addressed to the Chair, the Vice Chair, or the President/CEO at the Chamber office. The request shall specify the time desired for the meeting, between 30-90 days after the receipt of the request. The request shall also state the general nature of the business proposed to be transacted at the meeting. A special meeting called by request shall be set by the Board of Directors on a date not less than 35 or more than 90 days after the receipt of the request. Within 20 days after receipt of the request, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting.

### **Section 3: Quorums**

The presence of 10 percent of the voting members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

### **Section 4: Notice, agendas and minutes**

Notice of all Chamber meetings must be given at least five days in advance unless otherwise stated. An advance agenda must be prepared for and minutes must be recorded at all meetings.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1: Composition**

The Board of Directors shall be composed of up to 30 members in good standing as follows: the chairperson of the board; chair-elect, two vice chairs, the immediate past chair, a secretary, a treasurer, an at-large officer, the Chamber's President/CEO and 21 elected directors, f. Members of the board can serve up to two consecutive, 3-year terms.

The Chairperson of the board has the authority to appoint up to 5 board members for one year terms of service.

## **Section 2: Nomination and election**

The Nominating Committee shall nominate for consideration for Director positions, chamber members in good standing and present these names for approval at the August board meeting. Additional nominations may be made by written petition signed by at least 10 members in good standing provided the petition is presented to the President/CEO within seven days after the August board meeting. If additional nominees are presented by petition as set forth above, an election by the full membership will be held prior to Sept. 15. If there are no additional nominees by petition, the five nominees proposed by the Nominating Committee and approved by the Board of Directors at the August meeting shall stand as elected. If an election is required in the case of additional nominees, the chairperson, with the approval of the Board, shall appoint a committee of three judges who are not members of the board or candidates for election, to supervise the election. Voting shall be conducted by mail, fax, electronic mail or online ballot. Ballots shall be prepared containing all the names of those nominated, and said ballots shall be mailed, transmitted or delivered to all members in good standing. Ballots shall be returned (mailed, transmitted or delivered) to the Chamber office not later than 4 p.m. on the 14<sup>th</sup> day after the ballots have been sent to each member. The five members receiving the largest number of votes shall be elected for a three-year term. No member of the board shall be eligible for re-election until after the lapse of one year from said term, unless the board member has been appointed to fill an unexpired term of one year or less or has been approved or elected as an officer. All board members shall take office and their term shall commence as of January 1 following their election.

## **Section 3: Ex-officio members**

The Board shall have the discretion to appoint ex-officio nonvoting members to attend Board meetings who represent organizations whose goodwill and participation enhances the work of the Chamber.

## **Section 4: Vacancies**

The Board of Directors shall have the power to fill all vacancies on the board.

## **Section 5: Meetings**

The Board shall meet at regular periods, at least once a month, the time to be fixed by the Board. Every Board member is expected to attend all meetings. Absence from three meetings in a 12-month period without notifying the President/CEO in advance with a valid excuse shall be construed as a resignation. An excuse will be considered valid if the absence is due to illness, work related travel, personal leave or work assignment, which prevents a member's attendance. The minutes of the board meeting shall reflect the presence, absence and excused absence of all members.

## **Section 6: Special meetings**

A special meeting may be called any time by the Chairperson or by five board members. All board members shall be given 24 hours notice of all regular meetings and at least three hours notice of all special meetings.

## **Section 7: Quorum**

Eighteen members of the board, including officers, shall constitute a quorum at any meeting.

## **Section 8: Voting**

Each board member and officer is entitled to vote at any board meeting. No proxy votes will be allowed. Under special circumstances, a vote by electronic mail or fax will be allowed. Such circumstances will be reviewed and the need for such means of voting determined by the Executive Committee.

## **Section 9: Responsibilities**

The Board of Directors is responsible for establishing procedure and formulating the policies of the organization. It is also responsible for adopting all policies of the organization.

## **Section 10: Management**

The Board of Directors shall employ a President/CEO and shall fix the salary and other considerations for employment.

## **Section 11: Indemnification**

To the full extent that the Washington Non-Profit Corporation Act (R.C.W.23A.08.025), as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors and Officers, a Director of this Corporation shall not be liable to this Corporation or its members for monetary damages for his or her acts or omissions as a Director. Any amendment to or repeal of this Act shall not adversely affect any right or protection of a Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. The Chamber will maintain appropriate directors and officers insurance for its board members.

This shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct or a knowing violation of the law, for illegal distributions or loans, or for any transaction, conflict of interest or act from which a Director will directly receive benefits, money, property, or service to which a Director is not legally entitled. This amendment shall not limit or eliminate acts or omissions prior to the date of the amendment.

## **Section 12: Conflict of Interest**

Board members are required to sign a conflict of interest statement upon entering service on the board. The Board of Directors may discuss instances when recusal from a vote or a leave of absence is appropriate for a board member given possible conflicts of interest, whether real or perceived.

## **ARTICLE V PRESIDENT/CEO & OFFICERS**

### **Section 1: Appointment of the President/CEO**

The President/CEO shall be appointed by the board to serve as the chief executive officer of the Chamber and serves at the pleasure of the Board of Directors.

