

**BYLAWS OF  
KELSO LONGVIEW CHAMBER OF COMMERCE**

Amended December 8, 2022

ARTICLE I

PURPOSE

Section 1      NAME

This organization is incorporated as a 501(c)(6) non-profit corporation under the laws of the State of Washington and shall be known as the Kelso Longview Chamber of Commerce. The corporation shall have and maintain in Cowlitz County, a registered office and a registered agent, whose office is identical with the registered office, and may have other offices as the Board of Directors may from time to time determine.

Section 2      PURPOSE

The Kelso Longview Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, business, and civic interests of the Cities of Kelso and Longview and the Lower Columbia Region to promote integrity and good faith among all segments of the community; to encourage just and equitable principles in business; to educate the business community.

Section 3      COMPLIANCE WITH APPLICABLE LAWS

The Kelso Longview Chamber of Commerce shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code. The Chamber of Commerce in its activities shall be non-partisan.

ARTICLE II

MEMBERSHIP

Section 1      ELIGIBILITY

Any person, firm, association, corporation, institution, partnership or foundation interested in the commercial, industrial, business and civic progress of the Cities of Kelso and Longview and the surrounding region shall be eligible to apply for membership. Any person, firm, association, corporation, institution, partnership or foundation, upon becoming a member of the Chamber, may then designate an individual of said firm, association, corporation, institution, partnership or foundation to represent the firm, association, corporation, institution, partnership or foundation in all matters concerning the Chamber, and shall have the right to change its nominee upon written or verbal notice to any member of the Board of Directors or the Chamber CEO.

## Section 2 APPLICATION

Applications for membership shall be in writing, on forms provided for the purpose. The applicant's signature on this form shall be regarded as a guarantee on the part of the applicant of its interest in the purposes of the organization and of his or her intent to adhere to the Chamber's bylaws, rules, and regulations.

## Section 3 INVESTMENT (DUES)

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

## Section 4 TERMINATION

a. Resignation - Any member may resign from the Chamber upon written notice to the Board of Directors.

b. Expulsion (Non-payment of dues) - Any member shall be automatically expelled for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

c. Expulsion (For cause) - Any member may be terminated by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. If the Board of Directors by a two-thirds vote determines that termination is warranted, the member to be terminated shall be given fifteen (15) days notice of the intended termination by first class mail, postage prepaid, addressed to the member at his/her last address shown on the records of the Chamber. The notice shall state the reason for termination and also state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the Chamber office not less than five (5) days before effective date of termination. The Board of Directors shall consider the member's statement, if any, and may order the termination shall not take place, or that it shall take place as stated in the notice to the member.

## Section 5 VOTING

In any proceeding in which voting by members is required, each member shall be entitled to one vote. However, non-voting ex-officio members of the board of directors and any honorary members shall not have voting rights.

## ARTICLE III

### MEETINGS OF GENERAL MEMBERSHIP

#### Section 1      ANNUAL MEETING

The annual meeting of the corporation shall be held each fiscal year in the month of December. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten (10) days before said meeting as provided herein.

#### Section 2      ADDITIONAL MEETINGS

General and Special Membership Meetings - General membership meetings of the Chamber shall be on a schedule to be determined annually by the Board of Directors. A special meeting of the Membership shall be called upon the written request of ten members of the Chamber. Special meetings of the membership may also be called whenever the Board of Directors deems it necessary. Notices of special meetings shall be communicated to each member at least ten (10) days before the meeting and shall state the time, date, place, and purpose(s) of the meeting as provided herein.

#### Section 3      QUORUM

Twenty (20) members with voting rights shall constitute a quorum at any membership meeting of the Chamber. A majority of the votes entitled to be cast by members, whether in person, present by electronic transmission or represented by proxy in the form of a record executed by the member (valid for no more than eleven [11] months from its execution), at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law, the Chamber's Articles of Incorporation or these Bylaws. Once submitted, a member may not revoke his/her/its vote. The results of any vote shall be communicated to the members by the Chamber by mailing, electronic transmission or other medium regularly used by the Chamber to communicate to its members. Any vote submitted to members shall be supervised as in contested elections for the Board of Directors as in Article IV, Section 3e.

