

**BYLAWS OF THE
VASHON-MAURY ISLAND CHAMBER OF COMMERCE**

ARTICLE I

NAME, OFFICE AND REGISTERED AGENT

Section I.01. Name. The name of the corporation is Vashon-Maury Island Chamber of Commerce (the Chamber).

Section I.02 Principal Office. The principal office of the corporation shall be located on Vashon-Maury Island, Washington.

Section I.03. Registered Office and Agent. The corporation shall have and continuously maintain a registered office and a registered agent in the State of Washington, as required by the State of Washington Nonprofit Corporation Act. The registered agent shall be either an individual resident of the state or a corporation authorized to transact business in the state.

ARTICLE II

PURPOSES

The purposes for which the corporation is formed are as set forth in the Articles of Incorporation.

Purpose/Mission Statement

The purpose of this corporation shall be to promote programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community and the general welfare and prosperity of Vashon-Maury Island. This corporation shall not be partisan or sectarian, nor shall it support or endorse any candidate for public office or endorse non-chamber produced/sponsored product(s) or services.

ARTICLE III

MEMBERSHIP

Section III.01. Classes and Qualifications. There shall be the following classes of members:

III.01.01 Active Membership. Sole proprietors, partnerships and corporations operating a business or profession, or owning business property on Vashon-Maury Island, are eligible for active membership. Active Membership shall become effective on payment of assessed dues. Each member shall designate a single representative to the Chamber and each business shall have one vote. If that representative is unavailable, the member may temporarily designate another representative.

III.01.02 Auxiliary Membership. Any current member of the Chamber may pay dues for additional businesses, called auxiliary memberships, which have no voting rights.

III.01.03 Honorary Membership. Two annual honorary memberships may be awarded each year, by a vote of the 2/3rds the Board of Trustees at any meeting at which there is a quorum. Honorary Members shall have the voting privileges of active Members but shall be relieved of paying dues.

Section III.02. Authority of Members. Voting Members in good standings shall have the right to vote at the annual or any special meeting of the Members. Voting may be done in person at the meeting or by electronic transmission; provided that any method of voting shall comply with state law.

Section III.03. Members' Meetings

III.03.01 Meeting Place. All meetings of the Members shall be held at the registered office of the corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

III.03.02 Annual Meeting Time. The Annual Meeting of the Members for the transaction of such business as may properly come before the meeting, shall be held each year on the Third Thursday of January at the hour of 8:30 a.m. if not a legal holiday, but if such day is a legal holiday then on the next business day, at the same hour, or at such time, date and place as the Board of Directors may set.

III.03.03 Annual Meeting--Order of Business. At the Annual Meeting of Members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of last Annual Meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Miscellaneous business

III.03.04 Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President or Board of Directors.

III.03.05 Notice.

- (a) Notice of the time and place of the Annual Meeting of Members and of regular

meetings other than the Annual Meeting shall be given by delivering personally, or by mailing a written notice, or by electronic transmission at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

(b) At least ten (10) days and not more than fifty (50) days prior to any Special Meeting of Members, written notice stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, by mail or electronic transmission.

III.03.06 Waiver of Notice. A waiver of any notice required to be given any Member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

III. 03.07 Voting. A Member may vote in person or when authorized by the Board, by electric transmission. Voting by proxy is not permitted.

III.03.08 Quorum: Fifteen (15) Members entitled to vote present at a meeting in shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section III.04. Termination or Expulsion of Members. Membership in the Chamber is a privilege; any Member may be terminated from Membership for any reason or no reason by a 2/3 vote of the Board of Trustees.