### **Section 2: Duties of the President/CEO**

The President/CEO shall be the chief executive officer of the Chamber. The President/CEO shall be responsible for all official correspondence; preservation of all books, documents and communications; keeping books of account; maintaining accurate records of proceedings of the Chamber and the board; and provide guidance to committees and receive minutes of committee proceedings. The President/CEO to the Board shall submit a monthly financial statement reviewed by the Treasurer, and an annual financial report. The President/CEO shall prepare annually a proposed budget to be reviewed by the Finance Committee and submitted to the board for approval. The President/CEO shall have supervision over all employees of the Chamber. The President/CEO shall perform such duties as may be incident to the office, subject to the direction of the board, and a job description approved by the board which will be on file at the Chamber office. The President/CEO serves as a member of the Board of Directors and the Executive Committee. At the expiration of the President/CEO's term of employment, he/she shall deliver to the board all books, papers and property of the Chamber. The position of President/CEO and any vice presidents and managerial assistants shall be bonded or liability insurance provided in the amounts approved by the board and the fee or fees shall be paid by the Chamber. The President/CEO shall be responsible for the execution of all corporate instruments, resolutions and other necessary requirements.

### **Section 3: Nomination of officers**

In order to be an officer, one must be a member in good standing presently serving as a Director with the exception of the position of President/CEO. In conjunction with the process outlined in Article IV, Section 2, the Nominating Committee shall present a slate of officers at the August board meeting. The At-Large officer will be nominated by the incoming chair. No elected officer shall be eligible for re-election as an officer after serving three consecutive terms as an officer or as appointed to the executive committee with the exception of chair-elect or chair until after the lapse of one year. All officers shall take office and their term shall commence as of January 1 following their election.

#### **Section 4: Duties of elected officers**

Duties of the offices of Chairperson, Chair Elect, Vice Chairs, Secretary and Treasurer shall be as set forth in the bylaws as well as any additional duties assigned by the board.

#### **Section 5: Compensation**

None of the elected officers shall receive any salary or compensation.

#### **Section 6: Duties of the Chairperson of the board**

The Chairperson shall preside at all meetings of the Chamber, board and the Executive Committee and perform all duties incident to the office. The Chairperson shall, subject to the approval of the board, appoint all committee chairpersons and shall automatically be a member of any and all Chamber committees. The Chairperson may recommend to the membership or the Board issues, programs, or concerns which enhance the effectiveness of the Chamber.

#### **Section 7: Duties of the Chair Elect and Vice Chairs**

The Chair Elect shall act in the absence of the Chairperson. The Chair-Elect and Vice Chairs will be assigned by the Chairperson to committees and will act as liaison and will report or cause the designated representative to report to the board at the regular board meeting, orally or in writing.

#### **Section 8: Duties of Secretary**

The Secretary of the Board will be responsible for seeing that the proceedings of the Board of Directors are accurately maintained. The Secretary will review and attest to the accuracy of all minutes of the board as well as documents for public disclosure. The Secretary shall be chairperson of the Bylaws Committee at such times as a committee is convened to review revisions and amendments to the bylaws. Bylaws will be reviewed by the Secretary of the Board annually and no less than once every 3 years by the Bylaws Committee.

#### **Section 9: Duties of the Treasurer**

The Treasurer shall be the custodian of all the funds of the Chamber and be under the direction of the board. The Treasurer shall be chairperson of the Finance and Budget Committee and present at each board meeting a report on the revenue and expense of Chamber funds. All disbursements of funds shall be made by check and signed or any transfers of funds from bank accounts must be authorized by any two of the following officers: President/CEO, Treasurer, Chairperson of the Board, Past Chair or Chair Elect.

## **ARTICLE VI EXECUTIVE COMMITTEE**

### **Section 1: Membership**

The Executive Committee shall be composed of the Chairperson, the immediate past Chair, Chair Elect, two Vice Chairs, Treasurer, Secretary, President/CEO and the Member-At-Large appointed by the Chairperson. The Executive Committee requires a minimum of five members for a quorum. All voting must be done in person. No proxy votes allowed.

### **Section 2: Meetings**

The Executive Committee shall meet monthly and at such additional times as called by the Chairperson.

### **Section 3: Actions taken**

The Executive Committee is the administrative arm of the Chamber and shall assist the President/CEO in performance of his/her duties. Actions taken by the Executive Committee shall be limited to administration except where the matter is of such urgency that the decision cannot wait for a board meeting. When considering such matters, the Executive Committee may take one of the following steps: 1) take action on the matter; 2) decline to take action on the matter; 3) call an emergency meeting of the Board of Directors; 4) defer any action until the next regular meeting of the full board or 5) determine special circumstances to call for an electronic vote of the Board of Directors per Article IV, Section 8. Any action taken by the Executive Committee will be brought to the attention of the board at its next regular meeting.

## **ARTICLE VII COMMITTEES**

### **Section 1: Appointment**

The Chairperson of the Board shall be empowered to appoint such standing committees, ad-hoc committees and taskforces as may be deemed necessary to conduct the affairs of the Chamber subject to the approval of the board. The committee chairperson or taskforce leader of each shall serve at the pleasure of the Chairperson of the Board.

