

~~Greater~~ Renton Chamber of Commerce  
BYLAWS

Article 1: Name

The name of this corporation is, and shall be the ~~GREATER~~ RENTON CHAMBER OF COMMERCE. Its principal business office is located and maintained at 300 Rainier Avenue North, within the corporate limits of the City of Renton, County of King, and State of Washington.

Article 2: Definitions

For the purposes of these Bylaws the term "Chamber" shall mean the ~~Greater~~ Renton Chamber of Commerce, and "Board" shall mean the Board of Directors of the Chamber.

Article 3: Purpose, Limitations, and Methods

Section 1: Purpose.

On behalf of the business community and in partnership with government, education and health care, to promote commerce, tourism, economic development and diversification in Renton and to serve as a "first call" resource and business trade organization with local, regional, national and international reach.

Section 2: Limitations, and Methods.

The Chamber shall observe all local, state and Federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Article 4: Membership

Section 1: Eligibility.

Any reputable person, firm, partnership, corporation, association, estate or trust may apply for active membership in the Chamber in a manner as prescribed by the Board and whereby the applicant agrees to conform to and abide by these Bylaws.

Section 2: Classification of Members.

Membership in the Chamber shall be active or limited.

- A. Active Membership.** Active members shall consist of individuals and firms that pay dues as prescribed by the Board. All active members in good standing shall be entitled to vote, to hold office, to receive all publications of the Chamber, to avail themselves of the facilities of the Chamber office, to serve on committees, to attend all regular and special membership meetings, to participate in all referendums conducted by the Chamber and to display its emblems.
- B. Limited Membership.** Limited members shall consist of honorary members. Limited members shall have no voting privileges. Limited Membership shall be conferred by the Board upon any person by unanimous vote of the Directors present at any Board meeting.

Section 3: Membership Dues.

The Board shall establish the annual membership dues.

Section 4: Voting.

Each member, in good standing, shall be entitled to one vote per active membership. Votes shall be by individual persons only, one vote per membership. Elections and issues requiring a vote of the membership may be held at a general or special membership meeting or by mail.

Section 5: Expulsion.

Any member of the Chamber may be expelled for conduct unbecoming a member, determined after notice and an opportunity for a hearing before the Board. A two-thirds vote of the members of the Board shall be required for expulsion related to conduct. A member ninety (90) days in arrears of payment of annual membership dues or other financial obligations to the Chamber shall automatically be expelled unless extended payment options have been arranged with Chamber staff. ~~Expulsion for non-payment does not relieve the member of the financial responsibility, and the Chamber at its discretion may seek collection or other legal remedies.~~

#### Section 6: Resignation.

The Board shall accept the resignation of any member submitted in writing.

#### Section 7: Termination of Membership.

Membership in the Chamber is not transferable. The sale or transfer of ownership of a firm shall automatically terminate the existing membership of said firm, and admission to membership by the new purchaser may be accomplished only upon application for membership.

### Article 5: Membership Meetings

#### Section 1: Regular Membership Meetings.

General membership meetings shall be held at least twice a year, with one being an annual meeting, at such times and places as designated by the Board. Notice of the meeting shall be delivered to the membership no later than ten (10) days prior to the meeting. The meetings shall be free of admission charge for participation.

#### Section 2: Annual Meeting.

The Chamber will operate on a calendar year and the annual membership meeting of the Chamber shall be held ~~not later than the 31<sup>st</sup> day of January of each year,~~ at such time and place as may be designated by the Board. At such annual meeting, the newly elected officers and directors shall be introduced, and other business pertaining to the membership may be transacted.

#### Section 3: Special Meetings.

The Chair of the Board or President may call special meetings of the membership as either may deem necessary and shall call a membership meeting upon the request of ten percent of the active members in good standing.

#### Section 4: Notice of Meetings.

Notice of all meetings of the membership, stating the purpose, time, and place thereof, shall be given to the members at least ten (10) days preceding the meeting.

#### Section 5: Quorum.

Five percent of the active members, in good standing, of the Chamber shall constitute a quorum for the transaction of business at a regular membership meeting, unless otherwise specified in the Bylaws. The Board may call special membership meetings where a vote of two thirds of the members present will be required to pass any motion brought before the membership.

### Article 6: Board of Directors

#### Section 1: Government.

The government of the Chamber, its policies, the direction of its work, and the control of its property shall be vested in the Board consisting of eighteen (18) "at large" Directors, and three (3) "sector" Directors. All Directors shall be active Chamber members or a representative of an active member, in good standing of the Chamber.

- 1.1 Eighteen Board positions shall be “at large”, and may be held by Chamber members from any member category.
- 1.2 Three Board positions shall be designated “sector”, and shall be held by Chamber members from the each of the three sectors: 1) Government, 2) Education, 3) Health Care.