ARTICLE IV BOARD OF DIRECTORS

Section IV.01. General Powers and Duties. Each Member of the Board of Directors holds a fiduciary responsibility for managing the business, property and affairs of the Chamber; Directors shall be Members of the Chamber, except as otherwise expressly provided by law, the Articles of Incorporation of the Chamber, or these Bylaws. A Director shall perform the duties of a Director, including the duties as a Member of any committee of the board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Chamber, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section IV.02. Number, Election, Term, and Qualifications. The Board of Directors, each of whom shall have a single vote, shall consist of no fewer than 9 or more than 13 individuals. The immediate past president of the Board shall continue on the Board of Directors for a period of one year as an ex-officio member. Directors shall be divided into two groups (Group A and Group B) each consisting, as nearly as possible, of 1/2 of the total number of elected Directors. Directors shall serve for two year terms, which terms are staggered, and until their successors are elected and qualified or until their earlier death, resignation, or removal. The number of Directors may at any

time be increased or decreased by amendment to these bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section IV.03. Nominations of Directors. Recommendations for Director nominees may be submitted to the nominating committee by any Voting Member. The nominating committee shall present its slate of nominees for Directors via written or electronic transmission, as provided in Article IX.

Section IV.04. Vacancies. Any Director may resign at any time by giving written notice to the president or secretary of the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of receipt. Acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors for any reason may be filled by a majority vote of the remaining Directors at any regular or special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor or until their predecessor is elected and qualified or until his or her earlier death, resignation, or removal.

Section IV.05. Removal of Director. Any Director may be removed from the board for any reason or no reason by a 2/3 vote of the Board of Directors during a regular or special meeting of the Board of Directors.

Section IV.06. Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the president or a majority of the board, but shall not be fewer than four (4) times per year. Regular meetings of the board are open to all Members, who may attend to listen and view board actions/discussions.

Section IV.07. Special Meetings. The president of the Board of Directors may call a special meeting of the Board of Directors whenever the president deems it necessary, or whenever requested to do so by a majority of the Directors, or by the secretary. The board president shall determine the time and place for holding any special meeting of the Board of Directors.

Section IV.08. Annual Meeting. The Board of Directors shall hold its Annual Meeting immediately after the Annual Meeting of Members.

Section IV.9. Notice and Waiver of Notice. Regular meetings shall not require notice but shall be set forth on the Chamber's website. Notice of the time, day, and place of any special meeting of the Board of Directors shall be given at least 3 days' notice to the Board of Directors prior to the meeting and in the manner set forth in Article IX of these bylaws. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall constitute a waiver of notice 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 convened.

Section IV.10. Presumption of Assent. A Director of the Board who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting or in writing submitted to the secretary of the Chamber immediately after the adjournment of the meeting. If dissent is not noted when the minutes are circulated or approved, the dissenting Director(s) may direct its inclusion. Such right of dissent shall not apply to a director who voted in favor of such action.

Section IV.11. Quorum and Voting. A majority of Directors of the Board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. Each Director shall be entitled to one vote and the vote 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, unless a greater number is specifically required by these Bylaws or by state law. If less than a quorum is present at the meeting, a majority of the Directors present may adjourn the meeting without further notice other than announcement at the meeting, until a quorum shall be present. A Director may not vote or act by proxy at any meeting of Directors.

Section IV.12. Compensation. No Director shall be compensated for performance of their services as Directors. Nothing herein contained shall be construed to preclude any Director from receiving reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section IV.13. Meetings by Telephone or Teleconference. Members of the Board of Directors or any committee may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for purposes of determining whether a quorum is present.

Section IV.14. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Directors or any board committee may be taken without a meeting if written consent to the action is signed by all of the Directors entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) may be made by electronic transmission and shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE V OFFICERS

Section V.01. Number and Qualifications. The officers of the Chamber shall consist of a president, such vice-presidents as the Board of Directors may elect from time to time, a secretary, and a treasurer. The corporation may have such other officers as the Board of Directors deems necessary, and such officers shall have the authority prescribed by the board. One person may hold

more than one office at a time, except that no person may hold the offices of president and secretary.

