

BY-LAWS
WASHINGTON COUNTY CHAMBER OF COMMERCE

ARTICLE I.

DEFINITIONS

1.01 Definitions.

The following terms shall have the following meanings as used herein:

Administration Policies means the Administration Policies and Procedures of the Chamber as amended from time to time.

Board means the Board of Directors of the Washington County Chamber of Commerce.

Chamber means the Washington County Chamber of Commerce.

Delivery (Deliver) means, with respect to any notice or ballot provided for by these By-Laws, the date of postmark if mailed, the date of transmission if sent by facsimile, or the date of delivery if by hand delivery.

Director means a member of the Board of Directors of the Washington County Chamber of Commerce.

Member means a Member in good standing of the Washington County Chamber of Commerce.

Membership means the Membership of the Washington County Chamber of Commerce.

Person means any individual, association, estate, company, firm, or corporation.

President means the President/CEO of the Washington County Chamber of Commerce.

ARTICLE II.

MEMBERSHIP

2.01 Prohibited Practices.

The Chamber shall be non-profit, non-partisan, and non-sectarian. The Chamber shall take no part in nor lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in any city, county, state, or national election.

2.02 Qualification for Membership.

Any Person may be a Member of the Chamber by election by the Board.

2.03 Classification of Membership.

The Board may set-up classifications of Membership which shall be set out in the Administration Policies.

2.04 Vote of Membership.

At any vote of the Membership, each Member shall have one (1) vote and action shall be upon majority vote of a quorum of the Membership. Five percent (5%) of the Membership shall constitute a quorum.

The Membership shall vote on any questions deemed advisable by the Board or requested upon petition of five percent (5%) of the Membership.

2.05 Membership Dues.

The Board shall set the annual dues for the Membership and each classification of Membership.

Any Member who is at least three (3) months past due on Membership dues to the Chamber shall be placed on suspension. Upon suspension, written notice shall be given to the suspended Member. Unless payment for the delinquent dues is received from the suspended Member within ten (10) working days after the date of Delivery of such notice, the Member will be automatically removed from the Membership roll of the Chamber.

Applicants for Membership in the Chamber, save for honorary Members, shall submit with their Application at least one year's dues to the Chamber.

2.06 Funds of the Chamber.

The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws. No such funds shall be distributed to the Members of the Chamber.

2.07 Expulsion of Member.

Any Member may be expelled by vote of the Board for any violation of these By-Laws or the Administration Policies.

2.08 Resignation of Member.

Any Member may resign by written request to the Board.

ARTICLE III.

BOARD OF DIRECTORS

3.01 Membership of Board.

The Board of the Chamber shall consist of twenty-one (21) members, together with ex officio members as follows:

- (1) the immediate past Chairman of the Board (if not then an elected member of the Board); and
- (2) any Officer(s) elected from outside of the Board.

3.02 Term of Directors.

Directors, except for ex officio Directors, shall serve for a three (3) year term expiring at midnight on December 31 of the final year of the term.

3.03 Qualification for Membership on Board.

Any member or any officer, employee, or representative of a Member is eligible to be elected as a Director provided the candidate has not served as an elected Director during the year immediately preceding the first year of the term for which the candidate seeks election.

3.04 Election of Directors.

Seven (7) Directors shall be elected each year.

A Nominating Committee of five (5) Members at least two (2) of whom shall not be Directors, shall be appointed by the Chairman to convene no later than the fifteenth (15th) day of September each year. The Nominating Committee shall nominate no less than ten (10) and no more than fourteen (14) nominees for the expiring places on the Board and shall submit the nominees to the Board at the meeting of the Board in September for ratification. The name of any qualified Member shall be placed on the ballot for the position of Director upon written request bearing signatures of at least ten (10) Members presented to the Chairman prior to the 20th day of September.

Directors shall be elected by the Membership of the Chamber. Nominees for the position of Director shall be listed in alphabetical order upon a ballot Delivered to the Membership. The ballot shall be Delivered to each Member by the tenth (10th) day of October and shall be returned to the office of the Chamber not later than the thirtieth (30th) day of October.