#### Section 4      NOTICE

Notice of any meeting of the members shall be given not less than ten (10) and not more than fifty (50) days prior to the meeting by written notice delivered personally, sent by mail or sent electronically pursuant to the Washington Nonprofit Corporation Act, as amended, to each member at his/her or its address as shown by the records of the Chamber. If mailed, the notice shall be deemed to be delivered five days after it is deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given electronically, it shall be deemed to be delivered when the electronic notice is sent. Any member may waive notice of any meeting. The attendance of any member at any meeting shall constitute a waiver of notice of the meeting, except where a 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 need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these Bylaws.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1 POLICY

The Board of Directors is responsible for establishing procedure, directing the Chamber's affairs and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual to be reviewed and revised as necessary. The Board of Directors shall be responsible for the Chamber's property and finances.

#### Section 2 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of (a) up to twelve (12) directors elected from the general membership, (b) the Treasurer, and (c) any officer described in Article V, Sections 1 and 2, if that person's term as a Director has expired; and (d) a representative of the Cowlitz Economic Development Council. In addition, the CEO of the Chamber, the General Counsel of the Chamber, a representative from the city of Kelso, the city of Longview and a Cowlitz County Commissioner shall serve as non-voting ex-officio members of the Board of Directors.

One-third of the directors elected from the general membership shall be elected annually to serve for three (3) years beginning the following January 1. Any member of the Board of Directors elected to a Chamber office shall continue to hold his/her position on the Board until the scheduled completion of his/her three-year term.

Effective January 1 of each year the Cities of Kelso and Longview, the Cowlitz County Commissioners and the Cowlitz Economic Development Council shall each designate a representative to the Chamber of Commerce for the coming year. If the designated representative is unable to attend any meeting, he/she may send a substitute representative.

#### Section 3 ELECTION OF DIRECTORS

a. Nominating Committee - During the month of September, the President of the Board shall appoint not less than three and not more than five members as a Nominating Committee. The President Elect shall serve as Chairperson of the Committee.

Prior to October 1, the Nominating Committee shall present to the President of the Board a slate of candidates as needed to fill the vacancies to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member and must have agreed to accept the responsibility of a directorship. No director may serve more than two consecutive three-year terms without at least one year break in service. However, provided that a director is completing the unexpired term of another director with less than eighteen (18) months remaining in that term, then nothing herein

shall prevent that appointed director from being nominated and elected to two consecutive three-year terms. Should the retiring President of the Board be completing his or her second three-year term as a director, he or she shall remain on the Board for a one-year term as Immediate Past President, after which he or she shall be ineligible for re-election to the Board of Directors without at least one year break in service.

b. Member Notification of Nominations - Upon receipt of the report of the Nominating Committee, the CEO shall communicate to the membership as provided in Article III, Section 4, the names of the persons nominated as candidates for directors and the right of petition as provided in Article IV, Section 3c of these Bylaws.

c. Nominations by Petition - Additional candidates for directors may be nominated by petition bearing the genuine original signatures of at least twenty (20) members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after publication of nominations. The determination of the Nominating Committee as to the legality of the petition shall be final.

d. Judges - In the event of a contested election, the President of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election including the auditing of the ballots. They shall report the results of the election to the Board of Directors. The judges shall (1) determine the existence of a quorum, (2) receive votes or ballots, (3) hear and determine all challenges and questions arising in connection with the right to vote, (4) count and tabulate all votes, (5) determine the results, and (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

e. Election - If a petition or petitions meeting the requirements of Section 2c shall present one or more additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be given to vote only for four candidates. The CEO shall mail the ballot to all active members at least fifteen (15) days before the regular Board meeting. The ballots shall be marked in accordance with the instructions printed on the ballot and returned to the Chamber office no later than five (5) days prior to the Board meeting. The Board of Directors may conduct an election of directors electronically, provided that information submitted to members is comparable to the information sent by mail. If the election is conducted electronically, the Board of Directors shall designate an address, location or system to which the ballot may be electronically transmitted. Members voting by mail or electronic transmission are present for purposes of a quorum, count of votes and percentages of total votes present. The Board of Directors shall at its regular monthly Board meeting, declare the four candidates with the greatest number of votes to be elected.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be considered final for election by the Board of Directors at the regular meeting.

