

GREATER PALMER CHAMBER OF COMMERCE, INC. BYLAWS

ARTICLE I

Name

This organization is known as the "GREATER PALMER CHAMBER OF COMMERCE, INC.,"

ARTICLE II

Object

Section 1. As is set forth in Article II of the Articles of Incorporation, the purpose of the Greater Palmer Chamber of Commerce is to promote business, commercial, manufacturing, and civic interest, which will stimulate commerce to make the Greater Palmer community a more prosperous, and beautiful place to live and conduct business.

Section 2. Limitation of Methods. The Greater Palmer Chamber of Commerce shall be nonpartisan and nonsectarian and shall take no part in, or loan its influence to, the election or appointment of any candidate for office in the city, borough, state, federal government, or any other political subdivision office.

ARTICLE III

Membership

Section 1. Classes of Membership. The Greater Palmer Chamber of Commerce shall be composed of voting, associate and honorary memberships.

Section 2. Voting Membership. Individual businesses, companies, partnerships, or corporations; charitable, non-profit, or political organizations; political candidates, elected officials, or government entities interested in the commercial, industrial, economic, and civic progress of the Greater Palmer area shall be eligible for membership. Holders of a State of Alaska Business license must hold a voting membership and are not eligible for Associate status. Any entity that is eligible for a voting membership must be a voting member in good standing to be represented at the Chamber or receive any membership benefits.

Section 3. Associate Membership. Any individual who is not required to be a voting member may be an associate member. An associate member is a non-voting member interested in promoting the Greater Palmer area. Any individual who is eligible for Associate Membership must be in good standing and is not eligible to promote any business interest or to receive any membership benefits. Associate members are not entitled to make affiliated business announcements.

Section 4. Honorary Membership.

(a) Any person of distinction living in the field of membership who has rendered, or may be expected to render, a significant service to the Chamber or to the community at large, may be elected by the Board of Directors for honorary membership.

(b) Honorary membership will include the privileges of voting membership.

(c) Honorary members are exempt from the payment of all membership dues.

(d) An honorary membership may be revoked by the voting members' at any meeting called for that purpose upon a seventy-five percent (75%) vote of the members present, or the unanimous vote of the Board of Directors.

Section 5. Vote. Each voting member in good standing shall be entitled to one vote. In order to vote, voting members must be a member in good standing for at least one (1) month prior to voting. Good standing is defined as a current paid membership.

Section 6. Expulsion. Any member may be expelled by seventy-five percent (75%) of the total voting membership entitled to vote after opportunity of hearing for conduct not becoming a member.

ARTICLE IV

Dues

Section 1. Amount. The annual dues shall be determined by the Board of Directors, as they shall agree upon to fairly represent such firms, corporations or partnerships. After the directors have determined and assessed the amount of dues for the voting membership, they shall be presented to the voting membership for ratification.

Membership dues shall be paid annually, in advance for one year from the date membership begins or as otherwise determined by the Board.

ARTICLE V

Directors

Section 1. 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 eleven (11) members, ten (10) of whom shall be elected for a term of three (3) years, and the eleventh (11th) member who shall be the immediate past president and shall be a member of the board. No member of the Board of Directors shall be eligible for reelection after he/she has served for two (2) entire consecutive terms until one (1) year has elapsed from his/her term of successive terms as Director. Upon the election of the

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Board of Directors, they shall meet, qualify and elect from their own members officers of the Chamber of Commerce, consisting of a President, President Elect, Secretary and Treasurer. They may adopt rules and regulations for continuing the business of the Chamber which are not inconsistent with these Bylaws.

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 purposes of the Chamber. The Board of Directors shall have power to transact any and all business and do any and all things that may be lawfully done by an association of like character. The duties of the Board shall begin immediately following its election when it shall meet for organization and election of officers.

Section 3. Vacancies. Any vacancies in the Board of Directors may be filled by the directors for the unexpired term of said Director.

Section 4. Absenteeism. Any director who absents him/herself from the regular Board of Directors' meeting for three successive meetings without notice to the President, or other authorized official of the Chamber, shall automatically forfeit his directorship to said Board and the Directors may elect a new director to fill the unexpired term of said vacancy as is provided in Article V, Section 3.

