

BY-LAWS  
of  
ODESSA CHAMBER OF COMMERCE

ARTICLE I.

Name

The name of this corporation shall be "Odessa Chamber of Commerce."

ARTICLE II.

Objects

Its primary Purpose is to enhance a healthy business climate and to provide a positive impact on area economic development. The secondary purpose shall be to advance the educational, civic and social interests of the Town of Odessa, Washington, and the general welfare and prosperity of the surrounding community; to promote integrity and good faith, just and equitable principles in business and professional activity, and uniformity in commercial usages; and to acquire, preserve and distribute educational, civic and social statistics and information of value; to discover and correct abuses; to prevent or adjust controversies; to have a part as representing our town in the consideration and decision of public policy in municipal, county, state and national affairs.

Its plan of operation shall be to provide a suitable place for the meeting of its members, the establishment of facilities for commercial, economic, educational, civic, social, and political research, including social and recreational features, so as to sustain the interest of its members and secure intelligent action on the part of its officers and committees in the accomplishment of its purposes. The association in its activities shall be non-partisan.

## ARTICLE III.

### Corporate Powers

The corporate powers of this corporation shall be vested in a board of seven directors who shall be members in good standing of the corporation and residents of Odessa, Washington, or vicinity.

## ARTICLE IV.

### Members and Membership Fee/Discrimination

All persons of good moral character are eligible to be members of this corporation upon paying an annual membership fee, which shall be fixed by the Board of Directors, hereinafter referred to as "board." Membership may be obtained either by an individual payment or by being an employee of a business that has paid its membership fee. Meetings shall be open to the public and any individual may request permission to speak, even if he or she is not a member.

No member may be denied membership based upon race, creed, color, national origin, sex, or the presence of any sensory, mental, or physical handicap.

## ARTICLE V.

### Elections of Officers & Directors

The board members shall consist of four officers, a president, vice-president, secretary, and treasurer, and three other directors and shall be elected at the monthly meeting of the Chamber of Commerce on the second Tuesday of each February. They shall serve for a period of one year and until their successors are elected and qualify. Their term of office shall begin immediately following the annual banquet. All board members must be members of the corporation and in good standing.

## ARTICLE VI.

### Powers of Officers

The directors shall have power and it shall be their duty: (1) to call special meeting of the members of the corporation when they deem it necessary, and they shall call a meeting at any time upon the written request of one-third of the members of the

corporation in good standing; (2) to conduct, manage and control the affairs and business of the corporation and to make rules and regulations not inconsistent with the laws of the State of Washington, the Articles of Incorporation, or the By-Laws of the corporation, for the guidance of the board and general management of the affairs of the corporation; and (3) to incur indebtedness, to buy, sell, lease, exchange and use real and personal property for and on behalf of the said corporation, and to transact all matters and things necessary for the successful management of the business of the aforesaid corporation; to mortgage and hypothecate the real and personal property of the said corporation whenever it may by them be deemed necessary and proper for the successful carrying on of its business; to borrow and loan money in such manner as in their judgment may be beneficial for the purposes of the corporation. The terms and amount of indebtedness when incurred shall be entered upon the minutes of the officers, and the note or option, if any, given for the same, signed officially by the president, secretary and treasurer, which shall be binding on the corporation.

The board through the secretary shall cause to be kept a complete record and minutes of all their acts and their proceedings and of the proceedings of the corporation, and present a full statement of such proceedings at the next meeting of the corporation. A majority vote of those present at such meeting is sufficient to approve the expenditures.

## A R T I C L E   V I I .

### Nominations of Officers and Directors

A committee of three members appointed by the members from the floor or from the recommends of the board shall serve as a nominating committee and shall nominate a president, vice-president, secretary, and treasurer and three additional directors at least one meeting prior to the second Tuesday of February. Additional nominations may be made from the floor, provided consent from such additional persons have first been obtained.

