

BYLAWS OF THE HOMER CHAMBER OF COMMERCE, INC.

ARTICLE I

NAME AND LOCATION

- Section 1. The name of this corporation shall be Homer Chamber of Commerce, Inc. (“the Chamber”)
- Section 2. The Chamber’s principal office shall be in Homer, Alaska.
- Section 3. The mission of the Chamber is to support our membership through cooperative economic development and community service.

ARTICLE II

MEMBERSHIP

- Section 1. Classes of membership: The Chamber shall have five categories of membership: a.) Primary; b.) Ambassador; c.) Multiple Business; d.) Reciprocal; and e.) Honorary. Primary memberships may be business or individual. Only Primary and Honorary members may vote.

DEFINITIONS:

- a. Primary: Any corporate entity, non-profit or sole proprietorship operating and conducting business within the State of Alaska can apply for Primary Membership. Primary members are entitled to benefits as defined by Chamber Board Policy.
- b. Ambassador: Any individual can apply for an Ambassador Membership. Ambassador members are entitled to benefits as defined by Chamber Board Policy.
- c. Multiple Business: A secondary business owned by the same owner as a current Primary member. Receives all member benefits associated with the class of membership of the primary business except for a vote. The secondary business of a Multiple Business Member must be the same employee size or smaller than the primary business. The fee for the membership is one half the regular member fees for a business that size.
- d. Reciprocal: organization with which the Board of Directors (the Board) agrees to trade annual non-voting membership.
- e. Honorary: Any person who has rendered a significant service to the community may be designated as an honorary member by a unanimous vote of the Board.
 - (1). Honorary member shall be a voting member and shall be exempt from all dues and assessments.
 - (2.) Honorary memberships may be revoked by unanimous vote of the Board.

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Section 2.

Eligibility:

Individuals and businesses interested in joining the Chamber shall be eligible for membership upon application. Membership may be denied to firms whose business purpose is not consistent with the mission of the Chamber. The board shall make the final decision on eligibility if eligibility criteria are debatable. Business Members must have a valid Alaska State business license.

Section 3.

Expiration of Memberships:

- a. Primary, Ambassador, Reciprocal and Multiple Business memberships expire annually on September 30th.
- b. Membership dues and fee-based services new members for the first year shall be in effect for one year from date of joining the Chamber. The second year of membership will be prorated quarterly one time only. Renewals will be charged the full dues and fee-based services regardless of the month of renewal.
- c. The Chamber will notify each member at least fifteen days prior to that member's membership expiration and present a dues statement along with the notice. The notice will alert the member that if membership is not renewed within thirty days after the expiration date, all membership privileges will lapse at that time.
- d. If a member fails to renew the membership within the thirty-day grace period, such member will be dropped from the Chamber's membership rolls. Renewal of an expired membership shall be by application and full payment of the current membership year's dues and fees.

Section 4.

Cancellation of Membership:

The Chamber may terminate the membership of any member upon the written request of that member. No dues or fees will be refunded as part of any such termination.

Section 5.

Transfer of Membership:

Upon transfer of ownership of a business, the member account will automatically transfer for the duration of the paid membership.

Section 6.

Expulsion:

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Any member may be expelled from the Chamber of Commerce for conduct unbecoming a member upon seventy five percent (75%) of the vote of the total membership or by unanimous vote of the Board, after opportunity for hearing.

ARTICLE III

DUES

Section 1.

Determination:

A schedule of annual dues for Primary, Ambassador and Multiple Business members shall be determined as appropriate by the Board. The Board has the authority to increase annual dues by not more than five percent (5%) annually. Any dues increase above five percent (5%) shall be presented to the voting members for ratification. Each member shall be notified seven (7) days prior to any vote of intent by the Board to present membership dues proposals.

Section 2.

Payment:

Dues are paid annually. All memberships, other than Honorary and Reciprocal, shall expire on a billing cycle as determined by Article II, Section 3a.

The Board shall review all In-kind and reciprocal Memberships and benefits exchanged on an annual basis thereto, prior to invoicing membership for that year.

Section 3.

Waiving of Dues

Dues of any organization or group can be waived upon majority consent of the Board.

ARTICLE IV

BOARD OF DIRECTORS

Section 1.

Members:

- a. The Board of Directors shall be comprised of between 8-10 members at large elected for a term of three years by the general membership in accordance with the procedures set forth in Article IV, Section 3.
- b. The Board may appoint up to three additional members. The term for these appointments shall be the same as elected directors as established in Section 1a. In addition, the Board may appoint an additional member for a one-year term.
- c. In addition to the elected and appointed directors, the Board by majority vote may invite a retired president to serve in a voting capacity for a one-year term.

