

**BYLAWS OF THE  
GREATER SPOKANE VALLEY CHAMBER OF COMMERCE**

*Proposed: September 22, 2021 | Adopted:*

**ARTICLE I  
GENERAL**

**Section 1: Name and Description**

The Greater Spokane Valley Chamber of Commerce (Chamber) was established 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.

**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 (the Greater Spokane Valley). 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: Purpose**

Mission statement: We are the catalyst for building relationships, driving collaboration, and championing opportunity for the Greater Spokane Valley.

Vision statement: A vital and vibrant community for all.

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 Chamber shall be eligible to apply for membership.

## **Section 2: Application and acceptance**

The application for membership and the Membership Code of Conduct 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 approval by the Board of Directors at its next regularly scheduled meeting.

## **Section 3: Dues**

The structure and rates for dues shall be reviewed each year by the Executive Committee for any discrepancies or adjustments, with a recommendation of any changes made to the Board of Directors by the end of the third quarter of each 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. Member organizations will designate one individual who will cast the organization's one (1) vote in each instance required.

## **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 made in accordance with Chamber policy.
- b. Any member, regardless of classification, may be expelled from membership for nonpayment of annual dues if the failure to pay continues for more than ninety (90) days beyond the anniversary date of the applicable membership. A report regarding paid and outstanding dues will be given to the Board of Directors each month at the Board of Directors meeting by the Vice President assigned that responsibility or the President/CEO. Any member, regardless of classification, may be expelled for conduct inconsistent with Chamber Code of Conduct, or conduct that is prejudicial to the aims and reputation of the Chamber. The decision to terminate a membership must be voted on and passed by a two-thirds majority vote of the Board of Directors. Following the passage of a removal vote, the member shall be terminated immediately and provided notice of termination by certified mail, 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 within two weeks from the effective date of termination. The Board of Directors shall consider the member's statement, if any, at the

next meeting of the Board of Directors. A vote to reinstate the member must be approved by a two-thirds majority vote of the Board of Directors.

### **Section 7: Reinstatement of Membership**

If previously expelled from membership, a past member may petition the Board of Directors for reinstatement after a period of one (1) year has lapsed from the date of expulsion. A vote to reinstate the member must be approved by a two-thirds majority vote of the Board of Directors.

## **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, place and specific member business (agenda) 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. No other member business is to be conducted at the annual meeting unless the members are properly notified of such business.

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

Additional meetings of the members of the Chamber may be called by a two-thirds vote 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 of Directors) delivered in person, electronic delivery or mailed by certified mail, addressed to the Chair, the Vice Chair, or the President/CEO at the Chamber office. The request shall 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 30 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 provide notice to the requestor as to the meeting place, date and time. All members entitled to vote will be given notice at least 10 days before said meeting with the place, date and time of the meeting, and the general nature of the business to be transacted.

### **Section 3: Quorums**

The presence of 10 percent of the voting members constitutes a quorum for the transaction of business at all Chamber meetings. 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 comprised of up to 30 members in good standing, including the executive committee defined in Article VI and 21 elected directors. Members of the Board of Directors can serve up to two consecutive terms. A term consists of three (3) consecutive years served. New Board of Directors members shall take office and their term shall commence as of January 1.

### **Section 2: Nominations**

The Nominating Committee shall nominate for consideration Director positions from Chamber eligible existing Board of Directors members and Chamber members in good standing. Further, the Nominating Committee will put forth one qualified member for each open position, creating the slate of candidates to be presented at the August Board of Directors meeting. No member of the Board of Directors shall be eligible for re-election until after the lapse of one year from the completion of their second term.

### **Section 3: Term Extension by Nomination Committee**

The Nomination Committee has the authority to recommend up to five Board of Directors members for a one-year extension of their second term of service. Following the extension of a seventh year, Directors will not be eligible to serve on the Board of Directors until a one-year period has lapsed.

