

**AMENDED
BYLAWS OF
THE DUVALL CHAMBER OF COMMERCE**

DATED January 13th, 2022

**ARTICLE I
GENERAL**

Section 1 This organization is incorporated under the laws of the State of Washington and shall be known as The Duvall Chamber of Commerce (the "Chamber").

Section 2 Purpose: The Duvall Chamber of Commerce is organized to advance the general welfare and prosperity of the greater Duvall area business community.

Section 3 Mission: The Duvall Chamber promotes and supports our Member businesses and organizations, creating opportunity, economic growth, and prosperity for the community.

**ARTICLE II
MEMBERSHIP**

The membership of the Duvall Chamber of Commerce shall be divided into "Regular Membership" and "Honorary Membership."

Section 1 Regular Membership: Any person or entity, who resides in or is actively engaged in a business or profession in the greater Duvall area business community, has a business license, if required, and an interest in the objectives of the Chamber shall be eligible to become a "Regular Member" (each, a "Regular Member") upon payment of "Dues". Regular membership must comprise a minimum of 60% of the total membership.

Section 2 Honorary Membership: The Board may, at any regular or special meeting at which a quorum is present, by a two-thirds (2/3) vote, confer honorary membership upon any person who has achieved unusual or extraordinary distinction in public affairs or in the activities of the Chamber. Honorary Members shall have all the privileges of Regular Members, except the right to vote, and shall be exempt from payment of dues.

Section 3 Termination: Any Member may resign from the Chamber upon written request to the Board of Directors or Chamber Administrator. If any Member has failed to pay such Member's dues for a period of ninety (90) days after notice that the same is due, then such Member's membership in the Chamber shall be immediately terminated, effective as of the date of the next following meeting of the Board of Directors, unless the Board, at such meeting, elects to extend the due date for payment of such Member's dues for good cause, upon a two-third (2/3) vote of the Directors present at meeting at which a quorum is present. In addition, any Member may be expelled by a two-third (2/3) vote of the Board of Directors present at a regularly scheduled Board meeting thereof at which a quorum is present for conduct unbecoming a Member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for hearing are afforded the Member complained against.

Section 4 Dues: "Dues" may be established and revised from time to time by a two-thirds (2/3) vote of the Board of Directors represented at a meeting at which a quorum is present.

ARTICLE III

MEETINGS

Section 1 Annual Meeting: The annual meeting of the Chamber shall be held at least once annually, no later than November 30th, with the date, time and place being determined by the Board of Directors. Notice, in accordance with Section 7 of this Article III, stating the place, day, and hour of the annual meeting shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting.

Section 2 Regular Meetings: Regular meetings of the Chamber (which are anticipated to occur monthly) may be called by the President or by a majority of the Board of Directors.

Section 3 Special Meetings: Special meetings of the Members may be called by the President, by a majority of the Board of Directors, or by a majority of the Regular Members then in good standing.

Section 4 Notice of Meetings:

(a) Notice, in the form of a tangible writing or via electronic transmission in accordance with Section 7 of this Article III, stating the place, day, and hour of the annual, or any special, meeting, shall be delivered not less than ten (10), nor more than fifty (50), days before the date of the meeting. In the case of a special meeting, such notice shall include a statement of the purpose or purposes for which the special meeting is called.

(b) Notice of regular meetings shall be made by providing each Member with the adopted schedule of regular meetings for the ensuing year (which will be posted on the Chamber's website) (1) at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and (2) within a reasonable time after being requested by a Member.

(c) If any notice of a Member meeting is provided in a tangible writing, it may be transmitted by U.S. mail. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the Member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice in a tangible medium described in this subsection are effective when received.

Section 5 Board Meetings:

(a) Regular meetings of the Board of Directors may be called by the President or a majority of the Board of Directors. Notice of such regular meetings shall be made by providing each Director with the adopted schedule of regular meetings for the ensuing year (1) at any time not less than ten (10) days prior to the next succeeding regular meeting and (2) within a reasonable time after being requested by a Director.

(b) Special meetings of the Board of Directors or any committee designated by the Board of Directors may be called by the President or by a majority vote of the Board of Directors, or members of the applicable committee, upon not less than five (5) business days' notice. Attendance of a Director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated by the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(c) Our Board Meetings are open to current Board Members and staff. Guests may attend by invitation from the Current Chamber President and Chamber Administrators and will be invited to participate specifically for the agenda item concerning the guest.

Section 6 Quorums: At any duly called meeting of the Chamber membership, ten percent (10%) of the Regular Members shall constitute a quorum. At a meeting of the Board of Directors, a majority of the Directors and Officers present shall constitute a quorum.