The Chairman shall appoint at least three (3) Members to act as election judges to personally witness the opening and tabulating of the ballots. The election judges shall declare the seven (7) Members receiving the highest number of votes as elected. The report of the election results shall be made in writing to the Chairman. The Chairman shall notify the Directors elected without delay. In the event of any tie, the election judges shall by lot select the Director(s) from among those tied.

3.05 Vacancies on Board.

Vacancies on the Board by resignation or otherwise may be filled by the Board. The person so elected shall hold office for the remainder of the unexpired term for which elected. An individual receiving the next highest vote in any immediate past election for Directors will be given preference.

3.06 Meetings of Board.

The Board shall meet at regular periods.

A special meeting of the Board may be called at any time by the Chairman or by three (3) Directors upon 24 hours notice preceding the special meeting.

3.07 Removal of Director.

A Director may be removed from office by vote of the Board for:

- (1) violation of these By-Laws or the Administration Policies
- (2) absence from three (3) consecutive regular meetings without valid excuse

3.08 Voting by Board.

Unless otherwise herein indicated, any action of the Board shall be by majority vote of a quorum of the Board. A quorum of the Board shall be a majority of the then serving members of the Board.

A vote of two-thirds (2/3) of the Board is necessary to:

- (1) elect or remove a Member of the Chamber
- (2) remove any Director, Officer, or Committee Chairman
- (3) call an election of the Membership to amend the Articles of Incorporation of the Chamber or these By-Laws
- (4) override or veto any action of the Chairman

A secret ballot shall be taken on any action by the Board if requested by any Director or by the President.

3.09 Duties of the Board.

It shall be the duty of the Board to:

- (1) Recommend to the Membership programs and projects to be achieved;
- (2) Encourage and foster open, full, and free discussion of all matters affecting the general welfare of Washington County;
- (3) Refuse to lend the support of the Chamber to any political speeches or debates on any controversial subjects not directly involved in projects or programs of the Chamber;
- (4) Adopt an annual budget for the Chamber no later than January 31 each year; which may be modified from time to time;
- (5) Approve all debts and money obligations of the Chamber.

3.10 Indemnification of Directors.

The Chamber may provide for the indemnification by the Chamber of any and all of its Directors and Officers or former Directors or Officers against expenses actually or 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 for reason of having been a Director or Officer of the Chamber, except for matters in which the Director or Officer shall be adjudged in such action to have engaged in misconduct in the performance of a duty to the Chamber and to such matters as shall be settled by agreement predicated on the existence of liability for negligence or misconduct.

ARTICLE IV.

OFFICERS

4.01 Officers.

The Board shall elect from the Membership or from their own number the following officers:

1. Chairman
2. First Vice-Chairman
3. Second Vice-Chairman
4. Treasurer
5. Secretary

4.02 Chairman.

The Chairman of the Board (Chairman) shall be elected for a term of one (1) year and may be re-elected for, but no more than, a further one (1) year term. The Chairman may not serve for more than two (2) consecutive terms. The Chairman shall preside at all meetings of the Chamber and the Board and shall be an ex officio member of all Committees. The Chairman shall create all Committees, appoint the Chairs of all Committees, and perform all duties incident to the office. The Chairman shall advise the Board of any action deemed likely or necessary to increase the usefulness of the Chamber.

4.03 Vice-Chairmen.

A First Vice-Chairman and Second Vice-Chairman shall be elected for one-year terms by the Board. The First Vice-Chairman shall preside in the absence of the Chairman; the Second Vice-Chairman shall preside in the absence of both the Chairman and the First Vice-Chairman. In the absence of the Chairman and both Vice-Chairmen, the presiding officer shall be elected by the Directors from among their number.

4.04 Treasurer.

A Treasurer shall be elected by the Board for a one-year term. It is the duty of the Treasurer to oversee the financial functions of the Chamber.

4.05 President.

The Board shall by any method they choose, select a President, the President shall serve at the pleasure of the Board at a salary determined by the Board.