f. Orientation - Orientation for new directors shall be conducted under the guidance of the Executive Committee of the Board of Directors and the CEO as soon as practical after the determination of newly elected directors.

g. Seating - All newly-elected directors shall be seated at the regular first meeting of the Board of Directors in January and shall be participating members thereafter.

h. Absences - A member of the Board of Directors may be removed as a Director for poor attendance. Each Director shall be allowed to miss up to Three (3) meetings per calendar year. Prior to being removed a Director of the Board shall be notified and have an opportunity for a hearing at a regular Board of Directors meeting. A majority vote of Directors present is required to remove a director.

i. Vacancies - Vacancies on the Board of Directors shall be filled by the Executive Committee and approved by the Board of Directors. When a vacancy is filled the director shall hold the position until the expiration of the vacated term and shall be eligible for re-election to a succeeding term.

j. Resignation - Any director may resign, effective immediately or at a later time specified by the director, by a written notice to the President, or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

k. Fees and Compensation - Directors and members of committees shall serve without compensation for their services. This shall not preclude any director from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

l. Indemnification - No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this Chamber, except for acts or omissions that involve intentional misconduct by a director or officer, or a knowing violation of the law by the director or officer, or for any transaction from which the director or officer will personally receive a benefit of money, property or services to which the director or officer is not legally entitled.

No loans shall be made by the corporation to its directors or officers. The directors who vote for or assent to the making of a loan to a director or officer of the corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its directors, former directors, officers and former officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Chamber, except in relation to matters as set forth above.

## Section 4 BOARD MEETINGS

Meetings of the Board of Directors shall be held on a regular schedule to be determined annually by the Board. A special meeting of the Board shall be called upon written application of three (3) members of the Board. Special meetings of the Board and/or executive meetings may also be called whenever the President of the Board or the Executive Committee deems it necessary. Upon motion of any member, the Board of Directors may, by a two-thirds vote of those present, declare itself in executive closed session.

a. Quorum - A majority (more than 50%) of the total number of officers and directors eligible to vote shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such board or committee by means of a conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

b. Notice of meetings - Notice of any meeting of the Board of Directors shall be given at least one day prior to the meeting by written notice delivered personally, sent by mail, sent by telephone or orally, or sent electronically in conformance with the Washington Nonprofit Corporation Act, as amended, to each director at his or her address as shown by the records of the Chamber. If mailed, the notice shall be deemed to be delivered five days after being deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telephone or orally, it shall be deemed delivered when heard by the member or, in the event of a telephonic recording device, such as voicemail, when the message is received by the telephonic recording device. If notice be given electronically, it shall be deemed to be delivered when the electronic notice is sent. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of the meeting, except where a director 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 need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these Bylaws.

c. Action Without a Meeting - Any action which is required to be taken, or which may be taken, at a meeting of the directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote. Such consent may be executed in counterparts.

d. Adjournment - A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment in the same manner as provided in Article IV, Section 4b, above.

## ARTICLE V

### OFFICERS

#### Section 1      ELECTION OF OFFICERS

As soon as practical following the election of new Board members and in any case prior to the January Board meeting, the newly constituted Board of Directors (new and continuing members) shall convene a special meeting to organize for the coming year. At the organizational meeting the Executive Committee shall nominate officers for the next year. Officers to be nominated are: a President of the Board, President Elect and Vice President. The Executive Committee shall also present a nominee for the office of Treasurer who need not be a present incoming or outgoing Director. Other nominations may be made at the organizational meeting by motion and second. The Board shall then elect its officers, unless nominations are made and seconded for opposing candidates at the organizational meeting. All officers shall serve for a term of one year (January 1 through December 31) or until their successors assume the duties of office. Officers, excluding the CEO and Legal Counsel, shall be voting members of the Board of Directors. Vacancies during a fiscal year in any elected office shall be filled by the Executive Committee and approved by the Board of Directors to serve until the expiration of the vacated term. Notwithstanding anything to the contrary, nothing herein shall be deemed to prevent the President of the Board, President Elect and Vice President from serving two one-year terms, and the Treasurer multiple terms in order to provide continuity in leadership, provided that the officers are otherwise nominated and elected as provided herein.

