

CHAMBER BYLAWS

PREAMBLE

The purpose of the Covington Chamber of Commerce shall be as set forth in the Articles of Incorporation and, to the extent not inconsistent:

To provide a coherent, recognizable identity for the communities and businesses of Covington and surrounding communities;

To bring together persons interested in the promotion and development of commerce in Covington and surrounding communities;

To gather and provide information regarding any items of concern to Covington and surrounding communities;

To welcome new businesses to Covington and surrounding communities.

Amended on January 3, 2002: Ratified January 10, 2002

Amended on July 18, 2002: Ratified October 10, 2002

Article I MEMBERSHIP

Section 1. ELIGIBILITY: Any person, agent, firm, partnership, corporation, association, estate or trust that agrees to sustain and support said bylaws in their entirety of the Covington Chamber of Commerce is eligible for membership.

Amended on October 14, 2004: Ratified October 14, 2004

Amended on June 27, 2019: Ratified August 8, 2019

Section 2. CLASSIFICATION OF MEMBERS: Membership in the Covington Chamber of Commerce shall be:

Active Membership - Businesses, Individuals, Public Service and Non-Profits that pay the Chamber's annual membership dues established by the Board of Directors pursuant to Section 3 of Article I shall be entitled to *Active Membership*.

All active members in good standing shall be entitled to receive all publications of the Chamber, , to serve on standing and special committees, to attend all regular and special membership meetings and to attend Chamber events at member prices, provided however that only the Active Member's voting representative (identified by the member pursuant to Section 4 of Article 1) shall be entitled to:

- Hold any office identified in Article IV of these Bylaws
- Have the privileges of the floor at any regular or special meeting of the Chamber
- Participate in any referenda conducted by the Chamber
- Vote on any matter submitted to the Chamber membership for decision

Individuals associated with an Active Member who receive a 1099 from the Active Member (rather than an employee's W-2) shall be considered a separate business entity and thus require a separate Active Membership in order to receive the benefits and privileges of Chamber Active Membership.

Employees of any Active Member (including but not limited to dues-identified employees of individuals who have a separate Active Membership as 1099 recipients) may attend all regular and special membership meetings, attend Chamber events at member prices, and subject to the provisions of Article VII may also to serve on standing and special committees.

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MEMBERSHIP (Continued)

Amended on January 3, 2002: Ratified January 10, 2002
Amended on July 18, 2002: Ratified October 10, 2002
Amended January 11, 2007: Ratified March 8, 2007

Amended on June 27, 2019: Ratified August 8, 2019

Honorary Members – Honorary members shall consist of any person who achieves unusual public distinction as recognized by a simple majority (51%) vote of the Board of Directors granting an honorary membership. Such honorary member shall pay no dues, shall have no vote, and shall not be eligible to serve as an Officer or Director.

Amended on January 3, 2002: Ratified January 10, 2002
Amended on June 27, 2019: Ratified August 8, 2019

Section 3. MEMBERSHIP DUES: The minimum annual membership dues and/or “in kind” trade/exchanges in excess value of \$10,000 dollars for members of the Covington Chamber of Commerce shall be established by the Board of Directors. Such determination shall be made by resolution of the Board of Directors adopted by a simple majority vote of the Directors of the Board. Notice of revisions or changes in the annual dues shall be provided to the membership thirty (30) days before the revision or change takes effect.

The dues shall be payable with submission of the member’s initial application form and, thereafter annually.

Membership payments may be authorized in monthly, quarterly, semi-annual or annual installments.

Amended on March 8, 2012: Ratified March 8, 2012
Amended on June 27, 2019: Ratified August 8, 2019

Section 4. VOTING: Each Active Member in good standing shall be entitled to one vote. Each Active Member entity shall designate in writing to the Chamber the voting representative of the firm.

