BYLAWS OF
Carnation Chamber of Commerce

Article I
Name & Purpose

Section 1. This organization shall be known as the Carnation Chamber of Commerce (Chamber). The purpose of the Chamber is to foster and provide an environment in which member businesses at all levels of development can work to maximize their potential. To provide the business community with a forum to address issues that are critical to the business and planning, exchange solutions and ideas within Carnation and the surrounding area. To unite and support by promotion of the business community and the surrounding area through community events, service and help in creating a strong business environment in the GREATER CARNATION AREA. Greater Carnation area includes but is not limited to Fall City and Preston.

Section II. The mailing address for Carnation Chamber of Commerce is PO Box 603, Carnation, WA 98014. The Chamber conducts its meetings monthly within the GREATER CARNATION AREA.

Article II
Board of Directors

Section 1. General Powers: The management of all business and affairs of the organization shall be vested in its Board of Directors (Board).

Section II. Number of Directors: The number of Directors shall not be less than three (3) and not more than fifteen (15). The term Directors is to include all chamber board members except where stated as Executive or Officer. Directors will serve a two-year term and are allowed to serve consecutive terms. The secretary will keep an active registry of the board which shall include end of term dates.

Section III. Attendance at Meetings: Directors are expected to attend board meetings and all member meetings. If any Director is unable to attend said meeting, they will notify an officer of the board prior to the start of the meeting. When a quorum is required there needs to be enough Directors present to conduct business.

Section IV. Vacancies: All vacancies in the Board which result from unexpired terms, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors. A Director so appointed to fill any vacancy shall hold office until the end of the term, resignation, removal by majority of the other Directors, or until the annual election of Directors.

Section V. Removal of Directors: A Director may be removed at any time, with or without cause, by a majority vote of the other Directors, at any meeting of the Board.

Section VI. Meetings: A meeting of the Board shall be held monthly except as deemed necessary by the Board. By resolution, the Board may specify the time and place, either within or outside the State of Washington or remotely, for holding such meeting(s) without notice.

Section VII. Special Meetings / Executive Sessions: Special Board meetings may be called by or at the request of any board member with 24-hour notice as stated in Section IX or as otherwise agreed upon.

A: Purpose
The purpose of an executive session is to allow the board to discuss confidential matters that require privacy and confidentiality.

B: Authorization
The board may hold an executive session only after a duly noticed public meeting has been held. Any Director may call for executive session on an ad hoc basis or planned in advance and listed on the agenda. When an executive session is requested, a majority of the board must confirm the decision in order to act.

C: Participants
During an executive session, only Directors are allowed to participate in the conversation. Others may be invited to join for part or all of the session when deemed necessary. Outside advisors (e.g., lawyers, auditors, consultants) may also be invited to issue findings or provide professional guidance.

D: Confidentiality
All discussions and materials shared during an executive session are confidential and must not be disclosed to anyone outside the board without prior approval from the board.

E: Record Keeping
Minutes of executive sessions must be kept separate from regular board meeting minutes and must be kept confidential. The minutes must be reviewed and approved by the board at the next regular board meeting.

F: Compliance
The board must comply with all applicable laws and regulations regarding executive sessions.

Section VIII: Annual Meetings: The annual meeting of the Board shall be held in February of each year, the purpose of which is to elect officers, approve the budget for that fiscal year and conduct such business as may properly come before the meeting.

Section IX. Notice: Written notice of Annual Meetings or Special Meetings of the Membership, except for regular/monthly scheduled meetings of the Board, stating the time and place thereof shall be delivered at least 7 days prior to the date set for such meeting. Email from the Admin or from a Director is the acceptable way to provide notice.

Section X: Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of any business at any meeting of Directors. If less than such majority shall attend a meeting, a majority of the Directors present may adjourn the meeting. Majority equals one more than half of the current number of Directors.

Section XI. Manner of Acting: 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. Directors may participate in a meeting of the Board in person or remotely. Participation constitutes attendance of the meeting and will be reflected in the minutes. Directors may also take action in writing.

Section XII. Executive and Other Committees: The Board may appoint, by resolution of a majority of Directors then in office, from time to time, from its own number standing or temporary committees consisting each of no fewer than one (1) Director. Such committees may be vested with such powers as the Board may determine by resolution except that no such committee shall have the authority to amend, alter or repeal these bylaws; elect, appoint or remove any member of any such committee or any Director or officer of the organization; amend the Articles of Inorganization; adopt a plan of merger or adopt a plan of consolidation with another organization; authorize the sale, lease or exchange of all or substantially all of the property and assets of the organization other than in the ordinary course of business; authorize the voluntary dissolution of the organization or revoking proceedings therefore; adopt a plan for the distribution of the assets of the organization; or amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. All committees so appointed shall keep regular minutes/notes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the organization. A copy of the notes/minutes will be given to the secretary to keep record and the Director participating on that committee will report said business at the next board meeting. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board, or any member thereof, of any responsibility imposed by law. Committees shall be discharged by the Board when their work has been completed and their reports accepted or, when, in the opinion of the Board, it is deemed wise to discontinue the committees. Money raising or self-funding events planned during the year by committees must have prior approval of the Board. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the Chamber and are not the property of individual committees. These funds shall be expended in a manner consistent with the intent for which the funds were raised, provided such expenditures are consistent with the purpose of the Chamber as defined in Section 1 of the Bylaws. If the Board restricts these funds for use only for expenditures the committee designates, and if the committee becomes inactive (no activity by the committee for one year) or is dissolved, any such funds may be expended at the Board's discretion, after one year of inactivity or dissolution.