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- d. In the event of a resignation from a board member whose term has not expired, the board may appoint a member in good standing to fill the duration of the unexpired term.
- e. The Executive Director of the Chamber shall serve as a non-voting, Ex-officio member of the Board.
- f. Directors must be members in good standing of the Chamber.

Section 2.

Duties:

- a. The Board is responsible for leading the Chamber, directing its work and managing its funds and property.
- b. Questions of far reaching policy, with Board recommendations for action, shall be referred to the Chamber membership at a general meeting.
- c. The Board may adopt rules and regulations for continuing the business of the Chamber of Commerce, provided such rules and regulations are not inconsistent with these bylaws.
- d. The duties of the Board shall begin at the first Board Meeting immediately following its election.
- e. Directors shall serve until the duties of the new Board begin.
- f. Each director is required to adhere to the requirements of the Board member job description as adopted by Board policy.
- g. To facilitate financial planning, the Board shall annually approve an action plan for the next program year by the October board meeting, and will operate under the existing plan until such new plan is approved.
- h. Regular meetings of the Board shall be scheduled no less than once each month, except December, at a time and place approved by the Board, and these meetings shall be open to attendance by all Chamber of Commerce members.
- i. Any director who is absent from the regular Board meetings for four meetings annually, shall forfeit his/her directorship, and shall be replaced as provided in Article IV, Section 5, unless the absence has been excused by the President.
- j. The Board may employ an Executive Director and authorize the employment of other staff as necessary to conduct the business of the Chamber.

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- k. The Board may remove any Officer or Director by a 2/3 vote of the Board.

Section 3.

Election:

- a. **Time of Election:** The election of directors shall be completed and certified by December 31 of each year.
- b. **Nomination Committee:** The Board shall appoint a nominating committee which shall prepare a list of candidates by the October board meeting.
- c. **Closing of Nominations:** The nominee list and ballot will be distributed to each voting member by November 1st of each year. All ballots must be returned to the Chamber office by November 15th of each year.
- d. A minimum of ten percent (10%) of the voting members must return valid ballots for the election results to be certified. A simple majority of votes will elect the directors or decide any other issue on the ballot.
- e. All voting for directors may be by mail, in person, or electronically and shall be by secret ballot in conformity with such rules and regulations as the Board may adopt.
- f. In the event of a tie vote for a director(s), the tie shall be broken by a flip of a coin under the supervision of the election judges.
- g. No proxy voting for election of board of directors or to decide any issue on a ballot is permitted.
- h. No director is eligible for reelection after serving two consecutive elected three-year terms until one year has elapsed from the end of the second term.
- i. Directors will be elected or appointed on staggered terms with three elected positions and one appointed becoming vacant each year.

Section 4.

Election Judges:

Three Chamber members, who are not candidates for office or personally involved in a referendum, shall be appointed by the President to supervise elections, receive, count ballots, and certify the results.

Section 5.

Vacancies:

Any vacancy on the Board may be filled by the Board until the next election.

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Section 6. Conflict of Interest

All members of the Chamber of Commerce Board shall perform their duties as Board members in the best interest of the membership of the Chamber of Commerce and shall abstain from acting or voting in matters where a conflict of interest or personal gain may occur. Any questions of impropriety that may occur shall be brought before a regular meeting of the Board; and, upon determination by a 66% majority vote of attending Board members, that a Board member is guilty of acting for his or her personal gain or involved in a conflict of interest, that Board member shall be removed from the Board.

Section 7. Special Meetings:

Special meetings of the Board may be called by the President, or upon request of no less than five directors.

Section 8. Notice of Special Meetings:

Reasonable efforts shall be made to notify all directors prior to any special meeting.

Section 9. Quorum:

A majority of the Board shall constitute a quorum to conduct business. A majority of the directors present at a meeting where a quorum is established shall decide any question except revocation of directorship and revocation of honorary memberships as provided in Article II, Section 1, and Article IV, Section 6. A majority of those directors present at any regular or special meeting shall have the power to adjourn the meeting to a future date. No business will be conducted at a meeting of the Board without a quorum being present.

The Presiding officer (President or President Pro tem) only votes when the vote will affect the result by either making or breaking a tie.

Directors may participate; constitute part of the quorum; and vote, in person, by telephone or electronically.

Directors may vote electronically on any action items. If at least (3) of the Directors agree that the issue being voted upon electronically requires further analysis then any electronic voting shall cease and the issue shall be addressed at the next Board meeting.

ARTICLE V

OFFICERS

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Section 1. Positions: The officers of the Chamber of Commerce shall be a President, Vice President, Secretary, and Treasurer, except that the offices of the Secretary and Treasurer may be combined by a majority vote of the Board.