Amended on September 21, 1994: Ratified October 13, 1994
Amended on January 3, 2002: Ratified January 10, 2002
Amended on October 10, 2002: Ratified October 10, 2002
Amended on June 27, 2019: Ratified August 8, 2019

Section 5. TERMINATION OF ACTIVE MEMBERSHIP: Active Membership is deemed terminated for any member whose dues are in arrears for a period of three (3) months. Active Membership in the Covington Chamber of Commerce may also be terminated on the grounds of nonpayment of dues or for conduct unbecoming a member. The latter determined after notice and opportunity for hearing before the Board of Directors. A simple majority vote of the members of the Board of Directors shall be required for termination for conduct unbecoming a member. A membership is terminated by death or by resignation. In the event of termination of membership, dues shall not be refunded.

Amended on September 21, 1994: Ratified October 13, 1994
Amended on June 27, 2019: Ratified August 8, 2019

Article II

MEMBERSHIP MEETINGS

Section 1. ANNUAL ELECTION MEETING: The annual membership election meeting of the Covington Chamber

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of Commerce shall be held annually, at such time and place as may be designated by the Board of Directors.

Section 2. REGULAR MEETINGS: Regular membership meetings shall be held monthly at such time and place established by the Board of Directors.

Section 3. SPECIAL MEETINGS: The Chair of the Board may call special meetings of the membership as deemed necessary, and shall call a membership meeting on the request of a simple majority of the Board of Directors or on the request of ten (10) percent of the active members of the Covington Chamber of Commerce.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

Section 4. NOTICE OF MEETINGS: Written notice of all special meetings and the annual election meeting of the membership stating the purpose and time and place thereof shall be given to the members at least ten (10) but no more than fifty (50) days before the date of the meeting.

Section 5. QUORUMS: When ten (10) percent or more of the Active Members is present, at a properly noticed meeting, that group shall constitute a quorum for the transactions of any and all necessary business to administer the organization.

Amended March 8, 2012: Ratified March 8, 2012

Article III RESERVED

Article IV OFFICERS

Section 1. OFFICERS: Voting officers shall consist of Chair of the Board, Chair Elect, Secretary and Treasurer. All positions shall be filled from within the Board of Directors.

Amended on October 7, 1993: Ratified October 14, 1993

Amended on July 7, 1994: Ratified October 13, 1994

Amended on October 3, 2002: Ratified October 10, 2002

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

Section 2. DUTIES OF OFFICERS:

CHAIR of the BOARD: The Chair of the Board of Directors shall govern all activities of the corporation; manage the Executive Director; execute all instruments in its behalf; preside at all meetings of the Board of Directors of the corporation; call such meetings of the Directors as shall be deemed necessary; and perform such other duties usually inherent in such office.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

CHAIR ELECT: The Chair Elect of the Board of Directors shall act for the Chair of the Board in the Chair of the

Article IV OFFICERS (Continued)

Board's absence and perform such other acts as the Chair of the Board may direct.

Amended on July 7, 1994: Ratified October 13, 1994

Amended on September 7, 1995: Ratified on October 12, 1995

Amended on October 3, 2002: Ratified October 10, 2002

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Amended on February 10, 2005: Ratified June 9, 2005

SECRETARY: It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the corporation and to perform such other acts as the Chair of the Board may direct. The Board of Directors shall review/approve meeting minutes via a simple majority vote at each meeting.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

TREASURER: The Treasurer shall propose the annual budget to the Board of Directors and provide oversight of accounts administered by the Executive Director or duly authorized accountant/bookkeeper.

The Board of Directors shall review/approve the financial statements via a simple majority vote at each meeting.

Amended on February 10, 2005: Ratified June 9, 2005

Amended March 8, 2012: Ratified March 8, 2012

Amended on June 27, 2019: Ratified August 8, 2019

PAST CHAIR: The existing Chair of the Board of Directors will serve an additional year on the Board as the Past Chair as part of their term. The Past Chair, a non-voting officer, shall provide guidance and advice to the Board of Directors.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

Article V MANAGEMENT

Section 1. The business and property of the Covington Chamber of Commerce shall be governed by a Board of Directors (either 7 or 9 active members) and the Past Chair.