#### Section 2      DUTIES OF OFFICERS

a.      President of the Board - The President of the Board shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The President of the Board shall also appoint Committee Liaison as set forth in Article VI.

b.      President Elect - The President Elect shall exercise the powers and authority and perform the duties of the President of the Board in the absence or disability of the President of the Board. His/her other duties shall include, but not be limited to, policy development and monitoring of needed changes to the Bylaws and Policy and Procedures Manual of the Chamber.

c.      Vice-President - The Vice-President shall exercise the powers and authority and perform the duties of the President of the Board in the absence or disability of the President of the Board and the President Elect. Other duties of the Vice-President shall include, but not be limited to, assisting the President Elect in policy development and monitoring of needed changes to the Bylaws and Policy and Procedures Manual of the Chamber.

d.      Immediate Past President - The Immediate Past President shall serve as a voting member of the Board of directors and as member of the Executive Committee.



e. CEO - The Board of Directors shall employ a CEO who shall be the corporate secretary and the chief administrative and executive officer of the Chamber. The CEO shall serve as secretary of the Board of Directors and the Executive Committee and cause to be prepared notices, agendas, and minutes of meetings of the Board and the Executive Committee. The CEO shall serve as advisor to the President of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber. The CEO shall be a non-voting member of the Board of Directors, the Executive Committee and all committees. The CEO shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors. The CEO shall prepare an annual report of the activities and financial status of the Chamber for presentation at the annual meeting. The CEO shall be responsible for all expenditures within approved budget allocations. The CEO shall be responsible for hiring, discharging, directing and supervising all employment activities, subject to regulation by the Executive Committee.

f. Treasurer - The CEO shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall cause a monthly financial report to be made to the Board and perform other duties as set forth in Article VII, Section 1.

g. Legal Counsel - The Board of Directors shall appoint a General Counsel at a regularly scheduled organizational meeting, who shall serve as legal counsel for the Board and the Chamber of Commerce. The appointed General Counsel will serve as a non-voting ex-officio member of the Board of Directors and the Executive Committee.

### Section 3 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President of the Board, President Elect, Vice President, Immediate Past President (as are authorized by the Board of Directors), Treasurer, Legal Counsel and CEO. A majority (more than 50%) of the voting members of Executive Committee shall constitute a quorum. The Executive Committee shall transact all routine business of the Chamber; shall act for the Board of Directors in the interim between its meetings; and shall have authority to order disbursements for the budgeted expenses of the organization and audit the same for payment or delegate such responsibility to the CEO. The Executive Committee shall set the salaries of the appointive employees of the Chamber for approval by the Board of Directors, including that of the CEO. It shall submit reports of its actions or minutes of its proceedings to the Board of Directors for confirmation. It shall supervise the collection of outstanding accounts. It shall be the duty of the Executive Committee to analyze the proposed annual budget and submit such budget to the Board of Directors with its recommendations.

### Section 4 VACANCIES

Vacancies among the officers shall be filled by the Executive Committee and approved by the Board of Directors. An officer appointed to fill a vacancy shall hold the office until the expiration of the vacated term.

An officer may be removed from office for poor attendance or for violation of the Article of Incorporation or the Bylaws of the Chamber. Prior to being removed an officer shall have an opportunity

for a hearing at a regular Board of Directors meeting. A majority of the directors is required to remove an officer.

## ARTICLE VI

### COMMITTEES AND SUBSIDIARY AGENCIES

#### Section 1 APPOINTMENT AND AUTHORITY

With the approval of the Board of Directors and in consultation with the President Elect, Vice-President and CEO, the President of the Board shall create such committees and appoint from among the members of the Board of Directors such Committee Liaison as deemed necessary to carry out the programmatic objectives of the Chamber pursuant to its mission and vision for the communities of Longview/Kelso and beyond. Each Committee Liaison, in consultation with the President of the Board and CEO, shall appoint the chairperson of the committee(s) under the Committee Liaison's jurisdiction as deemed necessary to carry out the work of the Committee. Committee Liaison shall serve for a term of two years and may be reappointed if the Committee Liaison is still a member of the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. Membership on any committee shall be open to all Chamber members. The members present at any committee meeting shall constitute a quorum for that meeting.

