

# Wrangell Chamber of Commerce Bylaws

107 Stikine Avenue • P.O. Box 49

Wrangell, Alaska 99929

## ARTICLE I: GENERAL, BOARD OF DIRECTORS AND OFFICERS

**Section 1:** This organization is incorporated under the laws of the State of Alaska and shall be known as the Wrangell Chamber of Commerce.

**Section 2:** The Wrangell Chamber of Commerce's mission is to support and represent our local businesses, members of the community, economic growth, and the City and Borough of Wrangell and their vision.

**Section 3:** At least seven (7) members will comprise the Board of Directors and shall be elected by the General Membership and all additional members of the Board shall be appointed by the President as needed, to be voted upon and approved by the elected board members.

**Section 4:** The Officers of the Board shall be chosen from the elected Board members and approved by a majority vote of the Board.

**Section 5:** The Officers shall consist of a President, Vice President, Secretary and Treasurer. (These officers shall comprise the Executive Committee of the Board of Directors and shall include the immediate past President of the Board of Directors as a *bona fide* member of the Executive Committee with voting privileges).

**Section 6:** The Board of Directors shall conduct a minimum of one (1) meeting per month on a regular schedule. IE: First Friday of each month.

## ARTICLE II: ELECTIONS, NOMINATIONS AND PETITIONS

**Section 1:** The election of the Board of Directors, as stated in Article I, Section 2, shall be held annually and shall be completed by November 15th of each calendar year.

**Section 2:** Board members volunteer as a group to sit on any committee consisting of not less than three (3) members prior to October 1st of each year.

**Section 3:** The board shall nominate Board of Director candidates from the Wrangell Chamber of Commerce general membership in good standing, or an affiliate of the aforementioned membership.

A minimum of at least two or more candidates than there are vacancies on the elected Board shall be nominated.

**Section 4:** The Nominations and Election committee shall be charged with full responsibility of supervising and conducting the election of new members to the Board of Directors.

**Section 5:** The election of the Board of Directors shall be conducted by written and secret ballot sent to each Wrangell Chamber of Commerce member at his/her last recorded address. Ballots must be sent no later than November 1st and shall not be counted as valid unless received at the Wrangell Chamber of Commerce office within fourteen (14) days after delivery. Delivery by e-mail or other electronic method shall constitute delivery for purposes of this section.

**Section 6:** For the purpose of these Bylaws, a member in good standing is defined as a member who is current in all financial investments or requirements due or owing to the Chamber of Commerce and is in compliance with any published policies or guidelines. Additionally, affiliates must come from a member in good standing. If a member is past due, up to three (3) notices will be given. If the member remains past due, they will be removed as a member in good stand and they or their affiliate is no longer eligible to be a board member.

**Section 7:** Every ballot shall contain at least two blank spaces for write-in candidates.

**Section 8:** In the event of a tie, the Board of Directors shall cast the deciding vote by secret ballot but otherwise the number of directors required to be elected shall be elected from those who receive the highest number of votes.

**Section 9:** No member of the Nominations and Elections committee may be a candidate in the election they are conducting.

**Section 10:** A special election may be conducted upon receipt by the Board of Directors of a written petition signed by 20 per cent (20%) of the general membership in good standing, or if requested by at least three members of the Board of Directors. A special election may be called concerning any issue pertinent to Wrangell Chamber of Commerce operations or activities, and must be conducted in the same manner as outlined under Section 5 through Section 9. The Nominations and Elections committee shall hold the election within a reasonable time thereafter and the results shall be promulgated.

**Section 11:** The outcome of any election shall be determined by a simple majority of the valid ballots cast unless otherwise provided in the Articles of Incorporation or these Bylaws.

**Section 12:** Petitions or other requests for Wrangell Chamber of Commerce action must be presented in writing to the Wrangell Chamber of Commerce office, and brought before the Board of Directors for review and consideration.

### **ARTICLE III: BOARD OF DIRECTORS ORGANIZATION AND RESPONSIBILITY**

**Section 1:** The Board of Directors shall manage the Wrangell Chamber of Commerce's business and exercise all of its powers except where the same would conflict with the Articles of Incorporation or these Bylaws.

**Section 2:** At any meetings of the Board of Directors a quorum will consist of five (5) directors.

**Section 3:** Within ten (10) days after the annual election results have been announced, the newly elected Directors and those Directors whose terms will not expire until the end of the ensuing year, shall meet and elect from their membership the officers of the Wrangell Chamber who are to serve during the next year.

**Section 4:** Prior to the end of the calendar year in which elected, the incoming President may appoint additional Directors as may be provided for within these Bylaws, to one (1) year terms subject to the approval of the Board of Directors. Terms for directors so appointed shall begin immediately upon appointment and shall end at the time the results of the next annual election of directors are announced.