Section 2: Eligibility for Directors.

No member shall be eligible for election as a Director without having first been an active member or representative of an active member, in good standing, for at least twelve months prior to his or her nomination.

Section 3: Election, and Term of Directors.

Twenty-one (21) members of the Board shall be elected from the nominees, as provided, for terms of three years each, and until their respective successors are elected. One-third shall be elected every year. If the term of the immediate Past Board Chairman has expired, he/she may fill a one-year appointed non-voting position. A Director may serve a total of two three-year terms, if reelected, but cannot be eligible for another term until after the lapse of one year from his/her term as Director. A member of the Board appointed for the unexpired term of a Director shall be eligible for election. A term year for Board members shall be January 1 through December 31. Vacancies that occur on the Board between elections shall be filled by a vote of the Board.

Section 4: Absence from Meetings.

In the event that a Director is absent from three consecutive regular meetings of the Board, for reasons that the Board fails to declare to be sufficient, his/her resignation may be deemed to have been tendered and accepted.

Section 5: Notification of Members.

In 2006 and every year thereafter, no later than September 30 of each year, the Board shall notify the membership of the Chamber of the upcoming Board election and of the appointment of a Nominating Committee. The Board shall invite members who wish to be considered as Director nominees to express their interest to the President of the Chamber, prior to November 1, by outlining their qualifications for the Board.

Section 6: Nomination of Directors.

In 2006 and every year thereafter, in October of each year, the Chairman of the Board shall appoint a Nominating Committee consisting of three (3) to five (5) active members in good standing, and shall designate the Chairman thereof. The Nominating Committee shall meet after its appointment, and shall prepare a slate of candidates, consisting of not fewer than one member, in good standing, for each of the open at large, and open sector Board positions, each of whom shall have individually accepted the responsibilities of nomination, as a candidate for Director. In selecting nominees, the committee shall consider, among other things, that the Board should be representative of the whole membership of the Chamber. The names of such nominees shall be published not later than November 1, and shall include the names of members that have independently sought nomination, by notifying the Chamber President.

Section 7: Election of Directors.

If the number of nominees does not exceed the number of vacancies to be filled, the Directors shall be elected by the Board at its regular meeting in ~~November~~December. If the number of nominees exceeds the number of vacancies to be filled, the members of the Board shall be elected by mail ballot, of the active members of the Chamber, or at a general membership meeting called for that purpose, no later than December 1~~5~~0. The “at large” candidates receiving the highest number of votes shall be declared elected to the open “at large” positions of the Board to serve for a period of three years. The sector candidates, in each sector category, receiving the highest number of votes, shall be declared elected to the open sector positions of the Board, to serve for a period of three years. Should a tie vote occur, the sitting Board of Directors shall cast lots, and certify as elected, the person upon whom the ballot is cast. The terms of office

of the new directors, ~~and officers~~ shall commence on January 1, the date of the regular meeting of the Board in January.

#### Section 8: Supervision of Election.

The Chairman of the Board, with the approval of the Board, shall appoint a public accounting or law firm to count the ballots, and certify the results of the election.

#### Article 7: Board of Directors Meetings

##### Section 1: Regular Board Meetings.

The Board of Directors shall meet at such times, and places as they may designate, but not less than eleven times a year. All meetings of the Board shall be open to the membership, but shall be taken into executive session when discussing staff compensation, staff performance, past due memberships, or any other subject that the Chair deems to be sensitive in nature.

##### Section 2: Special Board Meetings.

Special meetings, including meetings by conference call of the Board shall be subject to the call of the Chair of the Board or by seven (7) Directors provided that notice shall be given to each Director, stating the purpose of the meeting, the time, and the place thereof, at least twenty-four (24) hours preceding the meeting. In the event an issue arises requiring a decision by the Board prior to a regular Board meeting, the Chair of the Board, with the approval of the Executive Committee, may submit said issue to a vote of the Board by email or conference call.

##### Section 3: Quorum.

At all meetings of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business.

#### Article 8: Officers and Division Chairs

##### Section 1: Election of Officers and Division Chairs.

Every ~~other~~ year, no later than ~~December~~ January 31, the Directors shall meet and elect three (3) officers and four (4) division chairs from the Board for the ensuing one-year period. The three officers shall be a Chair of the Board, a Chair –Elect, and a Secretary/Treasurer. ~~The Chair-Elect will become Chair of the Board at the time of the regular election. If the Board term of the Chair-Elect will expire prior to ascension to Board Chair, he/she must stand for reelection to the Board before being elected Chair of the Board.~~

The duties of the Officers and Division Chairs shall be such as are required by law, these Bylaws, and as given them by the Chair of the Board or the Board. An Officer or Division Chair shall hold office for a one-year period.

