



**I. NAME**

This organization was incorporated as a not-for-profit 501(c)(6) under the laws of the State of Washington and shall be known as the Monroe Chamber of Commerce.

**II. VISION STATEMENT**

To build a healthy and thriving community, one business at a time.

**III. PURPOSE STATEMENT**

To create a thriving economic environment for business growth and sustainability. The Chamber and its staff provide networking, marketing, community engagement and educational opportunities to their members. The Chamber works to represent the business community on economic and governmental issues through various committees and partnerships.

The Monroe Chamber of Commerce is organized to achieve the following:

- A. Improve the free and competitive enterprise system by creating:
1. A better understanding and appreciation of the importance of business.
  2. A better-informed public concerning city, county, state and national legislative and political affairs
  3. A greater appreciation of the value of investing one's time on behalf of the interests of the business community
- B. Promote business and community growth and development by:
1. Supporting economic programs designed to strengthen and expand the income potential of the business community.
  2. Promoting and maintaining positive functional and aesthetic characteristics of the community.
  3. Supporting community programs of civic, social and cultural nature.
  4. Identifying and responding to factors that prevent the promotion of business expansion and community growth.
  5. Representing the business community in areas related to business growth and development.

**IV. MISSION STATEMENT**

The Monroe Chamber of Commerce will encourage economic development and vitality through enhancement and support of business, city and community. Focusing on networking, education and advocacy, the Chamber will promote a positive business climate by:

- Participating in community events and local programs
- Informing members of available resources for advancing their businesses
- Providing networking opportunities and events

**V. LIMITATION OF METHODS**

The Chamber in its activities shall be nonprofit, nonpartisan, and non-discriminatory and shall be governed by the Articles of Incorporation and Bylaws.

Notwithstanding any provision of these Bylaws, the Chamber shall observe all local, state, and federal laws that apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code and Washington State's Nonprofit Miscellaneous and Mutual Corporations Act (Chapter 24.06 RCW).

## **VI. MEMBERSHIP AND DUES**

### **Section 1 - Membership Categories and Qualifications**

Membership in The Chamber shall consist of two (2) classes: General Membership and Honorary. Member benefits for each class of membership are outlined in the benefits page of our website. Membership benefits are subject to change without advance notice.

- A. General Membership – Any individual, partnership, corporation, or association located in or actively engaged in a business or profession in the Monroe area or otherwise interested in furthering the objectives of the Monroe Chamber of Commerce, may apply or be elected to membership by approval of the Board of Directors in its absolute discretion and upon payment of dues as hereinafter provided. Member businesses shall be responsible for acquiring and maintaining licenses as required by city, county and state governments for the legal operation of their business.
- B. Honorary Membership – An Honorary Member is a special status to be bestowed by the Board of Directors. Honorary Members can receive all publications and shall be invited to participate in meetings without payment of dues, but shall not be qualified to vote or hold office.

### **Section 2 - Membership Dues**

All membership dues shall be documented in the Membership Application adopted by the Board of Directors. These dues may be amended by a majority vote of the Directors present at any regular meeting of the Board of Directors.

- Annual General Membership dues for members shall be paid on an annual basis on the member's anniversary date.
- No interest, earnings or financial return directly to members is provided as a result of their dues.
- Membership dues for the calendar year can be found on the Business Applications.

### **Section 3 - Voting**

#### **A. General Members**

- General Members shall be entitled to a vote, to hold office, to receive all publications of The Chamber, to utilize the facilities of The Chamber office, to serve on standing divisions, task forces or committees and to attend all regular and special meetings and to have the privilege of the floor at such meetings. Furthermore, they shall be allowed to participate in all referenda conducted by The Chamber and to display the emblem of the organization. A copy of the current Bylaws shall be made available and provided to all members upon request.
- One vote is allowed for each Business Membership. The person designated to cast this vote shall be specifically entered upon the record of The Chamber at the time of joining The Chamber. This information will be updated annually; however, a General Member may change its designee, as it deems appropriate.

#### **B. Honorary Members**

An Honorary Member is a special status to be bestowed by the Board of Directors. Honorary members can receive all publications but shall not be qualified to vote or hold office.

