

1 GREATER DEER PARK CHAMBER OF COMMERCE

2
3 BYLAWS
4 (Revised November, 2016)

5
6 ARTICLE 1

7
8 General

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10 SECTION 1: Name

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12 This organization is incorporated under the laws of the State of Washington
13 and shall be known as the Greater Deer Park Chamber of Commerce, hereinafter
14 sometimes referred to as “Chamber,” and managed by a Board of Directors,
15 hereinafter sometimes referred to as “Board.”

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17 SECTION 2: Purpose

18 The Chamber is a voluntary, non-profit, non-partisan, membership
19 organization of individuals, businesses, non-profit entities (to include service
20 clubs, churches, youth organizations, etc.) and professional men and women who
21 have joined together for the purpose of promoting the growth and stability of the
22 local economy with particular emphasis on the maintenance and growth of existing
23 businesses and industries, the development of new businesses, industries and
24 tourism as a viable economic asset, and facilitating community efforts that make
25 greater Deer Park area a desirable place to live, work, and shop.

29 SECTION 3: Area

30 Membership will be open to individuals, businesses, and professional and
31 nonprofit entities residing or doing business in Northern Spokane and Southern
32 Stevens Counties, Washington, including the outlying trade areas as defined in the
33 1979 Deer Park Economic Survey, as well other organizations and individuals
34 who share in the stated purpose of the Chamber.

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36 SECTION 4: Limitations

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

40 The Chamber shall be non-partisan and shall take no part, directly or
41 indirectly, in the nomination, election, or appointment of any officer or candidate
42 for office in any city, county, state, or nation.

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ARTICLE II

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Membership

46 SECTION 1: Eligibility

47 Any person, association, partnership, corporation, or entity interested in the
48 objectives of the Chamber and residing or conducting affairs within the area of the
49 Chamber shall be eligible for membership. Membership applications by entities or
50 persons outside of the Area defined in Article I, Section 3, must be approved by
51 the Board. Such memberships may be granted on such conditions as the Board
52 may approve.

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54 SECTION 2: Membership qualifications and obligations

55 Membership is established by paying the annual membership fee as
56 established by the Board. Members agree to comply with and be bound by the
57 Articles of Incorporation, these bylaws and any amendments thereto and any rules
58 and regulations as may from time to time be adopted by the membership by
59 majority vote at a regular or special meeting.

60

61 SECTION 3: Withdrawal or Cancellation of Membership

62 A. Any member may withdraw from the organization by giving written
63 notice to the Board or President.

64 B. Non-payment of dues after ninety (90) days from due date shall result in
65 cancellation of membership.

66 C. The Board may, at its sole discretion, confer an honorary membership
67 upon any person who distinguishes him or herself in public service in the Area or
68 by service to the Chamber.

69 D. Conduct prejudicial to the goals or reputation of the Chamber or conduct
70 that is unlawful and/or detrimental to the public will be cause for expulsion by a
71 two-thirds (2/3) majority vote of the Board. Notice of an action to cancel the
72 membership of a member will be given in writing to be delivered in person, by U.
73 S. Mail, or by email and must include a notice for an opportunity for a hearing
74 before the Board within thirty (30) days from the giving of the notice. If the Board
75 confirms the member's expulsion, the member may file an appeal with the
76 membership to be heard at the next regular or Special Membership Meeting. If a

77 two-thirds (2/3) majority of the membership votes to overrule the Board's decision,
78 the expelled member shall be reinstated into full membership and the decision of
79 the membership shall be final.

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ARTICLE III

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Meetings

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SECTION 1: Annual Meeting

85 The annual meeting of the Chamber shall be held in December of each year
86 at a time and place fixed by the Board. All members of the Chamber shall be
87 notified of the date, place, and time of the annual meeting at least ten (10) days
88 prior to the meeting.
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SECTION 2: Membership Meetings

91 A. Time and Place: Meetings of the membership shall be held on a regular
92 basis, at least once each month, at a time and place fixed by the Board and
93 published to the members at least ten (10) days before the meeting. Meetings shall
94 be held within the Chamber's Area as set forth herein. Posting on the Chamber's
95 website or notification addressed to an email address shall constitute sufficient
96 notice. Membership Meetings shall be open to the public unless declared closed
97 by the Board at the time of notification to the membership.
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99 B. Voting: On any issue on which voting by members is called for, each
100 member present and in good standing shall be entitled to cast only one vote.