Section V.02. Election and Term of Office. The officers of the Chamber shall be elected by the board of trustees at the Annual Meeting of the Board, held after the Annual Meeting of the Members, for a term commencing on election. Each officer shall hold office for a term of one year or until their successor shall have been duly elected and qualified, or until their earlier death, resignation, or removal.

Section V.03. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of the Board of Directors at any regular or special meeting of the board called expressly for that purpose.

Section V.04. Vacancies. Any officer may resign from such office at any time by giving written notice to the president or the secretary of the board. An officer's resignation shall take effect at the time specified in such notice, or if no time is specified, then immediately; the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, shall be filled by the Board of Directors for the unexpired term.

Section V.05. Authority and Duties of Officers. The officers of the Chamber are agents of the corporation, and must be Members of the Chamber but need not be a director. The officers shall have the authority and shall exercise the powers and perform the duties specified by the president, the Board of Directors, or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. Officers have no vote as such; if a Director, they vote on the Board as a Director. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, any Director, or any other Member it may select.

Section V.06. President. The president shall preside at all meetings of the Board of Directors and shall give general supervision of the affairs of the Chamber. The president shall sign contracts or other instruments, which the Board of Trustees has authorized to be executed, and shall perform all duties incident to the office of president as may be prescribed by the Board of Trustees.

Section V.07. Secretary. The secretary shall be responsible for issuing notices for all meetings, shall record the proceedings of all Member and Board of Director meetings, shall have charge of the corporate records, shall furnish certification of board actions, bylaws, and organizational documents, and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the Board of Trustees. In the absence of the secretary, the president shall appoint a person to act as secretary of a particular meeting.

Section V.08. Treasurer . The treasurer shall be the financial officer of the Chamber, responsible for and overseeing all financial administration of the Chamber. The treasurer shall ensure that staff

members properly receive and give receipts for moneys due and payable to the Chamber and deposit all such moneys in the name of the Chamber in appropriate banks; shall disburse the funds of the Chamber in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements); shall render to the Board of Directors from time to time as may be required an account of all transactions undertaken by the treasurer and of the financial condition of the corporation; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section V.09. Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the Chamber, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors. The cost of any such bonds shall be borne by the Chamber.

ARTICLE VI

COMMITTEES

Section VI.01. Designation of Committees. The Board of Directors may designate one or more standing or special committees to direct the business of the Chamber. Each committee may exercise the authority granted to it by the board's enabling resolution.

Section VI.02. Limitation of Committee Powers. No committee shall have the authority of the Board of Directors to amend, alter, or repeal these bylaws; to elect, appoint, or remove any Member of such committee or any Director or officer of the Chamber, except as specifically provided in this section; to amend the Articles of Incorporation of the Chamber; to alter, amend or repeal any resolution of the Board of Directors; or take any other action as otherwise prohibited by law. Rules governing procedures of any committees of the board shall be established by the Board of Directors, or in the absence of such rules, by the committee itself. If no rules are established, then the rules that govern the Board of Directors shall govern each committee. All committees are to report promptly to the board and take such action(s) as is (are) specifically designated in these Bylaws or in the resolution establishing the committee or setting forth its duties and responsibilities. Other limitation on committee powers may be established in Chamber policies.

Section VI.03. Executive Committee. The executive committee is composed of the president, secretary, treasurer, and immediate past-president, and in addition may include such other Directors who shall be appointed by the board. During intervals between meetings of the Board of Directors, the executive committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Chamber, subject to board approval at the next meeting. A majority of the Members of the executive committee shall constitute a quorum and in every case an affirmative vote of a majority of the Members of the committee present at a meeting shall be necessary for the taking of any action.

