

October 1985  
Revised April 1998  
Revised April 2002  
Revised May 2015  
Revised February 2025

COLVILLE CHAMBER OF  
COMMERCE

Colville, Washington

ARTICLE I  
NAME AND LOCATION

SECTION 1: Name. This organization is incorporated under the Laws of the State of Washington as a non-profit corporation and shall be known as the COLVILLE CHAMBER OF COMMERCE.

SECTION 2: Location. The office(s) of the Colville Chamber of Commerce shall be located in the city of Colville and shall conduct its affairs within the trade area served by the business community of Colville.

ARTICLE II  
PURPOSE

Section 1: Purpose. The Colville Chamber of Commerce is organized to achieve the objectives of:

- A. **PRESERVING** the local business economy by communicating:
  - (1) a better understanding and appreciation of the importance of the local business owners and a concern for their problems.
  - (2) a greater appreciation of the value and importance of supporting local business.
- B. **PROMOTING** business and community growth and development by:
  - (1) promoting economic programs designed to strengthen and expand the income potential of the trade area.
  - (2) promoting programs of a civic, social and cultural nature designed to assist in increasing the functional and aesthetic values of the community.
- C. **PROVIDING** the local Visitors& Information Center for the community and region by
  - (1) providing resources to visitors and locals about the region through brochures, direct mailings of tourism, student, and/or relocation packets, social media posts, answering phone calls, and website information.

ARTICLE III

LIMITATION OF METHODS

SECTION 1: Limitation. The Colville Chamber of Commerce shall be non-partisan and non-sectarian, and shall take no part, directly or indirectly, in the nomination, election or appointment of any officer in the city, county, state or nation.

ARTICLE IV

MEMBERSHIP

SECTION 1: Eligibility. All reputable individuals, firms, corporations or associations interested in the general welfare of Colville shall be eligible for membership by:

- A. Paying the membership fee as determined by the Board of Directors.
- B. Agreeing to comply with and be bound by the Articles of Incorporation and these By-Laws and any amendments thereto, and such rules and regulations as may from time to time be adopted by the Board of Directors.

SECTION 2: Dues. Membership dues shall be at such rate or rates, schedules or formulas as may be prescribed by the Board of Directors, payable annually.

SECTION 3: Vote. Each person or organization holding membership shall be entitled to one vote.

SECTION 4: Honorary Memberships. Honorary memberships may be conferred by the Board of Directors by two-thirds (2/3) vote of the Board present at a regular or specially called meeting, to distinguished persons in recognition of notable service to the City of Colville, or its trade area, or by service to the corporation.

SECTION 5: Expulsion. Any member may be expelled from the Chamber of Commerce by resolution passed by two-thirds (2/3) of the entire Board of Directors at any meeting called for this purpose. Such member shall be notified in advance of the intention of the board to consider expulsion and shall be given the opportunity of a hearing before the Board. The member shall not be represented by professional counsel at such a hearing.

ARTICLE V

MEMBERSHIP- MEETINGS

SECTION 1: Annual Meeting. The annual meeting of the members shall be held on a date fixed by the Board of Directors during the last month (May) of the fiscal year, or during the first month (June) of the fiscal year and said meeting shall be held in the City of Colville, Washington, and notice of such meeting shall be given to each member at least ten (10) days before the date of the meeting.

SECTION 2: Special Meetings. Special meetings of the members may be called by at least two (2) Directors or upon request signed by at least ten (10) percent of all members, and it shall thereupon be the duty of the Board of Directors to cause notice of such meeting to be given hereinafter provided.

SECTION 3: Notice of Member Meetings. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days nor more than twenty (20) days before the date of the meeting, either personally or by mail, by or at the direction of the Manager or by the persons calling the meeting, to each member. The failure of any member to receive notice of an annual meeting or special notice of the meeting shall not invalidate any action that may be taken by the members of such meeting.

Regular meetings of members are set by the Board of Directors, and no notice is required.

