

Benton City Chamber of Commerce

By-Laws

(Updated)

August 2019

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ARTICLE I – NAME & PURPOSE

Section 1- Name of Chamber

This organization is incorporated under the laws of the State of Washington and shall be known as the Benton City Chamber of Commerce.

Section 2 - Purpose

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 – Limitation of Methods

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.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

A: Definition

Any person, association, corporation, partnership, firm, municipal or government body having an interest in the objectives of the organization shall be eligible to apply for membership.

B: Classifications

There are two (2) classes of membership. These are individual and organizational.

Section 2 – Procedures

An individual or organization may become a voting member of the Benton City Chamber of Commerce at any time by paying their dues before January 31st. A member must be willing to adhere to the by-laws, rules and regulations of the Benton City Chamber of Commerce.

Section 3 – Voting Privileges

Each paid membership shall be entitled to one vote in the affairs of the Benton City Chamber of Commerce. In the event that an individual is both an associate member and a representative of a business or organizational membership, they shall be entitled an individual vote for each membership. See Article VIII - Section 5: Multiple Memberships.

Section 4 – Dues

The Board of Directors shall annually set the dues of the two classes of membership (individual and organization). Such dues shall be paid annually at the commencement of each year. Dues shall be delinquent thirty (30) days after they become payable. Any member delinquent for more than ninety (90) days may, by majority vote of the Board of Directors, after twenty (20) days written notice of intent, membership may be canceled.

Section 5 – Delinquency

Members who fail to pay their dues within thirty (30) days of membership, shall be given written notice of delinquency by the Treasurer. Memberships shall be forfeited if the dues remain unpaid.

ARTICLE III – OFFICERS

Section 1 – Composition of Officers

The officers of the Benton City Chamber of Commerce shall consist of a President, Vice President, Secretary, Treasurer and Director of Public Relations. The officers shall be elected annually, and the terms shall be two year(s) or until their successors are elected and qualified (See Article IV: Section 7). The terms shall begin on January 1st following the election. No

officer shall receive any compensation for their services from the collection of membership dues or Chamber donations; provided, however, such officer may be reimbursed for actual expenditures incurred on behalf of the Benton City Chamber of Commerce when authorized by the Board of Directors. No Publicly elected officials shall be permitted to sit on the Executive Board of Directors for the Benton City Chamber of Commerce, nor shall they be permitted to act as Chairperson to any committee.

Section 2 –Chief Executive Officer and Board of Directors Chairperson

The Chief Executive Officer and Board of Directors Chairperson shall:

1. Act as the Chief Executive Officer and Board of Directors Chairperson of the Benton City Chamber of Commerce.
2. Preside at all meetings of the membership and the Board of Directors.
3. Hold a minimum of ten (10) office hours per week to execute on behalf of the BC COC and provide organizational oversight in addition to creating strategic organization development initiatives and/or programs or events as needed.
4. Execute all instruments of a legal nature on behalf of the Benton City Chamber of Commerce.
5. Represent the Benton City Chamber of Commerce at all civic functions and affairs.
6. Appoint all committees and designate the Chairperson and shall serve as Chairperson for the term of the current President.
7. Discharge the duties of any officer in the event of resignation or forfeiture of office until a new officer is elected.
8. The President shall annually appoint an Auditing Committee to audit the books of the Treasurer.
9. Understand the Bylaws of the Benton City Chamber of Commerce.

Section 3 – Vice President

The Vice President shall:

1. Act as the Chief Operating Officer of the Benton City Chamber of Commerce.
2. Perform the duties of the President during the absence, resignation or forfeiture of the acting President.
3. Provide direct oversight of the actions of the President.
4. Perform other duties as may be assigned.
5. Execute a minimum of five (5) hours of BC COC related work per month.
6. Understand the Bylaws of the Benton City Chamber of Commerce.

Section 4 – Treasurer

The Treasurer shall;

1. Act as the Registered Agent and Chief Financial Officer of the Benton City Chamber of Commerce.
2. Receive and disburse the funds of the Benton City Chamber of Commerce.
3. Keep all the money of the Benton City Chamber of Commerce, deposited in its name and keep books of all accounts.
4. Make a monthly financial report to the membership.
5. 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.
6. Preparation of tax documents in cooperation with the Board of Directors.
7. Execute a minimum of five (5) hours of BC COC related work per month.
8. Understand the Bylaws of the Benton City Chamber of Commerce.

Section 5 – Secretary

The Secretary shall;

1. Act as the Chief Administrative Officer of the Benton City Chamber of Commerce.
2. Conduct the official correspondence.
3. Preserve all books, documents, and communications.
4. Maintain an accurate record of the proceedings of all meetings.
5. 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.
6. 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.
7. Execute a minimum of five (5) hours of BC COC related work per month.
8. Understand the Bylaws of the Benton City Chamber of Commerce.

