

# **By-Laws of The Benton City Chamber of Commerce**

## **ARTICLE I – GENERAL**

### **Section 1. Name**

This organization is incorporated under the laws of the State of Washington and shall be known as the Benton City Chamber of Commerce, Incorporated, hereinafter called “Chamber”.

### **Section 2. Purpose & Mission Statement**

The Benton City Chamber of Commerce is organized to achieve the following objectives:

- (1) Preserve the competitive enterprise system of business by creating a better understanding and appreciation of the importance of businesses, advocate on behalf of the interests of local businesses, and address or assist in addressing all concerns and initiatives related to business development and/or recruitment;
- (2) Assist in the development of a more informed local community and positive public opinion of the City of Benton City and its entities by actively promoting Benton City businesses, organizations and activities while actively addressing concerns and preventing controversies deemed detrimental to existing and recruitment of new businesses;
- (3) Actively promote civic, social and cultural programs by regular planning of community events and activities that are designed to increase the functional and aesthetic value of Benton City and the surrounding community.

### **Section 3. Area Served**

The greater Benton City Area shall include all areas in & outside of the boundaries of the City of Benton City limits, with a Benton City address as well as serving the broader region to promote the advancement of our citizens, businesses and overall community wellbeing.

### **Section 4. Limitation of Methods**

The Benton City Chamber of Commerce shall observe all local, state, and federal laws, which apply to non-profit organizations as defined in Section 501 C (6) of the Internal Revenue Code.

This Chamber shall be nonpartisan, nonsectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate for public office. The Benton City Chamber of Commerce shall discriminate against no person, group, or area by reason of race, color, national origin, religion, age, or sex.

### **Section 5. Parliamentary Rules**

The proceedings of the Benton City Chamber of Commerce shall be governed by, and conducted according to, the latest edition of “Robert’s Rules of Order.”

## **ARTICLE II – MEMBERSHIP**

### **Section 1. Eligibility**

Any interested person, firm, organization, association, corporation, partnership, estate, firm, municipal or government body having a vested business interest in Benton City may be eligible to apply for membership in the Benton City Chamber of Commerce.

Classifications -

There shall be two (2) classes of membership, these are: 1) Individual and 2) Business/Organizational

### **Section 2. Procedures**

A person, business or organization may become a member at any time by contacting the Chamber Office, completing an application form, and paying dues. A business or organization may change its designated representative at any time by notifying the Chamber Office. Membership renewals and new memberships will be solicited year-round. A member must be willing to adhere to the bylaws, rules and regulations of the Benton City Chamber of Commerce.

### **Section 3. Dues**

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors payable in advance. Businesses and organizations may contribute additional amounts in proportion to their size, resources, and interest in Chamber activities. Annual dues shall become due on the commencement of each calendar year. Any member terminated or restricted due to failure to pay may be reinstated after payment of dues. Dues shall be delinquent thirty (30) days after they become payable. Any member delinquent for more than ninety (90) days will lose membership rights and/or benefits, to which can be reinstated after payment of dues.

### **Section 4. Termination**

- A. Any member may resign from the Chamber upon written request to the Board of Directors.
- B. Any member not in good financial standing may be terminated by the Board of Directors, at a regularly scheduled meeting, by a two-thirds (2/3) vote, unless otherwise extended for good cause.
- C. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting, for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded the member complained against.

### **Section 5. Voting**

Procedure -

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. Each member shall vote in person, via mailed in ballot or electronically if the member is unable to attend in person. Electronic voting will occur prior to any board meetings and all electronic votes will be saved and noted in the following meeting's minutes. A business or organization may acquire only one (1) voting membership. Additional persons in the business or

organization may obtain personal memberships to acquire the right to vote in regular Chamber business meetings.

1. At the October general membership Chamber meeting of each year, the current President shall announce Chamber Officer positions are approaching and to begin marketing election process and opportunities to the Chamber membership in addition to the general public. Interested Chamber Members not running for an officer position can at this meeting volunteer to be on the Election Committee. The Election Committee will gather additional interest for Officer positions and confirm whether occupying Officers are running for reelection.
2. At the November general membership Chamber meeting of each year, the current President shall open the floor for nominations for BC COC Officer positions. Nominations can be made by any voting member of the Chamber. A list of those nominated will be created by the President & Election Committee and approved prior to adjournment of the meeting.
3. At the December general membership Chamber meeting of each year, the current President will invite nominated individuals (for each officer position) to present a speech lasting no longer than 3 minutes.
4. Following speeches, those running and/or nominated for the position will vacate the meeting area. If there is a motion for a discussion, discussion will take place prior to voting.
5. Individual votes will be counted by two designated representatives of the Election Committee from the general membership with no partiality to individuals running, and shall include those write-in ballots completed beforehand as well.
6. A simple majority vote is required for confirmation of newly elected officers.