**Section 5:** Four (4) elected members of the Board of Directors shall serve for a three (3) year term, Three (3) members shall serve a one (1) year term. It is the intent of these bylaws to provide for staggered terms of the elected members of the Board of Directors. Terms for directors so elected shall begin immediately upon the announcement of the results of the election and shall end with the announcement of the results of the election two years after the current election.

**Section 6:** In the event that an elected position is vacated during a term of office, the President may appoint an individual to fill the remainder of that term, subject to the approval of the Board of Directors as outlined in Article I, Section 2.

**Section 7:** Special meetings of the Board of Directors may be called by the President or the Executive Committee. To call such a meeting there must be a minimum of twenty-four (24) hour advance notice given and provided that a documented attempt is made to notify all members of the Board of Directors. A quorum must be present to conduct any business.

**Section 8:** All members of the Board of Directors are expected to attend all regular meetings conducted by the Board and may be subject to dismissal by the President for non-compliance with approval of a majority vote of the Board. If a board member is absent for more than three (3) meetings unless otherwise arranged for emergency purposes, the board member shall cease to hold office and the position will be declared vacant. The President shall then appoint a new director, subject to the approval of the Board of Directors to serve until the next regular election.

#### **ARTICLE IV: OFFICERS' RESPONSIBILITY**

**Section 1:** The President shall preside at all general and special membership meetings of the Wrangell Chamber of Commerce and at all meetings of the Board of Directors and may at any time make recommendations or suggestions to the membership or the members of the Board of Directors which would tend to promote the objectives and purposes of the Wrangell Chamber of Commerce.

**Section 2:** Appointments to regular committees shall be made by the committee members with solicited approval of the Board of Directors, as may be requested however not required.

**Section 3:** The President shall be an ex-officio member of all Wrangell Chamber of Commerce official committees and organizations.

**Section 4:** The Vice President shall assist the President and assume all authority and responsibilities in the President's absence.

**Section 5:** The Secretary shall be responsible for taking minutes for all Board of Directors meetings, and placing them in final format.

**Section 6:** The Treasurer shall will meet with the executive director once a month to discuss financials, and as such, the Treasurer shall make financial reports at least once a month to the Board of Directors. The Treasurer shall be chairperson of the Finance Committee.

#### **ARTICLE V: AUTHORITY OF THE BOARD OF DIRECTORS**

**Section 1:** Any legal corporation, organization, or association which has been established or created by the Wrangell Chamber of Commerce or is owned or controlled by the Wrangell Chamber of Commerce shall be liable to the Board of Directors for the manner in which its activities are conducted.

**Section 2:** The exercise of any of the rights of ownership over such corporations, organizations, or associations shall be by the Board of Directors on behalf of the general membership of the Wrangell Chamber of Commerce.

## **ARTICLE VI: POLICY**

**Section 1:** Statements of policy may be issued by the Board of Directors at any time for the purpose of establishing guidelines or goals for the Wrangell Chamber of Commerce activities and operations.

**Section 2:** Statements of policy must be in writing and a copy of every statement of policy issued shall be preserved in an accessible manner at the Wrangell Chamber of Commerce office so as to be available to every Wrangell Chamber of Commerce Member who desires to acquaint themselves with the contents.

**Section 3:** All members are required to abide by the policies of the Wrangell Chamber of Commerce and are responsible for full compliance.

## **ARTICLE VII: OPERATING YEAR AND ANNUAL MEETINGS**

**Section 1:** The Wrangell Chamber of Commerce shall perform all business activities based on the calendar year, from January 1st to December 31st of each year.

**Section 2:** The annual meeting of the Wrangell Chamber of Commerce shall be held prior to the end of each year, at a time and place designated by the Board of Directors.

**Section 3:** Notice in writing of each annual meeting shall be sent to each Member of the Wrangell Chamber of Commerce, at their last recorded address, at least ten (10) days in advance of the meeting. Delivery by e-mail or other electronic method shall constitute delivery for purposes of the section.

## **ARTICLE VIII: MEMBERSHIP**

**Section 1:** Any individual person, licensed business, or registered association may apply to become a Member of the Wrangell Chamber of Commerce. Joining members are not required to be a resident of Wrangell Alaska

**Section 2:** The Wrangell Chamber of Commerce fully complies with all legal statutes and regulations regarding discriminatory practices. All applications for Membership are subject to the approval of the Board of Directors

**Section 3:** The written resignation or expulsion of a member in extreme cases shall result in the termination of membership and all rights, title and benefits as that member had enjoyed.

**Section 4:** Any member may appoint full time employees as their official representative to the Wrangell Chamber of Commerce.

#### **ARTICLE IX: MEMBERSHIP BENEFITS, RESPONSIBILITIES and VOTING ASSIGNMENTS**

**Section 1:** All Members in good standing will be provided with access to all media and marketing developments as might be provided through the Wrangell Chamber of Commerce. According to the confines, available configurations, and costs as established within policy guidelines.