Section 2. Term of Office:

The term of office for all officers of the Chamber of Commerce shall be for one year except for the President, and such officers shall serve until a successor has been elected. The President shall serve a two year term.

Section 3. Election of Officers:

Officers shall be chosen from within the Board by the directors at the first Board meeting following the election.

a. President

- (1) The President shall preside at meetings of the Chamber of Commerce and the Board, or shall delegate this authority as necessary.
- (2) The President may appoint committees and may be an exofficio member of all committees.
- (3) The President shall direct the attention of the Chamber and the Board to pending business and such matters necessary to assure orderly and effective functioning of both the Chamber and the Board.

b. Vice President:

The Vice President shall discharge such duties as may be assigned by the President, Board, and/or membership and shall fulfill the duties of President in the absence of the President.

c. Secretary

- (1) The Secretary shall insure the maintenance of an accurate record of all proceedings of the Chamber of Commerce and shall conduct, subject to approval of the Board, all official correspondence, and preserve all books, documents, and communications.
- (2) Certain or all of the Secretary's duties may be delegated by action of the Board to the Executive Director.

d. Treasurer

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- (1) The Treasurer shall provide oversight of all funds of the Chamber of Commerce and shall insure funds are deposited, invested, and disbursed in accordance with Board policies.
- (2) The Treasurer shall report to the Board at each regular meeting.
- (3) The Treasurer shall present a written financial report at the Annual meeting of the Chamber of Commerce.
- (4) Certain or all of the Treasurer's duties may be delegated by action of the Board to the Executive Director.

Section 4. Executive Committee:

- a. The officers of the Board shall constitute the Executive Committee.
- b. The Executive Committee shall be authorized to act for the Board to conduct any business of the Chamber, when necessary, between its regular meetings, so long as such business is conducted in accordance with established Board policies and procedures and does not conflict with any action taken by the Board.
- c. The Executive Committee, or through a personnel committee shall conduct an annual performance evaluation of the Executive Director in December of each year at which time it will review and may adjust the Executive Director's compensation.

Section 5. Absence of the President:

- a. In the absence of the President, he/she or the Board shall designate the Vice President to act in his/her stead.
- b. In the absence of both the President and Vice President, the Board may designate a Director to act in their stead.

ARTICLE VI

EXECUTIVE DIRECTOR

- Section 1. The Executive Director shall be selected by the Board to serve under its direction and be responsible for carrying out its policies. The Executive Director shall have charge of and be responsible for the administration of the Chamber.

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- Section 2. The Executive Director shall supervise all business affairs, such as the records of financial transactions, collection of accounts and purchases, management of supplies, and shall insure that all funds are collected and expended to the best possible advantage. All books and records shall be maintained within Chamber facilities and shall be current at all times.
- Section 3. The Executive Director shall prepare an annual budget showing the expected receipts and expenditures of the Chamber.
- Section 4. The Executive Director shall prepare and submit to the Board a monthly report of all expenses and revenues of the Chamber, preferably in advance of meetings. This report shall be included in the minutes of that meeting. Other special reports shall be prepared and submitted as required by the Board.
- Section 5. The Executive Director shall employ other staff members, within established budget guidelines, as are necessary to conduct the business of the Chamber. The Executive Director shall be responsible for personnel management of any additional paid staff.
- Section 6. The Executive Director shall prepare a personnel manual, which must be approved by the Board.
- Section 7. The Executive Director shall insure that all physical properties and equipment are kept in a good state of repair and operating condition.
- Section 8. The Executive Director shall perform any other duties that the Board may assign.
- Section 9. The Executive Director shall be held accountable to the Board in total and not to individual Board members.

ARTICLE VII

FUNDS

- Section 1. Responsibility:
- The Board shall have the ultimate responsibility for all funds of the Chamber of Commerce.
- Section 2. Disbursement:
- a. All disbursements, other than petty cash, shall be signed by authorized signer(s) as designated by the Board.
 - b. The Board of Directors may establish a petty cash fund.

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- Section 3. Limitations of Obligations:
No obligations or expenses shall be incurred and no funds shall be expended for other than Chamber of Commerce purposes.
- Section 4. Any modification of the annual budget shall be approved by the Board.
- Section 5. Limitation of liability:
The Board shall not make any obligations, or incur any liability on the Chamber of Commerce in excess of the funds available to the Chamber. The Board may not obtain financing without 75% or more of the total Board approval.
- Section 6. Restriction of obligations:
No funds will be solicited, collected, obligated, or disbursed in the name of the Chamber of Commerce unless authorized by the Board.
- Section 7. Receipts:
The receipts from membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the Chamber of Commerce. All fixed charges for the maintenance and conduct of the Chamber and other expenses regularly incurred shall be paid, according to Chamber policy.
- Section 8. Fidelity Bonds:
At the expense of the Homer Chamber of Commerce, a blanket fidelity bond or similar crime policy is required for anyone who either handles or is responsible for funds held or administered by the Homer Chamber of Commerce, whether or not they receive compensation for their services. This includes salaried employees and the Board of Directors.