Section 5. Any directorship may be revoked for good cause at any meeting called for that purpose by the voting membership upon seventy-five percent (75%) of the total voting membership entitled to vote thereat, or by an unanimous vote of the remaining members of the Board of Directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such a place as the Board may designate from time to time to be designated by notice, or such time or times as the Board may determine, but in no event will the Board of Directors meet less frequently than once each month.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or by four (4) Directors, or by twenty-five (25) members of the Chamber.

Section 8. Quorum. A majority of the seated 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 come before the meeting except revocation of directorship as is provided in Article V, Section 5.

Section 9. Qualifications. No person shall be eligible to become or remain a Director of the Chamber who does not hold a voting membership in good standing in the Chamber and shall automatically forfeit his/her directorship to the Board of Directors which may appoint a new Director to fill the vacancy as provided in Article V, Section 3.

ARTICLE VI

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Officers

Section 1. The officers of the Chamber shall be a President, a President Elect, a Secretary and a Treasurer.

Section 2. Election and Term of Office. The officers shall be elected by ballot annually by and from the Board of Directors at its organizational meeting that shall take place during its first regularly scheduled Board meeting held after the annual membership meeting. The term of office of all officers of the Chamber shall be one (1) year, except for the President Elect who will serve two (2) years, one (1) year as President Elect and one (1) year as President but the officers shall hold office until their successors have been duly elected and qualified.

Section 3. The election of all officers shall be by the Board of Directors.

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. He/she shall, subject to the approval of the Board of Directors, appoint all committees and he/she shall be ex-officio member of all committees. He/she shall, at the annual meeting of the chamber and at such other times as he/she may deem proper, commend to membership or Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

Section 5. Absence of the President. In the absence of the President or his/her inability to act, he/she or the Board of Directors shall designate the President Elect to act in his/her stead.

Section 6. President Elect. The President Elect shall discharge such duties as may be assigned to him/her by the President, Board of Directors and/or membership, as are incident to the office of President Elect.

Section 7. Secretary. The Secretary shall insure the maintenance of an accurate record of all proceedings of the Chamber and shall conduct, subject to approval of the Board, all official correspondence, and preserve all books, documents, and communications. Certain or all of the Secretary's duties may be delegated by action of the Board to the Executive Director.

Section 8. Treasurer. The Treasurer shall provide oversight of all funds of the Chamber and shall ensure funds are deposited, invested, and disbursed in accordance with Board policies. The Treasurer shall report to the Board at each regular meeting. The Treasurer shall present a written financial report at the Annual Meeting of the Chamber; and certain or all of the Treasurer's duties may be delegated by action of the Board to the Executive Director. All disbursements shall be made by check which shall have been signed by two (2) signatures as authorized by the Board of Directors.

Section 9. Executive Director. The Directors shall have the authority to appoint an Executive Director. The Executive Director shall be the executive officer of the Chamber. He/she shall conduct, subject to the approval and direction of the Board of Directors, the official correspondence, preserve all books, documents, and communication; keep books of accounts and maintain an accurate record of all the proceedings of the Chamber, Board of Directors, and all

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committees in the proper books provided for that purpose; keep a proper record of all committees and report quarterly to the Directors on the work of all permanent and special committees; publish, mail, and have circulated printed matter calculated to bring to the attention of the proper parties the advantages possessed by Palmer and its environs as a place for homes, manufacturing, agricultural and commercial enterprises; and issue notices of all meetings. Upon discharge from the duties of this office, he/she shall deliver to the Board of Directors all books, papers and documents of the Chamber.

Section 10. Salaried Employees. All salaried employees of the Chamber who handle funds shall furnish bond, acceptable to the Board of Directors, at the expense of the Chamber or as the Board of Directors may direct otherwise. Bond may be waived at the discretion of the Board of Directors and recorded in the minutes of the meeting.

ARTICLE VII

Committees

Section 1. Appointment. The President may appoint such committees as may be needed. All such committees established shall be subject to the approval of the Board of Directors.

Section 2. Authority of Committees. It shall be the function of committees to investigate and make recommendation. They shall make reports to the Board of Directors. No committee shall represent the Chamber in advocacy or oppose any project 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 3. Committee Meetings. Meetings may be scheduled by the chairperson as needed.

ARTICLE VIII

Membership Meetings

Section 1. Annual. The Board of Directors shall provide an annual meeting of the Chamber each year, which shall be no more than 75 days from the end of the prior calendar year, at which time the prior calendar year report of the Chamber's financial standing shall be made to the membership by the Treasurer. Each member of the Chamber shall be given written notice of the annual meeting at least thirty (30) days in advance of the meeting.