## ARTICLE VIII

### Vacancies

A vacancy in the board shall be filled by the remaining board members, and such person shall hold office until the next annual election. Any officer or director may be removed from office by a two-third's vote of the members of the corporation present at any regular or special meeting

## ARTICLE IX.

### President

It shall be the duty of the president of the corporation to preside at all meetings of the board and the members of the corporation. In case of a vacancy in the office of the president, or in case of the president's inability to act, the vice-president shall act in his or her place and stead. The president and other board members shall have the right to vote at all meetings of the members of the corporation in the same manner as any other member of the corporation. The president or secretary shall sign all certificates of membership and all contracts or other instruments of writing which shall first have been approved by the board and shall draw checks upon the treasury when thereto directed by the board. The president shall call the board together whenever he/she shall deem it necessary, and shall have, subject to the advice of the board, the direction of the affairs and general business of the corporation, and shall generally discharge such other duties as may be required by the president by the By-Laws of the corporation.

## ARTICLE X.

### Secretary

It shall be the duty of the secretary to keep a record of the proceedings of the officers and of the meetings of the members of the corporation. The secretary shall be the custodian of the corporate seal of the corporation and the blank certificates of membership, file and counter-sign all certificates issued, and shall affix the said corporate seal to all papers requiring a seal.

The secretary shall keep a proper membership book, showing the date and number of each certificate of membership, to whom issued, the facts of the date of forfeiture, cancellation, transfer or other final disposition of such certificates.

The secretary shall serve or cause to be served all notices required to be served by law or the By-Laws of the corporation, and in case of his or her absence, inability, refusal, or neglect to do so, such notices may be served by any member of the corporation when so authorized by the board.

The secretary shall discharge such other duties pertaining to said office as shall be prescribed by the office as determined by the board.

## ARTICLE XI.

### Books and Papers

The books and such papers pertaining to the corporation shall be in the custody and control of the secretary and treasurer, or stored in the chamber office, and shall at all reasonable times during business hours be subject to inspection by any member of the corporation.

## ARTICLE XII.

### Treasurer

It shall be the duty of the treasurer to keep proper account books, all checks, and discharge such other duties as pertain to his office and prescribed by the officers.

The treasurer shall receive and account for all the funds of the corporation, and so far as practicable shall deposit the same in the bank designated by the board as a depository only by the treasurer or assistant treasurer designated by the treasurer. At each annual meeting of the members of the corporation, the treasurer shall submit for the information of the members, a complete statement of the accounts and statements at any time when so requested by the board. The treasurer's books shall be open for inspection by any chamber member at reasonable times.

## ARTICLE XIII.

### Certificate of Membership

Certificates of membership shall be in such form as the board may elect, and each certificate shall be signed by the president and the secretary and shall state the year of issuance and the person to whom issued. The treasurer shall keep a list of each year of those individuals that have paid their membership dues. The certificate of membership

may be transferred in the event of the sale of a business during the year to any person that is eligible to become a member according to the requirements set forth in the By-Laws and Articles of Incorporation.

## ARTICLE XIV.

### Meetings

The members of the corporation shall meet the second Tuesday of each month at noon and at such additional dates and times as the board shall determine. In the event that Tuesday is a legal holiday, then in such event the meeting will be the following Tuesday. Those members present at any regular or special meeting shall be a quorum competent to transact business.

The board shall meet at such time and place as directed by the president or the vice-president and verbal notice may be given of such meetings. At least four directors must be present in order to constitute a quorum of the board.

Special meetings of the members of the corporation may be called by the president or vice-president whenever he or she deems it necessary.

## ARTICLE XV.

### Voting

At all meetings of the corporation, each paid-up member shall be entitled to vote upon all propositions coming before said corporation. No voting by proxy shall be permitted and no member shall be entitled to more than one vote. No more than two persons of a paid-up business member shall be entitled to vote. All voting shall be done by a voice or show of hand, unless a ballot vote is requested by one of the members.

## ARTICLE XVI.

### Seal

The corporation shall have a corporate seal, consisting of a circle, and having on its circumference and face, "Odessa Chamber of Commerce" and across its face "Corporate Seal".

## ARTICLE XVII.

### Amendments

These By-Laws may be repealed or amended, or new By-Laws may be adopted at any monthly meeting of the corporation or any other special meeting called for that purpose, by a vote of majority of the members of the corporation attending any such Meeting, provided that the proposed change was first brought out at a monthly meeting at least one month prior to the time that the proposed change is voted on.

ADOPTED THIS \_\_\_\_\_ DAY OF MAY, 2005.

Odessa Chamber of Commerce

By: President

ATTEST:

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Secretary