Committee meetings may be called at any time by the President of the Board, the respective Committee Liaison, or by the committee's chairperson. All committees shall meet at least four times each year or be reviewed for elimination or other changes.

The President of the Board, when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees, shall discharge said committees.

#### Section 2 LIMITATION OF AUTHORITY

No action or resolution by any member, Committee Liaison, committee, employee, Director, or officer shall be binding upon, or constitute an expression of the policy or position of, the Chamber until it shall have been approved or ratified by the Board of Directors.

#### Section 3 SUBSIDIARY AGENCIES

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by any bureaus, departments, councils or subsidiary corporations having bearing upon or expressive of the Chamber policies, unless approved by the Board of Directors.

Section 4 FUNDS

Money raising or self-funding events planned during the year by committees, councils or subsidiary agency must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Such fund balances are treated as restricted or unrestricted assets of the Chamber and are not the property of individual committees.

ARTICLE VII

FINANCES

Section 1 BUDGET AND FINANCE

The Treasurer shall, in consultation with the CEO, prepare a budget of estimated income and expenditures and submit it to the Executive Committee for review and recommendation. The Board of Directors shall approve the final budget proposal.

The Treasurer shall also report to the Board of Directors with respect to the financial condition and financial policies of the Chamber.

Section 2 FUNDS

All money paid to the Chamber shall be placed in such funds as shall be established by the Executive Committee with the approval of the Board of Directors. The Board of Directors may accept on behalf of the Chamber any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Chamber.

Section 3 DISBURSEMENTS

Upon approval of the budget, the CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

No other disbursements of the funds of the Chamber shall be made unless they shall have been approved and ordered by the Executive Committee or Board of Directors. All disbursements shall be made by check. All checks shall be signed by two of the following: the CEO, President of the Board, President Elect, Immediate Past President and Treasurer.

No committee, council or subsidiary agency may exceed its appropriation without prior consent of the Executive Committee.

Section 4 FISCAL YEAR

The fiscal year of the Chamber shall be from January 1 to December 31 of each year.

Section 5 AUDITS AND REVIEWS

The Treasurer shall review the accounts of the Chamber annually as soon as practical after the close of the fiscal year but not to exceed sixty (60) days. The review shall at all times be available to members of the organization within the offices of the Chamber. An audit may be required when the CEO or the Bookkeeper leaves his/her position at the Chamber or at such other times as the Board of Directors may elect.

Section 6 BONDING

The CEO, and such other officers and staff as the Board of Directors may designate, may be required to be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 7 MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS AND OTHER CHAMBER RECORDS

A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, a list of members (including names and addresses), and a list of officers' and directors' names and addresses shall be maintained in the office of the Chamber and shall be open to inspection by any member at all reasonable times during office hours.

The Chamber's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the Office of the Chamber. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

Cost of inspecting or copying shall be borne by such member except for costs for copies of Articles of Incorporation or Bylaws. Use or sale of members' lists by such member if obtained by inspection is prohibited.

ARTICLE VIII

DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of 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 (as defined in IRS Section

501(c)(3)) to be selected by the Board of Directors.

## ARTICLE IX

### CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, CEO of the Chamber of Commerce, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Chamber of Commerce and such authority may be general or confined to specific circumstances. Contracts authorized by the Board of Directors shall be signed by any member of the Executive Committee and the CEO to be binding upon the Chamber.

## ARTICLE X

### PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

## ARTICLE XI

### CORPORATE SEAL

The Chamber of Commerce shall have a corporate seal of such design as may be adopted by the Board of Directors.

## ARTICLE XII

### AMENDMENTS

These Bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Board of Directors, provided that the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to members of the Board in writing, whether mailed, faxed or electronically transmitted, at least five (5) days in advance of the meeting at which they are to be acted upon.