Section 6 – Director of Public Relations

The Director of Public Relations shall;

1. Act as the Chief Public Relations Officer of the Benton City Chamber of Commerce.
2. 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.
3. Publish a minimum of two (2) Chamber Newsletters per month while in office.
4. Design and publish all Chamber related marketing materials as needed or assigned in a timely manner.
5. Execute a minimum of five (5) hours of BC COC related work per week.
6. Provide graphic designs, account passwords/general information, and transition material at the end of position term.
7. Understand the Bylaws of the Benton City Chamber of Commerce.

Section 7 – Member(s) At-Large (Two (2) Seats/Positions)

The Member(s) At-Large shall:

1. Act as the primary liaison of and leading representative for Chamber of Commerce business members.
2. Regularly communicate concerns, ideas or initiatives to promote business or economic development to the Board of Directors.
3. Executive a minimum of five (5) hours of BC COC related work per month.
4. Understand the Bylaws of the Benton City Chamber of Commerce.

Section 8 – Vacancy

The unexpired term created by any vacancy in any office shall be appointed by the Board of Directors at a regular meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Government of Chamber Business

The government of the Benton City Chamber of Commerce shall be vested in its membership, the overall Benton City community and a Board of Directors. The Board of Directors shall have the authority to bind and obligate the Benton City Chamber of Commerce subject to nullification by a majority vote of the total membership.

Section 2 – Composition

The Board of Directors shall be composed of eleven (11) members, which shall include:

1. The current officers of the Benton City Chamber of Commerce.
2. The President of the Benton City Chamber of Commerce from a previous year.
3. The Property Maintenance Director.
4. The Membership Chairman.
5. The Administrative Coordinator.
6. Two (2) members at large. The Board members at large shall be elected to alternating two (2) year cycles.

Section 3 – Eligibility

All Board of Directors must be a voting member of the Benton City Chamber of Commerce.

Section 4 – Operations of the Board of Directors

The Board of Directors may adopt such rules and regulations for the conduct of business for the Benton City Chamber of Commerce. The Board of Directors shall meet at the end of each month prior to regular Chamber Meetings.

Section 5 – Emergency Votes

The Board of Directors may, by polling, hold a vote by phone if deemed necessary and present for confirmation approval by the general membership at the following Chamber Meeting.

Section 6 – Vacancies

The unexpired term created by any vacancy of the Board of Directors shall be filled by a vote of the membership at a regular meeting.

Section 7 – Term Limits

Board of Director Officer and/or Member shall each have a term limit of two (2) years. Changes to terms such as in the event of forfeiture or resignation from office must be presented to and approved by the Board of Directors at a regular meeting.

ARTICLE V – PROPERTY MAINTENANCE

Section 1 – Composition

Property maintenance shall be composed of one person elected by the members of Benton City Chamber of Commerce for a term of one (1) year beginning the first of January, following their election and shall be called the Property Maintenance Director. This person shall be considered as a Board of Directors position.

Section 2 – Responsibility

Property Maintenance shall be responsible to the Benton City Chamber of Commerce Board and General Members.

Section 3 – Emergency Repairs

Any repairs that are emergency in nature shall be authorized by the Property Maintenance Director. The repairs shall be reported to the Board of Directors and the general membership.

Section 4 – Non-Emergency Repairs/Improvements

Any non-emergency repairs, improvements, or upgrades shall be presented to the Benton City Chamber of Commerce membership for a vote.

Section 5 – Vacancy

Vacancy of the Property Maintenance position shall be filled by a vote of the membership at a regular meeting.

ARTICLE VI – ELECTIONS & APPOINTMENTS

Section 1 – Nominations

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.
6. A simple majority vote is required for confirmation of newly elected officers.

Section 2 – Elections

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 that 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 3 – Appointments

The Administrative Coordinator and Membership Chairman shall be two positions appointed by the President to accomplish strategic tasks for the development of the BC Chamber organization. Term will last no longer than twelve (12) months or one (1) calendar year as to accomplish goals, initiatives and/or projects assigned by the President with input & oversight from the Board of Directors.

Subsection A: Administrative Coordinator

The Administrative Coordinator shall:

1. Be a member of the Board of Directors.
2. Coordinate staffing of the Chamber's main office hours of operation.
3. Be responsible for supplies management of the Chamber main office.

4. Shall have purchasing power and a monthly budget of (not to exceed) \$200 unless approved by the Chamber Treasurer and Chamber President. All receipts will be stored and given to Treasurer on a regular basis.
5. Ensure all printed marketing materials for the Chamber and its members are nicely displayed in the main office.
6. Coordinate with Board of Directors with contact information and/or general notes from community members.