ARTICLE VIII

COMMITTEES

- Section 1. Authorities of Committees:
- a. It shall be the function of committees to take such actions and exercise such authorities as are delegated by the Board.

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- b. No committee shall represent the Chamber of Commerce without the direction of the Board.

Section 2. Committee Meetings:

Meetings of committees may be called at any time by the President or committee chairperson.

Section 3. Finance Committee:

- a. The President shall appoint a finance committee.
- b. The finance committee shall meet regularly to monitor the financial health of the organization and forward appropriate information and recommendations to the Board.
- c. The finance committee shall annually review and approve the proposed budget as prepared by the Executive Director and forward its recommendation to the Board for the November Board meeting.

Section 4. Audit Committee:

- a. The President shall appoint an audit committee, the members of which must be confirmed by the Board.
- b. The audit committee shall select an independent Certified Public Accountant to perform a Compilation of Financial Statements of the Chamber of Commerce at the close of every year and report its findings to the Board before its annual meeting and to the membership at the annual meeting.

Section 5. Ways and Means Committee:

- a. The President may appoint a Ways and Means Committee. The Ways and Means Committee shall develop a fundraising plan for existing financial needs.

Section 6. Appointment:

The President may appoint other committees as may be needed.

ARTICLE IX

CHAMBER MEETINGS

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Section 1

General Meetings:

- a. General meetings of the Chamber of Commerce shall be set at a time, place and frequency as determined by the Board.
- b. General meetings shall be open to the public.

Section 2.

Annual Meetings:

- a. The Board shall provide for an Annual Meeting each year by January 31st.
- b. The Board will provide for an annual report and financial report at the Annual Meeting and may introduce or install new officers.
- c. Each member of the Chamber of Commerce shall be notified of the Annual Meeting at least two weeks prior to the annual meeting.
- d. Annual meetings of the Chamber of Commerce shall be open to all members, their guests and the public.

Section 3.

Special Meetings:

- a. Special meetings may be called by a majority of the Board or by a majority of members present at any general meeting.
- b. Each member shall be notified or all reasonable effort made to achieve such notification at least two days prior to a special meeting.

Section 4.

Quorum:

A quorum at any general, special, or annual meeting shall be ten percent (10%) of all voting members as provided in Article II, Section 1. A majority of those members present shall have the power to adjourn the meeting to a future date. No business will be conducted at a meeting which lacks a quorum.

Section 5.

Limitations of Debate:

- a. Every voting member shall be entitled to speak or vote on any subject brought before the Chamber for consideration.
- b. It is the responsibility of the presiding officer to provide for free, open and orderly discussion in a business-like manner.

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- c. Speaking times and the length of debate may be limited by the presiding officer.
- d. The requirements for establishing a quorum and certifying a referendum vote shall be as delineated in Article IV, Section 3d.

Section 3. Parliamentary Rules:

The proceedings of the Chamber of Commerce and Board will be governed by and conducted in accordance to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE X

GENERAL PROVISION

Section 1. Affiliation:

The Board may affiliate the Chamber with another entity in such manner and terms as may be appropriate, provided that no such affiliation shall confer upon a nonmember the privileges of Chamber membership.

Section 2. Referenda:

- a. Upon resolution of the Board or the petition of ten members, a vote of the voting membership may be taken upon such questions that the Board or petitioning members require.
- b. A referenda vote shall be by means of a printed or electronic ballot stating the question to be voted upon and shall be distributed to each Primary member of the Chamber at least two weeks before the prescribed time for return of the ballot.

ARTICLE XI

AMENDMENTS

Section 1 All proposed amendments to these bylaws must first receive approval of the Executive Committee..

Section 2. These bylaws may be amended or altered after Board approval by a two thirds vote of those voting members present at a general or special meeting of the general membership, or a vote conducted through email or other electronic means, provided that

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notice of the proposed change shall have been given to each voting member not less than seven (7) days prior to any vote.

ARTICLE XII

Section 1.

The Directors are not personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a Director with the following exceptions:

- a. A breach of a Director's duty of loyalty to the corporation or its members.
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- c. A transaction from which the Director derives an improper personal benefit.

 01/25/19
Joe Woodin, President of the Board

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