

HAINES CHAMBER OF COMMERCE BYLAWS

As amended October 21, 2016

ARTICLE 1

GENERAL

SECTION 1. NAME

This organization is incorporated under the laws of the State of Alaska and shall be known as the Greater Haines Chamber of Commerce, Inc.

SECTION 2. PURPOSE

The mission of the Greater Haines Chamber of Commerce is to promote economic growth and advocate for the Haines Borough business community.

SECTION 3. LIMITATIONS OF METHODS

The Greater Haines Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code; shall be non-partisan and non-sectarian in respect to campaigns for election to political office however, the Chamber may express opinion on public issues.

ARTICLE II

MEMBERSHIP

SECTION 1. ELIGIBILITY

Any person, association, corporation, partnership, sole proprietorship, government or others that support the mission of this organization shall be eligible to apply for membership.

SECTION 2. CLASSES

1. Primary Members are businesses organized for profit under the Internal Revenue Code and licensed to conduct business in Haines.
2. Community Members are government, nonprofit corporations, organizations or associations conducting programs in Haines.
3. Supporting Members are persons not representative of a business or other entity.

SECTION 3. MEMBERSHIP ELECTION

Applications for membership shall be in writing, on forms provided by the Chamber. The Membership Committee (or designated individual) shall review all applications and recommend action for classified membership to the Board of Directors. A simple majority of the Board of Directors shall approve a membership. Membership is activated upon payment of dues as provided for in Section 4.

Membership may be denied if the applicant has a record of conviction for fraud, embezzlement, legal breach of trust, theft or any felony that in the consideration of the Board of Directors renders the applicant unsuitable for representation of the membership.

Any application rejected by the Board of Directors may, at the request of the applicant, be submitted to the membership; two-thirds of the members voting will elect the candidate to membership.

SECTION 4. DUES

Membership dues shall be at such rate or rates, schedules or formula as may be from time to time prescribed by the Board of Directors. Dues are non-refundable. Any adjustments of the membership dues shall require a majority vote by the Board of Directors. The membership dues for each member of record shall be invoiced and payable annually in the fourth quarter (10/1 – 12/31). Membership dues may be prorated.

SECTION-5. TERMINATION

- a) Any member may resign from the Chamber upon written notice to the Board of Directors.
- b) Any member who has dues in arrears for ninety (90) days shall be automatically dropped from membership.
- c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber provided that written ten (10) days notice of such intent of expulsion, is given by certified mail, return receipt requested to the member who is to be expelled.

Any termination pursuant to Section 5 (b) of Article II does not preclude the terminated member from re-applying for membership to the Haines Chamber of Commerce.

SECTION 6. VOTING

Primary members and Community members shall be eligible to vote in all elections and in all meetings of the membership and shall be entitled to be heard by the Board of Directors. Votes may be taken by electronic means. The resulting email thread shall be retained by the Secretary as formal minutes.

In any proceeding in which voting is called for, the representative of each member in good standing shall be entitled to cast one (1) vote.

ARTICLE III MEMBERSHIP ACTIVITY

SECTION 1. ANNUAL

An annual business meeting of the membership of the corporation shall be held each year at a time to be designated by the Board of Directors. The agenda of the annual business meetings shall include a report on the financial status of the corporation and summaries of annual programmatic, legal and financial activities.

SECTION 2. REGULAR

Regular business meetings of the membership may be instituted by the Board of Directors.

SECTION 3. SPECIAL

The Board of Directors may call a special meeting of the membership by a majority vote of the Board of Directors or upon a petition signed by not less than twelve (12%) percent of the membership. All members shall be notified of the date, time, location and agenda of the meeting at least seven (7) days prior to such meetings. No other business but that specified in the notice may be transacted at such special meeting. Action may be taken to provide for the membership to vote by electronic means on that business item for a time specified. The resulting email thread shall be retained by the Secretary as formal minutes.

SECTION 4. MEETING CONDUCT AND QUORUM

A quorum of the membership is twenty (20) percent of all members. A majority of the voting membership present shall decide any question that may come before the meeting unless specifically otherwise provided for herein. No business except to adjourn to a later date shall be transacted unless a quorum herein defined is present.

The President or the Vice President shall preside at regular or special meetings of the membership or in their absence by a Primary member pro tempore chosen by the members present.

Complete minutes of all motions and votes taken by the membership shall be kept by the Secretary or their designee or in their absence by a Secretary pro tempore chosen by the members present. The minutes of each meeting shall be preserved and accessible to the membership within ten (10) days' of adjournment.

SECTION 5. METHODS OF MEETING

Meetings of the membership may be in person at a time and place, electronically in real time, and virtually.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall be composed of nine members elected by the membership.

