

BYLAWS

GREATER UNIVERSITY CHAMBER OF COMMERCE, INC.

INCORPORATED DECEMBER 23, 1964

Amended October 1980, February 1985,
April 1986, September 1992,
October 12, 2004

ARTICLE I – NAME

- 1.1 NAME * Amendment February 12, 1985: The name of the corporation shall be the Greater University Chamber of Commerce, Inc. (hereafter referred to as the Chamber.)

ARTICLE II – PURPOSE

- 2.1 The purpose of the Chamber shall be:
- (a) To advance all of the business, professional, civic and cultural interests of the University area in the City of Seattle;
 - (b) To implement activities which will encourage the growth of businesses in the University area and to provide assistance with promotional and other activities;
 - (c) To support activities believed to be generally beneficial to the community and its citizens and to oppose those which are deemed detrimental;
 - (d) To provide assistance to the Chamber Members in connection with legislative and governmental matters, but to avoid partisan politics; and
 - (e) In general to promote the welfare of the University area, both business and residential.

ARTICLE III – MEMBERSHIP

- 3.1 Eligibility. Any person, association, corporation or partnership interested in the welfare of the University business community may apply for membership in the Chamber.
- 3.2 Voting. Any member shall be entitled to cast one vote in membership meetings.

3.3 Applicants. Every applicant for membership shall sign an application form, including his or her name, address, phone number, e-mail and fax, occupation and general information concerning his or her business, merchandise or profession. After the applicant has been accepted by the President and Chair of the Membership Committee the membership will be published in the Chamber Newsletter.

3.4 Dues and Delinquencies.

(a) Dues shall be payable for one year commencing on the later of the date of payment or the date the members application is accepted. Dues are again payable on the same date in the next calendar year; provided that the Executive Director may work out a monthly or other payment arrangement for a new member's first year.

(b) Any member who is delinquent in the payment of any liability to the Chamber for 90 days after notice by the Executive Director shall be subject to suspension from membership. At expiration of this 90-day period, the member's status shall be referred to the Board of Directors for further action as they see fit.

(c) The amount of the dues payable by each member shall be determined by the Finance Committee and the President of the Chamber, subject to such schedule of dues as may be from time to time adopted by the Board of Directors

ARTICLE IV – OFFICERS

4.1 Positions. Officers shall consist of the following: President, President-Elect, Vice President and Secretary/Treasurer. Each shall serve for a period of one year. All officers shall serve without compensation.

4.2 Duties of the President. The President shall be the chief executive officer and the official spokesperson for the Chamber. The President will be responsible for the execution of the Chambers programs and agenda and will preside at all meetings of the membership, of the Board and of the Executive Committee, and shall perform such other duties as the Board may require. The President shall execute such papers as may require his or her signature, and exercise a general supervisory control over the affairs of the Chamber. The President shall appoint the chairperson of all divisions and committees, subject to review and change by the Board, and by virtue of his or her office, the President shall be an ex-officio member of all committees. The

Immediate Past President shall serve on the Executive Committee and serve as an ex-officio member of the Board of Directors. The President shall keep a copy of the current personnel file for the Executive Director which will be passed on to the incoming President-Elect.

- 4.3 Duties of the President-Elect. The President-Elect shall exercise the powers and authority, and perform the duties of the President in the absence or disability of the President. The President-Elect shall be responsible for the development of the plans, an agenda and rough draft budget for the ensuing year in which he/she shall take office.
- 4.4 Duties of the Vice President. The Vice President shall perform such duties as may be assigned to him/her by the President or Board of Directors and will supervise activities as assigned by the President or Board.
- 4.5 Duties of the Secretary/Treasurer. The Secretary/Treasurer shall sign such legal documents as required and has the full financial authority of the Chamber. With the assistance of staff, he or she shall review the receipts and disbursements of the Chamber for compliance with the budget and shall make a written monthly report to the Board or approve the report which the Executive Director prepares to submit to the Board.
- 4.6 Duties of the Executive Director. The Chamber may employ an Executive Director to carry on the operation of the Chamber and supervise its activities subject to the direction of the President and Board of Directors. The Executive Director shall coordinate all minutes and other records and shall conduct all official correspondence with the Chamber and the Board. The Executive Director shall collect all monies and deposit them as directed by the Secretary/Treasurer and the Board. He/she is an ex-officio member of the Board and all committees and divisions of the Chamber. He/she will be responsible for the employment of staff personnel and staff management. The Executive Director shall give a surety bond or not, in the discretion of the Board of Directors

ARTICLE V – BOARD OF DIRECTORS

- 5.1 Composition. The Board of Directors (hereafter referred to as the Board), shall be comprised of no more than sixteen (16) nor less than twelve (12) elected members plus the Past Presidents. The Past Presidents (if dues-paying members in good standing) shall be entitled to cast a vote on the Board. Directors shall be elected each year. Elected Directors shall serve for terms of two (2) years in overlapping terms. Elected Officers shall be four (4) in number.
- 5.2 Duties and Policy. The governance and policy making responsibilities of the Chamber shall be vested in the Board, who shall control its property, be responsible for its finances, establish and supervise its programs, and direct its

affairs.