Section 7 Agenda, Minutes and Electronic Notices:

(a) Prior to any meeting of the Board of Directors, an agenda must be prepared and distributed to the Directors.

(b) The minutes of all meetings of the Board of Directors shall be prepared by the Secretary or, in the event the Secretary is absent, by staff or one or more appointed Directors. Such minutes shall be distributed to the Directors within ten (10) business days after the meeting.

(c) Email notices to Members and Directors that otherwise comply with these Bylaws are effective only to those Members and Directors who have consented to receive email notices and who have provided a valid email address to which notices shall be transmitted. A Member or Director who has consented to receipt of email notices may revoke the consent by delivering a written revocation to the Chamber. Consent to receive email notices shall be deemed revoked if the Chamber is unable to transmit two consecutive email notices to the Member or Director, and this inability becomes known to the Secretary or other person responsible for giving the notice. The inadvertent failure by the Chamber to treat this inability as a revocation does not invalidate any meeting or other action. The Chamber may provide notice to Members or Directors who have consented to receipt of email notices by posting such notice on an electronic network and delivering to the Member or Director via email a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

Section 8 Voting: In any proceeding in which voting by Members is called for, each Regular Member in good standing and present shall be entitled to cast a vote. In addition, whenever any matters are to be voted on by the Regular Members or the Board of Directors, (i) any stated threshold of approval shall be with respect to the Regular Members or Directors, as applicable, represented in person or by proxy at a meeting at which a quorum is present; and (ii) with respect to any vote by the Regular Members, electronic voting may be permitted in accordance with any policies and procedures established by the Board of Directors from time to time. Members voting electronically are present for all purposes of quorum, count of votes, and percentages of total voting power present.

ARTICLE IV
CHAMBER OFFICERS AND BOARD OF DIRECTORS

Section 1 Composition of the Board: The Board of Directors shall be composed of not less than five (5) or more than fifteen (15) Members in good standing, elected by the Regular Members, which includes the four (4) elected Officers described in Article V. An elected Director's term shall run from January 1 to December 31 for the year in which they were elected to serve.

Section 2 Selection and Election of Directors: The Directors of the Chamber shall be elected by majority vote of the Regular Members. A call for nominations will be forwarded to the membership via US mail, email, or other electronic format along with a listing of all Members eligible for nomination. Nominees submitted by the membership will be contacted to confirm availability to serve as a Director. Election will be facilitated by ballots provided to the membership in accordance with the notice provisions of these Bylaws.

Section 3 Removal, Vacancies: Any Director elected by the Regular Members may be removed, with or without cause, by a two-thirds (2/3) vote of the Regular Members represented in person or by proxy at a meeting of Members at which a quorum is present. In the event any Director fails to attend, either in person or by telephone, three (3) regular meetings of the Board of Directors, or for any other cause, the Board of Directors may, by a majority vote of the Directors represented in person or by proxy at a meeting of Board of Directors at which a quorum is present, elect by a two-thirds (2/3) vote to remove the Board Member for cause. Any vacancy created by the removal or resignation of a Director shall be filled by the Board of Directors and approved by a majority vote of the Board.

Section 4 Action by Unanimous Consent: Any action required or which may be taken at a meeting of the Board of Directors, or a committee thereof, may be taken by means of a unanimous written consent executed by all of the Directors and stating the action so taken; provided that such consent may be executed in counterparts any one or more of which may be delivered via hand delivery, overnight courier, U.S. Mail, electronic transmission, or any other similarly effective means.

Section 5 Cause: Cause for removal of a Board Member is defined as conduct unbecoming a Member or prejudicial to the aims or reputation of the Chamber.

ARTICLE V
DUTIES OF OFFICERS AND DIRECTORS

Section 1 Determination of Officers: Concurrent with the selection and election of the Directors, the Regular Members shall elect from eligible Members a President, Vice President, Secretary and Treasurer. An elected Officer's term shall run for 2 years from January 1 to December 31 of the second year of the term. The terms of the Officers shall be staggered so that only two Officers will be elected at a time. President and Secretary shall be elected to begin their term on even numbered years. Vice President and Treasurer shall be elected to begin their term on odd numbered years.

Section 2 Duties of Officers shall be as follows:

(a) President: The President shall serve as the chief elected Officer of the Chamber and shall preside at all meetings of the membership and Board of Directors. The President shall make annual reports showing the condition of the affairs of the Chamber and may make such recommendations as he or she deems proper and submit them to the Chamber and its Members at the annual meeting. The President shall be an ex-officio Member of all division and committees of the Chamber. The President shall supervise the administrative staff.