### **Section 4 - Continuity and Cancellation**

All memberships shall continue from year to year unless terminated in one of the following ways:

1. The Board of Directors, by affirmative vote of 2/3 of all members of the Board, may suspend or expel a member for conduct unbecoming a member or prejudicial to the aims or repute of The Chamber after due notice has been given to the member in question. Such members will be notified by certified mail, return receipt requested or by personal service of the charges giving rise to the suspension of expulsion.
2. Any fifty (50) members in good standing of The Chamber showing cause by petition to the Board of Directors can request the expulsion of a member.

3. When a member shall be in default in payment of dues for a period of sixty (60) days from the mailing of said member`s dues renewal notice, membership shall there upon be terminated.
4. Any member, upon written notification to the Board of Directors, may resign from membership in The Chamber.
5. The death, resignation, expulsion, dissolution or closure of a business shall terminate the member`s membership and all rights incidental thereto with the exception of a business dissolution or closure which may transfer their membership to an individual status. There shall be no refund of fees or dues.
6. Reinstatement of membership in The Chamber of an expelled or resigned member shall be made by re-application to the Chamber and approval of The Board.
7. A general membership in The Chamber shall not be transferable from one business to another or from one individual to another without Board approval.

**Section 5 - Non-transferrable**

Chamber membership may not be sold, assigned, or transferred in any manner. A member may, however, change its classification, and a member may change its designated representative by written notification to The Chamber. In the event of the sale of a member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

**Section 6 - Application**

Application for Chamber membership shall be in writing on forms provided and signed by the applicant. Membership shall only become effective upon payment of the regularly scheduled Dues.

**VII. EXECUTIVE COMMITTEE**

**Section 1 - Titles**

The Executive Committee (a.k.a. Officers) of this Chamber shall be a President, President-Elect, Treasurer, Secretary and Executive Director who shall serve according to the Terms of Office.

**Section 2 – Duty of Executive Committee**

The Executive Committee shall, during intervals between meetings of the Board of Directors, possess and exercise all of the powers of the Board subject to consideration and approval by the Board of Directors. The Executive Committee shall be empowered to recommend policy, supervise administration, act in matters of emergency, attend the routine work of the Monroe Chamber of Commerce, and perform such duties as may be delegated to it by the Board of Directors.

**Section 3 - Meetings**

A meeting of the Executive Committee may be called by the President or a majority of the Committee.

**VIII. DUTIES OF OFFICER**

The duties of the officers shall be as follows:

A. **PRESIDENT:**

The President shall:

1. represent the Corporation at such public and civic functions, as the President deems appropriate.
2. with the counsel and advice of the Board`s Executive Committee shall determine the need for organization steering committees and task forces subject to the approval of the Board of Directors and shall appoint with the counsel and advice of the Executive Committee, various committee and task force chairmen and assist in the selection of voluntary personnel therefore.
3. coordinate with The Chamber Executive Director in order to have a communication on vision, culture of the chamber and said wildly important goals
4. coordinate with the Mayor of Monroe and Executive Director in order to create a unified vision for the community.

5. create an action plan with the Director, Operations Manager and Executive Committee when adversity presents itself to the Chamber

B. PRESIDENT ELECT:

The President-Elect shall:

1. Perform such duties as required by the President and/or the Board of Directors.
2. Prepare to assume the office of President the following year.
3. Act in the absence of the President.

C. SECRETARY:

The Secretary shall:

1. Take and distribute minutes of all meetings.
2. Maintain a roster of the members of all standing and special committees.
3. Perform such duties as required by the President and/or the Board of Directors

D. TREASURER:

The Treasurer shall:

1. Be the Chairman of the Finance Advisory Committee.
2. Review monthly fiscal reports prior to submission to the Board of Directors.
3. Present a written financial report every month and at other times as requested by the President.
4. Provide all financial records if requested by the President or any member of the Board of Directors.
5. Close the books at the end of the fiscal year and submit the books and records for financial review to the Financial Advisory Committee no later than thirty days thereafter.
6. Perform duties as required by the President and/or the Board of Directors.