Section XIII. Compensation: No member of the Board will receive compensation for the performance of their duties as members of the Board, except that Board members may be reimbursed reasonable expenses as indicated in the appropriate policy.

Section XIV. Loans: The organization shall not loan money or credit to its Directors.

Section XV. Disbursement: Except as allowed above in Section XIII), the organization shall not make any disbursement of income to any Director.

Section XVI. Presumption of Assent: A Director of the organization who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall entered in the minutes of the meeting or unless she or he files a written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary after adjournment of the meeting.

Article III
Membership

Section I. Membership: Membership is open to all persons with an interest in the furtherance of the purpose of the Chamber. Members are welcome to attend any or all Board meetings with no voting rights at the Executive Board Meetings. Members have voting rights at all member meetings.

Section II. Classes of Membership: Classes of membership include:

a. Honorary Membership: Honorary members of the Carnation Chamber of Commerce shall be those persons who accept nomination made by the Executive Board to such membership class. A Chamber Administrative Assistant (an independent contractor) shall have an Honorary Membership. Honorary members do not have any voting rights at the Annual Meeting and do not pay a membership fee.
b. Individual Membership: Individual membership is someone who is not a business owner but wishes to support the chamber community. Individual membership constitutes one vote.
c. Small Business Membership: Small business members are those businesses with less than five (5) employees. One vote per paid member.
d. Corporate/Business Membership: Corporate and Business members are businesses with five (5) or more employees. One vote per paid member.
e. Non-Profit Membership: Non-profit members are Community Service Organizations. One vote per paid member.
f. Government Membership: Government agencies, non-voting member.
g. Proxies are permitted for general membership voting purposes per RCW24385. Signed document to assign said person with specified time allowed
h. One person gets one vote, regardless of how many memberships they have or are involved with.

Section III. Removal of Membership: Membership in the Chamber may be terminated by the Executive Board if the Executive Board feels that any action by a member may be detrimental to the best interest of the Chamber. Removal shall require the affirmative vote of the majority of the Executive Board.

Article IV
Officers

Section I. Executive Directors: The business and affairs of the organization shall be managed by an Executive Board. A majority of the Executive Board shall be representative of a business headquartered in the GREATER CARNATION AREA.

Section II. Number: The officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer, each whom shall be members of the Chamber in good standing and shall be elected by the general membership. These officers shall constitute the Executive Board.

Section III. Election and Term of Office: The officers of the organization are to be elected by special election of the board or by the membership at the annual meeting of the organization – whichever is first - for a term of two (2) years. No officer may serve more than three (3) consecutive two (2) year terms within the same office.

Section IV. Nomination of Officers: The Executive Board or such committee as may be designated by the membership shall be responsible to nominate a slate of candidates for officers of the organization. The membership shall elect officers from the slate of candidates at the regularly scheduled Annual Meeting. Notice of the Annual Meeting announcing the election of officers shall be given to the membership as prescribed in these Bylaws for "Notice" at least 7 days prior to the Annual Meeting.

Section V. Removal: Any officer elected by the membership may be removed by the Board whenever, in their judgment, the best interests of the organization wouldn't be served. Removal of any officer elected by the membership shall occur only at a Special Meeting of the Board of Directors called for the express and sole purpose of consideration of such elected officer. The removal of that officer must be by a unanimous vote of the other Board of Directors. No proxies are allowed.

Section VI. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a vote of the Board for the unexpired portion of the term.

Section VII. President: The President shall be the Chief Executive Officer of the organization and, subject to the control of the Board, shall generally supervise and control the business and affairs of the organization. When present, the President shall preside at all meetings of the Board. The President, with the Secretary or any other proper officer of the organization thereunto authorized by law, may sign deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the organization or shall be required by law to be otherwise signed or executed. In general, he or she shall perform all duties incident to the office of the President and such duties as may be prescribed by resolution of the Board from time to time.

Section VIII. Vice President: The Vice President of the Board shall discharge the duties of the President of the Board in the absence or disability of the latter, and when so acting in accordance with Article IV Section V of the Bylaws, shall have all the powers of and be subject to all the restrictions upon the president. She or he shall have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board, and reports to the Board and to the President.