101 Issues will be decided by a majority of votes cast by the members present at the
102 time of the vote. There shall be no voting by proxy. In the case of a conflict of
103 the right to cast the vote of a corporation or other entity, the person listed on the
104 application form shall be the person recognized to vote, unless the Board has been
105 notified in writing in advance of the meeting of a change in the person authorized
106 to vote by a written notice duly executed by the management person(s) of the
107 entity authorized to execute such notices, or by a duly issued court order.

108 C. Quorum: Ten percent (10%) of the Membership shall constitute a
109 quorum for the transaction of business at any general or special Membership
110 Meeting.

111 D. Order of Business: The Order of Business at Membership Meetings
112 shall be as follows:

- 113 1. Call to Order.
- 114 2. Introduction of Guests.
- 115 3. Reading and Approval of Minutes of Prior Meeting(s).
- 116 4. Reports of Officers, Directors, and Committees.
- 117 5. Communications Received.
- 118 6. Old Business.
- 119 7. New Business.
- 120 8. Discussion for the Good of the Chamber.
- 121 9. Adjournment.

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125 SECTION 3: Board Meetings

126 A. Time and Place: The Board shall meet at least once each month at a
127 time, date and place directed by the President. Notice of each meeting shall be
128 given by telephone, U.S. Mail, or email by the Secretary/Manager at least ten (10)
129 days prior to the scheduled meeting. The Board Meetings may be combined with
130 the monthly general Membership Meetings and notice shall be the same as that
131 given for Chamber meetings. Board meetings shall be open to Chamber members.
132 However, the Board may meet in an Executive Session, which shall be closed to
133 all except Board members.

134 B. Quorum: A simple majority of the current members of the Board of
135 Directors shall constitute a Quorum for a Board meeting.

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137 SECTION 4: Special Meetings

138 A. The President, the Board, or ten percent (10%) of the membership may
139 call a Special Meeting for a specific purpose. The members wishing to call a
140 Special Meeting must make the proposal in writing to the President stating the
141 purpose of the requested meeting. The President shall, upon receipt of the request,
142 set a date for the Special Meeting, allowing sufficient time for notification of the
143 membership, but within a two-week period.

144 B. Special Committee meetings may be called at any time by the President,
145 the Board, or the committee's chairperson.

146 C. The Administrator shall give written notice to the Membership of each
147 Special Membership Meeting setting forth the date, time, and place of the meeting
148 and the purpose for which the meeting is being called. The notice shall be sent not

149 less than seven (7) nor more than twenty one (21) days prior to the date of the
150 meeting.

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ARTICLE IV

154

Board of Directors

SECTION 1: Composition of the Board

156 The Board of shall consist of nine (9) members which shall include five (5)
157 Directors-at-Large who shall serve for a period of two (2) years and the following
158 four (4) Chamber officers who shall serve as an Officer for a period of one (1) year
159 but as a Director for two years: President, Vice President, Secretary, and
160 Treasurer. The Directors shall be elected at the Annual Meeting of the Members.
161 The Board shall then elect the Officers from among themselves. The term for
162 Officers and Directors shall commence on January 1. Anyone appointed as an
163 Officer or Director to fill the remaining term of a departed Officer or Director shall
164 serve the remainder of the term. The persons holding the position of Director
165 when these revised bylaws first become effective may continue in such position
166 for the term of one (1) year or two (2) years that commences on January 1, 2017.
167 The Board shall determine which four (4) Directors will serve one (1) year terms
168 and which five (5) Directors will serve two (2) year terms.

169 In subsequent years the election of Directors will be staggered so that four (4) are
170 elected effective January 1, for a period of two (2) years, and five (5) are elected
171 effective January 1, of the next year, for a period of two (2) years. The Board shall
172 determine which Directors are to be elected at such times.

173 SECTION 2: Selection and Nomination of Directors

174 At least ninety (90) days prior to the Annual Meeting, the President shall
175 appoint a Nominating Committee of at least three members in good standing and
176 designate the chairperson.

177 The Nominating Committee shall nominate for the Board one candidate for
178 each position available, including the positions of Chamber Officers, all of whom
179 shall have expressed their willingness to serve. The Nominating Committee shall
180 present the slate of nominees at the membership meeting at least one month prior
181 to the annual meeting. The President may accept nominations of additional
182 candidates from the floor to be added to the slate at this meeting only.