### **Section 2: Purpose**

It shall be the purpose of all committees to study, conduct hearings, examine and report on subjects as may be referred to or delegated to them by the board and originate and report to the board such views as the committee deems proper for board consideration. All issues originating with committee members or referred by the board should go through the committee process of study and investigation before a recommendation is brought before the board for action.

### **Section 3: Authority**

Committees serve in an advisory capacity wherein they are authorized to make recommendation to the board which, in turn, will take final action or position. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question or policy or on matters of general public interest, without having first received the approval of the board. Any proposed activity or proposed project utilizing the Chamber's resources must be submitted for review and approval by the Board of Directors.

### **Section 4: Committee membership, voting rights and quorum.**

Committees in this section refer to standing and ad hoc committees. Any member of the Chamber in good standing is eligible to be a committee member either as an individual or company designee. A Chamber membership (individual or company) is entitled to belong to as many committees as that membership desires. Only one vote per membership will be allowed. A sign-in sheet will be provided at all committee meetings. Committee meetings shall be scheduled or called by designation of the Executive Committee. Special meetings of a committee may be called with five days' notice to the committee members by fax, telephone, letter or electronic communication. Committee members present will constitute a quorum. All voting must be done in person. No proxy votes shall be allowed. A committee chairperson is responsible for making sure that minutes are recorded at meetings and that these records of proceedings are provided to the Chamber office.

### **Section 5: Assignment of the Chair**

The Chairperson for the Board shall be a member of all committees.

### **Section 6: Finance and Budget Committee**

The Chairperson of the Board shall appoint a Finance and Budget Committee to be chaired by the Treasurer. The President & CEO shall prepare a proposed budget in October of each year to be presented to this committee. The Finance and Budget Committee shall review the current dues levels and proposed budget, make whatever changes and recommendations deemed advisable and present it to the board at its November meeting for final approval. After the final adoption of the budget, no additional expenditures may be made unless approved by the board.

### **Section 7: Nominating Committee**

No later than the July Board of Directors meeting, the Chairperson of the Board shall announce and the Board of Directors shall approve the nominating committee of five (5) members which shall consist of the immediate past chair, the president/CEO, the chair-elect and one (1) current Board member and three chamber members who either reside in the valley or have significant business interests in the valley. The committee is charged with presenting a slate of directors and officers that are reflective of the membership. Nominees shall reside or have significant

business interests in the valley. Consideration should be given to involvement in the chamber, size of business, leadership experience, reputation in the community and other community involvement.

## **ARTICLE VIII Parliamentary Procedure**

### **Section 1: Conduct of the Meetings**

The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

## **ARTICLE IX Review and Amendment of Bylaws**

### **Section 1: Review**

At least every three years, the Chairperson of the Board will ask the Secretary to appoint a committee to review the bylaws. The committee will make recommendations to the board which, if approved by the board, will be submitted to the general membership for amendment.

### **Section 2: Amendment**

The bylaws may be sent by mail, fax, electronic mail ballot or other online means providing that proposed changes accompany said ballot. The office of the Chamber shall remain open for the receipt of said ballots, delivered in person or by mail, during normal business hours on the 14<sup>th</sup> day after ballots with the proposed amendments have been delivered.

Amended March 1992

Amended June 15, 2004

Amended January 25, 2006 (Name change)

Amended January 21, 2009 (Change of fiscal year to calendar year)

Amended January 2014

Amended January 2016

Amended August 2017

## **ARTICLE X Operations Procedures**

### **Section 1: Organization Operating Procedures**

The President/CEO will cause to have maintained an Organization Operating Procedures manual with a page for each topic to clarify the organization's procedures. Revisions to manual

will take place as needed and will be approved by the Board of Directors. New and revised pages will be dated per the approval of the Board of Directors.

## **Section 2: Employee Handbook**

The Chamber will maintain a separate personnel policies and procedures guide known as the Employee Handbook. This handbook serves as a guide to certain policies and practices and as a basis of communication with employees regarding their employment. It is not an employment contract. The Employee Handbook will be revised as needed to comply with state and federal law.

## **ARTICLE XI Fiscal and operational year**

### **Section 1: Term**

The fiscal year and the operational year of the Greater Spokane Valley Chamber of Commerce shall coincide with the calendar year.

## **ARTICLE XII Employer**

### **Section 1: Equal opportunity**

The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501 (c) (6) of the Internal Revenue Service Code. The Greater Spokane Valley Chamber of Commerce shall be known as an equal opportunity employer and shall not discriminate in any manner on the basis of race, sex, creed, age, gender, ethnic background, sensory or physical ability.

## **ARTICLE XIII Dissolution**

### **Section 1: Dissolving the Chamber**

The Greater Spokane Valley Chamber of Commerce shall continue in perpetuity unless sooner dissolved by a three-fourths vote of all of its members, or by operation of law. Upon dissolution, the Board of Directors shall, after paying or making provisions for the payment of all liabilities and debts of the Chamber, dispose of all of the assets of the corporation and distribute the same to Spokane Valley-area charities.