

Girdwood Chamber of Commerce By-Laws

Article I. NAME

This organization is known as the Girdwood Chamber of Commerce, Inc. d/b/a Girdwood Chamber of Commerce, Girdwood Chamber, Visit Girdwood, GCOC and GCC.

Article II. PURPOSE

Section 1. Mission Statement. The Girdwood Chamber of Commerce promotes economic growth through a commitment to preserve the quality of community life through the development of partnerships that create sustainable foundations for future opportunities to benefit the businesses and residents of Girdwood.

Section 2. Limitations of Support. The Girdwood Chamber of Commerce shall be non-partisan and non-sectarian.

Article III. MEMBERSHIP

Section 1. Classes of Membership. The Girdwood Chamber of Commerce shall be composed of Active, Associate, Trade, and Honorary Membership categories.

Section 2. Membership Period. Annual membership is effective from January 1st through December 31st.

Section 3. Active Membership. An individual, partnership, or corporation who holds a current State of Alaska business license (does not apply to non-profit associations) and is active in the commerce, industry, and civic interest of the greater Girdwood area shall be eligible for membership. Active Membership has full voting privileges. Active Membership is eligible for election to serve on the Board of Directors

Section 4. Associate Membership. Individuals or not for profit organizations interested in promoting the greater Girdwood area shall be eligible for an Associate Membership. Associate Membership shall have all the privileges of an Active Membership except they may not serve on the Board of Directors.

Section 5. Trade Membership. A Trade Membership is that which takes place between Girdwood Chamber of Commerce and other Chambers of Commerce or Convention and Visitor Bureaus. Trade Membership does not have voting privileges, nor may they serve on the Board of Directors.

Section 6. Honorary Membership.

- A. Any entity rendering exemplary service to the Chamber or the community at large may be elected by the Board of Directors for Honorary Membership.
- B. Honorary Members shall receive all the privileges of an associate membership but shall be exempt from the payment of membership dues.
- C. An Honorary Membership may be revoked by a majority vote of the Board of Directors.
- D. Honorary Membership is valid for up to one membership year and expires at the end of the membership year.
- E. The Board of Directors may award no more than five Honorary Memberships within any given membership year.

Section 7. Vote. Each membership in good standing and qualified to vote shall be entitled to one vote. Any member in good standing has the right to make motions, second motions, and vote at general meetings. All approved items by the general membership shall be taken to the Board of Directors for final approval.

Section 8. Expulsion.

- A. Any member may resign from the Chamber upon written request to the Board.
- B. Any member may be expelled for good cause by a two-thirds vote for non-payment of dues after ninety (90) days from the due date, unless otherwise extended for a good cause.
- C. Any member may be expelled by a two-thirds vote of the Board at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aim or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 9. Approval. The Board of Directors shall approve all new membership applications by a majority vote.

Article IV. DUES AND FEES

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Section 1. Dues. The annual minimum dues for active and associate memberships shall be determined by the Board of Directors. Dues shall be paid in advance of the Annual Meeting.

Section 2. Fees. All fees necessary for conducting business by the Chamber shall be set and approved by the Board of Directors.

Section 3. Annual Renewals. All fees for annual dues must be paid in full by the membership renewal deadline in order to participate in certain advertising opportunities for the new membership year.

Section 4. Midterm Renewals. A membership application may be submitted at any time during the calendar year, however certain advertising opportunities may not be available for new members if deadlines have passed before their membership application was approved and paid in full.

Article V. BOARD OF DIRECTORS

Section 1. Chamber Government. The government of the Chamber, the direction of its work and control of its property shall be vested in a Board of Directors consisting of seven (7) members all of whom shall be elected for a two (2) year term, serving no more than six consecutive years. They may adopt rules and regulations for conducting Chamber business which are consistent with these By-Laws.

Section 2. Duties and Powers. It shall be the duty of the Directors to manage the affairs of the Chamber, protect its interests and advance the purpose of the Chamber. The Board of Directors shall have the power to transact any and all business and do any and all things that may be lawfully done in accordance with the Articles of Incorporation.

