

THE GREATER WASILLA CHAMBER OF COMMERCE, INC. BYLAWS

ARTICLE I NAME AND PURPOSE

SECTION 1: NAME. This organization is incorporated under the laws of the State of Alaska and shall be known as the Greater Wasilla Chamber of Commerce, Inc. ('GWCC' or 'the Chamber').

SECTION 2: PURPOSE. In conformance with its Articles of Incorporation, as amended, the Greater Wasilla Chamber of Commerce, Inc. is organized to advance the general welfare and prosperity of the Wasilla community and its environs so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

SECTION 3: LIMITATION OF METHODS

- a) The Greater Wasilla Chamber of Commerce, Inc. shall observe all local, state and federal laws which apply to a non-profit corporation as defined in section 501(c)(6) of the Internal Revenue Code, as amended from time to time.
- b) All active Directors, Executives, Committee Members, and Staff of the Greater Wasilla chamber of Commerce shall sign a confidentiality agreement.
- c) No officer, board member or committee member shall make public any formal action, or make public any resolution, or in any way commit the Chamber to a question of policy without first receiving formal approval of the Board of Directors. The Board may designate a spokesperson as ratified by the Board of Directors.
- d) The Greater Wasilla Chamber of Commerce, Inc. shall be nonpartisan and nonsectarian and shall take no part in, or loan its influence to election or appointment of any candidate for office in the city, borough, state, federal government or any other political subdivision office. The Greater Wasilla Chamber of Commerce may endorse legislation or initiatives which support the purpose and mission of the Chamber and the greater good of the Wasilla business community.

ARTICLE II MEMBERSHIP

SECTION 1: ELIGIBILITY. Any legal business firm, individual, association, corporation, partnership or estate having an interest in the above purpose shall be eligible to apply for membership 'Legal' is defined as 'licensed by city, borough or state law to conduct such business.' . Membership classification, if any, may from time to time be prescribed by the Board of Directors.

SECTION 2: MEMBERSHIP APPLICATION. Applications for membership shall be submitted online or in writing, on forms provided for that purpose.

SECTION 3: DUES. Membership dues shall be at such rates, schedule or formula as may be established by the Board of Directors.

SECTION 4: TERMINATION

a) Any member may resign from the Chamber upon notification to the Board of Directors.

b) All membership dues and fees are non-refundable.

SECTION 5: VOTING PRIVILEGES OF MEMBERS. Members of the Chamber in good standing are entitled to one vote per election. Any firm, association, corporation, partnership or estate holding membership may appoint one voting delegate and one alternate voting delegate.

ARTICLE III MEETINGS

SECTION 1: ANNUAL MEETING. The annual meeting of the Chamber association shall be held in ~~January~~ the 1st quarter of each year or at such other time and place as determined by the Board of Directors.

SECTION 2: ADDITIONAL MEETINGS. General meetings of the Chamber of Commerce may be called by the ~~president~~ Board Chairperson at any time, or upon petition in writing of 10% of the members in good standing;

a) Board meetings may be called by the ~~president~~ Chairperson or by a quorum of the Board of Directors at any time, with a preference toward meeting at least once a month.

b) Committee meetings may be called at any time by the ~~president~~ Chairperson, vice ~~president~~ Chairperson, or by the committee's chairperson.

c) Notice of any general membership, special, Board of Directors, annual, or committee meeting shall be given as prescribed by Article III, Section 4: NOTICES.

SECTION 3: QUORUMS. At any duly called general meeting of the Chamber, 10% of the members shall constitute a quorum; at meetings of the Board of Directors, 50% plus one (1) of directors shall be present to constitute a quorum of the Board of Directors.

SECTION 4: NOTICES.

a) Written or printed notice stating the place, date and hour of all membership meetings shall be delivered by a generally accepted communication method no less than two (2) nor more than forty (40) days before the day of the meeting.

b) In the case of a special meeting, the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered no less than two (2) nor more than forty (40) days before the day of the meeting.

c) In the case of the annual meeting, the place, date and hour of the meeting shall be delivered by a generally accepted means of communication no less than ten (10) and no more than (40) days before the day of the meeting.

d) Notice of all meetings of the Board of Directors shall be given by a generally accepted communication method to the directors at least two (2) days prior to the date of the meeting. With waiver of notice requirements as set forth in these ByLaws by all voting members of the Board of Directors, the two (2) day notice requirement may be abandoned in the event of an emergency meeting.

e) Notice of all committee meetings shall be given to all committee members at least two (2) days prior to the day of the meeting.

