

Article I MEMBERSHIP

Section 2. CLASSIFICATION OF MEMBERS: Membership in the Covington Chamber of Commerce shall be:

Active Membership - Businesses, Individuals, Public Service and **Non-Profits** that pay the Chamber's annual membership dues established by the Board of Directors pursuant to Section 3 of Article I shall be entitled to *Active Membership*.

All active members in good standing shall be entitled to receive all publications of the Chamber, to serve on standing and special committees, to attend all regular and special membership meetings and to attend Chamber events at member prices, provided however that only the Active Member's voting representative (identified by the member pursuant to Section 4 of Article 1) shall be entitled to:

- Hold any office identified in Article IV of these Bylaws
- Have the privileges of the floor at any regular or special meeting of the Chamber
- Participate in any referenda conducted by the Chamber
- Vote on any matter submitted to the Chamber membership for decision

Change: Corrected and clarified wording, changing "Non-Profits" to "Nonprofit Organizations." Eliminated double comma.

Article II MEMBERSHIP MEETINGS

Section 1. ANNUAL ELECTION MEETING: The annual membership election meeting of the Covington Chamber of Commerce shall be held annually, at such time and place as may be designated by the Board of Directors.

Change to Annual Meeting

Why: we haven't used the September meeting to elect in the past 2 (possibly 3 years)

Change: Section 1. Removed the word "Election" from "Annual Election Meeting."

Section 2. REGULAR MEETINGS: **Regular membership meetings shall be held monthly at such time and place established by the Board of Directors.**

Amended March 8, 2012: Ratified March 8, 2012

Change to: Regular membership meetings shall be held at a minimum quarterly at such time and place established by the Board of Directors.

Reason for the change: We have not held meetings every month for the past two years. Prior to the pandemic, we considered moving lunch meetings to quarterly and subsidizing with workshops and/or lunch-and-learns. Also, for the past two years, we did NOT have a breakfast meeting substitute for the summer months. Changing the requirement to quarterly will ensure we are intentional about meeting as a large group yet have flexibility to change formats.

Article IV OFFICERS (Continued)

Board's absence and perform such other acts as the Chair of the Board may direct.

Amended on July 7, 1994: Ratified October 13, 1994

Amended on September 7, 1995: Ratified on October 12, 1995

Amended on October 3, 2002: Ratified October 10, 2002

Amended on February 10, 2005: Ratified June 9, 2005

SECRETARY: It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the corporation and to perform such other acts as the Chair of the Board may direct. The Board of Directors shall review/approve meeting minutes via a simple majority vote at each meeting.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

TREASURER: The Treasurer shall propose the annual budget to the Board of Directors and provide oversight of accounts administered by the Executive Director or duly authorized accountant/bookkeeper.

The Board of Directors shall review/approve the financial statements via a simple majority vote at each meeting.

Amended on February 10, 2005: Ratified June 9, 2005

Amended March 8, 2012: Ratified March 8, 2012

Amended on June 27, 2019: Ratified August 8, 2019

Change: Treasurer: Changed “approve the financial statements” to “accept.”

PAST CHAIR: The existing Chair of the Board of Directors will serve an additional year on the Board as the Past Chair as part of their term. The Past Chair, a non-voting officer, shall provide guidance and advice to the Board of Directors.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

Change: Past Chair: Corrected spelling from “existing” to “existing.”

Article V MANAGEMENT

Section 4. ABSENCE FROM MEETINGS: In the event that a Director is absent from three (3) consecutive regular meetings or two-thirds (2/3) of meetings held on an annual basis of the Board for reasons which the Board fails to declare to be sufficient, that Director’s resignation shall be deemed to have been entered and accepted.

Amended on October 7, 1993: Ratified October 14, 1993

Amended on June 27, 2019: Ratified August 8, 2019

Change: Changed “meetings held on an annual basis of the board” to “meetings in one calendar year” for clarity.