(b) Vice President: In the absence of the President, the Vice President shall take his place. The Vice President shall discharge such duties as may be assigned by the President.

(c) Secretary: The Secretary shall keep the minutes of the Board meetings in one or more books provided for that purpose. The Secretary shall see that all notices are given in accordance within the provisions of these bylaws or are required by law. A Chamber Administrator shall keep a registry of the addresses of each Member of the Chamber which shall be furnished to the Chamber Administrator by such Members. Secretary shall coordinate with the Administrator and President in preparing an agenda for all meetings, maintaining files of past board minutes, reports and documents in proper order. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

(d) Treasurer: The Treasurer shall cause to be kept a full and accurate account of receipts and disbursements in books belonging to the Chamber, coordinate with hired tax professionals to prepare annual and/or quarterly reports for the IRS and local taxing authorities and shall render to the President an account of all transactions of the Treasurer and of the financial condition of the Chamber at a minimum of each fiscal quarter, but typically each month.

(e) Expectations of ALL elected Officers and Directors presence: Upon accepting nomination and elected position, all Officers and Directors agree to the expectations of annual presence at:

- 9 of 12 Monthly Member Meetings per calendar year
- 9 of 12 Monthly Board Meetings per calendar year
- 2 City Council Meetings per calendar year and Ribbon Cuttings where able
- Project Lead role in at least one Chamber annual project, and support on others

Section 3 Hired Staff, Employees or Contractors: To the extent consistent with the budget approved by the Regular Members in accordance with Article VI, Section 4, the President shall have the authority to hire such employees and engage such contractors as the President deems reasonably necessary to the effective running of the Chamber in accordance with the goals and policies set by the Board of Directors. All such employees and contractors shall report to the President. The President shall conduct performance reviews and evaluation for each Chamber Administrative Staff member not less than once each year, which will include seeking Board feedback on performance.

Section 4 Removal, Vacancies: Any Officer elected by the Regular Members may be removed, with or without cause, by a two-thirds (2/3) vote of the Regular Members represented in person or by proxy at a meeting of Members at which a quorum is present. In the event any Officer fails to attend, either in person or by telephone, three (3) regular meetings of the Board of Directors, or for any other cause, the Board of Directors may, by a two-thirds (2/3) vote of the Directors represented in person or by proxy at a meeting of Board of Directors at which a quorum is present, elect to remove such Officer from their position. Any vacancy created by the removal or resignation of an Officer shall be filled by the Board of Directors and approved by a majority vote of the Board.

ARTICLE VI

COMMITTEES

Section 1 Appointment and Authority: The Board of Directors shall have the authority to appoint committees and committee chairs as the Board of Directors deems necessary to carry out the goals and policies established by the Board of Directors. Committee appointments shall be at the will and pleasure of the Board of Directors and shall serve a term of not more than one year, unless a different term is approved by the Board of Directors.

Section 2 Limitation of Authority: No action by any Member, committee, division, employee, Director or Officer shall be binding upon or constitute an expression of the policy of the Chamber unless it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3 Nominating Committee: Not more than 90 days nor less than 60 days prior to November 1st of each year, the President shall appoint a Nominating Committee consisting of 3 Members for the purpose of nominating Members to serve as Officers and Directors for the following year.

Section 4 Finance and Budget Committee: A finance and budget committee, composed of not less than three (3) Members, including the Treasurer, President, and one Chamber Administrator, shall be appointed annually by the Board of Directors. The finance and budget committee shall, from time to time, advise the Chamber with respect to the financial position and financial policies of the Chamber and shall suggest ways and means of conserving and increasing revenues of the Chamber. The finance and budget committee shall have the books and accounts of the Treasurer reviewed at the close of the fiscal year and shall report the findings to the Board of Directors.

As soon as possible each year, but no later than November 30th of the prior fiscal year, for the next fiscal year, the finance and budget committee shall propose a budget to the Chamber for the current fiscal year in accordance with this paragraph. A draft of the proposed budget shall be prepared by the Treasurer with the advice of the finance and budget committee for consideration by the Board of Directors. Once prepared, the draft budget shall be delivered to the Board of Directors for consideration not less than five (5) business days prior to the meeting of the Board of Directors at which the draft budget is to be considered. The Treasurer shall make such revisions to the budget as required by the Board of Directors. Once revised and approved by the Board of Directors, the proposed budget shall be deemed the governing appropriation measure of the Chamber (the "Final Budget"); provided that any such Final Budget shall be delivered to the Members within five (5) business days following the date on which such Final Budget was approved by the Board of Directors; and provided further, that the Members may reject any such Final Budget by a two-thirds (2/3) vote of the Regular Members represented in person or by proxy at the next Regular Meeting of the Members following such approval, so long as a quorum is present. If a Final Budget is rejected by the Members, the budget drafting process outlined in this Article shall be repeated. No individual expenditure shall be made by the Chamber (1) except in accordance with the financial policies attached hereto as **Exhibit A** (the "Financial Policies"), as the same may be amended from time to time by the Board of Directors; and (2) in excess of \$250.00 without the consent of a majority of the Board of Directors represented in person or by proxy at a

meeting of Board of Directors at which a quorum is present; provided that an expenditure expressly included in a Final Budget shall be deemed approved by the Board.