SECTION 4: Quorum. Fifteen (15) percent of the total membership of the corporation present at a meeting shall constitute a quorum for the transaction of business at all meetings of the members. If less than a quorum is present at a meeting the majority of those present at the meeting may adjourn the meeting from the time without further notice.

SECTION 5: Voting. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present all questions shall be decided by a vote of a majority of the members voting thereon.

SECTION 6: Order of Business. The order of business at the meetings of the members so far as possible, shall be essentially as follows:

- A. Meeting called to order.
- B. Introduction of Guests.
- C. Announcements.
- D. Reading of unapproved minutes of previous meetings of the members and the taking of the necessary action thereon.
- E. Presentation and consideration of, and acting upon, bills, monthly financial report and correspondence.
- F. Reports of Officers, Executive Committee, Directors, Manager and committees.
- G. Unfinished Business.
- H. New Business.
- I. Discussion.
- J. Adjournments.

SECTION 7: Action. No action shall be taken at any regular or special meeting of the membership upon any matter that has not been previously considered and acted upon by the Board of Directors, and if the Board of Directors shall fail to submit any question to the members, a majority of the members shall have the power to bring the question before the members at the next regular meeting following the meeting of the Board of Directors.

ARTICLE VI  
NOMINATION AND ELECTIONS

SECTION 1: Board Number. The government of this organization shall be vested in the Board of Directors numbering between eight (8) and twelve (12).

ARTICLE VII  
GOVERNMENT

SECTION 1: General Powers. The business and affairs of the corporation shall be managed by a Board of Directors consisting of eight (8) to twelve (12) members, which shall include President, the first Vice- President and the second Vice-President, and the said Board of Directors shall exercise all of the powers of the corporation, except such as are by law or by the Articles of Incorporation or by these by-laws conferred upon or reserved to the members. The President and two (2) Vice-Presidents, by virtue of their responsibility, shall also be members of the Executive Committee.

SECTION 2: Rules and Regulations: The Board of Directors shall have power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation of the corporation or these by-laws, as it may deem advisable for the management, administration and regulation of the business and affairs of the corporation and shall keep a statement of current policy attached to these by-laws.

SECTION 3: Quorum. A majority of the current number of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 4: New Board of Directors Members. Immediately after the election of officers and the appointment of committee chairmen for the ensuing year, the President shall cause to be distributed to all directors, officers and committee chairmen and orientation packet consisting of, among other things, the following: an organization packet, statement of the by-laws, and statement of the policies and procedures of the Colville Chamber of Commerce, statement of the duties of the officers, Board and committee chairmen, the current year's operation budget and such matters as the President deems advisable for a thorough orientation. All recipients of the of the orientation packet shall be instructed to study the

material therein with a view to participating in the orientation meeting of the Board, which meeting shall be joint meeting of the Board, officers and committee chairmen during the first month following the annual election. Said meeting will be devoted to the orientation of new and old Directors, officers and committee chairmen and shall provide for discussion of the material contained in the orientation packet and such additional material as the President considers desirable, together with provision for questions concerning any Chamber of Commerce matters by any person participating in said meeting.

SECTION 5: Removal of Directors and Officers. Any board of directors may bring charges against an officer or director by filing them in writing with the President, together with a petition signed by a super majority (2/3) of the board, requesting the removal of the officer or director in question. The removal shall be acted upon at the next regular or special meeting of the members, and any vacancy created by such removal may be filled by such directors at the meeting. The director or officer against whom such charges have been brought shall be informed in writing the charges previous to the meeting, and the persons or person bringing the charges against him shall have the same opportunity.

SECTION 6: Indemnification. The Chamber of Commerce shall indemnify every director, or officer, or former director or officer of the Colville Chamber of Commerce, against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a part by reason of being or having been such a director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable of negligence or misconduct in the performance of duty to the corporation. The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled.