Section 5. QUORUM: A simple majority of Board Members, with voting power, present at any regular or special meeting(s) shall constitute a quorum of the Board of Directors. A Director participating in a meeting by any means of communication where every member can hear each other, in accordance with RCW 23B.08.200, is deemed present for purposes of a quorum.

Amended on June 27, 2019: Ratified August 8, 2019

Section 6. MEETINGS: The Board of Directors shall meet regularly at least once a month on a fixed day, except that any regular meeting may be added, canceled or postponed by the Chair of the Board. Special meetings of the Board may be called at any time by the Chair of the Board, or in the Chair of the Board’s absence, the ranking officer, or by written request of four (4) or more Directors.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on August 27, 2015: Ratified September 10, 2015

Amended on June 27, 2019: Ratified August 8, 2019

Article VI ELECTION OF DIRECTORS AND OFFICERS

Made substantive changes in Sections 1, 2 and 3 to streamline the election process, ensure the board of directors' leadership trajectory, and protect board culture vulnerabilities to more closely align the process with industry peers and best practices. Changes are marked below.

Section 1. NOMINATION OF DIRECTORS:

The Chair of the Board, with the approval of the Board of Directors, shall annually at a regular meeting direct the Executive Director to collect nominations from active members. The nominated active members shall complete an application and submit it to the Executive Director by the next regular meeting. The Board of Directors will oversee the nomination process. The membership shall have written notice of the list of nominees no later than ten days before the meeting in which the Director's election shall take place.

Amended on February 10, 2005: Ratified June 9, 2005

Amended on June 27, 2019: Ratified August 8, 2019

Change to Section 1 – Nomination of Directors:

The Board of Directors shall endeavor to identify candidates based on assuring a reasonable balance of representatives on the Board of Directors from the following criteria: diverse representation of Chamber membership (e.g., sole proprietorship, retail, medical, manufacturing, professional services) and/or specific needs as identified (i.e., HR, legal, fundraising).

Annually at a regular Director meeting, the Chair shall appoint a Nominating Committee for the selection of new Director candidates based on the number of open seats.

Concurrently, the Executive Director shall send notice to members soliciting recommendations and/or open applications for consideration. Recommendations from membership must be received by agreed upon deadline, but no later than 10 days prior to the next closest regular Board of Director meeting. Only members in good standing may apply or make recommendations. The names and applications will be given to the Nominating Committee for consideration. The Nominating Committee and Board Members at large may include recommendations of their own in addition to the member nominations and applications.

The Nominating Committee, in conjunction with the Executive Director, will confirm the willingness and eligibility of those recommended to accept directorship responsibility, and vet applicants for eligibility status.

Section 2. ELECTION: Annually, the membership shall elect Directors. In the event the Chair Elect's position is vacated, the Chair of the Board and Chair Elect's positions shall be elected at the next Board of Directors regular meeting.

Change to Section 2: Appointment of Directors

The Nominating Committee shall present a list of all Board candidates and their recommendations for Director seats whose regular two year terms are expiring. Following discussion, Directors will be appointed to the Board by simple majority vote and begin serving the following January pending membership ratification.

Section 3. CONDUCT OF ELECTION: At least ten (10) days prior to the date of the election, an official ballot listing the names of the candidates for the Director positions shall distributed to the active members by mail and/or electronically with instructions thereon to vote for not more than the number of vacant Director positions.

Amended March 8, 2012: Ratified March 8, 2012

Amended on June 27, 2019: Ratified August 8, 2019

Change to Section 3: Ratification by Membership

The designated voter for Active Members in good standing shall receive an official ballot with the complete slate of appointed candidates electronically and/or in person with instructions to ratify the official slate as presented. The slate of candidates shall be deemed approved unless a simple majority of the membership votes to disapprove.

Article X AMENDMENTS

These Bylaws may be amended by a simple majority vote of the members of the Board of Directors. Board action amending the Bylaws must be ratified by a simple majority vote of members present at any membership meeting called for that purpose and/or by electronic ballot.

Amended on June 27, 2019: Ratified August 8, 2019

Change: Revised for clarity. Added “of members present at any membership meeting called for that purpose and/or by electronic ballot.”