### **Section 4: Nominations by Petition**

In general, the Nominating Committee should receive and consider candidates from members of the Chamber. Additional nominations may be made by written petition signed by at least ten percent of member organizations in good standing. The petition must be presented to the President/CEO within 7 days after the August Board of Directors meeting.

### **Section 5: Election of Board Members Due to Petition**

If additional nominees are presented by petition as set forth above in Section 4, an election by the full membership will be held prior to the September board meeting. When an election is required, the chairperson shall appoint a committee of three who are not members of the Board of Directors or candidates for election, to supervise the election. Ballots shall be prepared containing all the names of those nominated to fill vacant Director positions, 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 7<sup>th</sup> day after the ballots have been sent to each member.

### **Section 6: Confirmation of Board Members**

During the September Board of Directors meeting, the slate of candidates or the number of candidates receiving the most votes, if an election was required, to fill all open positions will be presented to the Board of Directors for final approval.

### **Section 7: Appointment of Officers**

Officers must be a member in good standing and presently serving as a Director with the exception of the position of President/CEO. All officers shall take office and their term shall commence as of the following January 1.

### **Section 8: Ex-officio members**

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

### **Section 9: Vacancies**

The Board of Directors shall have the power to fill all board vacancies. A Director filling a partial term will be eligible to be nominated following the completion of the partial term. Any partial term that is filled will not count against a Director's consecutive two-term limit.

The Nominating Committee will make recommendation to Board of Directors to fill a vacant Director position(s). The Board of Directors will approve by vote any appointment for a partial term.

### **Section 10: Meetings**

The Board of Directors shall meet at regular periods, at least once a month, the time to be fixed by the Board of Directors. Every Board of Directors 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 of Directors meeting shall reflect the presence, absence and excused absence of all members.

### **Section 11: Special meetings**

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

## **Section 12: Quorum – Board of Directors**

Sixty-percent of the voting Board of Directors, shall constitute a quorum at any meeting of the Board of Directors.

## **Section 13: Voting – Board of Directors**

Each member of the Board of Directors and each officer is entitled to vote at any meeting of the Board of Directors. No proxy votes will be allowed. A two-thirds majority vote of the Board of Directors, when quorum is present, constitutes a valid action. Under special circumstances, a vote by electronic mail will be allowed. To be valid, any electronic vote still requires a quorum by voting members of the Board of Directors. The means of voting electronically shall be determined by the Executive Committee.

## **Section 14: Responsibilities**

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

Directors are responsible for attending all Board of Directors meetings, or providing sufficient notification (of at least 24 hours, except in the event of an emergency) if unable to attend. Directors shall be mission and outcomes focused, provide fiduciary stewardship, strategic leadership and serve as an ambassador for the membership of the Chamber. Officers of the Board of Directors will have additional responsibilities as outlined in Section V.

## **Section 15: Management**

The President/CEO serves at the pleasure of the Board of Directors. The Board of Directors shall employ a President/CEO, perform an annual review of their performance, and establish compensation package and other considerations for employment.

## **Section 16: Indemnification**

To the full extent that the Revised Code of Washington, Section 23.B.08.320, 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 the Chamber shall not be liable to the Chamber or its members for monetary damages for his, her, or their 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 Chamber 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 of Directors members.

The carrying of insurance 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. Any amendment to these bylaws shall not limit or eliminate acts or omissions prior to the date of the amendment.

### **Section 17: Conflict of Interest**

Members of the Board of Directors are required to sign a conflict of interest statement upon entering service on the Board of Directors. The conflict of interest statements should be reviewed and updated annually. 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.

### **Section 18: Expenses**

Directors serve in a voluntary capacity and will not be compensated or reimbursed for their time or travel related expenses for Chamber business, unless expenses are approved in advance of expenditure by the Board of Directors.

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

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

The President/CEO shall be appointed by the Board of Directors 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 of Directors; and providing guidance to committees and receiving minutes of committee proceedings. The President/CEO to the Board of Directors 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 of Directors 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 of Directors, and a job description approved by the Board of Directors 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/they shall deliver to the Board of Directors 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 of Directors and the associated fee or fees shall be paid by the Chamber. The President/CEO shall be responsible for the execution of all Board of Directors approved corporate instruments, resolutions and other necessary requirements.