## ARTICLE VIII OFFICER – BOARD

SECTION 1: Officers. At the annual retreat held in the spring, and no later than April 30, the election of the 2nd Vice-President will take place, by simple majority, from the active board members. This starts a 4-year commitment, with the officer progression as follows: 2nd Vice-President, 1st Vice- President to President to immediate past President.

SECTION 2: Meetings. The Board of Directors shall meet regularly once every month and may hold special meetings on the call of the President or at the request of three (3) members of the Board. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given to all members of the Board by the President or by those calling such a meeting either in writing or by phone.

SECTION 3: Absence. Absence from three (3) consecutive meetings of the Board of Directors without presenting in advance valid excuse to the president and Manager

shall be construed as a resignation.

SECTION 4: Vacancies. Subject to the provisions of these by-laws with respect to the removal of directors, vacancies occurring in the Board of Directors shall be filled by a majority of the vote of the remaining directors at the next Board meeting following the creation of the vacancy, until the next annual meeting of the members or until their successors shall have been elected and shall have qualified.

SECTION 5: President's Duties. The President shall preside at all meetings of the Board of Directors and shall have the following duties, responsibilities and powers, together with all others necessary of beneficial in the discharge thereof:

- A. Overall supervision of the Board affairs.
- B. Preside at all meetings of the Board of Directors and the meetings of the Executive Committee.
- C. Provide leadership to the Board of Directors and its committees in formulating, developing and evaluating corporate policies and goals.
- D. Appoint members of the Board as chairmen of all standing committees in consultation with and subject to approval of the Board, except as otherwise provided herein.

SECTION 6: First Vice-President's Duties. The duties, responsibilities and power of the first Vice- President shall include the following:

- A. Act as President in the absence or disability of the President.
- B. Perform such other duties as assigned by the President or Board.
- C. Assist the President in selecting and in the supervision of those committees which come under the category of Internal Chamber Affairs.

SECTION 7: Second Vice-President's Duties. The duties, responsibilities and the power of the second Vice-President shall include the following:

- A. Act as President in the absence or disability of the President or first Vice-President.
- B. Perform such other duties as assigned by the President or Board.
- C. Assist the President in selecting and in the supervision of those committees which come under the category of External Chamber Affairs.

SECTION 8: Executive Committee. The members of the executive committee shall include, the President, the second Vice-President, the first Vice-President and the immediate Past President. The Manager(s) shall be a non-voting member of the Executive Committee.

- A. General Responsibility. The Executive Committee shall possess and exercise decision making power only within the precepts of the existing policy and procedure and shall attempt to limit itself to decisions on a day-to-day business nature. It shall report its observations, reactions or actions at the next meeting of the full Board of Directors for its approval or rejection.
- B. Specific Responsibility. The members of the Executive Committee separately and collectively will serve as a motivating force for the productive activity of the Chamber. They will serve as members of the councils within their area of

responsibility, and, as such, will confer with the administration branch of the Chamber all the phases of motivation and encouragement required for productive effort.

- C. Meetings. The Executive Committee may meet each week that the full Board does not meet and may hold special meetings at the call of the President.

SECTION 9: Office Manager. and Detailed functions of this position are outlined in the Colville Chamber of Commerce office manager job description.

- A. Accountability. The Office Manager is directly accountable to the President.
- B. Responsibility.
- (1) Serve as administrator of Chamber activities and property under the guidelines and policies established by the Board of Directors.
  - (2) Serves as the primary individual in implementing and carrying out the overall Chamber action plan
  - (3) to assist in fund raising efforts at the direction of the Board of Directors in order to attain the goals of this plan
  - (4) To maintain and enhance the membership and professionalism of the Colville Chamber of Commerce.
  - (5) To act as the primary contact person for visitors to the City of Colville. Serve as an "information source" to visitors and new members in our community.

## ARTICLE IX COMMITTEES

SECTION 1: Appointment. All standing or special committees of the Chamber shall be appointed by the President or an appointed representative subject to the approval of the Board of Directors.