**Section 2:** Any renewing Member who has failed to forward annual membership fees within the year will forfeit their membership with the Chamber of Commerce, including all rights and privileges so associated following three (3) notices.

**Section 3:** The Board of Directors shall develop and maintain a Dues Schedule. This Schedule will be reviewed periodically by the Board. Additionally, the board shall discuss renewal dates, what date members must pay dues by, and when notices of non-payment should be given.

**Section 4:** Individuals without business or organization status may belong to the Wrangell Chamber of Commerce for annual dues as provided within the Dues Schedule, and will be entitled to one (1) vote in any valid election.

**Section 5:** A business having one to ten (1-10) actively engaged employees or full time equivalents may belong to the Wrangell Chamber of Commerce for annual dues as provided within the dues schedule, and will be entitled to one (1) vote in any valid election.

#### **ARTICLE X: WRANGELL CHAMBER OF COMMERCE STAFF**

**Section 1:** The Board of Directors shall hire an Executive Director to handle the administration and daily operations of the Wrangell Chamber of Commerce affairs.

**Section 2:** The Executive Director shall be the chief administrative officer of the Wrangell Chamber of Commerce and shall be responsible directly to the Board of Directors and be subject to their authority.

**Section 3:** The Executive Director's major and primary responsibility shall be to assist and advise the Board of Directors and its Officers on the operations, goals, and objectives of the Wrangell Chamber of Commerce.

**Section 4:** The Executive Director's duties shall include the preparation and transmittal of any official correspondence, maintaining the accuracy and availability of all books of account, and the

timely and efficient recordings of the proceedings of the Wrangell Chamber of Commerce and its official committees.

**Section 5:** The Executive Director shall prepare an accurate financial statement and written report of the year's operations and submit to the Board of Directors within thirty (30) days after the close of each calendar year.

**Section 6:** If determined to be necessary by the Board of Directors, the Executive Director shall be bonded in an amount determined to be necessary by the Board of Directors, who shall determine as well whether other Chamber personnel should be bonded with the costs of such bonding to be borne by the Wrangell Chamber of Commerce.

**Section 7:** The Board of Directors may approve the hiring of additional staff if necessary to conduct the business of the Chamber of Commerce, and if financially permitting. Upon approval to do so, the Executive Director has the sole responsibility for hiring and supervising additional staff members with Board approval.

#### **ARTICLE XI: COMMITTEES**

**Section 1:** The Board of Directors shall authorize and define the powers and duties of all committees of the Wrangell Chamber of Commerce except as otherwise limited by the Articles of Incorporation and these Bylaws.

**Section 2:** Board members may volunteer to chair any committee subject to the Board of Directors approval.

**Section 3:** The Board of Directors must be Members in Good Standing of the Wrangell Chamber of Commerce or affiliated with a member in good standing. IE: Employee of a member in good standing. Chairpersons of any committee are encouraged to be part of the Wrangell Chamber of Commerce membership.

**Section 4:** The Chairperson will act as liaison between the committee and the Board of Directors and will be responsible for providing a committee budget, if applicable, and for providing periodic reports as requested by the Board of Directors or as necessary to conduct the business of the committee. The Chairperson will maintain balance of representation in appointing Chamber members to Committees. The Chairperson shall work closely in harmony with the Executive Director for the success and completion of each event or activity that they are responsible for.

#### **ARTICLE XII: DISBURSEMENT OF FUNDS**

**Section 1:** The disbursement of all Wrangell Chamber of Commerce funds shall be authorized on checks bearing the signatures of two board members.

**Section 2:** Checks may be signed by any two of the following:  
The President, Vice President, Secretary and Treasurer, and any other member of the executive committee of the Board of Directors, and other member(s) authorized to do so by the Board of Directors.

**Section 3:** In the event of dissolution of the corporation, any net proceeds from charitable gaming activities shall be distributed to a charitable organization as defined in AS 05.15.690(5) or to another qualified organization authorized to conduct an activity under AS 05.15.

### **ARTICLE XIII: PARLIAMENTARY AUTHORITY AND AMENDMENTS**

**Section 1:** The latest edition of Robert's Rules of Order shall be the governing authority for conducting all meetings of the Wrangell Chamber of Commerce and any of its subsidiary organizations, divisions, or committees.

**Section 2:** Changes or amendments to the Bylaws will require a quorum vote of the current board of directors.

### **ARTICLE XIV: DISSOLUTION CLAUSE**

**Section 1:** The Wrangell Chamber of Commerce may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Active Members (status determined by Membership Committee). Upon dissolution or other termination of The Wrangell Chamber of Commerce, all remaining assets of The Wrangell Chamber of Commerce, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of The Wrangell Chamber of Commerce) as shall be chosen by the then existing Board of Directors of The Wrangell Chamber of Commerce.

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