#### Eligibility –

Elections of Officers and the Board of Directors will occur at the December meeting. Positions are elected by a simple majority vote. In order to vote in the Election of Officers and Board of Directors, Chamber members must have registered for membership with the organization no less than sixty (60) days prior to the Elections of Officers. This introductory period shall serve to ensure than members understand and are educated on the purpose, responsibilities and overall function of the Benton City Chamber of Commerce prior to the election of the organization's leadership.

### **Section 6. Exercise of Privileges**

Any firm, association, corporation, partnership, or estate holding membership may designate an individual whom the holder desires to exercise the privileges of membership covered by its subscription(s) and shall have the right to change its membership representative upon written notice.

### **Section 7. Orientation**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new Directors, new committee chairs and new members. A detailed outline for orientation of each of these groups shall be developed by the Officers and Executive Director. The outline shall be approved by the Board and reviewed every five (5) years.

## **Section 8. Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors may confer or revoke honorary membership by majority vote.

## **Section 9. Ex-Officio Membership**

An Ex-Officio member can be designated by the Board. Ex-Officio members are generally from partner organizations such as The City of Benton City, the Port of Benton, etc. Ex-Officio members are voting members of the Board.

# **ARTICLE III – BOARD OF DIRECTORS AND ELECTED OFFICERS**

## **Section 1. Board of Directors**

The Board of Directors shall be composed of up to twenty (20) members a portion of whom shall be elected annually to serve for two (2) years, or until their successors are elected and have qualified.

## **Section 2. Board meetings and Quorum**

The Board of Directors will meet no less than six (6) times per year, at such time and place as will be determined by them. A minimum of fifty percent (50%) of the current sitting Directors shall constitute a quorum.

## **Section 3. Eligibility for Election**

Any member of the Benton City Chamber of Commerce in good standing shall be eligible for election as a director.

## **Section 4. Nomination of Directors**

A nominating committee consisting of one (1) Board member and at least two (2) members at large shall be appointed by the President at least sixty (60) days prior the election, in October. The committee's duty shall be to the Board of Directors as there are vacancies.

## **Section 5. Voting**

Voting for the Board of Directors will be by mailed ballot to all members by November 10<sup>th</sup>. Ballots must be returned by December 1<sup>st</sup>. The ballots shall provide for "Write-In" candidates. Write –Ins must be otherwise eligible for the position.

## **Section 6. Vacancies**

The Board of Directors shall have the power to fill all vacancies of the Officers and Directors. The Board of Directors may remove a Board member or Officer by two-thirds vote for missing three (3) consecutive regular meetings, for unexcused absences, cause or not in good financial standing.

## **Section 7. Policy**

The Board of Directors is responsible for establishing procedure and formulating policy of the

organization. It is also responsible for adopting all policies of the organization.

## **Section 8. Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any officers, directors, or employees of the Chamber, except in relation to matters as to which such individuals shall be judged in misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

# **ARTICLE IV – OFFICERS**

## **Section 1. Election of Officers**

The Board of Directors (new and retiring) shall reorganize for the coming year at the last Board meeting in December. All officers shall take office on the first day of the new fiscal year and serve for a term of two (2) years or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

### **A. President**

- Act as the Chief Executive Officer and Board of Directors Chairperson of the Benton City Chamber of Commerce.
- Preside at all meetings of the membership and the Board of Directors.
- Execute all instruments of a legal nature on behalf of the Benton City Chamber of Commerce.
- Represent the Benton City Chamber of Commerce at all civic functions and affairs.
- Regularly contribute to all Chamber related projects, events and/or initiatives.
- Attend all General Membership & Board of Directors Meetings.
- Appoint all committees and designate the Chairperson and shall serve as Chairperson for the term of the current President.
- Discharge the duties of any officer in the event of resignation or forfeiture of office until a new officer is elected.
- The President shall annually appoint an Auditing Committee to audit the books of the Treasurer.
- Understand the Bylaws of the Benton City Chamber of Commerce.