Amended on July 7, 1994: Ratified October 1, 1994

Amended on January 3, 2002: Ratified January 10, 2002

Amended on October 3, 2002: Ratified October 10, 2002

Amended on February 10, 2005: Ratified June 9, 2005

Amended on August 27, 2015: Ratified September 10, 2015

Amended on June 27, 2019: Ratified August 8, 2019

Section 2. ELIGIBILITY FOR DIRECTORS: To be eligible for election as a Director, a member must have been an active member in good standing for at least ninety (90) days.

Amended on September 21, 1994: Ratified October 13, 1994

Amended on June 27, 2019: Ratified August 8, 2019

Article V MANAGEMENT (Continued)

Section 3. TERMS OF DIRECTORS:

Terms: All members of the Board of Directors shall serve alternating two (2) year terms. All Directors are eligible for re-election to the Board. A Director's term shall be limited in number to three (3) terms served without a break in service in one election cycle or moving into the Chair position. Once three (3) consecutive terms are served, the active member shall take a minimum one (1) year break from the Board of Directors. The Chair of the Board shall serve one (1) year as Chair of the Board and an additional year as Past Chair. The Chair Elect will serve a one (1) year term followed by a one (1) year term as Chair of the Board, followed by a one (1) year term as Past Chair.

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Except, the Chair of the Board may elect to run for a second consecutive term as Chair, if elected per Article VI section 2. The Chair Elect may also elect to run for a second consecutive term as Chair Elect. If the Chair of the Board is elected to a second term, the Past Chair may stay as the Past Chair or resign the position. If resigned, it will remain empty until the next election when the current Chair of the Board will become Past Chair.

Amended on July 7, 1994: Ratified October 13, 1994
Amended on September 7, 1995: Ratified on October 12, 1995
Amended on October 3, 2002: Ratified October 10, 2002
Amended on February 10, 2005: Ratified June 9, 2005
Amended on August 27, 2015: Ratified September 10, 2015
Amended on June 27, 2019: Ratified August 8, 2019

Vacancies: When a vacancy occurs on the Board of Directors, the Chair of the Board shall appoint, from the members in good standing, an individual to fill the vacancy. Such an appointment shall be subject to the approval of the Board of Directors.

Amended on September 21, 1994: Ratified October 1, 1994
Amended on February 10, 2005: Ratified June 9, 2005
Amended on June 27, 2019: Ratified August 8, 2019

Section 4. ABSENCE FROM MEETINGS: In the event that a Director is absent from three (3) consecutive regular meetings or two-thirds (2/3) of meetings held on an annual basis of the Board for reasons which the Board fails to declare to be sufficient, that Director's resignation shall be deemed to have been entered and accepted.

Amended on October 7, 1993: Ratified October 14, 1993
Amended on June 27, 2019: Ratified August 8, 2019

Section 5. QUORUM: A simple majority of Board Members, with voting power, present at any regular or special meeting(s) shall constitute a quorum of the Board of Directors. A Director participating in a meeting by any means of communication where every member can hear each other, in accordance with RCW 23B.08.200, is deemed present for purposes of a quorum.

Amended on June 27, 2019: Ratified August 8, 2019

Section 6. MEETINGS: The Board of Directors shall meet regularly at least once a month on a fixed day, except that any regular meeting may be added, canceled or postponed by the Chair of the Board. Special meetings of the Board may be called at any time by the Chair of the Board, or in the Chair of the Board's absence, the ranking officer, or by written request of four (4) or more Directors.

Amended on February 10, 2005: Ratified June 9, 2005
Amended on August 27, 2015: Ratified September 10, 2015
Amended on June 27, 2019: Ratified August 8, 2019

Article V MANAGEMENT (Continued)

Section 7. APPLICATION FOR EXECUTIVE DIRECTOR: A board member or officer must resign from the Board of Directors if they wish to apply for the position of Executive Director. In addition, any person applying for the Executive Director position may not apply for a Board or Officer position for at least one (1) year after applying for the Executive Director position.

Amended on September 3, 1998: Ratified November 12, 1998
Amended on February 10, 2005: Ratified June 9, 2005
Amended on June 27, 2019: Ratified August 8, 2019

Section 8. EX-OFFICIO DIRECTORS: Ex-Officio Directors are non-voting members that do not count towards the
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total Board of Directors. Terms are subject to Article V, Section 3.