- 5.3 Resignations and Vacancies. All Officers and Directors shall serve for the terms for which they are elected and until their respective successors are elected and assume the activities of the office. Resignations of Officers and Directors shall be accepted or rejected and all vacancies for unexpired terms or newly established positions shall be filled by the Board of Directors.
- 5.4 Terms of Office. The term of office shall coincide with the Chamber's fiscal year (January 1 to December 31). No member of the Board of Directors shall ordinarily serve in this capacity for more than three consecutive terms (6 years). If such member was originally appointed to fill an unexpired term that unexpired term is in addition to the above mentioned three term limit. The nominating committee shall determine when an exception to their limit should be made because of a need for special expertise or continuity. The Board must also approve any such exception.
- 5.5 Meeting. The Board of Directors shall meet once a month, or more often upon the call of the President or upon the request of three (3) members of the Board. Up to three months may be accepted by a vote of the Board. The Board reserves the right to move into Executive Session during any meeting where Chamber members are present.

ARTICLE VI – COMMITTEES

- 6.1 Standing Committees. The Standing Committees are the Executive and Finance Committees. At its first meeting in each fiscal year, the President shall have appointed what additional standing committee members will be required for the work of that year. These committee appointees shall be subject to approval of the Board of Directors.
- 6.2 Committee Chairpersons. Either the Chairperson or a member of each committee shall be a member of the Board of Directors. The President and Executive Director shall be ex-officio members of each standing committee.
- 6.3 Special Committees. From time to time other committees and sub-committees may be appointed by the President, or selected in a manner chosen by the Board to create the committee, and in the latter case, it shall be specified whether the committee shall report to the Board, to an officer, or to the Chamber Membership. Special committees shall serve until their work is accomplished or until they are discharged. In no case shall a special committee continue past the end of the term of the appointing President unless the Board or Executive Committee approves that it continue.. Special committees may also be appointed by the membership at any special or regular meeting.

- 6.4 Committee Meetings. Meetings shall be called by the Chairpersons or by a majority of the Committee.
- 6.5 Reports Written. All committee reports shall be in writing when requested by the President.
- 6.6 Finance Committee. The Finance Committee shall consist of the President, the Secretary/Treasurer, the President-Elect and two (2) other members, any three of whom may determine committee action. Finance Committee members, other than the President and the Secretary/Treasurer shall be appointed by the President and approved by the Board. The President shall act as the chairperson of the Finance Committee. The Finance Committee shall and will be responsible for:
- (a) Preparation of the annual operating budget for the submission and approval by the Board.
 - (b) Determine whether expenditures are within the budget and direct attention of the Board to expenditures or commitments that are not within the approved budget.
 - (c) Secure from the Secretary/Treasurer adequate financial statements and income statements.
 - (d) Collection of accounts and referral of all delinquent accounts to the Membership Committee, whose duty it will be to contact delinquent members and attempt to have the delinquent account restored to a satisfactory condition.
 - (e) Approve unexpected expenditures between board meetings if necessary.
- 6.7 Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary/Treasurer, Immediate past President and Executive Director. It shall meet on call of the President, or in the absence of the President, then by the President-Elect. The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be responsible to the Board for its actions.

ARTICLE VII – MEETINGS

- 7.1 Regular Meetings. There shall be monthly Chamber membership meetings open to all members during the year. No more than one consecutive meeting can be waived by the President without a vote of the membership of the Chamber at a regular meeting, with prior notice to be given. The meeting shall be held on Tuesdays, except holidays, and shall be regular business meetings for the purpose of action. An annual membership meeting shall be held at such a time in January, February, or March as may be determined every year by the Board of Directors.