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184 SECTION 3: Election of New Directors and Officers

185 At the Membership Meeting immediately prior to the Annual Meeting, the
186 President shall present to the members the slate of candidates as determined by the
187 Nominating Committee and any other candidate nominated from the floor.

188 Election of Directors shall be held during the Annual Meeting. If there is more
189 than one candidate for a position, balloting for that position shall be done by paper
190 ballot, each member in good standing having one vote. If any positions are
191 uncontested, the President may allow election to the uncontested positions by
192 acclimation. The Board shall then elect the Officers from among themselves.

193 All elected Directors and Officers shall be sworn in and take office effective
194 January 1 of the following year.

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197 SECTION 4: Vacancies

198 A. Vacancies on the Board may be filled by appointment of the remaining
199 Directors and Officers.

200 B. If a vacancy occurs in the office of President, the Vice President shall fill
201 the vacancy for the duration of the remainder of the term. If there is no Vice
202 President to succeed to the office, the Board shall select a person to serve as
203 President Pro-Tem until a new President is appointed by the existing Directors and
204 Officers, or the term expires.

205 C. A member of the Board who has three consecutive un-excused absences from
206 regular meetings of the Board shall be notified in writing that their absences
207 constitute a resignation from the Board.

208 D. If the vacating Director is also an Officer, the Officer position shall
209 terminate upon the person's termination as a Director.

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211 SECTION 5: Removal of Directors and Officers

212 Any member may request the removal of an Officer or Director from office by
213 filing a written request with the Administrator along with a petition signed by ten
214 percent (10%) of the membership setting forth the reason(s) for the request. The
215 request for removal shall be considered by the Board at its next scheduled regular
216 meeting or at a Special Meeting called by the President. The Director or Officer
217 against whom the request for removal has been brought shall be given written notice
218 of the meeting and of the purpose for which it has been called. The members
219 making the request and the person against whom the request has been made shall be
220 given the opportunity to be heard for and against the removal of the Director or

221 Officer. The vacancy shall be filled by a majority vote of the membership at the next
222 regularly scheduled Membership Meeting.

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224 SECTION 6: Management

225 A. The overall management of the Chamber shall be the responsibility of the
226 Board of Directors. A majority vote of Directors present at a Board meeting is
227 necessary to transact business. The Board shall establish standing committees as
228 deemed necessary for the operation of the organization. The Board shall develop an
229 annual budget which must be approved by a majority of the Board members present
230 at the first regular Board Meeting following the Annual Meeting.

231 B. The Board shall hire an Administrator who will be responsible to the Board
232 and serve at its pleasure. The Board shall establish a job description for the
233 position of Administrator, and shall periodically evaluate the performance and fix
234 the salary of such person. The Administrator shall keep such books, accounts and
235 other instruments in writing as the Board may require; and shall perform such other
236 duties as usually devolve to the position or may be prescribed by the Board or the
237 President.

238 C. The Board shall establish an office which will serve as the principal location
239 for providing various member services, visitor information, and the repository of
240 Chamber records.

241
242 SECTION 6: Indemnification

243 The Chamber shall indemnify every Director and Officer and every former
244 Director and Officer, against expenses actually and reasonably incurred by such

245 person in connection with the defense of any action, suit, or proceeding, civil or
246 criminal, in which such person is made a party by reason of being, or having been, a
247 Director or Officer of the Chamber, except in cases where such person shall be
248 adjudged in such action, suit or proceeding to be liable for gross negligence or
249 misconduct in the performance of such person's duty or responsibility to the
250 Chamber. The foregoing right of indemnification shall not be exclusive of other
251 rights to which such person may be entitled, nor shall it be construed as requiring
252 the Chamber to purchase insurance to cover such person.

255 ARTICLE V

256 Officers

257 The Officers shall consist of a President, Vice President, Secretary, and Treasurer. The
258 term for Officers shall commence on January 1 and shall serve for a period of one (1)
259 year.