Section 3. Candidates: Individuals interested in running for a seat on the Board of Directors shall make their intent known to the President by submitting a written statement of interest by the deadline for elections. Candidates interested in running for the Board of Directors may be requested to submit a questionnaire, resume and references. Only active members in good standing may run for the Board of Directors.

Section 4. Election. Elections shall take place annually at a general membership meeting to be held within the fourth quarter of the calendar year. Members in good standing may cast their vote in person at the general membership meeting.

Section 5. Vacancies. Any vacancies in the Board of Directors may be filled by the Directors for the unexpired term of said Director. Vacancy shall be filled at the next regular Board Meeting after providing a minimum five (5) day notice of vacancy to all members.

Section 6. Absenteeism. Any Director who is absent from three (3) successive regular Board of Directors' meetings without notice to the President or other authorized official of the Chamber shall automatically forfeit their seat on the Board.

Section 7. Removal of Board Director. Any Director may be removed from the Board for good cause either by the general membership or the Board of Directors with approval of the general membership. The process follows:

- A. On receipt of a petition, signed by 20% of active members, requesting removal of a director, the Board shall call a meeting of the general membership; or
- B. By majority vote the Board of Directors may also call a meeting for the removal of a director.
- C. The meeting shall be held within 20 days of receipt of the petition or the board vote with seven (7) day notice to members. The Director shall be removed from the board if 60% or more of the active members present at the meeting vote to do so.

Section 8. Regular Board Meetings. Regular meetings of the Board of Directors shall be held no less frequently than every two months with notice to membership given at least a seven (7) days prior to the day of the meeting. All board meetings are open to the membership.

Section 9. Special Board Meetings. Special meetings of the Board of Directors may be called:

- A. by the President, or
- B. upon request of four (4) Directors, or
- C. by ten (10) active members in good standing of the Chamber.

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D. Forty-eight (48) hour notice shall be given to each member.

Section 10. Quorum. A majority of the currently serving members of the Board of Directors shall constitute a quorum to transact business at any meeting and a majority of the Directors present shall decide any question which may arise except removal of Director as provided in Article V. Section 5.

Article VI. OFFICERS

Section 1. The Officers of the Chamber. The Officers shall be elected from the Board and will include a President, a Secretary and a Treasurer.

Section 2. Term of Office. Term of office for all officers of the Chamber shall be for one (1) year, serving no more than (6) six consecutive years.

Section 3. Election of Officers. The Board of Directors shall elect all officers at the first Board meeting following the Annual Meeting.

Section 4. President. The President shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties incident to the office. The President shall, subject to the approval of the Board of Directors, appoint all committees and shall be Ex-Officio member of all committees.

Section 5. Absence of the President. In the absence of the President, or the President's inability to act, the Secretary shall be called upon to act in the President's stead.

Section 6. Secretary. The Secretary shall discharge such duties as may be assigned by the President or Board of Directors. The Secretary shall be deemed the official signer on all Chamber business documents and responsible for all meeting minutes.

Section 7. Treasurer. The Treasurer shall be the custodian of all Chamber funds and, under the direction of the Board of Directors, shall deposit, invest, and disburse the same. The Treasurer shall make written reports to the Board of Directors at their regularly scheduled meetings, and to the general membership at the annual meeting. Reports shall reflect the financial activity of the Chamber.

Checks, drafts, and other orders for the payment of money may be signed by the Treasurer or, in the absence of the Treasurer, by one of the designated signers. In the event that the Chamber elects to use a bookkeeper, the Treasurer will act as the liaison between the Board of Directors and the bookkeeper and will oversee the recording of all financial activity.

Checks, drafts and other orders for the payment of Two Hundred Fifty Dollars (\$250) shall require two designated signers.

Section 8. Contract Employees. The Board of Directors may elect to contract services such as administrative duties and/or bookkeeping. The Board shall set the duties and requirements of those respective contract employees. The President along with two other board members shall conduct a review of the contract employee annually.

Article VII. COMMITTEES

Section 1. Committee Appointment and Authority.

- A. Appointment. The President may appoint such committees as may be needed. All such appointments shall be subject to the confirmation of the Board of Directors. All committees appointed by the President shall consist of at least one member from the Board.
- B. Authority of Committees. It shall be the function of the Committees to investigate and make recommendations. They shall make reports to the Board of Directors. No committee shall represent the Chamber in advocacy, oppose any project, or commit Chamber resources without the special direction of the Board of Directors, or such direction as may be clearly granted under general powers delegated by the Board of Directors to that Committee.

