

**GRAND COULEE DAM AREA
CHAMBER OF COMMERCE
BYLAWS
JANUARY 2016**

BYLAWS

ARTICLE I

NAME

The name of this corporation is the **GRAND COULEE DAM AREA CHAMBER OF COMMERCE**

ARTICLE II

MEMBERS

SECTION 1. Regular Members Defined. Any corporation, partnership or individual actively engaged as a valid business, professional establishment, or active volunteer in the Grand Coulee Dam area shall be eligible for membership upon payment of dues or such conditions as the Board of Directors shall prescribe. Each corporation, partnership, individual or business shall be represented by only one (1) regular membership. All others shall be considered for Associate Membership as defined under Section 3 of this article.

SECTION 2. Membership Dues. Membership dues shall be at such rate or rates, scheduled or formula, as may be from time to time prescribed by the Board of Directors, payable annually or semi-annually in advance.

SECTION 3. Associate Members. The Chamber, in keeping with its object, reserves the right, by public display, resolution, or certificate, to honor members of the Chamber, or citizens or organizations of the community. The Chamber, in keeping with its object, reserves the right to seek advice from, recognize the person or prerogative of, and solicit assistance from any person or organization of influence, position, civil or government, in the exercise of its object. Upon application, the Board reserves the right to bestow "Associate Membership" to those individuals or organizations which fall within this category. Associate membership shall be granted upon payment of dues or such conditions as the Board of Directors shall prescribe.

SECTION 4. Voting and Other Rights. Each regular member shall have one vote. Members may not vote by proxy. No member shall have any right, title or interest, legal or otherwise, in or to the corporate property or to any gifts or contributions to this corporation. Associate members' voting rights shall be restricted to those matters on the committee level.

SECTION 5. Membership Cards. Membership cards or certificates are authorized but not required, and may be issued in such form and under such rules and regulations as the Board of Directors shall prescribe.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. Annual Meetings. The annual meeting of the members of the corporation shall be held during the month of February of each year at a time and place determined by the Board of Directors. At the annual

meeting, the annual reports of officers shall be presented, and any other business transacted which is within the power of the members.

SECTION 2. Regular Meetings. Regular meetings may be held from time to time as determined by the Board of Directors.

SECTION 3. Special Meetings. Special meetings of members may be called at any time by the President or by the Board of Directors, and shall be called by the President upon written request to him of three (3) Directors stating the purpose of the meeting. Such meetings shall be held at a time and place designated by the President.

SECTION 4. Notice of Meetings. Notice of any annual or special meeting of the members shall be given by making available an announcement stating the time, place, and general nature of the meeting to a local newspaper for publication at least ten (10) days in advance of the meeting.

ARTICLE IV

DIRECTORS

SECTION 1. Number. The authorized number of Directors shall be not less than six (6) nor more than twelve (12). Within the limits so specified, the authorized number of directors may, from time to time, be increased or decreased, preferable to a number divisible by four (4) by action of the Board of Directors. The Directors shall receive no compensation for their services as members of the Board of Directors.

SECTION 2. Election and Term of Office. The Directors shall be elected from the regular membership for a three (3) year term. Initial Board will be elected one-third (1/3) with a one (1) year term, one-third (1/3) with a two (2) year term and one-third (1/3) with a three (3) year term. No one community shall have a simple majority of the Board membership. The Board of Directors will consist of the following positions: one (1) President, one (1) Vice President, one (1) Secretary, one (1) Treasurer, one (1) Past President and four (4) Members-at-Large.

SECTION 3. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, although less than a quorum, and each Director so elected shall hold office until his successor is designated. A vacancy or vacancies on the Board of Directors shall be deemed to exist at the death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

SECTION 4. Place of Meeting. The meeting of the Board of Directors shall be held at the principal office of the corporation or at any other place designated by resolution of the board.

SECTION 5. Other Meetings. Regular meetings of the Board of Directors shall be held not less frequently than monthly, on call of the President. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or if he/she be absent or unable to or refuse to act, by any Vice-President, or by any three (3) Directors.

SECTION 6. Notice of Meetings. Written notice of the time and place of meetings of the Board shall be given to each member of the Board either personally, by email or by postal mail, addressed to him (her) at his (her) last known business or residence address at least two (2) days prior to the date of the meeting.

SECTION 7. Quorum. A majority of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law, or by the Articles of Incorporation, or by a Bylaw.

ARTICLE V

OFFICERS

SECTION 1. Officers. The principal officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. These officers shall receive no compensation for their services as officers and shall, ex-officio, be members of the Board of Directors. The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with Section Three (3) of this Article. The officers may be elected from the Board of Directors or from the regular members-at-large.

SECTION 2. Election. All Board of Director positions will be for three (3) year terms. Election for expiring positions will take place in December of the previous year and will be effective on January 1 of the upcoming year. Public presentation of the current board of directors will take place each year in February at the annual membership meeting.