### **B. Vice President**

- Act as the Chief Operating Officer of the Benton City Chamber of Commerce.
- Perform the duties of the President during the absence, resignation or forfeiture of the acting President.
- Provide direct oversight of the actions of the President.
- Regularly contribute to all Chamber related projects, events and/or initiatives.
- Attend all General Membership & Board of Directors Meetings.
- Perform other duties as may be assigned.
- Understand the Bylaws of the Benton City Chamber of Commerce.

### **C. Secretary**

- Act as the Chief Administrative Officer of the Benton City Chamber of Commerce.
- Conduct the official correspondence.
- Preserve all books, documents, and communications.
- Maintain an accurate record of the proceedings of all meetings.
- Must supply President with a copy of minutes at least one (1) week prior to meetings. Must have copies of minutes available to members at meetings.
- Regularly contribute to all Chamber related projects, events and/or initiatives.
- Attend all General Membership & Board of Directors Meetings.
- Deliver all books, records, and property of the Benton City Chamber of Commerce in their possession to their successor at the expiration of their term in office.
- Understand the Bylaws of the Benton City Chamber of Commerce.

### **D. Treasurer**

- Act as the Registered Agent and Chief Financial Officer of the Benton City Chamber of Commerce.
- Receive and disburse the funds of the Benton City Chamber of Commerce.
- Keep all the money of the Benton City Chamber of Commerce, deposited in its name and keep books of all accounts.
- Make a monthly reconciliation financial report to the membership.
- Regularly contribute to all Chamber related projects, events and/or initiatives.
- Attend all General Membership & Board of Directors Meetings.
- Deliver all books, records, and property of the Benton City Chamber of Commerce in their possession to their successor at the expiration of their term in office and/or in the event of resignation or forfeiture from office.
- Preparation of tax documents in cooperation with the Board of Directors.
- Execute a minimum of five (5) hours of BC COC related work per month.
- Understand the Bylaws of the Benton City Chamber of Commerce.

### **E. Director of Public Relations**

- Act as the Chief Public Relations Officer of the Benton City Chamber of Commerce.
- Regularly contribute to all Chamber related projects, events and/or initiatives.
- Attend all General Membership & Board of Directors Meetings.
- Regularly communicate Chamber related programs, memberships and events to the citizens of Benton City and the general public in both printed and non-printed marketing material.
- Publish a minimum of two (2) Chamber Newsletters per month while in office.
- Design and publish all Chamber related marketing materials as needed or assigned in a timely manner.
- Provide graphic designs, account passwords/general information, and transition material at the end of position term.
- Understand the Bylaws of the Benton City Chamber of Commerce.

## **F. Administrative Coordinator**

- Be a member of the Board of Directors.
- Coordinate staffing of the Chamber's main office hours of operation.
- Regularly contribute to all Chamber related projects, events and/or initiatives.
- Attend all General Membership & Board of Directors Meetings.
- Be responsible for supplies management of the Chamber main office.
- Shall have purchasing power and a monthly budget as overseen by the Chamber Treasurer and Chamber President. All receipts will be stored and given to the Treasurer on a regular basis.
- Ensure all printed marketing materials for the Chamber and it's members are nicely displayed in the main office.
- Coordinate with Board of Directors with contact information and/or general notes from community members.

## **G. Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. The President shall serve as the chair of the Executive Committee. And the immediate past President shall serve as an ex-officio member of the executive committee. In the absence of the immediate past president the President may with the approval of the Board appoint a past President who is in good standing. The Executive Committee shall assist the President with the Executive Director's Evaluation.

## **Section 2. Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article III Section 1 and Article IV Section 1 of these bylaws.

## **Section 3. Meetings**

The Executive Committee shall meet at the discretion of the President as needed to conduct the Chamber's business.

## **Section 4. Quorum**

A majority of the Committee members present at the meeting shall constitute a quorum.

## **Section 5. Maintenance**

All property maintenance projects shall be the responsibility of the Executive Committee to discuss, review and approve all expenditures. In the event of an emergency, all Executive Committee members shall be given authority to make necessary arrangements to prevent any further loss on the property.