The Chair of the Board may not succeed him/herself unless extraordinary conditions are present. In such conditions, a Chair of the Board may serve one additional year providing two-thirds of the Directors of the Board concur.

##### Section 2: President.

The Board shall hire and place under contract a President, who shall be the Chief Executive Officer and Corporate Secretary of the Chamber. The President shall report directly to the ~~Chair of the~~ Board.

##### Section 3: Vacancies.

Vacancies of Officers and Division Chairs ~~and Division Chairs~~ shall be filled by the Board.

##### Section 4: Duties of the Chair of the Board.

The Chair of the Board shall preside at all meetings of the Chamber, the Board and the Executive Committee and shall perform all duties incidental to this office. She/he shall, subject to the approval of the Board, fill vacancies on the Board, appoint Committee Chairpersons and establish all committees.

Section 5: Duties of the Chair-Elect.

The Chair-Elect shall preside at meetings in the absence of the Chair of the Board. In the event of a vacancy in the office of Chair of the Board, the Chair-Elect shall fill the vacancy. In the absence or disability of the Chair of the Board, the Chair-Elect may sign deeds and other contracts executed by the corporation and perform the duties and exercise the powers of the Chair of the Board.

Section 6: Duties of the Secretary/Treasurer.

The Secretary/Treasurer shall be custodian of the funds of the Chamber and shall keep and report minutes of the Board and Executive Committee meetings. She/he shall make reports monthly to the Board of Directors on the financial status of the Chamber.

Section 7: Duties of the Division Chairs.

The Division Chairs shall serve as leadership for the committees. The Chair of the Board shall assign Division Chairs to their committees. .

Section 8: Duties of the President.

It shall be the duty of the President to manage the day-to-day affairs of the Chamber and be responsible for its personnel and for its fiscal condition. She/he shall submit a financial statement and written report of the year's work, at the close of each fiscal year. She/he shall perform such duties, as may be incidental to his/her office, subject to the direction of the Board. At the termination of his/her employment, he/she shall deliver to the Board all books, papers, and property of the Chamber. The President may also serve as an ex-officio member, without vote, on all committees of the Chamber, including the Board of Directors and the Executive Committee.

Section 9: Annual Audit, Review, and/or Compilation, and Surety Bonds.

The Board shall cause the books, and accounts of the Secretary/Treasurer, and President to be audited, reviewed or compiled at the close of the year's business, by a Certified Public Accountant who shall report the findings to the Board.

Article 9: Committees

Section 1: Authorization and Appointment.

The Board shall authorize all standing and special committees, except those committees whose functions are set forth in these Bylaws. Subject to confirmation by the Board, the Chair shall establish all committees. Committee appointments shall be for a period not to exceed the term of the appointing Board Chair, and/or the remaining term of the member on the Board chairing a committee.

Section 2: Committee Chairs.

The Chair of each committee shall be selected from the general membership, ~~wherever possible, to be and~~ appointed by the Chair of the Board, with the approval of the Board.

Section 3: Authority of Committees.

It shall be the function of the committees to conduct activities, as may be delegated to them by the Board. They may originate and report to the Board such views, as they may deem proper for its consideration. They shall report to the Board in person or in writing at each monthly Board meeting.

- A. Limitations. No committee or any member thereof shall contract any debt on behalf of this Chamber without express authorization of the Board, except as otherwise expressly provided in these Bylaws.

- B. News Releases.** No committee shall take or make public any form or action or make public any resolution or in any way commit the Chamber on a question of policy, or on matters of general public interest, without having first received approval of the Board.

#### Section 4: Quorum.

At committee meetings, where committee members have been properly notified of the meeting, members present shall constitute a quorum.

#### Section 5: Standing Committees.

The Standing Committees shall be as follows:

- A. Executive Committee.** The Executive Committee shall consist of the Chair of the Board, the Chair-Elect, four Division Chairs, ~~Secretary/Treasurer~~, immediate Past Board Chair and President, who shall be a non-voting ex-officio member. The Executive Committee shall act for the Board, during the interim between meetings of the Board and shall make policy decisions only when emergencies are deemed to exist by the Chair of the Board. All business transacted by the Executive Committee shall be reported by the Chair of the Board, at the first meeting of the Board, following the action. The Executive Committee may study policy problems, find facts and make other investigations deemed appropriate by the Chair of the Board, in order to facilitate the meetings of the Board. The Executive Committee shall perform such other duties and have such powers as may be delegated to it by the Board.
- 1. Financial Issues:** The Executive Committee is responsible for reviewing financial affairs of the Chamber and will recommend policy for adoption by the Board. They will explore and suggest ways and means of conserving and increasing the membership and revenues of the corporation. The committee shall have the books, and accounts of the chamber examined at the end of the fiscal year, and report its findings to the Board. The Executive Committee ~~shall~~ may appoint a Finance ~~sub~~committee chaired by the Board Secretary/Treasurer and composed of Board Officers, Board members and other Chamber members, as deemed appropriate, by the Board Chair. The Finance Committee shall report its findings and the state of the Chambers financial condition to the full Board, at its regularly scheduled meetings.
  - 2. Personnel Issues:** The Executive Committee shall be responsible for policy recommendations to the Board regarding salaries, benefits, insurance and other matters relating to employees of the Chamber.
- B. Nominating Committee.** The Chair of the Board shall appoint a nominating Committee consisting of 3-5 members and shall have the duties and functions, as set forth in Article 6, Section 6, of these Bylaws.