### **Section 3: Duties of elected officers**

Duties of the offices of Chairperson, Chair Elect, Vice Chairs, Secretary, Treasurer and the Member At-Large positions shall be as set forth herein in addition to any additional duties assigned by the Board of Directors.

### **Section 4: Compensation**

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

### **Section 5: Duties of the Chairperson of the board**

The Chairperson shall preside at all meetings of the Chamber, Board of Directors and the Executive Committee and perform all duties incident to the office. The Chairperson shall, subject to the approval of the Board of Directors, 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 of Directors issues, programs, or concerns which enhance the effectiveness of the Chamber.

### **Section 6: 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 of Directors at the regular board meeting, orally or in writing.

### **Section 7: Duties of Secretary**

The Secretary of the Board of Directors 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 of Directors 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 in accordance with Article X.

### **Section 8: 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 of Directors. The Treasurer shall be chairperson of the Finance and Budget Committee and present at each Board of Directors meeting a report on the revenue and expense of Chamber funds. All disbursements of funds above \$2,500.00 shall be made by check and signed by the President/CEO or other party with designated signing authority; any transfers of funds from bank accounts must be authorized by any two of the Executive Committee members.

## **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. 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/their 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 meeting of the Board of Directors. 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 of Directors or 5) determine special circumstances to call for an electronic vote of the Board of Directors per Article IV, Section 13. Any action taken by the Executive Committee will be brought to the attention of the Board of Directors at its next regular meeting.

## **ARTICLE VII STANDING COMMITTEES**

### **Section 1: Appointment**

The Chairperson of the Board of Directors shall be empowered to appoint such standing committees, to conduct the affairs of the Chamber subject to the approval of the Board of Directors. 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 of Directors and originate and report to the Board of Directors such views as the committee deems proper for consideration by the Board of Directors. All issues originating with committee members or referred by the Board of Directors should go through the committee process of study and investigation before a recommendation is brought before the Board of Directors for action.

### Section 3: Authority

Committees serve in an advisory capacity wherein they are authorized to make recommendation to the Board of Directors 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. Any proposed policy, activity, or proposed project utilizing the Chamber’s resources must be submitted for review and approval by the Board of Directors.

### Section 4 : Standing Committee Governance

Permanent standing committees are established by the Board of Directors for the purpose of considering matters pertaining to a designated subject of ongoing importance to the Chamber. The Executive Committee will select and submit to the Board of Directors for approval a slate of voting members for each standing committee annually during a regularly scheduled Board of Directors meeting. This list will include the designation of the Committee Chairperson unless otherwise assigned. Any member of the Chamber in good standing is eligible to apply for Chamber Member at-large voting positions annually. Any Chamber member in good standing is welcome to participate on standing committees as a non-voting member. The two standing committees include:

<b>Committee</b>	<b>Number of Voting Members</b>	<b>Voting Members Submitted to Board for Approval</b>
<b>Finance and Budget Committee</b>	9	January
<b>Nominating Committee</b>	9	February

Finance and Budget Committee Structure:

1. Treasurer
2. Board Chair
3. Chair Elect
4. President & CEO
5. At-large board member
6. At-large board member
7. Chamber Member at-large
8. Chamber Member at-large
9. Chamber Member at-large or past GSVCC Director.

Nominating Committee Structure:

1. Board Chair
2. Past Chair
3. Chair Elect
4. President & CEO
5. Chamber Foundation Rep
6. Ambassadors Rep
7. Past Chair – non-current board member
8. At large board member
9. At large chamber member

## **Section 5: Quorum for Standing Committees**

Sixty percent of the voting committee shall constitute a quorum at any meeting. No proxy votes will be allowed. Under special circumstances, a vote by electronic mail will be allowed if authorized by a two-thirds vote of the voting committee. Any electronic vote requires 60 percent participation by voting members of the committee to be valid.