## **ARTICLE V – COMMITTEES**

### **Section 1. Authorization**

The Board of Directors shall authorize and define the powers and duties of all committees and shall divide the responsibility of same equally among all Board members who, in turn, will be directly responsible to the President for their committees. These responsibilities shall be reviewed annually.

### **Section 2. Committee Members**

The President shall appoint all committees, subject to confirmation by the Board of Directors.

### **Section 3. Obligations**

It shall be the function of the committees to investigate and make recommendations. No committee shall represent the Benton City Chamber of Commerce in advocacy or opposition to any project without specific confirmation of the Board of Directors or membership.

### **Section 4. Scholarship**

The Benton City Chamber of Commerce Scholarship will be used to reward one (1) graduating Kiona-Benton City High School student with \$500 towards their continued higher education. Additional scholarships and/or changes to the scholarship amount can be made by a majority vote of the Board of Directors. Recipients are required to submit necessary funding information for the college and/or technical school's accounts receivable department for payment processing.

## **ARTICLE VI – PERSONNEL**

### **Section 1. Authorization**

It shall be the responsibility of the Board of Directors to fill the position of Executive Director, Visitor Information Center Administrator, Marketing & Public Relations Director and any & all other paid staff. Paid staff shall be Independent Contractors of the Chamber and shall have signed yearly contractual agreements with the Board of Directors outlining duties, expectations, compensations and more. Compensated personnel shall serve at the will and pleasure of the Board of Directors and shall have no property right by virtue of such employment. The final selection or termination of compensated personnel shall be by majority vote of the Board of Directors.

### **Section 2. Duties**

It shall be the responsibility of the Executive Director to prepare, present and be the representative of the Benton City Chamber of Commerce Board of Directors at community partner funding request negotiations such as the City of Benton City. All proposals and contractual agreements shall be presented to the Board of Directors prior to signing.

It shall be the responsibility of the Executive Director with direction from the Board of Directors, to outline additional compensated personnel duties and compensated amounts.

## **ARTICLE VII – MEETINGS**



### **Section 1. General Membership Meetings**

Regular meetings of the Benton City Chamber of Commerce shall take place not less than once per month at such place as determined by the Board of Directors. The meetings shall be open to the general public.

### **Section 2. Special meetings**

A special meeting of the general membership or of the Board of Directors shall be called by the President upon the written request of ten (10) members, the majority of the Board or at the Presidents discretion. Announcement of a special meeting should be made with electronic notification.

### **Section 3. Annual Meeting**

The annual meeting of the Chamber shall be held during December of each year at a general membership meeting of the Chamber.

## **ARTICLE VIII – AMENDMENTS**

### **Section 1. Bylaw Amendments**

These bylaws may be amended by two-thirds (2/3) vote of the quorum present at any regular or special meeting of the Board of Directors of the Chamber of Commerce. Notice of the proposed change(s) shall be announced at a general membership meeting prior to the Board meeting and made available to those members not less than seven (7) days prior to such meeting.

## **ARTICLE IX – FINANCIAL MANAGEMENT**

### **Section 1. Fiscal year**

The fiscal year shall be the calendar year.

### **Section 2. Debt**

Debt is defined as any financial liability that incurs an interest payment or obligation whatsoever. Only the Board of Directors, by a two-thirds (2/3) majority vote, shall have the authority to incur debt.

### **Section 3. Purchasing**

It is the policy of the Chamber, to the greatest extent possible, to make purchases from member businesses. When more than one business offers goods or services needed and the anticipated costs exceed one thousand five hundred dollars (\$1,500) the purchase shall be made by competitive bid or approved by Committee.

### **Section 4. Bids**

When required a bid shall be based upon a written set of specifications distributed to all interested

bidders. Bids and bid specifications shall be posted on electronic media for a minimum of two (2) weeks. In the absence of three (3) responsive bids, a sole source purchase may be made.

### **Section 5. Contracts**

Only the Board of Directors by a two-thirds (2/3) two-thirds vote shall have the authority to enter into any contractual obligations.

### **Section 6. Annual Budget**

The Chamber shall have a balanced budget. The treasurer shall submit a proposed budget to the executive committee no later than the first meeting in October of each year and will be approved no later than December 31<sup>st</sup>.

### **Section 7. Accounts**

Accounts with financial institutions shall be opened by the Treasurer at the direction of the Executive Committee. Two (2) signatures shall be required on all checks exceeding seven hundred fifty dollars (\$750). The Authorized signatories shall be the Executive Director plus any member(s) of the Executive Committee on the account.