260 SECTION 1: Duties of Officers

261 A. President: The President shall preside at all meetings of the Membership and
262 Board of Directors, shall perform the duties devolving upon him or her by law, and
263 shall be the Chief Executive Officer of the corporation. The President shall call
264 special meetings as prescribed by these bylaws and by the laws of the State of
265 Washington, and shall perform such other duties as may pertain to this office. The
266 President shall execute on behalf of the corporation such instruments in writing as
267 shall be necessary, proper, and convenient to carry on the business of the Chamber.

268 B. Vice President: The Vice President shall serve as first assistant to the
269 President of the Chamber, shall perform the duties of President in the President's
270 absence, inability or refusal to serve, and shall perform such other duties as may be
271 assigned by the Board of Directors.

272 C. Secretary: The Secretary shall keep a full and complete record of all
273 proceedings of the Membership and Board Meetings; shall attest to all notes, deeds,
274 mortgages, leases and other instruments in writing executed by or on behalf of the
275 corporation; and shall perform such other duties as usually devolve upon such
276 Officer or which may be prescribed by the Board or the President.

277 D. Treasurer: The Treasurer shall perform all the duties usually devolving upon
278 that office, including, but not limited to, the accurate receipt and expenditure of
279 funds, maintain an accurate accounting of all monies and properties and keep on file
280 all vouchers, receipts and other papers pertaining to the financial structure of the
281 corporation. The Treasurer shall prepare monthly and annual reports of the
282 Chamber's financial condition to be given at each meeting of the Membership and
283 Board of Directors.

284 E. If neither the President nor Vice President is available to preside over a
285 meeting, the President may appoint a Director to serve as President Pro-Tem of a
286 meeting, and if no Director is available or willing to so serve, the President may
287 appoint a Chamber member.

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290 ARTICLE VI
291 Committees

292 SECTION 1: Duties

293 The Board of Directors shall establish and define the authority and duties of all
294 committees.

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296 SECTION 2: Committee Membership

297 The President shall appoint a member in good standing as chairperson for each
298 committee. The Chairperson shall appoint the committee members.

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300 SECTION 3: Standing Committees

301 The Board of Directors hereby establishes the following permanent standing
302 committees to aid in the long-term operation of the Chamber:

303 A. FINANCE COMMITTEE. The Finance Committee shall conduct an annual
304 financial review of the accounts of the Chamber and shall approve all bills
305 presented at the regular monthly Board Meetings before payment is ordered. The
306 Committee shall present the results of the annual financial review to the Chamber at
307 the December Membership Meeting. The members of the Finance Committee shall
308 include the Vice President and not fewer than two (2) members of the Board of
309 Directors, one (1) of whom shall be designated as Chairman.

310 B. FUNDRAISING COMMITTEE. The Fundraising Committee shall be
311 responsible for planning and executing annual fundraising events and activities.

312 C. EVENTS COMMITTEE. The Events Committee shall coordinate presenters
313 and locations for the monthly Chamber luncheons. The Committee shall also
314 coordinate business open house events and special activities such as new business
315 openings, ribbon cuttings, and other events supported or sponsored by the Chamber.

316 D. ECONOMIC DEVELOPMENT COMMITTEE. The Economic
317 Development Committee shall be responsible for promoting business development
318 in the Chamber area including, but not limited to the Light Industrial Park and Deer
319 Park Municipal Airport.

320 E. PUBLIC RELATIONS COMMITTEE. The Public Relations Committee
321 shall be responsible for all aspects of public outreach on behalf of the Chamber
322 including, but not limited to, the maintenance and administration of the Chamber
323 website and Facebook page and the administration of the U.S. Highway 395 entry
324 sign.

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326 SECTION 4: Special Committees.

327 The President shall appoint Special Committees as and when it is deemed advisable
328 by the Board of Directors. Special Committees shall perform such duties as may be
329 authorized by the Board of Directors at the time the Committee is established.

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332 ARTICLE VII

333 Finance and Property

334 SECTION 1: General Operating, Special and Reserve Funds.

335 The Chamber will maintain the following funds:

- 336 a. General Operating Fund to be used to pay for the services that help carry out the
337 everyday functions including, but not limited to, employee payroll, contracted
338 services, insurance, utility expenses, and office expenses.