SECTION 5: ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken by the board of directors, may be taken without a meeting if a quorum of the members of the board shall collectively consent in writing, in person, or by electronic means to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as an in session vote of such directors.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION 1: MANAGEMENT AND CONTROL. The business, finances, property and affairs of the GWCC shall be managed by its Board, through the ~~Executive Director~~Chief Executive Officer.

SECTION 2: COMPOSITION OF THE BOARD. The Board shall consist of nine (9) voting directors who shall be elected by the Chamber’s general membership, as well as any Board

appointed non-voting ex-officio positions at the sole discretion of the Board of Directors.

SECTION 3: QUALIFICATION. A director must be an active member or representative of an active corporate member, current in payment of Chamber dues, and shall possess attributes, experience or expertise beneficial to the Chamber's mission. No more than one (1) employee of a member corporation may serve at any time on the Board.

SECTION 4: TERM.

a) A director may not serve more than two (2) consecutive terms, ~~not~~ including partial terms.

b) If at the end of his/her service as Board ~~President~~Chairperson his/her term as a Board member has not expired, he/she may continue as a voting board member until his/her term on the Board has expired.

c) In the event the ~~President~~Chairperson's term on the Board expires at the end of their term as ~~President~~Chairperson he/she may remain on the Board for one year as an ex-officio member (Past ~~President~~Chairperson) without voting right.

SECTION 5: ELECTION & STAGGERED SERVICE. Directors serving on the Board are elected by the membership of the Chamber pursuant to Article 4, Section 2 of these Bylaws, and the results announced at its annual meeting.

a) To ensure continuity of knowledge and experience, the Board shall be divided into three groups of three Directors each that will serve staggered three year terms (year being January to December). ~~These groupings shall be decided by individual agreement of Board Members at the first regular meeting held after the election.~~

b) ~~Thereafter, a~~ A nominating committee appointed by the Board ~~nominating committee of the Board~~ shall nominate at least one person for each vacancy to be filled at the election, and such nominations shall be conveyed to the general Chamber membership. Any member who is qualified under Article IV, Section 7, "Qualification", of these Bylaws may submit an application to be nominated for the Board and shall provide such information on the application form as may be determined by the nominating committee to be relevant to the selection of candidates.

c) For each vacancy, the Nominating Committee, in its discretion, may nominate one or more qualified members who have submitted applications or it may nominate one or more other qualified members who the Nominating Committee concludes would be suitable to serve on the Board.

d) In the event of a change to the composition of the Board, the Board of Directors may appoint a person to serve up to a two (2) year appointment to fit the requirements of staggered service.

SECTION 6: UNEXPIRED TERM & REMOVAL

- a) The board shall appoint a person to fill a vacancy on the board of directors and the appointee shall serve until the next annual membership meeting, at which time the membership shall elect a director to complete the remainder of the unexpired term. A vacancy occurs upon the death, resignation or removal of any Director.
- b) The appointed term shall count toward the Directors term limit, except when appointment is within the final 11 months of the previous directors term, in which case the appointee may run for a new three year term and the appointed term will not count toward their term limit.
- c) A director may be removed, with or without cause, by a unanimous vote of the remaining board of directors.