Section 2. Special. Special meetings may be called by a majority of the Board or by a majority of members present at any general meeting. Each member of the Chamber shall be given written notice of every special meeting at least fifteen (15) days in advance of the meeting.

Section 3. General. A general meeting maybe called to order at a regular scheduled luncheon to request a special membership meeting.

Section 4. Quorum. Fifteen (15) members who are in good standing as provided in Article III, Section 3 of these Bylaws shall constitute a quorum for the transaction of business at any special

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or general meeting of the Chamber.

Section 5. Limitation of Debate. Every voting member in good standing, as provided in the foregoing section, shall be entitled to speak or vote on any subject brought before the Chamber for consideration at the discretion of the President, President Elect, or Chairperson conducting the meeting. Debate may be limited by the presiding officer.

ARTICLE IX

Funds

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

Section 2. No obligations or expenses shall be incurred and no money shall be appropriated or paid out of the general funds except for current expense, and in no event shall money belonging to the Chamber be expended for other than Chamber of Commerce purposes.

Section 3. No disbursement of funds of the Chamber in excess of five hundred dollars (\$500), or the budgeted amount shall be made unless the same has been authorized by the Board of Directors prior to contracting the indebtedness. All disbursements shall be made by check which shall have been signed by two (2) signatures as authorized by the Board of Directors.

In addition, regardless of the check amount, no person can write a check to him/herself and sign that check. Effectively, no payer (signer on the account) can be the payee on any check. Any authorized signer having a check written payable to him/herself is required to have two (2) different authorized signees place their signatures on the check.

Section 4. 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, from which all fixed 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.

ARTICLE X

Elections

Section 1. The election of the Board of Directors shall be held at the annual meeting of the Chamber.

Section 2. Nominations. The Board of Directors shall appoint three (3) voting members, or alternate voting members, in good standing who are not members of the Board of Directors to serve

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as a nominating committee and it shall prepare a list of at least one (1) voting member for each vacancy to be elected to be placed on the official ticket at least seven (7) days prior to the date set for the election of the Board of Directors.

Section 3. Nominations by the Chamber. The President, President Elect or Chairman for at least one (1) weekly luncheon meeting prior to the date set for election shall ask for nominations from the floor. Any voting member in good standing nominated for office and properly seconded must be put on the official ticket.

Section 4. All nominations of candidates for office shall close at least seven (7) days prior to the date set for election.

Section 5. Voting. All voting shall be by secret ballot at the annual meeting of the Chamber. No proxy voting shall be allowed.

Section 6. Email/Vote If state law permits, an email or mail vote by the board is permitted for emergency/urgent issues.

- (a) Questions may be submitted through the mail (email if each member of the board has email) to all members of the board.
- (b) If a quorum is received, a majority of votes received within 5 days from the date submitted decides the question. Record of the vote will be recorded in the board's minutes. The action must be reported at the next board meeting. This has the same effect as taking a vote at the meeting.

ARTICLE XI

General Bylaw Provisions

Section 1. Salaries. The salaries of the officers and Executive Director 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 on the Chamber in excess of the income of the Chamber without the prior approval of the membership.

Section 3. Fiscal Year. The fiscal year of the Chamber shall be from the first day of January to the 31st day of December.

Section 4. Affiliated Organization. The Board of Directors shall have the power to provide for affiliations of organizations with the Chamber of Commerce in such manner and upon such terms as may be determined; provided, that no such affiliation shall confer upon nonmembers the general privilege of the Chamber.

Section 5. Inspection of Election. The President shall appoint from members in good

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standing, who are not candidates, a committee of three inspectors of elections whose duties shall be to conduct and supervise the election, receive the ballots, and determine the validity of each and count the ballots. The Secretary shall prepare for the inspectors of election a list of all voting members entitled to vote.

Section 6. Auditing. The President may appoint an auditing committee. The Board may approve or change the personnel of this committee. It shall be the duty of the auditing committee to examine the books and accounts of the Treasurer and Secretary at the close of the year's business and report its findings to the Board of Directors and to the Chamber.

Section 7. 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 edition of Roberts' Manual of Parliamentary Rules.

ARTICLE XII Amendments

Section 1. Bylaws. These bylaws may be amended or altered by a majority vote of those present at any general or special meeting of the Chamber, provided notice of the proposed change shall have been mailed by the Secretary to each member not less than fifteen (15) days prior to such meeting.

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