*Amended on March 8, 2012: Ratified March 8, 2012
Amended on June 27, 2019: Ratified August 8, 2019*

Article VI ELECTION OF DIRECTORS AND OFFICERS

Section 1. NOMINATION OF DIRECTORS:

The Chair of the Board, with the approval of the Board of Directors, shall annually at a regular meeting direct the Executive Director to collect nominations from active members. The nominated active members shall complete an application and submit it to the Executive Director by the next regular meeting. The Board of Directors will oversee the nomination process. The membership shall have written notice of the list of nominees no later than ten (10) days before the meeting in which the Director's election shall take place.

*Amended on February 10, 2005: Ratified June 9, 2005
Amended on June 27, 2019: Ratified August 8, 2019*

Section 2. ELECTION: Annually, the membership shall elect Directors. In the event the Chair Elect's position is vacated, the Chair of the Board and Chair Elect's positions shall be elected at the next Board of Directors regular meeting.

*Amended on October 7, 1993: Ratified October 14, 1993
Amended on October 3, 2002: Ratified October 10, 2002
Amended on February 10, 2005: Ratified June 9, 2005
Amended on March 8, 2012: Ratified March 8, 2012
Amended on June 27, 2019: Ratified August 8, 2019*

Section 3. CONDUCT OF ELECTION: At least ten (10) days prior to the date of the election, an official ballot listing the names of the candidates for the Director positions shall distributed to the active members by mail and/or electronically with instructions thereon to vote for not more than the number of vacant Director positions..

*Amended March 8, 2012: Ratified March 8, 2012
Amended on June 27, 2019: Ratified August 8, 2019*

Article VII COMMITTEES

Section 1. AUTHORIZATION AND APPOINTMENT: The Board of Directors shall authorize and define the powers and duties of all standing and special committees.. Subject to the confirmation by the Board of Directors, the Chair of the Board shall appoint all committees.

*Amended on February 10, 2005: Ratified June 9, 2005
Amended on June 27, 2019: Ratified August 8, 2019*

Section 2. EXECUTIVE COMMITTEE: There shall be an Executive Committee of the Board of Directors, which shall consist of the Chair of the Board, Chair Elect, Treasurer, Secretary and the immediate Past Chair. The Executive Committee may act for the Board of Directors when the Board is not in session but may not act contrary to the policies of the Chamber and may not overrule actions of the Board of Directors. The Executive Committee must report all actions taken by it to the Board of Directors at the next regular Board meeting following the action.

*Amended on July 7, 1994: Ratified October 13, 1994
Amended on October 3, 2002: Ratified October 10, 2002
Amended on February 10, 2005: Ratified June 9, 2005
Amended on June 27, 2019: Ratified August 8, 2019*

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Article VIII DIRECTOR LIABILITY

Any Director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a Director, except for liability of the Director (i) for acts or omissions which involve intentional misconduct by the Director or a knowing violation of law by the Director, (ii) for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the member of the corporation(s) shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Amended on June 27, 2019: Ratified August 8, 2019

Article IX INDEMNIFICATION

The corporation has the power to indemnify, and to purchase insurance for, its directors, officers, trustees, employees, and other persons and agents, and (without limiting the generality of the foregoing) shall indemnify its directors against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the maximum extent and under all circumstances permitted by law except that the corporation shall not indemnify a Director against liability, damage, or expense resulting from the Director's gross negligence.

Amended on July 7, 1994: Ratified October 13, 1994

Article X AMENDMENTS

These Bylaws may be amended by a simple majority vote of the members of the Board of Directors. Board action amending the Bylaws must be ratified by a simple majority vote of the Chamber membership present at the annual meeting of the members, or any other meeting of the members called for that purpose by the Board of Directors.

Amended on June 27, 2019: Ratified August 8, 2019

Article XI PARLIAMENTARY PROCEDURE

The rules contained in the latest edition of Robert's Rules of Order now govern the procedures of this Chamber of Commerce in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of this Chamber.