### **Section 8. Cash controls**

For any event sponsored by the Chamber that includes cash sales the following minimum guidelines shall be required:

- A. Two (2) persons shall count and verify the petty cash-box.
- B. Numbered tickets shall be issued with the till. When script is used the script shall be pre-numbered. Separate tills for script or tokens shall be used when they are issued at any Chamber sponsored event.
- C. Immediately following each event, the total ticket sales will be reconciled to the cash in the till by the salesperson and a second counter.
- D. Provisions shall be made with our bank for off-hour deposits. All cash shall be deposited immediately after being reconciled following each event.
- E. The Treasurer shall have the authority to impose additional controls as he/she deems necessary.

The Treasurer and Administrative Coordinator are authorized to manage petty cash. Said petty cash account may be in the form of cash, checks or debit card purchases. The Executive Director will hold such debit card and may not exceed any transaction of two hundred and fifty dollars (\$250) without informing the Treasurer prior to purchase. The Executive Director may designate other members to use the debit card. The designated member must provide receipts or documentation of purchases and reconciliation of such purchases will be controlled by the Treasurer. A record of incoming and outgoing monies shall be kept in the Chamber's books and shall be reconciled at least monthly. Cash in the office is to be discouraged. To the extent it is necessary to maintain cash in the office it shall be secured in a locked cabinet. All monies in the locked cabinet must be deposited every two (2) days.

### **Section 9. Bookkeeping**

The Chamber personnel shall receive and disburse the funds of the Chamber and keep its books. Funds received shall be deposited within two (2) business days. Disbursements shall be made for appropriate Chamber business and shall be reviewed monthly by the Board of Directors. The Chamber office personnel shall keep all records of membership, billings, and accounting of dues in its books. Responsibilities within the bookkeeping process are as follows:

**Office staff** shall perform all data entry including funds received, billings, bills to be paid, hours worked by staff, tracking of petty cash, records of membership, etc., and shall prepare checks to pay bills, payroll, and quarterly payroll taxes.

The **Executive Director** shall review the bookkeeping work of the office staff to ensure the accuracy of the Chamber's books. The Executive Director may sign checks and authorize debit purchases in amounts up to \$1500 without a majority of the Executive Committee.

The **Treasurer** shall work with the office staff and Executive Director of the Chamber to ensure that bookkeeping procedures are being followed, and that all financial obligations of the Chamber are being met. The Treasurer shall reconcile all accounts at least monthly. The Treasurer shall make a monthly report to the Board of Directors of accounts receivable, accounts payable, dues, and the overall financial condition of the Chamber. The Treasurer may sign checks.

A **Certified Public Accountant**, independent of the Chamber office and the Chamber Board of Directors, shall perform an annual review of the Chamber's bookkeeping. Such review may be done quarterly at the Board's direction. The accountant shall also file the annual Form 990 report with the Internal Revenue Service.

## **Article X – Dissolution**

### **Section 1. Decision**

If the Benton City Chamber of Commerce, its officers, directors, and members reach the conclusion that the Chamber is no longer serving its purpose, it is no longer financially solvent, or no longer has the necessary man-power to continue operation, it may be decided to dissolve.

### **Section 2. Voting**

The Board of Directors will vote on the advisability of dissolving the Chamber before asking members to vote. If the board moves by a majority vote to recommend dissolution to the members, each member in good standing will be notified by letter of such a decision and will have the opportunity to vote on the decision. Should the majority of the membership who responds by vote agree with the board recommendation, the Board of Directors will take the necessary legal steps to dissolve the Chamber as a non-profit entity.

### **Section 3. Assets**

1. In the event of the dissolution of the Benton City Chamber of Commerce, and following the settling of all financial obligations, all remaining assets shall be distributed as provided by the terms of RCW 24.03.225 and RCW 24.03.230, as the same now exist, or as hereafter amended. There shall be no return or distribution of assets whatsoever to any member of the Benton City Chamber of Commerce. All said net assets shall be distributed to one or more nonprofit corporations, organizations, or societies engaged in activities substantially like those of the Benton City Chamber of Commerce. The distribute or distributes shall then be entitled to exemption from Federal Income Tax under Section 501 c (3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.