Subsection B: Membership Chairman

The Membership Chairman shall:

1. Be a member of the Board of Directors.
2. Provide a monthly report to the Board of Directors (BOD) and general Chamber membership of associate membership & business membership numbers with statistics on growth and plans for recruitment.
3. Work closely and assist when necessary with the Chamber Treasurer to ensure payments are collected and membership statistics are accurately recorded.
4. Actively recruit both associate and business memberships for the Chamber.
5. Gather input from existing memberships on their needs and provide BOD insight as to how to improve membership benefits to attract & sustain memberships.

ARTICLE VII – COMMITTEES

Section 1 – Authority of Committees

Committees shall have the authority to investigate issues for which they were appointed and will make recommendations to the Benton City Chamber of Commerce. No committee shall represent the Benton City Chamber of Commerce in advocacy or opposition to any subject without specific confirmation of the Board of Directors and/or members.

Section 2 – Scholarship

There will be a dead line of twenty-four (24) calendar months for the Benton City Chamber of Commerce Scholarship to be used. This may be changed by the Board of Directors by a majority vote.

ARTIVLE VIII – MEETINGS

Section 1 - Annual Meetings

The annual meeting of the Benton City Chamber of Commerce shall be at the first meeting in November of each year.

Section 2 – General Membership

General membership meeting of the Benton City Chamber of Commerce shall take place at such times, dates, and locations as decided upon by the general members.

Section 3 – Special meetings

A Special Meeting of the Benton City Chamber of Commerce, or the Board of Directors, may be called by a majority of the Executive Board (Officers) as deemed necessary.

Section 4 – Quorums

A quorum of the general membership meeting or a Board of Directors meeting shall consist of five (5) members. Each act or decision made by a majority of the general membership or Board of Directors making up the quorum shall be regarded as the act of the general membership or the Board of Directors.

Section 5 – Multiple Memberships

In the event that any individual holds more than one membership:

1. For the purposes of establishing a quorum, it will be counted as on
2. For voting, the individual may cast the votes for each membership held.
3. Individuals are limited to a maximum of two (2) memberships.

ARTICLE IX – DISBURSEMENTS

Section 1 – Procedures

No disbursements of the funds of the Benton City Chamber of Commerce shall be made unless it has been approved and authorized by the Board of Directors, unless otherwise stated in the by-

laws. Legally obligated bills are considered to be approved expenditures. All disbursements shall be made by check, or the debit card from the Benton City Chamber of Commerce's Bank account.

Section 2 – Auditing Committee

The Auditing Committee shall report audit findings at the first general membership meeting in February or as soon thereafter as is practical.

ARTICLE X – PARLIAMENTARY RULES

Section 1 – 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 XI – DISSOLUTION

Section 1 – Procedures

If the Benton City Chamber of Commerce is dissolved;

1. The net 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.
2. There shall be no return or distribution of assets whatsoever to any member of the Benton City Chamber of Commerce.
3. 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.
4. 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.

ARTICLE XII – AMENDMENTS

Section 1 – Amendments

These by-laws may be amended or altered by a majority vote of the members attending a regular meeting after notice of the proposed change(s) has been announced at two (2) regular meetings, not less than thirty (30) days prior to the vote.

September 10, 2007

Addendum 1-07 to the Benton City Chamber of Commerce by-laws revised 08/04:

We the members of the Benton City chamber of Commerce do authorize the treasurer of the Benton City Chamber of Commerce to invest any or all funds in interest bearing accounts with the following restrictions:

1. All investments will be limited to FDIC insured accounts, Federal Treasury Bills (or Notes), Washington State Bonds (or Notes), City of Benton City Bonds (or Notes), and Kiona-Benton City School District Bonds (or notes).
2. No investment shall have a maturity date of more than one year from the date acquitted, unless said investment has been approved by a 2/3 (two third) vote of the Board of Directors.
3. Interest earned shall be added to the account where the invested money originated.

September 10, 2007

Addendum 2-07 to the Benton City Chamber of Commerce by-laws revised 08/04:

We the members of the Benton City Chamber of Commerce do authorize the treasurer of the Benton City Chamber of Commerce to set up a special fund for Scholarship(s). The treasurer is authorized to transfer funds from the Benton City Chamber of Commerce General Fund to the Scholarship fund. Fund shall be used for the following activity:

-The funding of the Benton City Chamber of Commerce Tawnya Warnick Draper Memorial Scholarship for continuing education for graduates of Kiona-Benton City School District. Funds will be made payable to institution and recipient.

October 1, 2007

Addendum 3-07 to the Benton City Chamber of Commerce by-laws revised 08/04:

Funds received from recycling shall be used for the purpose of the Benton City youth.

Amendment of addendum 3-07:

Funds to be used locally to benefit Benton City Youth.

By-laws Revised 08/04:

Addendum 1-07 (09/07)

Addendum 2-07 (09/07)

Addendum 3-07 (10/07)

Amendment of Addendum 3-07 (11/07)