SECTION 2. AUTHORITY

The governmental and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

SECTION 3. ELECTION OF DIRECTORS

A) Nominations

Nominations for vacant seats on the Board of Directors shall be made in writing October 1 through November 30 annually. Nominations may be made by a member or by a Nominating

Committee appointed by the Board as provided in Article VI. Nominees must affirm in writing their willingness to serve if elected.

B) Eligibility

A Board member may not serve more than two consecutive three-year terms. A period of one (1) year must elapse before eligibility is restored.

A nominee must be a current Primary member and shall not have served two consecutive terms immediately preceding the election.

A nominee shall not hold an elected office – Mayor, School Board or Assembly Member - in the Haines Borough.

A nominee shall submit to the organization a 50 word or less description of their qualifications and interest for serving as a Director.

C) Conduct of Election

Election of directors shall be conducted by a ballot listing all the candidates' names in alphabetical order. Candidates for a partial term of less than three years shall be listed separately. The ballot shall also provide for write-in candidates, equivalent to the number of vacant seats. Those candidates receiving the greatest number of votes, but not necessarily a majority, shall fill the vacant seats.

Ballots shall be distributed to all members eligible to vote on a day in the first week of December. The election shall be closed at midnight on the tenth day following distribution of the ballots. Ballots returned by mail must be postmarked within fifteen (15) days of the initial mailing, inclusive of the tenth day.

Ballots shall be counted by the President's designee and two (2) chamber members within five (5) days of the close of the election.

In case of a tie, the final decision shall be made by majority vote of the Board of Directors.

SECTION 4. TERM OF OFFICE

Directors shall be elected to a three-year term. Term limits are two (2) consecutive three year elected terms. A period of one (1) year must elapse before eligibility is restored.

Retiring directors are expected to serve until the election and seating of acceptance-duly elected successors.

All newly elected directors shall be seated in January.

SECTION 5. VACANCIES

A vacancy may occur on the Board when a director leaves the locality permanently, dies, resigns or is removed from office. An absence is excused when previous notification has been given to the President or Vice President.

Any Director or Officer may resign at any time by delivering said resignation in writing to the President.

The President shall appoint a Primary member to the Board of Directors to serve until the next regular election, at which time a member shall be elected to fill the balance of the term.

SECTION 6. REMOVAL

Any director who fails to attend four (4) consecutive regular meetings of the Board without excuse shall be removed from the Board.

A director shall be removed from office upon conviction of fraud, embezzlement, theft or any felony that in the consideration of the Board of Directors renders the applicant unsuitable for representation of the membership or advocacy of the Chamber's mission.

SECTION 7. MEETINGS

A) Regular Meetings

The President of the organization shall preside at all regular and special meetings of the members. In his or her absence the Vice-President shall preside, and in his or her absence the secretary or treasurer shall preside.

A regular meeting shall be held monthly on a day specified by action of the Board of Directors from time to time. Notice of the time and place and the agenda of each regular meeting of the Directors shall be distributed to directors at least three (3) days prior to the meeting at an active address on record.

B) Special Meetings

The President or any other officer plus four (4) directors (5 total) may call a special meeting of the directors. Written notice of the time and place and agenda for a special meeting of the Directors shall be given to each Director at an active address on record at least two (2) days prior to the meeting. Votes may be taken by electronic means. The resulting email thread shall be retained by the Secretary as formal minutes.

SECTION 8. MINUTES

Complete minutes of all motions and votes taken shall be kept by the Secretary or their designee or in their absence by a Secretary pro tempore chosen from the directors present. The minutes of each meeting shall be preserved and accessible to the directors and the membership within ten (10) days' of adjournment.

SECTION 9. QUORUM

Five (5) Directors shall constitute a quorum of the Board of Directors at any regular or special meeting.

SECTION 10. LIMITATION OF AUTHORITY

No action by any member, committee, employee, or Director shall be binding upon, or constitute an expression of; the policy of the Chamber until it has been approved, sanctioned or ratified by the Board of Directors or the membership.

SECTION 11. INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all its Directors or former Directors against actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters at which such Directors shall be adjudged in such action, suit, or proceeding to liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability of negligence or misconduct.

SECTION 12. COMPENSATION

Board members shall receive no compensation for their services except as otherwise provided for herein.

ARTICLE V OFFICERS

SECTION 1. DETERMINATION OF OFFICERS

The officers of the Corporation shall be President, Vice President, Treasurer and Secretary.

SECTION 2. QUALIFICATION AND SELECTION

Officers shall be members of the Corporation and shall be elected by the Board of Directors at its regular January meeting or as provided in Section 4.

SECTION 3. TERM OF OFFICE

Officers shall serve a term of one (1) year. Officers shall serve no more than three (3) consecutive terms in the same office.

SECTION 4. REPLACEMENT OF OFFICERS

In case of vacancy or temporary absence of an officer, the Directors may fill the vacancy or temporary absence.