The President shall be in charge of the operation of the Chamber. The President shall be the manager of all personnel of the Chamber. The President shall have the power to carry out the details of the operation of the Chamber in accordance with these By-Laws, the Administration Policies, and the direction of the Board and the Executive Committee. The President is a non-voting member of the Board and the Executive Committee.

The President may resign upon at least thirty (30) days notice to the Board.

4.06 Secretary.

A Secretary shall be elected by the Board for a one-year term. The Secretary or the Secretary's appointee shall be responsible for all minutes of the meetings of the Board, the Chamber, and the Executive Committee. In the absence of the Secretary or the Secretary's appointee, the Board shall elect from among their number a person to act as Secretary.

4.07 Succession of Officers.

Upon resignation or death of the Chairman, the First Vice-Chairman shall become Chairman and the Second Vice-Chairman shall become First Vice-Chairman. In such case, the Board shall elect another Second Vice-Chairman from among their number.

4.08 Election of Officers.

The Officers shall be elected by the Board.

The Executive Committee plus two (2) Members of the Chamber shall serve as a Nominating Committee for the Officers.

4.09 Removal of Officers.

An Officer may be removed from office by vote of the Board for violation of these By-Laws or the Administration Policies.

ARTICLE V.

COMMITTEES

5.01 Purpose of Committees.

The program of work of the Chamber shall be accomplished through its Committees.

5.02 Qualification for Committee Membership.

Committee membership shall be open to any member, employee, or representative of a Member.

5.03 Action by Committees.

The Committees shall convene, determine objectives, and adopt programs and plans for the year's activities including the allocation of funds designated by the Board. The Committee Chairs shall make monthly or other reports as requested by the Board.

No Committee shall have authority to expend more funds than allocated to it save by permission of the Board. Before incurring any financial obligation for or on behalf of the Chamber, each Committee shall first submit to the Board the plan of work proposed and a budget for same.

The Board shall have veto power over actions and plans of any Committee, including the Executive Committee.

5.04 Executive Committee.

The Executive Committee shall consist of the Chairman, Immediate Past Chairman, both Vice-Chairmen, the Treasurer, the Secretary and the President. The President shall be a non-voting member of the Executive Committee.

The Executive Committee shall perform such duties as are the standard functions of committees of like character and jurisdiction and shall attend to the routine work of the Chamber and perform such other and further duties as may be delegated to it by the Board.

The Executive Committee shall meet as needed at such date, place, and hour as are designated by the Chairman after consulting with members of the Committee. At all meetings of the Executive Committee, four (4) voting members shall constitute a quorum.

5.05 Audit Committee.

Each December, the Chairman shall appoint an Audit Committee with authority to go over the books, accounts, and finances of the Chamber. The Audit Committee shall have authority to recommend hiring a qualified outside auditor.

5.06 Appeals Committee.

In case of necessity, the Board shall appoint an Appeals Committee consisting of no less than three (3) nor more than seven (7) Members not currently serving on the Board.

Any Member, Director, or Officer who shall be removed from office or denied Membership in the Chamber may appeal any such Board action to the Appeals Committee within thirty (30) days of the Board action. The ruling of the Appeals Committee shall be final.

ARTICLE VI

GENERAL

6.01 Procedure.

All questions of parliamentary procedure in the proceedings of the Chamber shall be decided according to Roberts' Rules of Order.

6.02 Fiscal Year.

The fiscal year of the Chamber shall coincide with the regular calendar year.

6.03 Amendment of Articles of Incorporation or By-Laws.

The Articles of Incorporation of the Chamber or these By-Laws may be amended by a vote of the Membership. Any ballot proposing an amendment to the Articles of Incorporation or these By-Laws shall clearly explain the proposed revision or amendment. The Members shall have not less than 10 days from Delivery to return ballots on any such vote.

A vote of the Membership proposing an amendment to the Constitution or these By-Laws may be called upon by vote of the Board or call of five percent (5%) of the Membership.

6.04 Dissolution.

In the event of any dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board.

6.05 Priority of By-Laws.

In the event of any conflict between the provisions of these By-Laws and the provisions of the Administration Policies, these By-Laws shall take precedence.