- 7.2 Special Meetings. Special meetings of the Chamber membership shall be called by the President, or the Executive Director, on the signed request of twenty (20) members, provided that written notice of the time and place and business of the special meeting shall be mailed or otherwise communicated by the Executive Director to every member not less than 72 hours in advance of the time of the meeting
- 7.3 Public Meetings. All luncheon meetings of the Chamber shall be open to the Public, but the members present may at any meeting, upon motion of a Chamber officer and the majority vote of those members present, resolve itself into a business meeting of members only and exclude non-members.
- 7.4 Quorum of the Chamber. At any meeting of the Chamber, twenty (20) members shall constitute a quorum.
- 7.5 Board Meetings. The Board of Directors shall meet as provided in Article V above. The Board reserves the right to move into Executive Session.
- 7.6 Executive Committee Meetings. The Executive Committee shall establish a schedule and place for its regular meetings which shall be published to the Board. It may meet at other times and places upon the call of any officer.
- 7.7 Notice. Notice of Board membership or other meetings may be communicated by newsletter, mail, fax or other electronic means of transmission.
- 7.8 Quorum of the Board. A quorum of the Board shall consist of one more than half of the members.
- 7.9 Non-Attendance of Board Members. Attendance and involvement in Board activities is critical to the success of the organization. If Board members are unable to attend a board meeting, they shall e-mail the Executive Director at director@udistrictchamber.org or otherwise communicate and advise her/him of the reason for the inability to attend. Whenever any member or officer is absent from two (2) Board meetings without such notice, that member shall be contacted by the President or Executive Director, who shall report the reason for the absences to the Board. If the reason is satisfactory to the Board, the absence shall be excused; otherwise, the absence may be accepted by the Board as a resignation.
- 7.10 Notice of Proposed Resolutions. No resolution shall be adopted at any meeting of the Board or of the membership unless one of the following has occurred:
- (a) the meeting has been specifically called for the purpose of considering the matter to which the resolution relates.
 - (b) The resolution appears as a matter of business on the President's agenda

for the meeting.

(c) The Executive Director or the President has been given seven (7) days notice prior to the meeting that the resolution will be offered.

(d) The membership, in case of membership meetings, or the Board, in case of a Board meeting, shall by two-thirds (2/3) vote of those present, approve the consideration of the resolution.

ARTICLE VIII – ELECTIONS

- 8.1 Annual Elections. The annual election of the Chamber shall be held at such a time during the month of November of each year as the Board shall designate.
- 8.2 Nominating Committee. The President, with the approval of the board, shall appoint a Nominating Committee during the month of September, consisting of five (5) members of whom not less than two (2) shall be Past Presidents of the Chamber. This Nominating Committee shall nominate one (1) or more candidates for President, President-Elect, Vice President, and Secretary/Treasurer, and shall nominate not less than one (1) or more candidates for each vacancy on the Board of Directors. The Nominating Committee shall announce their nominations at the Board of Directors meeting in October.
- 8.3 Independent Nominations. Any member in good standing may make nominations for any office from the floor at the regular scheduled membership luncheon in November at which the nominations by the Nominating Committee shall have been presented. No person shall be eligible for office unless nominated in accordance with provisions 8.2, 8.3, and 8.4 of this article.
- 8.4 Consent of Nominees. Prior to nomination, the acceptance of each nominee for office shall be obtained by the Nominating Committee or by any individual making a nomination from the floor.
- 8.5 Balloting. The Nominating Committee shall, to all non-delinquent members, mail a ballot or e-mail ballot, setting forth all nominations to all members in good standing no later than the Thursday following the close of nominations at the November membership luncheon. All ballots must be post-marked or e-mail dated and returned to the Chamber offices bearing a postmark of no later than Friday of the following week, to be eligible for counting. The Ballot must be signed by the person designated to vote on behalf of the person or organization holding membership in the Chamber.
- 8.6 Judging of Elections. The President, with the approval of the Board, shall appoint an Election Committee of three (3) persons to tally the votes and announce the

results.

8.7 Miscellaneous.

- (a) Votes of delinquent members may not be counted
- (b) A plurality of votes shall elect to any office or position.
- (c) The Election Committee shall decide ties by lot.

ARTICLE IX – FINANCE AND BOOKKEEPING

- 9.1 Debt. The Board of Directors may not, at any time, incur a debt beyond the amount of unappropriated moneys in the treasury or realistic anticipated revenue within the ensuing three (3) month period, without the supporting vote of the Chamber. Any special assessments must be collected in total or be supported by satisfactory written pledges before incurring debt or expenditures, against income from said assessment.
- 9.2 Records. The Executive Director shall so keep the records of the Chamber as to show under classified heading the amounts received and expended in any amount or year.
- 9.3 Fiscal Year. The fiscal year shall be from January 1 to December 31.

ARTICLE X – MISCELLANEOUS

- 10.1 Endorsement by the Chamber. The name of the Chamber shall not be committed to the endorsement of any private or public enterprise without a vote of the Board. Under no circumstances may the support of the Chamber be extended to any candidate for public office.
- 10.2 Conduct of Meetings. In the absence of any conflicting provisions in this document, all meetings of the Chamber, Board, or Committees shall conduct their proceeding according to “Robert’s Rules of Order.” At membership meetings parliamentary decisions shall be made by the Chamber officer then present, plus the Executive Director, if the Executive Director is present.
- 10.3 Amendments. These bylaws may be amended by a two-thirds (2/3) vote of those present at any meeting of the Chamber members, provided that a written notice of the proposed amendment or amendments shall have been mailed by the Executive Director to every member at least nine (9) days prior to the meeting at which action is to be taken.
- 10.4 Dissolution. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and not part of the 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 as defined by the Internal Revenue Service Code Section 501(c)(3).