SECTION 5. DUTIES OF OFFICERS

A) PRESIDENT

The President shall preside at all meetings of the membership and Board of Directors, appoint committee members, sign all legal and binding documents, perform all duties commonly incident to the office and have such powers as the Board of Directors may designate.

The President or its designee is the Spokesperson for the organization.

B) VICE PRESIDENT

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President and shall perform such other duties and have such powers as the Board of Directors may designate.

C) SECRETARY

The Secretary shall assure that accurate minutes of all meetings of the Board of Directors and meetings of the Corporation, and shall perform such other duties and have such other powers as the Board of Directors may designate. In the absence of the Secretary, the Presiding Officer shall designate a Secretary Pro Tempore.

D) TREASURER

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President or in the absence of either or both, by any two (2) Directors or corporate designee. The Treasurer shall prepare a monthly financial report for the Board.

ARTICLE VI COMMITTEES

SECTION 1. FUNCTION OF COMMITTEES

The function of committees is to facilitate the business of the corporation efficiently, expediently and with expertise. Committees may be utilized to secure nominations for directors, manage membership activities, generate budgets and oversee financial activities, evaluate programs and staff, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

SECTION 2. COMPOSITION

Excepting the Executive Committee as provided for herein, committees shall be formed by action of the Board of Directors and shall be composed of members appointed by the President.

SECTION 3. LIMITATION OF AUTHORITY

Excepting the Executive Committee, ~~N~~ 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 of policy without first receiving approval from the Board of Directors. The President shall discharge ad hoc committees when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

SECTION 4. BUDGET

The Board of Directors may establish a budget for each committee to conduct activities. Any expenditure beyond budget must come before the Board for approval.

ARTICLE VII FINANCE

SECTION 1. FUNDS

All funds received by the Chamber by earnings, donations, fees, reimbursements interest or sale of assets shall be deposited in a corporate-owned account in a designated financial institute approved by the Board of Directors.

SECTION 2. DISBURSEMENTS

Disbursements of the funds of the Chamber shall be by check, money order or electronic transfer and shall be limited to those budgeted donations and expenses related to programs approved by the Board of Directors.

SECTION 3. FISCAL YEAR

The fiscal year of the Chamber shall be January 1 through December 31.

SECTION 4. BUDGET

The Treasurer shall submit the annual budget for the coming year to the Board of Directors for approval by the first regular meeting of the fiscal year.

SECTION 5. AUDITING

Each year, the Board of Directors will determine whether to perform an independent financial review. The complete review report shall be available to the members of the Chamber within the offices of the Chamber.

SECTION 6. BONDING

A sufficient fidelity bond in an amount set by the Board of Directors and paid for by the Chamber shall bond any officers and staff as the Board may designate.

SECTION 7. DEBTS AND OBLIGATIONS

No debt of obligation whatsoever for the payment of money or other things of value shall be created or incurred by any officer, employee or agent of this corporation, or other person, and no money shall be appropriated or paid out of the General Fund and no contract or other act whatsoever of any officer, employee or agent of this corporation, or other person, by the terms or result of which any debt or obligation whatsoever is created, or attempted to be created, shall be in any manner binding upon this corporation unless the same is authorized by a specific provision in the budget of the corporation, or unless the same respectively be authorized and directed or ratified by the Board of Directors in a regular meeting or a special meeting called for that purpose.

ARTICLE VIII DISSOLUTION

SECTION 1. CAUSE

The Chamber may choose to dissolve because of reasons of bankruptcy, or other reasons, as so recorded by the Board of Directors.

SECTION 2. ACTION

To officially dissolve, the Chamber must provide public notice for five (5) consecutive days and notify the membership within thirty (30) days of such intended action.

SECTION 3. METHOD

A motion to dissolve must be approved at a regular scheduled Board meeting by not less than five (5) current members of the Board in good standing. This motion may be amended by a two-thirds (2/3) vote of the business Chamber members in good standing in attendance at any regular meeting, or at any special meeting called for that purpose, provided that written notice of any meeting at which such amendments are to be considered must be given to the membership at least fourteen (14) days prior to the time of the meeting and must be accompanied by a statement of the amendment or the purpose thereof.

SECTION 4. ASSETS

Upon dissolution of the chamber, all of the assets remaining after all outstanding claims are paid shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the voting members in good standing at any meeting called for that purpose or in any election held electronically, provided that written notice is given to the voting membership of the intention to alter, amend or repeal these Bylaws at least fourteen (14) days prior to the time of the meeting-or distribution of ballots.

ARTICLE X RULES AND WAIVER OF RULES

The proceedings of all meetings of the Board of Directors and appointed committees shall be governed by and conducted according to the latest edition of *Robert's Rules of Order* insofar as the same are not inconsistent with the Bylaws of the Chamber or rules established by the Board of Directors.

Adopted: October 21, 2016