**IX. OPERATIONS MANAGEMENT AND DUTIES**

**Section 1 - Roles and Responsibilities**

The Board of Directors shall have the power to appoint an Executive Director and Operations Manager to conduct the day-to-day business of The Chamber.

A. EXECUTIVE DIRECTOR

The Executive Director shall perform the duties in the approved job description.

B. OPERATIONS AND VISITOR CENTER MANAGER

The Operations Manager shall perform the duties in the approved job description.

**Section 2 - Appointment**

The Executive Director and Operations Manager shall be appointed by the Board of Directors and serve for a period of time satisfactory to all applicable parties. In the event that the Executive Director or Operations Manager is not performing the duties for which he or she was hired after being put on notice in accordance with the Employee Handbook, the full Board of Directors with a majority vote may choose to terminate said employee.

**Section 3 - Duties**

The full duties of the Executive Director and Operations Manager shall be as outlined in the current job description for this position as approved by the Board of Directors.

**Section 4 - Annual Appraisal**

The Board of Directors, or a personnel committee appointed by the Board, shall perform a formal appraisal of the Executive Director's performance at least annually, on or before the anniversary of the Director's hire date. Appraisals may be conducted at any time, as determined by the Board.

### **Section 5 - Compensation**

The Board shall determine the compensation to be paid according to requirements, needs and experience of individual and role.

## **X. BOARD OF DIRECTORS**

### **Section 1 - Board Composition and Governance**

The governance of the Monroe Chamber of Commerce, the direction of its work, and the control of its property shall be vested in the Board of Directors consisting of not more than eleven (11) members. The Board of Directors shall be comprised of the Executive Committee and the remaining members of the Board of Directors shall be submitted to the membership for confirmation. Any member representative in good standing is eligible to hold the office of a director and must hold a position as a Board Officer or Chair of at least one (1) committee.

### **Section 2 - Powers**

The Board of Directors, in conducting the affairs of the Chamber, may exercise such powers in the name of the corporation to: sue and be sued, buy, hold, sell, lease, mortgage, both real and personal property; incur debts; borrow money; enter into contracts of any kind furthering the purpose of the Chamber. No member of the Board of Directors may enter into any financial obligations extending beyond the fiscal year except as approved by the membership. All financial documents of The Chamber including checks and binding agreements shall require the signature of two elected officers.

The Board of Directors shall be responsible for the financial affairs of the Chamber and for raising money for its support.

### **Section 3 - Disbursements Authority**

The Board of Directors shall designate two members of the Executive Committee, in addition to the Treasurer and Executive Director, any two of which shall have authority to co-sign checks in excess of six hundred dollars (\$600.00).

### **Section 4 - Drive Endorsements**

No promise or commitment of the Chamber for any proposition other than those under the direct supervision of the Board of Directors of the Chamber shall be made unless the Board shall first pass a resolution embodying the clear and definite intention of the approval of any such proposition.

### **Section 5 - Policies and Resolutions**

Policies and resolutions, reports or communications, which purport to reflect the policy and attitude of the Chamber, shall first be approved by the Board of Directors prior to being released either to the membership of the Chamber or to the public.

### **Section 6 - Quorum**

A majority of the Board of Directors shall constitute a quorum for conducting business of the Board of Directors.

### **Section 7 - Meetings**

Regular meetings of the Board of Directors shall be held at least once a month on a day and at a time of their choosing. A special meeting of the Board may be called at any time by the President, or by three (3) members of the Board of Directors. Six (6) officers or Committee Chairs shall constitute a quorum at all meetings of the Board of Directors.

### **Section 8 - Absenteeism / Resignation**

Participation in Board discussions, decisions, and activities is necessary for maintaining a Board position. Failure to remain in good standing as defined by policy, or failure to attend at least six (6) meetings within any twelve (12) month period, or absence from three consecutive regular board meetings without prior notification given to

the Chamber of Commerce office unless confined illness or other absence approved by a majority vote of those voting at a meeting thereof is deemed a resignation from the Board of Directors.

### **Section 9 - Removal of Board Member**

Any member of the Board of Directors may be expelled based on the good faith determination by a committee authorized by the Board to make such a determination, that the Board member has engaged in conduct contrary or damaging to the Chamber or the aims of the Chamber. Action can be taken upon a 2/3 majority vote of the Board of Directors.