Section 2. Standing Committees. Standing committees are permanent committees of the Girdwood Chamber of Commerce. They may have ad hoc or working subcommittees as deemed necessary.

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- A. Finance Committee. Financial affairs are the sole purpose of this committee. The Finance Committee shall maintain oversight of all real and projected expenses and income. It shall prepare budgets, report any irregularities or concerns to the Board, present financial reports to the Board, and ensure that these reports are accurate. This Committee shall organize a 3rd Party audit of finances every other year.
- B. Marketing and Events. This committee shall develop and implement marketing plans and oversee event production. Specific events and marketing campaigns may be conducted on the subcommittee level.
- C. Membership. This committee shall oversee membership eligibility, develop and implement strategies for recruiting and retaining members, and maintain a database of members.

Section 3. Ad Hoc or Working Committees. Ad Hoc or Working Committees are short-term committees, formed for a particular purpose or event. These committees may be proposed at any time in order to address a specific single issue or event. These committees may be subcommittees or stand-alone committees.

Section 4. Committee Meetings. Committee and subcommittee meetings may be called as needed. Updates shall be presented to the board at Board Meetings.

Article VIII. MEETINGS

Section 1. Annual Meeting. The Board of Directors shall provide for an Annual Meeting of the Chamber each year.

Section 2. Notice. Each member of the Chamber shall be given a written or electronic notice of every General and Board meeting and of the annual meeting of the Chamber at least seven (7) days prior to the day of the meeting.

Section 3. Quorum. Seven (7) members whose dues are paid and who are in good standing as provided in Article III, Section 7, of these By-Laws shall constitute a quorum for the transaction of business at any meeting of the General Chamber.

Section 4. Electronic Participation. Any member may participate in any meeting by electronic means if they are able to make reasonable advance arrangements.

Article IX. FUNDS

Section 1. Control. All funds of the Chamber shall be under the direction and control of the Board of Directors.

Section 2. General Fund. The receipts from membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the Chamber. All charges for the maintenance and conduct of the Chamber and other expenses regularly incurred by the Chamber in the prosecution of its work shall be paid from this fund.

Section 3. Expenditures. No obligation or expenses shall be incurred and no money shall be appropriated or paid out of the general fund except for current expenses, and in no event shall money belonging to the Chamber be expended for other than Chamber of Commerce business.

Section 4. Limitations. No disbursement of funds of the Chamber in excess of fifty dollars (\$50.00) shall be made unless the same have been authorized by the Board of Directors prior to contracting the indebtedness. All disbursements shall be made as provided for in Article VI. Section 7.

Article X. ELECTIONS

Section 1. Date. The election of the Board of Directors shall be held at the Annual Meeting of the Chamber.

Section 2. Nominations by the Chamber. At the annual meeting the presiding officer or their designee shall ask for nominations from the floor. Only active members in good standing may be nominated.

Section 3. Voting. All voting shall be done by ballot at the Annual Meeting. No proxy voting shall be allowed.

Article XI. GENERAL BY-LAWS PROVISIONS

Section 1. Salaries. The salaries of contract employees of the Chamber shall be fixed by the Board of Directors.

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Section 2. Liability. The Directors shall not make any obligation or incur any liability to the Chamber in excess of the income of the Chamber.

Section 3. Parliamentary Rules. The proceedings of the Chamber's meetings, including those of the Board of Directors, shall be guided by and conducted according to the latest version of Robert's Rules of Order.

Article XII. AMENDMENTS

Section 1. By-Laws. These By-Laws may be amended or altered by a majority vote of those present at any regular meeting or special meeting of the Chamber, provided notice of the proposed change shall have been mailed or electronically sent to each member not less than seven (7) days prior to such meeting.

Section 2. Approval. All proposed amendments shall first receive approval by the Board of Directors.

Section 3. Minor Corrections. Grammatical, spelling or formatting changes may be made by the Board of Directors without a vote of the membership, provided the changes do not alter the intent or meaning of the By-laws.

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