Section IX. Secretary: The Secretary shall keep the minutes of the proceedings of the Board meetings, and shall give notice in accordance with the provisions of these Bylaws and, as required

by law, shall be custodian of the corporate records and of the seal or logo of the organization, shall keep a record of the names and addresses of all members, may sign with the President or Vice President deeds, mortgages, bonds, contracts, or other instruments which shall have been authorized by resolution of the Board, and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time be assigned to him or her by resolution of the Board.

Section X. Treasurer: The Treasurer shall have charge and custody of and be responsible for keeping correct and complete books and records of account for all funds of the organization, receive and give receipts for moneys due and payable to the organization from any source whatsoever, deposit all such moneys in the name of the organization in the bank, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general shall perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by resolution of the Board. The treasurer shall present a financial report at all Board meetings.

Section XI. Administrator: The Administrator may be hired by the Board to carry out administrative duties of the organization. The Administrator is not a board member and will have no voting rights as such. The administrator can join the membership and if does so will constitute one vote.

Responsibilities of the Administrator:

- Membership
    - Keep membership software up to date. Actively communicate with the membership committee and the board about new and expired members. Provide an up-to-date list of all current members to the board and committee leaders of membership and welcome bags on the 1st of each month.
- Website
    - Communicate with the President and website contractor to ensure updates are being made as events change and updates are needed in various areas of the website.
    - Keep membership information current.
    - Keep calendar current.
- Social Media
    - Keep current with communication on social media.
    - Post chamber events
    - Promote membership events or information.
    - When necessary, advertise through social media, website, and print.
    - Use social media site tools to drive business back to members pages and sites.
        - e,g. @, #, and similar technologies
    - Other communications with the board and the membership as needed.

Article V
Contracts, Checks, Deposits

Section I. Contracts: The Board may authorize any officer(s) or agent(s) to enter any contract or execute and deliver any instrument in the name of and on behalf of the organization, and that authority may be general or confined to specific instances.

Section II. Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the organization shall be signed by the officer(s) or agent(s) of the organization, and in the manner as shall from time to time be determined by resolution of the Board.

Section III. Deposits: All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in the bank(s), trust companies, or other depositories as the Board may select.

Article VI
Conflict of Interest

Section I. Conflict of Interest: As Directors, and to meet the fiduciary responsibilities of being a Director of the Board, no Director shall be a paid employee of the organization, a person who has a contract for services with the organization or realize other financial or business advantage from being a Director of the Board. Any Director, who, in the course of his or her duties, determines as actual or appearance of a conflict of interest, will so notify the Board and excuse themselves for the Board meeting and any discussion and vote regarding the matter. Should any Director with an actual or appearance of a conflict of interest fail to notify that board, and the conflict is known to another Director, that member shall make the conflict known, and the President will ask the affected Director to remove themselves from any action before the Board regarding the actual or appearance of conflict of interest. Failure to make the conflict or appearance of a conflict of interest known to the Board will be grounds for removal from the board.

Section II. Employment with the Organization: Any Director who wishes to apply for a paid position with the organization must submit his or her resignation from the Board at the time of acceptance of position, if offered.

Article VII
Administrative Provisions

Section I. Books and Records: The organization shall keep copies of its current Articles of Inorganization and Bylaws, correct and adequate records of accounts and finances. Minutes of the proceedings of its Board shall be provided to the Board within thirty (30) days after the adjournment of each meeting. Any minutes which may be maintained by committees of the Board, records of the name and address of each Director and officer, and such other records as may be necessary or advisable, shall be maintained by the Secretary of the Board. All books and records of the organization shall be open at any reasonable time to inspection by a member of the Board, and a copy of the last two (2) years IRS Form 990 will be open to inspection to any member of the public.

Section II. Accounting Year: The accounting year of the organization shall be the twelve (12) months ending on the last day of December.

Section III. Budget: An annual budget will be prepared and voted on and ready for the next fiscal year. An audit will be performed within six (6) months after the end of the fiscal year. The board may allocate funds in their proposed budget for events and other board approved activities through the year. Such proposed funding for events does not guarantee disbursement of said funds the

individual appointed by the board shall prepare a line-item budget for each event activity and receive approval from the treasurer prior to any funds being dispersed for a given activity.

Section IV. Rules of Procedure: The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Inorganization, or any resolution of the Board.

Article VIII
Waiver of Notice

Section I. Waiver Notice: Whenever any notice is required to be given to any Director of the organization under the provisions of these Bylaws, the Articles of Inorganization, or law, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the fact, shall be deemed equivalent to the giving of notice.

Article IX
Amendments

Section I. Amendments: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors at a meeting called for that purpose. The changes shall be communicated to the Membership at the next Annual Meeting.

Section II. Inspection: A copy of the Bylaws, with all amendments thereto, shall always be kept in a convenient place, and shall be open for inspection by any member.

The undersigned, being an officer of the organization, hereby certifies that these Bylaws have been properly adopted as the Bylaws of this organization on 2/5/2026 (date)

Stacey Smith

Secretary