From time to time, the approved budget may be amended by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE VII **FISCAL YEAR**

The fiscal year of the Chamber shall end the 31st day of December each year.

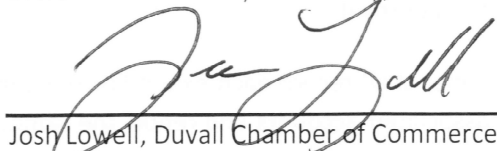
ARTICLE VIII **PARLIAMENTARY PROCEDURE**

The proceedings of the Chamber meetings shall be governed and conducted according to the latest edition of Robert's Rules of Order. The Board of Directors may hold closed sessions for legal and personnel matters.

ARTICLE IX **AMMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, restated or repealed (each, an "Amendment to the Bylaws") by a two-thirds (2/3) vote of the Directors represented in person or by proxy at a meeting of the Board of Directors at which a quorum is present. Amendments to the Bylaws shall be effective immediately upon such adoption; provided that any such Amendment to the Bylaws shall be delivered to the Members within five (5) business days following the date on which such Amendment to the Bylaws was approved by the Board of Directors; and provided further, that the Members may reject any such Amendment to the Bylaws by a two-thirds (2/3) vote of the Regular Members represented in person or by proxy at the next Regular Meeting of the Members following such approval, so long as a quorum is present.

DATED THIS 13th Day of January, 2022



Josh Lowell, Duvall Chamber of Commerce President

EXHIBIT A
FINANCIAL POLICIES

1. Compliance with Budget. No expenditure shall be made by the Chamber if such expenditure is inconsistent with the Final Budget, as such budget may be amended by the Board of Directors from time to time, in accordance with the Bylaws of the Chamber.

2. Approval by Finance and Budget Committee. Prior to making any expenditure, the President's staff shall deliver to the finance and budget committee, a summary of the proposed expenditure setting forth the following: (i) the line item of the approved budget contemplating such expenditure; (ii) the amount uncommitted funds remaining under such line item; and (iii) the amount that will remain under such line item following such expenditure (collectively, an "Expenditure Summary"). No expenditure shall be made unless at least two (2) Members of the finance and budget committee have approved the applicable Expenditure Summary.

3. Debit Card and Electronic Purchases. The Board of Directors shall have the authority to pre-approve certain expenditures, and categories of expenditures, in accordance with the approved budget and these bylaws, and authorize Members and administrative staff to pay such pre-approved expenditures with a debit card, or online banking tools, associated with the Chamber's operating account, all in accordance with the following:

(a) Pre-approval of expenditures and/or categories of expenditures shall be made by the Board of Directors in the form of written in sufficient detail to provide authorized purchasers certainty as to whether a specific expenditure has been pre-approved.

(b) Payable Check Requests and Invoices: Each month, the Chamber Administrator will compile any and all invoices and purchase requests into a document that includes the following: (1) the original amount of the budget line item under which the applicable expenditure is authorized; (2) the amount available under such budget line item; (3) the amount of the expenditure; (4) the amount remaining under such budget line item following the expenditure. The Chamber Administrator will submit that document, along with copies of any invoices, to the Treasurer, at least five (5) business days before the next Board of Director's meeting. The Treasurer and President will review the document at that meeting and approve the expenditures. The Treasurer or designee will then issue payment of all approved invoices within five (5) business days following the approval.

(c) Debit Card Transactions: Each month, the Chamber Administrator will compile any and all Chamber-related debit card purchases into a document that includes the following: (1) the original amount of the budget line item under which the applicable expenditure is authorized; (2) the amount available under such budget line item; (3) the amount of the expenditure; (4) the amount remaining under such budget line item following the expenditure. The Chamber Administrator will submit that document to the Treasurer, at least five (5) business days before the next Board of Director's meeting. The Treasurer and President will review the document at that meeting and review the expenditures and issue retroactive approval.

(d) The Bookkeeper shall record each expenditure, coded to the applicable budget line-item and reconcile all associated accounts and report the same, on a monthly basis, to the Treasurer and designated Chamber Administrator.