Section VI.04. Nominating Committee. Each year, the president shall, no later than the first day of November, appoint a nominating committee consisting of three Members, the majority of whom shall be Directors. The nominating committee shall be responsible for proposing persons for election as Directors at the next Annual Meeting of the Members.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Except to the extent expressly prohibited by the Washington Nonprofit Corporation Act, RCW Chapter 24.03, the Chamber shall indemnify any Director or officer or any former Director or officer, and may by resolution of the Board of Directors indemnify any employee or agent, against expenses and liabilities incurred by them in connection with any claim, action, suit, or proceeding to which they are made a party by reason of being a Director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Chamber for damages arising out of his or her own gross negligence in the performance of a duty to the Chamber.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, and judgments, fines, and penalties against, and amounts paid in settlement by such Director, officer, or employee. The Chamber may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this article.

The Board of Directors shall have the power to authorize the purchase of insurance on behalf of any Director, officer, employee, or agent against any liability incurred by him which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Chamber would have the power to indemnify the person against that liability under law.

ARTICLE VIII

CONFLICTS OF INTEREST

Section VIII.01. Conflict Defined. Conflict of interest, as referred to herein, shall include but not be limited to, any transaction by or with the corporation in which a Director, officer, or staff member has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Chamber, or the Director, officer, or staff person derives a financial or other material gain as a result of a direct or indirect relationship.

Section VIII.02. Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or an officer of the Chamber,

or to the president or to such person(s) as they may designate, if the person is not a Director or officer of the Chamber.

Section VIII.03. Abstinance from Vote and Minutes. When a conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate non-confidential information that might inform its decisions. Nonparticipation shall not prevent the Director from being counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

No Director shall cast a vote nor take part in the final deliberation in any matter in which they, members of their immediate family, or any organization to which they have allegiance, or have a personal interest that may be seen as competing with the interest of the Chamber. Any Director who believes they may have such a conflict of interest shall so notify the board prior to deliberation on the matter in question, and the board shall make the final determination as to whether any Director has a conflict of interest in any matter.

The minutes of the board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

Section VIII.04. Annual Review. A copy of this conflict of interest bylaw shall be furnished to each Director, officer, and senior staff member who is presently serving the Chamber, or who may hereafter become associated with the Chamber. This policy shall be reviewed each year at the Annual Meeting of Directors for the information and guidance of Directors, officers, and staff members. Any new Director, officer, and staff member shall be advised of this policy upon undertaking the duties of such office and shall be asked to sign an annual certification of knowledge of this policy and compliance with it.

ARTICLE IX

NOTICE

Except as may otherwise be required by law, any notice to any Member or Director may be delivered personally, or by electronic transmission or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE X

MISCELLANEOUS

Section X.01. Books and Minutes. The Chamber shall keep at its registered office or general place of business, or at the office of its registered agent, correct and complete books and records of account, financial statements, minutes of the proceedings of its Board of Directors and committees and a record listing each of its Directors.

Section X.02. Depositories. The monies of the Chamber shall be deposited in the name of the Chamber in financial institutions as the Board of Directors may designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

Section X.03. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section X.04. Loans to Directors and Officers Prohibited. No loans or advances shall be made by the Chamber to any of its Directors or officers.

Section X.05. Bylaw Amendments and Board Policies. The power to make, alter, amend, and repeal the bylaws of the corporation shall be vested in the Members.

Section X.06. Dissolution of the Corporation. On dissolution of the corporation, any funds or assets remaining shall be distributed according to law governing the dissolution of nonprofit corporations.

Section X.07. Severability. The invalidity of any provision of these bylaws shall not affect the other provisions of said bylaws, and in such event, these bylaws shall be construed in all respects as if such invalid provisions were omitted. Any governing provision not specifically provided by the Chamber's Articles of Incorporation or Bylaws shall follow those provided by the Washington Nonprofit Act, RCW 24.03.

BYLAWS CERTIFICATE

The undersigned certifies that she is the secretary of the Vashon-Maury Island Chamber of Commerce, a Washington Nonprofit Corporation, and that, as such, she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of ten (10) pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by Directors of the Corporation at their Annual Meeting, as amended from time to time prior to the date thereof.

Dated and effective: _____

Secretary