- 339 b. Special Projects Fund to be used to track expenses dedicated to a special project
340 or specific fundraising effort. These monies have strict criteria for how they are
341 used based on Chamber policies, bylaws and accountability.
- 342 c. Reserve Fund is to be used to cover unforeseen circumstances such as
343 unanticipated shortfalls in revenues and equipment replacement. The amount of
344 the Reserve Fund should equal 50% of the General Operating Fund for the
345 previous year. The amount of monies placed in the Reserve Fund will be at the
346 discretion of the Board.
- 347 d. Unused funds from the prior year's budget shall be placed in the Reserve Fund
348 until the targeted amount of 50% of the General Operating Fund for the previous
349 year is achieved. The Board of Directors may authorize use of funds from the
350 Reserve Fund to supplement current operations.
- 351 e. The Board of Directors shall have the power to authorize the solicitation of
352 funds, to incur debt, borrow money, and to pledge the credit of the Chamber in
353 order to expedite or finance activities designed to carry out the purpose of the
354 Chamber.
- 355 f. Chamber funds shall be disbursed for the sole purpose of furthering the purpose
356 of the Chamber. Following the approval of an annual operating budget by the
357 Board of Directors, the President and Treasurer are authorized to make
358 disbursements on accounts and expenses provided for in the budget.
359 Disbursements shall be made by check. The President and the Treasurer are
360 authorized to withdraw funds and issue checks on behalf of the Chamber. All

361 disbursements exceeding One-Hundred Dollars (\$100) shall require the
362 signatures of both the President and the Treasurer.

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364 SECTION 2: Fiscal Year

365 The Fiscal Year of the Chamber shall be January 1 to December 31.

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367 SECTION 3: Annual Operating Budget

368 The Treasurer shall present a proposed Chamber operating budget for the
369 ensuing Fiscal Year at the January Board of Directors Meeting for approval by the
370 Directors. The Board may review and modify the budget as frequently as deemed
371 necessary.

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373 SECTION 4: Property

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

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379 ARTICLE VIII

380 Parliamentary Procedure

381 SECTION 1: Rules

382 The current edition of Robert's Rules of Order shall be the final source of
383 authority in all questions of parliamentary procedure when such rules are not
384 inconsistent with the charter or bylaws of the Chamber.

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ARTICLE IX
Amendments

SECTION 1: Approval

All proposed amendments to these bylaws shall be submitted to the Board of Directors in writing. These bylaws may be amended only by a two thirds (2/3) majority vote of the Board of Directors at any regular or Special Meeting, provided the notice for the meeting included the proposed amendment. Any proposed amendment shall be submitted to the Board in writing at least seven (7) days in advance of the meeting at which they are to be acted upon.

ARTICLE X
Dissolution

SECTION 1: Procedure

The Chamber may be dissolved upon a vote of two-thirds of its voting members present at a Special Meeting called for the purpose of dissolving the corporation.

SECTION 2: Satisfaction of Claims Upon dissolution of the Chamber, all just claims in payment against the Chamber shall be liquidated by the Board of Directors. The private property of the members of the corporation shall not be liable for the debts of the corporation.

409 SECTION 3: Disbursement of Assets

410 In the event of dissolution of the Chamber, the assets shall be distributed only to
411 a recipient or recipients, to be selected by the Board of Directors, that qualify for
412 exemption as an organization described in Section 501(c) of the United States Internal
413 Revenue Code of 1954, as amended, or any successor statute.

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ARTICLE XI

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Non-profit Corporation

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419 This corporation is a non-profit corporation. All proceeds over and above
420 expenses will be used in development of programs and/or projects consistent with the
421 purposes herein stated.

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423 The corporation may engage in social, recreational, and promotional pursuits for
424 the purposes of raising funds to continue activities consistent with the purposes of the
425 organization.

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ARTICLE XII

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Business Transacted

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431 The business of the Chamber shall be transacted in accordance with these bylaws
432 and in accordance with the laws of the State of Washington applicable to a non-profit
433 corporation.

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These bylaws approved by the Board of Directors on January 10, 2017.

433 Robert Schneider

434 President Acting

435

Kris Barnes

Secretary

436 I HEREBY CERTIFY THAT THE FOREGOING BYLAWS WERE ADOPTED AT
437 THE REGULARLY SCHEDULED MEETING OF THE BOARD OF DIRECTORS
438 OF THE GREATER DEER PARK CHAMBER OF COMMERCE ON THE 10th
439 DAY OF January, 2017

440

441 Kris Barnes

442 Secretary