~~SECTION 7: SELECTION AND ELECTION OF DIRECTORS~~

- ~~a) Nominating Committee. At the regular August board meeting, the presidentChairperson shall appoint subject to approval by the Board of Directors, a nominating committee consisting of two (2) members from the Board of Directors, and two (2) from the membership at large.~~
- ~~b) At the September board meeting, the nominating committee shall present to the Board of Directors a slate of candidates to serve three year terms, to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. If a board member has served two (2) successive elected terms, a period of one (1) year must elapse before election eligibility is restored.~~
- ~~c) Publicity of Nomination. Upon receipt of the report of the nominating committee, the Executive DirectorChief Executive Officer shall notify the membership of the names of persons nominated as candidates for directors at the next general membership meeting.~~
- ~~d) Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 5% of the qualified members of the Chamber. Such petition shall be filed with the nominating committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.~~
- ~~e) Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared nominated by the Board of Directors at their regular October board meeting.~~
- ~~f) If a legal petition shall present additional candidates it will be included with the names of all other candidates and shall be arranged on a ballot in alphabetical order.~~

~~Instructions will be to vote for no more than one candidate per vacant seat. The Executive Director/Chief Executive Officer shall deliver by postal mail or commonly accepted electronic delivery, the ballot or a notice of the location and process for online voting, to all active members at least 15 days before the regular November board meeting.~~

~~g) The ballots shall be cast in person at the annual membership meeting or by 5 pm the day prior to the annual membership meeting by other methods made available by the Board of Directors. The Board of Directors shall at the annual meeting declare the candidates with the greatest number of votes elected to fill the vacant seats.~~

~~h) Judges. The president/Chairperson 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 ballots. They shall report the results of the election to the Board of Directors.~~

SECTION 87: SEATING OF NEW DIRECTORS. All newly elected board members shall be seated at the next regular board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the fiscal year.

SECTION 98: VACANCIES. A member of the Board of Directors who shall be absent from three (3) consecutive regular and special meetings of the Board of Directors shall automatically be dropped from membership on the board. The Board may, at its discretion and by majority vote, pardon a director for excessive absenteeism.

SECTION 109: POLICY. The Board of Directors is responsible for establishing procedure and formulating policy. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary by the standing Policy & Procedure Review Committee.

SECTION 110: MANAGEMENT

a) The Board of Directors shall employ an ~~Executive Director~~Chief Executive Officer and shall fix the salary and other considerations of employment.

b) The ~~Executive Director~~Chief Executive Officer in cooperation with the Budget Committee shall be responsible for the preparation of an operating budget covering all activities of the Chamber, and subject to approval of the Board of Directors.

c) The ~~Executive Director~~Chief Executive Officer shall be responsible for such other duties and responsibilities as directed by the Board and the position's job description.

Section 1211: INDEMNIFICATION. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been officers or directors of the Chamber, except in relation

to matters as to which such officer or director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section ~~13~~12: EX-OFFICIO POSITIONS.

- a) Ex-Officio Board Members – The Board of Directors may appoint ex-officio board members to serve as needed and at the sole discretion of the Board, and shall have no voting powers.
- b) The ~~Executive Director~~Chief Executive Officer has the right to attend and participate at all meetings of the Board, except when the Board enters Executive Session that excludes the ~~Executive Director~~Chief Executive Officer, but shall have no voting powers.

ARTICLE V OFFICERS

SECTION 1: SELECTION AND ELECTION OF OFFICERS. Upon the annual election of the Board of Directors, they shall meet, qualify, and elect from among themselves, a PresidentChairperson, Vice-PresidentChairperson, Treasurer, and Secretary. The term of office of all officers shall be for one (1) year (January to December), but the officers shall hold office until their successors have been duly elected.

SECTION 2: DUTIES OF OFFICERS

a) PresidentChairperson. The ~~presidentChairperson~~ shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership and all meetings of the Board of Directors. In the case of ~~weekly~~-luncheon meetings, the PresidentChairperson may designate any current member of the Board of Directors to preside over said luncheon meeting in his/her absence.

b) Vice-PresidentChairperson. In the absence or disability of the PresidentChairperson, the Vice-PresidentChairperson shall perform all duties of the PresidentChairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the PresidentChairperson. The Vice-PresidentChairperson shall have such other powers and perform such other duties as from time to time may be prescribed for him/her respectively by the PresidentChairperson, or Board of Directors or these Bylaws. The Vice-PresidentChairperson may serve as PresidentChairperson on the year following the sitting PresidentChairperson's departure, pursuant to Article V, Section 1.