### **Section 10 -Vacancies**

The directors shall have the power to fill vacancies on the board by a majority vote of those board members present.

### **Section 11 - Compensation and Fees**

Directors and members of committees shall serve without compensation for their services. This section shall not preclude any director from serving the corporation in any other capacity, as office, agent, employee, or otherwise and receiving compensation for that service. If a director or committee member other than an employee of the Chamber receives compensation for services, such compensation shall be preapproved by the Board of Directors. This reimbursement shall not preclude the Chamber from conducting business in the normal course with firms or businesses that are represented on the Board or committees.

## **XI. MEETINGS**

### **Section 1 – Regular Meetings**

Meetings of the General Membership shall be held at such time and place and at such intervals as the Board of Directors may designate.

1. Special Meetings of the General Membership may be called by the President or written request of five (5) of the General Members in good standing with The Chamber.
2. A quorum at any general meeting of the members shall consist of the President and/or the appropriate Vice President designated under these bylaws and not less than five (5) of the General Members in good standing with The Chamber.

### **Section 2 - Annual meeting of membership**

The annual meeting of the membership of the Chamber shall be held in the month of December of each year, at such place and time as the Board of Directors may determine. At this annual meeting, the new officers and Committee Chairs will be installed.

## **XII. COMMITTEES**

### **Section 1 - Appointments**

The President shall appoint all standing, special or other committees. The President shall appoint a chairman for each committee. Each standing committee chairman and committee member so appointed shall serve during the one-year term of the appointing president unless terminated by the President.

### **Section 2 - Committee Responsibilities**

Committee chairmen shall be governed by Standing Rules for Chairman and shall make recommendations to the Board of Directors. The committees shall not have the authority to commit the Chamber on any matters of general policy. The President or Chairman may call committee meetings at any time.

### **Section 3 - Financial Advisory Committee**

A Financial Advisory Committee shall be composed of not less than three (3) members, including the Treasurer who will act as Chairman and appoint the additional committee members. The committee shall examine and audit the books and accounts of the Executive Director, and report the findings to the Board of Directors at the close of the fiscal year. The Fiscal Year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup>.

#### **Section 4 - Membership Committee**

The Membership Committee shall be composed of not less than five (5) members. The President shall appoint the Chairman who will, in turn, appoint the remaining four members. The goal of this committee will be to increase Chamber membership and develop member services.

#### **Section 5 - Special Events Committees**

Special Events Committees shall be appointed annually by the President. These committees shall plan Chamber activities and events. Other committees may be appointed by the President to support activities of the Chamber.

### **XIII. NOMINATIONS AND ELECTIONS**

#### **Section 1 - Time of Election**

The regular election of the Officers and Committee Chairs of the Monroe Chamber of Commerce shall be held in November of each year and all Officers and Committee Chairs then elected shall serve the term for which they are respectively elected or until their successors are elected and qualified. Committee Chairs shall serve for terms of two (2) years, except when chosen by the Board of Directors to fill a vacancy, in which case they shall serve the remainder of the unexpired term.

#### **Section 2 - Elections Committee**

##### **A. Nominations Process:**

An Election Committee, composed of five (5) Chamber members shall be appointed by the Board in August. No currently serving Board member may be included on this committee.

The Committee shall:

1. Ensure Chamber membership is equitably represented.
2. Seek approval from the candidates to have their name placed in nomination by September.
3. Present the names of the nominees to the Board of Directors prior to the October Board Meeting.

The list of nominees for Officer and Director positions shall be announced at the October General Meeting and the floor shall be opened to additional nominations at that time.

##### **B. Election Process:**

The Election Committee shall supervise the election process, which shall be by mail or electronic ballot. Ballots via email shall be sent out to members of record on or before October 25 of each year.

Ballots mailed back to the Chamber office will remain unopened. The Election Committee shall count them no sooner than 3:00 p.m. two (2) weeks prior to the December General Membership meeting. Ballots shall not be accepted after 3:00 p.m. on the day ballots are counted.

A simple majority of the ballots received shall be required for election.