SECTION 3. Other Officers. The Board of Directors may appoint an Executive Director or Executive Secretary who may receive compensation for his/her services in such sum as the Board of Directors may, from time to time, determine. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, receive such compensation, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

SECTION 4. President. The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the corporation. In collaboration with the Executive Director, he/she shall preside at all meetings of the Board of Directors. He/she shall, ex-officio, be a member of all committees except the Nominating Committee, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 5. Vice-President. In the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President.

SECTION 6. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Board of Directors, or of the Executive Committee, and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

SECTION 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the transactions of the corporation. He/she shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories in the financial institution designated by the Board of Directors. He/she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. By resolution of the Board of Directors, any one or more of the functions of the Treasurer may be delegated, in which even he/she shall have no responsibility for the performance thereof.

SECTION 7A. Immediate Past President. The immediate past President will serve on the Board as a voting member. He/she will be responsible for insuring that each Committee Chairman is pursuing the goals of their committee.

SECTION 8. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Executive Director.

SECTION 9. Removal and Resignation. Any officer may be removed, either with or without cause, by the majority of the Directors at any regular or special meeting of the Board. Any Officer or Director may resign by giving notice to the Board of Directors, to the President, or the Recording Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10. Vacancies. A vacancy in an office caused by death, resignation, removal of office, or disqualification shall be filled by appointment by the Board of Directors.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1. Committees and Divisions. The President, in collaboration with the Executive Director, and by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons, and may create such other divisions as will facilitate the work of the organization. The President shall be ex-officio member of the committees and divisions. All committee and division organizations will be subject to, and governed by these Bylaws.

SECTION 2. Limitation of Powers. No action by any member, committee, division, employee, director, or officer, shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

SECTION 3. Testimony. Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies, rather than members of the staff who may be in attendance.

ARTICLE VII

FINANCES

SECTION 1. Authority. The Board of Directors shall be the final authority on all financial matters pertaining to the Chamber.

SECTION 2. Funds. The Chamber of Commerce shall maintain a single, or series of, account(s) at a single financial institution, for the purpose of maintaining all of its cash. The account shall be referred to as the Chamber's account. The Board of Directors shall determine the location of the Chamber's account. All cash belonging to the chamber, whether from general sources or committee functions, will be paid over to the Executive Director for deposit. No subgroups of the Chamber are to maintain funds separate from the Chamber's account(s).

The Executive Committee will develop an annual operating plan. All committee chairpersons shall prepare a budget for their operations for the coming year and shall subject that budget to the Executive Committee in a timely manner, meeting the timeframes established in the Chamber of Commerce's annual operating plan.

SECTION 3. Disbursements. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget. Disbursements shall be by check. Checks shall normally be signed by the Executive Director, the President, the Vice President or the Treasurer. Executive Director Payroll checks must be signed by the President, the Vice President or the Treasurer. Payroll checks will be processed through a third party accounting firm.

SECTION 4. Fiscal Year. The fiscal year of the Chamber of Commerce shall close on December 31.

SECTION 5. Budget. As soon as possible after the close of the fiscal year, the Executive Committee shall compile a budget of estimated expenses for the current year and submit it to the Board of Director for approval.

SECTION 6. Annual Audit. The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31, by an audit Committee selected by the Executive Committee. The auditor's report shall be available to members for examination.

SECTION 7. Bond. The Treasurer and Executive Director may be bonded in such amount, and in such manner, as the Board of Directors shall deem necessary.

SECTION 8. Financial Statement. The Executive Director shall present to the Executive Committee, a financial statement quarterly, covering the operations of the preceding quarter.

ARTICLE VIII

PARLIAMENTARY PROCEDURE

SECTION 1. Parliamentary Authority. The proceedings of the Chamber meetings shall be governed by, and conducted according to, the latest edition of Robert's Rules of Order, revised.

ARTICLE IX

DISSOLUTION

SECTION 1. Procedure. The Chamber may be dissolved upon a vote of two-thirds (2/3) of its voting members.

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 this corporation shall not be liable for the debts of this corporation.

SECTION 3. Disbursements of Assets. In the event of dissolution of the Chamber, the assets shall be distributed only to a recipient or recipients, to be selected by the Board of Directors, that would qualify for exemption as an organization described in Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as amended or any successor statute.

ARTICLE X

AMENDMENTS

SECTION 1. Adoption. New Bylaws may be adopted and existing Bylaws may be amended or repealed at any meeting of the Board of Directors duly called for the purpose when a majority of the Board are present; provided that notice of such meeting, together with a copy of such proposed amendment or amendments, shall be sent to each Director, as provided in Article IV, Section 6, of these Bylaws, and provided further that no amendment may be adopted which is not consistent with the Articles of Incorporation.

ARTICLE XI

MISCELLANEOUS

SECTION 1. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by

such person or persons and in such manner as, from time to time, shall be determined by resolutions of the Board of Directors.