c) Treasurer. The Treasurer shall validate the method for the safeguarding of all funds received by the Chamber and for their proper disbursement as a means of monitoring as prescribed by the board. All other financial matters will be in compliance with either current Bylaws or policies, and generally accepted accounting practices relating to such matters. Such funds shall be kept on deposit in financial institutions, or invested in a

manner approved by the Board of Directors. Checks are to be signed according to a policy established by the Board of Directors.

d) Secretary. The Secretary shall sign, with the PresidentChairperson, official Chamber documents which shall be authorized by the Board or the members and in general, perform all duties assigned to the Secretary by the PresidentChairperson and the Board. The Secretary is responsible for creating, validating, and maintaining minutes of all meetings of the Board of Directors and all corporate resolutions made by the Board. The Secretary is further responsible for delivering to his/her successor all such minutes and resolutions approved or passed during his/her term.

ARTICLE VI COMMITTEES

SECTION 1: APPOINTMENT AND AUTHORITY. The presidentChairperson, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders that report to the board. The presidentChairperson may appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamber.

~~a) —The Standing Committees of the Greater Wasilla Chamber of Commerce shall be:~~

- ~~1. —Budget/Finance~~
- ~~2. —Membership~~
- ~~3. —Policy & Procedure~~
- ~~4. —Bylaws Review~~
- ~~5. —Nomination/Board Management~~
- ~~6. —Governmental Affairs Committee~~

~~ba)~~ 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.

SECTION 2: LIMITATION OF AUTHORITY.

a) 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 until it shall have been approved or ratified by the Board of Directors.

b) Ad hoc committees shall be discharged by the presidentChairperson when their work has been completed and their reports accepted, or when, in the opinions of the Board of Directors, it is deemed wise to discontinue the committees.

ARTICLE VII

FINANCES

SECTION 1: FUNDS. All money paid to Chamber shall be placed appropriate bank accounts, designated by the Board of Directors.

SECTION 2: DISBURSEMENTS. Upon approval of the budget, the ~~Executive Director~~Chief Executive Officer is authorized to make disbursements on accounts and expenses provided for in the budget and in accordance with a policy established by the Board of Directors.

SECTION 3: FISCAL YEAR. The fiscal year of the Chamber shall close on December 31.

SECTION 4: BUDGET.

a) The budget committee shall adopt the budget for the fiscal year and submit it to the Board of Directors for approval on or before the regularly scheduled February December Board Meeting. Subject to Board approval, the operating budget may be amended as appropriate during a fiscal year.

b) A budget committee shall be appointed annually by the presidentChairperson. The committee shall from time to time, advise the Board of Directors with respect to the financial policies of the organization. It shall suggest ways and means of conserving and increasing revenues.

SECTION 5: ANNUAL AUDIT. The accounts of the Chamber shall be audited annually as of the close of the fiscal year pursuant to a policy adopted by the Board of Directors.

ARTICLE VIII PARLIAMENTARY PROCEDURE AND SEAL

SECTION 1: PARLIAMENTARY AUTHORITY. The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or Bylaws of the Chamber.

SECTION 2: SEAL. The Chamber may use a seal of such design as may be adopted by the Board of Directors.

ARTICLE IX DISSOLUTION

SECTION 1: DISSOLUTION. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these 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 to be selected by the Board of

Directors as defined in IRS Section 501(c)(3).

**ARTICLE X
AMENDMENTS**

SECTION 1: REVISIONS. These Bylaws may be amended or altered by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members and the Board of Directors in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**ARTICLE XI
CERTIFICATION OF BYLAWS**

The foregoing Bylaws of the Greater Wasilla Chamber of Commerce, Inc. were duly adopted at a meeting of the Board of Directors in 1976 and amended as indicated below.

Approved:

Joy Fearn-Condon, ~~President~~Chairperson

Stephanie Berta, Secretary

Summary of Amendments to Bylaws:

Adopted: May 18, 1976
Amended: March 19, 1986
Amended: October 28, 1986
Amended: February 23, 1987
Amended: March 17, 1990
Amended: June 28, 1994
Amended: November 1997
Amended: November, 2005
Amended: April 29, 2008
Amended: November 17, 2009
Amended: March 7, 2017
Amended: January 24, 2019