SECTION 2: Reports. Reports of committees shall be made on a regular basis to the Board of Directors in writing or in person by the committee chairperson. No committee shall make public formal action on a new program or make public any resolution or in any way commit the Chamber on a question of policy of the Chamber without first having received the approval of the Board of Directors.

SECTION 3: Limitations. Committees shall be empowered to develop and conduct programs compatible with their objectives within the limits of their appropriations. May complete the work using the budget outlined annually.

SECTION 4: Termination. Committees shall be discharged by the President or an appointed representative when their work has been completed and their reports have been accepted or when in the opinion of the Board of Directors it is deemed wise to discontinue the activity on which the committee has been engaged.

ARTICLE X  
PROPERTY - FUNDS

SECTION 1: Property. The Board of Directors shall have the power to purchase, hold, sell, lease, mortgage, or exchange real estate or personal property required for the conducting of the affairs of the Chamber of Commerce.

SECTION 2: Financial Obligations. The Board of Directors shall have power to authorize the soliciting of funds, to incur debt, borrow money and to pledge the credit of the organization in order to expedite or finance activities designed to carry out the purpose of the Chamber of Commerce.

SECTION 3: General Monies. The receipts from the membership dues and from any other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the organization.

SECTION 4: Budget. As soon as possible after the annual organization of the Board of Directors, each committee chairperson shall submit a request to the Board of Directors for the funds needed for its operation the coming year. The estimate shall be itemized. It shall be the duty of the Board of Directors to prepare annually a budget of the proposed expenditures for the year, and no committee of the Chamber of Commerce may contract for expenditures in excess of the sum appropriated for its use by such budget except with the knowledge and consent of the Board of Directors.

SECTION 5: Special Funding. The Board of Directors may at its discretion transfer money from the general fund to any special fund and may from time to time make such alterations in its adopted budget as it may see fit.

SECTION 6: Audit. The executive Committee shall present to the Board of Directors an internal audit of the books of the corporation to be made at least once each year, and that such reports shall be submitted in April of each year.

ARTICLE XI  
REFERENDUM

SECTION 1: Referendum. The Board of Directors may from time to time, as its discretion, submit by referendum to the entire membership of the Chamber of Commerce questions of general interest and of special importance.

ARTICLE XII  
AMENDMENTS-REVISIONS

SECTION 1: Revisions. These by-laws may be revised and amended by majority vote of the members present at any regular meeting of the membership or any special meeting of the membership called for that purpose, provided notice of such intention is mailed at least seven

(7) days prior to the meeting and provided also that said proposed amendments have been submitted and approved by the Board of Directors prior to said meeting of the membership.

ARTICLE XIII  
FISCAL YEAR

SECTION 1: Fiscal Year. The fiscal year shall be June 1 to May 31.

ARTICLE XIV  
PARLIMENTAY PROCEDURE

SECTION 1: Proceeding. The proceedings of the meetings of the Chamber membership, board and committees shall be governed by and conducted in accordance to the latest edition of Robert's Rules of Order.

I hereby certify that the foregoing amendments and revisions of the Colville Chamber of Commerce were approved by the Board of Directors on October 8, 1985 and presented in writing to the membership on October 22, 1985 and unanimously approved by the membership on October 29, 1985.

Gene Cada  
President, Colville Chamber of Commerce

I hereby certify that the foregoing amendments and revisions of the Colville Chamber of Commerce were approved by the Board of Directors on May 21, 1997.

Rick Cole  
President, Colville Chamber of Commerce

I hereby certify that the foregoing amendments and revisions of the Colville Chamber of Commerce were approved by the Board of Directors on April 17, 2002.

Mike Hansen  
President, Colville Chamber of Commerce

I hereby certify that the foregoing amendments and revisions of the Colville Chamber of Commerce were approved by the Board of Directors on May 26, 2015.

Jim Davis  
President, Colville Chamber of Commerce