### **XIV. TERMS OF OFFICE**

The newly elected Officers and Committee Chairs shall be installed as of the General Membership meeting in December and their terms shall begin as of the Board Meeting in January of the following year. The incumbent officers, and Board of Directors members whose terms are expiring shall continue to hold office until their successors' terms begin.

#### **Section 1 - The President-Elect**

They shall be elected to a three (3) year term, serving the first year as President-Elect and automatically becoming President the second year. The President shall serve as Immediate Past President for the third year of the term.

#### **Section 2 – All other officers**

All other officers shall be elected to two (2) year terms and shall serve until their successors are elected and installed.

## **XV. VACANCIES**

### **Section 1 – Executive Committee**

- A. The President-Elect shall fill a vacancy in the Office of President.
- B. All other vacancies in elective offices shall be filled by presidential appointment, approaching first unsuccessful candidates from the previous election, with the approval of the Board of Directors.

### **Section 2 - Director**

A vacancy in the office of Director shall be filled by presidential appointment with the approval of the Board of Directors.

## **XVI. FISCAL YEAR**

The fiscal year of the Chamber shall begin on the 1<sup>st</sup> day of January and end the 31<sup>st</sup> day of December of each year.

## **XVII. REMOVAL FROM OFFICE**

- A. An officer may be removed from office by a majority vote of the Board of Directors, if it is determined to be in the best interest of the Chamber. Excessive absences from Board activities may be considered as grounds for removal.
- B. A director may be removed from office by a majority vote of the Board of Directors, if it is determined to be in the best interest of the Chamber

## **XVIII. STANDING RULES**

Monroe Chamber of Commerce Standing Rules are designed to cover situations not covered in Monroe Chamber Bylaws and Chamber Policies. MCC Standing Rules cannot conflict with the Chamber Bylaws, and are not bylaw amendments. The executive committee shall adopt standing rules for the governance of the Chamber. Officers shall perform the duties included in these bylaws as well as any others specified in the Chamber's Standing Rules.

## **XIX. AMENDMENTS TO BYLAWS:**

### **Section 1 - Amendments**

These Bylaws may be amended by the members of the Chamber present at any annual or special meeting of the membership, by a two-thirds (2/3) vote of the members present at such meeting; provided that all members shall have been notified in writing of such meeting, and the nature of the proposed amendment(s), not less than ten (10) days prior to such meeting.

Bylaws may be amended by a mail vote, provided the Executive Director shall mail to all members not less than ten (10) days prior to the date set for tabulating the vote, a statement of the nature of the proposed amendment(s), and a ballot.

Such amendment(s), to be adopted, must receive a two-thirds (2/3) vote of the Ballots returned to the Executive Director by the date of tabulation.

### **Section 2 - Date Amendments Take Effect**

Except as otherwise provided in the amendment or a proviso thereto amendments to these bylaws shall become effective on 1st of the month after the meeting at which they were adopted. The amended and approved Bylaws shall then supersede all existing Bylaws.

## **XX. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" or successor publication shall govern the Monroe Chamber of Commerce and its constituent organization in all cases in which they are applicable and in which they are not in conflict with the Monroe Chamber of Commerce Bylaws, The Chamber articles of incorporation, or the Washington Nonprofit Corporation Act.



## **XXI. DISSOLUTION**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

## **XXII. PARLIAMENTARY PROCEDURE**

The proceedings of the Chamber meetings shall be governed by and conducted according to Robert's Rules of Order, Newly Revised, in all instances not specifically mentioned in these Bylaws.

## **XXIII. AMENDMENTS RECORD**

Amended by vote of the Monroe Chamber of Commerce Board of Directors in April 2011

Amended by vote of the Monroe Chamber of Commerce Board of Directors in March 2017

Reviewed and no changes recommended by Board and Ambassadors and Retreat on January 29, 2019.

## **XXIV. SOURCES**

IRS Business League Regulations: <https://www.irs.gov/charities-non-profits/other-non-profits/business-leagues>

Washington State's Nonprofit Miscellaneous and Mutual Corporation Act:  
<http://app.leg.wa.gov/rcw/default.aspx?cite=24.06>