Committee meetings shall be scheduled or called by designation of the committee Chair. Special meetings of a committee may be called with 24 hours' notice to the committee members by Board of Directors accepted notification methods. A committee chairperson is responsible for making sure that minutes are recorded at meetings and that the minutes are provided to the Chamber office.

## **ARTICLE VIII GOVERNMENT ACTION & AD-HOC COMMITTEES**

### **Section 1: Appointment**

The Chairperson of the Board of Directors shall be empowered to appoint a Government Action Committee, and ad-hoc committees and taskforces as may be deemed necessary to conduct the affairs of the Chamber subject to the approval of the Board of Directors. 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 of Directors and originate and report to the board such views as the committee deems proper for consideration by the Board of Directors. All issues originating with committee members or referred by the Board of Directors should go through the committee process of study and investigation before a recommendation is brought before the Board of Directors for action.

### **Section 3: Authority**

Committees serve in an advisory capacity wherein they are authorized to make recommendation to the Board of Directors which, in turn, will take final action or position. No committee shall take or make public any 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. Any proposed policy, activity, or proposed project utilizing the Chamber's resources must be submitted for review and approval by the Board of Directors.

### **Section 4: Committee Participation**

Any Chamber member in good standing is welcome to participate on Government Action Committee or ad-hoc committees. When advisory votes take place only one vote per membership will be allowed.

### **Section 5: Government Action Committee Governance**

The Government Action Committee is focused on helping local businesses build a strong local economy. As such, at all levels of government, this committee informs and educates the membership regarding relevant legislative and regulatory issues. This committee also provides a forum for members to advocate on issues relevant to their business and/or industry. This committee directly influences the legislative priorities of the Chamber. Additionally, this committee makes recommendations for consideration of Chamber endorsement on policy, events, letters of support, etc.

### **Section 6: Ad hoc Committees and Taskforce Governance**

Ad hoc and taskforce committees may be established by the Board of Directors for the purpose of considering matters pertaining to a designated subject where temporary focus and investigation is needed. The Executive Committee or the Board of Directors will select a chairperson to provide leadership and oversight to the ad hoc committee or taskforce. The chairperson will remain in place until the Executive Committee or Board of Directors selects a new chairperson or the ad hoc committee or taskforce is dissolved.

Committee meetings shall be scheduled or called by designation of the committee Chair. Special meetings of a committee may be called with 24 hours' notice to the committee members by Board of Directors accepted notification methods. The committee chairperson is responsible for making sure that minutes are recorded at meetings and that the minutes are provided to the Chamber office.

## **ARTICLE IX 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 X 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 of

Directors which, if approved by the Board of Directors, will be submitted to the general membership for amendment.

## **Section 2: Amendment**

The Bylaws may be sent by mail, electronic mail ballot, or other online means providing that proposed changes accompany said ballot. The office of the Chamber shall accept the receipt of said ballots, delivered in-person, by mail, or by online means outlined in the ballot, until 5:00 p.m. on the 14<sup>th</sup> day after ballots with the proposed amendments had been sent.

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

Amended October 2021

## **ARTICLE XI Operations Procedures**

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

The President/CEO will maintain an Organization Operating Procedures manual to clarify the organization's procedures and business continuity. Revisions to manual will be approved by the Board of Directors.

### **Section 2: Employee Handbook**

The Chamber will maintain a separate personnel policies and procedures guide known as the Employee Handbook. The Employee 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 XII Fiscal and operational year**

### **Section 1: Term**

The fiscal year and the operational year of the Chamber shall coincide with the calendar year.

## **ARTICLE XIII 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 Chamber shall be known as an equal opportunity employer and shall not discriminate in any manner on the basis of sex, race, age, color, religion, mental or physical disability, national origin, political affiliation, sexual orientation, gender identity and expression and/or military status. Covered groups cannot be excluded from participation in employment opportunities.

## **ARTICLE XIV Dissolution**

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

The Chamber 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.