#### Section 6: Special Committees.

The Board ~~shall~~ may appoint, from time to time, such special committees, as the Board deems necessary and appropriate. Such special committees shall be disbanded by the Chair of the Board when the work or project has been completed, and reports of such committees accepted, or when the Board decides it is wise to discontinue the activity in which the committee is engaged.

#### Section 7: Committee Membership.

Committee membership shall be open to all active members, in good standing, and shall be predicated on membership in the Chamber. On occasion the Board may authorize a person who is not a member of the Chamber to serve on a Chamber committee.

#### Article 10: Individuals Representing the Chamber

Any person, or persons, specifically appointed to act as an official representative of the Chamber, at a convention, hearing or public meeting of any kind, shall do so only after receiving specific instructions from the Board or the Board Chair limiting and defining the authority of such representatives, on behalf of the

Chamber. Upon completion of any such representation, the representative or representatives shall make a full and complete report to the Board before discharge.

#### Article 11: Expenditure of Funds/Budget

##### Section 1: Funds.

No disbursement of Chamber funds shall be made unless the same shall have been approved, authorized and ordered by the Board. Approval of the budget grants authority to the President to disburse budgeted funds. All disbursements, except those from the petty cash account, shall be made by check. The Board shall set a dollar amount for disbursements that require two signatures of authorized signers. Any authorized disbursement below that threshold requires only one signature.

##### Section 2: Budget Adjustments, and Revisions.

The Board may adjust or revise the annual budget, to conform with changing conditions, throughout the year.

#### Article 12: Fiscal Year/Operating Year

The fiscal year of the Chamber shall be from July 1 through June 30. The operating and budget year of the Chamber shall be from January 1 through December 31.

#### Article 13: Referenda

Upon the request in writing, of five percent of the members in good standing of the Chamber, the Board shall, or upon its own initiative may, submit any question, issue or election to the members for a mail referendum vote. The ballot, for such a vote, is to be accompanied by briefs stating all sides of the question. When stated in the request, action taken by the membership shall be final.

#### Article 14: Parliamentary Procedure

All meetings of the membership, the Board and committees shall be conducted, and all questions of parliamentary procedure shall be settled according to the current version of Robert's Rules of Order, whenever such Rules of Order are not inconsistent with the these Bylaws.

#### Article 15: Amendments

The Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds of the members of the Board, at any regular or special meeting, provided the proposed action be presented, in writing, at the regular meeting of the Board preceding such a vote. ~~or notice, in writing, be~~ The amended Bylaws shall be sent to each member of the Board at least ten (10) days prior to such vote. Board action must be ratified by the Chamber membership; by two-thirds of the members present at a regular membership meeting or at any other meeting of the members called for that purpose by the Directors.

#### Article 16: Indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, the Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Chamber or otherwise) by reason of the fact that he/she is or was a Director, Officer, President, Division Chair, Committee Chair or employee of the Chamber, or is or was serving at the request of the Chamber as a trustee or officer of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually or reasonably incurred by him/her, in connection with such action, suit or proceeding. The Board may, at any time, approve indemnification of any other person, which the Chamber has power to

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indemnify, under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled, as a matter of law or by contract.

The Chamber shall secure and keep in good standing an Officers and Directors Liability and Employment Practices Insurance policy with a limit of liability of not less than one million dollars (\$1,000,000).

#### Article 17: Dissolution

The Chamber shall use its funds only to accomplish the objects and purposes specified in the Bylaws and Articles of Incorporation. No part of said funds shall inure to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board.

Last Amended:

March 1992

June 1996

May 2003

July 2005

March 2007

Approved by the Chamber Board of Directors on: ~~July 21, 2005~~ March 15, 2007

Chair: \_\_\_\_\_ Date: \_\_\_\_\_

Chair-elect: \_\_\_\_\_ Date: \_\_\_\_\_

Ratified by the Chamber membership on: ~~November 17, 2005~~ April 5, 2007