

Talkeetna Chamber of Commerce By-Laws

Article I. NAME

This organization is known as the Talkeetna Chamber of Commerce, Inc.

Article II. PURPOSE

Section 1. Mission Statement. The purpose of the Talkeetna Chamber of Commerce is:

- (A) to promote and perpetuate the Business, Commercial, Manufacturing and Civic interests and prosperity of Talkeetna and its environs;
- (B) to stimulate public interest to these ends;
- (C) to develop a uniform public spirit, whereby members may put forth maximum efforts in the aid of the area and to make it more prosperous, more beautiful and a better place in which to live; and
- (D) to perpetuate the spirit of Talkeetna.

Section 2. Limitations of Support. The Talkeetna Chamber of Commerce shall be non-partisan and non-sectarian and shall take no part in, or loan its influence to, the election or appointment of any candidate for political office.

Article III. MEMBERSHIP

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

- (A) **Active Membership.** An individual, partnership, or corporation who holds a current State of Alaska business license and is active in the commerce, industry, and civic interest of the greater Talkeetna area shall be eligible for membership.
- (B) **Associate Membership.** Individuals or not for profit organizations interested in promoting the greater Talkeetna area shall be eligible for membership. Associate members shall have all the privileges of an active member except they may not serve on or vote for the Board of Directors or vote on the Articles of Incorporation or By-Laws.
- (C) **Trade Membership.** A Trade Membership is that which takes place between Talkeetna Chamber of Commerce and other Chambers and/or Visitor and Convention Bureaus. Trade members have no voting privileges.
- (D) **Honorary Membership.**
 1. Any person of distinction who has rendered exemplary service to the Chamber or the community at large may be elected by the Board of Directors for Honorary Membership.

2. Honorary Members shall receive all the privileges of an associate membership but shall be exempt from the payment of basic membership dues.
3. An Honorary Membership may be revoked by the Board of Directors.

Section 6. Vote. Each active member in good standing 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 for final approval.

Section 7. Expulsion. Any member may be expelled for good cause by a majority plus one vote of the Board of Directors.

Section 8. Approval. The Board of Directors shall approve all new members by a majority vote.

Article IV. DUES AND FEES

Section 1. Dues. The annual minimum dues for active and associate members shall be determined by the Board of Directors. In order to maintain good standing 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.

Article V. DIRECTORS AND ALTERNATES

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 and three (3) alternates all of whom shall be elected for a one (1) year term. They may adopt rules and regulations for conducting Chamber business which are consistent with these By-Laws.

Section 2. Duties and Powers.

- (A) It shall be the duty of the Directors and alternates to manage the affairs of the Chamber, protect its interests and advance the purpose of the Chamber.
- (B) The Board of Directors and alternates shall have power to transact any and all business and do any and all things that may be lawfully done in accord with the Articles of Incorporation.

Section 3. 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. Interested individuals shall make their intent known to the

President prior to the next regular Board meeting. Officer positions will be filled in accordance with Article VI.

Section 4. 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 5. 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 10 a 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 6. Regular Board Meetings.

(A) Regular meetings of the Board of Directors shall be held monthly from September to May of the following calendar year with five (5) day notice to each member.

(B) If there are fewer than seven (7) Board members present when a meeting is called to order, an alternate may be seated for each vacant Board seat.

(C) Once seated, alternates remain seated for the duration of the meeting.

(D) Once seated, an alternate shall fulfill the duties and responsibilities of a member of the Board.

(E) The alternate(s) shall be seated for one meeting only.

Section 7. Special Board Meetings. All Directors must be given twenty-four (24) hour notice prior to convening a special meeting. Special meetings of the Board of Directors may be called:

(A) by the President,

(B) upon request of four (4) Directors,

(C) by ten (10) active members in good standing of the Chamber. Forty-eight (48) hour notice shall be given to each member.

Section 8. Quorum.

- (A) Four (4) 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.
- (B) If there are fewer than four (4) members of the Board of Directors present when a meeting is called to order, an alternate shall be seated for each vacant Board seat in order to achieve a quorum.
- (C) Once seated, alternates remain seated for the duration of the meeting.
- (D) Once seated, an alternate shall fulfill the duties and responsibilities of a member of the board.
- (E) The alternate(s) shall be seated for one meeting only.

Article VI. OFFICERS

Section 1. The Officers of the Chamber. The Officers shall be elected from the Board and will include a President, one or more Vice-Presidents, a Secretary and Treasurer and, if necessary, an Assistant Secretary and Assistant Treasurer.

Section 2. Term of Office. Term of office for all officers of the Chamber shall be for one (1) year, but the officers shall hold office until their successors have been duly elected and seated.

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 President or the Board of Directors shall designate one of the Vice-President(s) to act in the President's stead.

Section 6. Vice-President. The Vice-President shall discharge such duties as may be assigned by the President or Board of Directors.

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 money in large amounts, as defined by a resolution of the Board of Directors, shall require two designated signers.

Section 8. Secretary. The Chamber shall elect a Secretary who shall be deemed the official signer on all Chamber business documents and responsible for all meeting minutes.

Section 9. Succession of Officers. With the exception of the Presidency, in the event an officer vacates their position prior to the end of their term, the Board of Directors shall elect a replacement officer at the next regular Board meeting.

Section 10. 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.

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 Talkeetna Chamber of Commerce. They may have ad hoc or working subcommittees as deemed necessary.

- (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. It may recommend selection of the audit subcommittee.
- (B) Economic Development and Community Relations. This committee works with the community to improve and/or maintain development of a strong

economic base while striving to fulfill the objectives of the Chamber's Mission Statement.

(C) 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.

(D) 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. Written reports of all committee meetings shall be submitted to the Board.

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 two (2) 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 one hundred dollars (\$100.00) 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 Committee. The Board of Directors shall appoint three (3) active members in good standing, including at least one Board Member not up for election, to serve as a nominating committee. The committee shall prepare an official ballot of at least one (1) active member in good standing for each expiring Board seat prior to the date set for the election.

Section 3. 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 4. Voting. All voting shall be done by secret ballot at the Annual Meeting by active members in good standing of the Chamber or by a designated representative.

Section 5. Inspection of Elections. The President shall appoint three (3) members in good standing who are not candidates as Inspectors of Election. Their duties shall be to conduct and supervise the election, receive the ballots and determine the validity of each and to count the ballots. The Secretary or designee shall prepare for the Inspectors of Election a list of all active members entitled to vote.

Article XI. GENERAL BY-LAWS PROVISIONS

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

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 without the prior approval of the membership.

Section 3. Affiliated Organization. The Board of Directors shall have the power to provide for affiliations of organizations with the Chamber in such manner and upon such terms as may be determined. However, no such affiliation shall confer upon non-members the general privileges of the Chamber members.

Section 4. Parliamentary Rules. The proceedings of the Chamber's meetings, including those of the Board of Directors, shall be governed 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 ten (10) 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.