

BY-LAWS OF NORTH POLE COMMUNITY CHAMBER OF COMMERCE

ARTICLE I GENERAL

Section 1: Name This organization is incorporated under the laws of the State of Alaska and shall be known as NORTH POLE COMMUNITY CHAMBER OF COMMERCE.

Section 2: Purpose North Pole Community Chamber of Commerce is organized to promote business activity and economic development in Interior Alaska with an emphasis on North Pole and the surrounding area. The Chamber will support and promote business activity and development consistent with the assets of the town.

Section 3: Interpretation Wherever the word “Chamber” shall appear in these by-laws, it shall be understood to mean “North Pole Community Chamber of Commerce.” Wherever the word “Board” shall appear in these by-laws, it shall be understood to mean “The Board of Directors of North Pole Community Chamber of Commerce.”

Section 4: Area North Pole Community Chamber of Commerce shall be considered to include the communities of Salcha, Eielson AFB, Moose Creek, the city of North Pole, and the surrounding area.

Section 5: Limitation of Methods North Pole Community Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined by the Internal Revenue Code. The Chamber shall be non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in any political subdivision, municipality, county, borough, state, or nation.

ARTICLE II MEMBERSHIP

Section 1: Eligibility Any person, association, corporation, partnership, or trust having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Joining the Chamber Application for membership shall be in writing on forms provided for that purpose and signed by the applicant. The applicant’s signature on the application form shall be regarded as an affirmation by the applicant of his or her interest in and sympathy with the purposes of the organization and as statement that he or she intends to adhere to the Chamber’s by-laws, rules and regulation. An applicant becomes a member upon submission of the application form and payment of dues to the Chamber. The Secretary shall notify the Board of Directors at its next meeting of all new members and will provide a list of current members to the membership on a regular basis.

Section 3 Classes of Membership Chamber members shall be classified as follows and applicants shall designate one of the following types of membership when submitting an application for membership:

- a. Regular members: Regular members may be individuals or organizations and shall be entitled to participate in all activities of the Chamber and shall be eligible to vote at any meeting of the Chamber at which proposals are put to the membership for approval.
- b. Associate members: Associate members shall be organized only and shall be entitled to participate in those activities of the Chamber determined by the Board of Directors, but in no case shall be eligible to vote at any meeting of the Chamber.
- c. Honorary members: Persons who have distinguished themselves in the community by some meritorious or public service may be elected as Honorary Members of Honorary Life

Members by a majority vote of the Board of Directors. Honorary Membership shall be for a term of one year and may be repeated. Honorary Life Memberships shall be for the life-time of the person so honored without further renewal. Either of these honorary memberships shall include all privileges of active membership except that of holding office or voting and with exemption from payment of annual dues. Honorary members may not exceed ten percent (10%) of the previous year's regular memberships.

- d. Government Members: Individuals who hold office or represent a government agency. Government members shall be entitled to participate in those activities of the Chamber determined by the Board of Directors, but in no case shall be eligible to vote at any meeting of the Chamber.

Section 4: Dues Membership dues shall be at such rate or rates, schedule or formula as from time to time is established by the Board of Directors.

Section 5: Termination

- a. Any member desiring to retire or resign from the Chamber may do so. Upon giving to the Secretary of the Chamber ten days notice in writing of such intention and upon discharging any lawful liability which is standing on the books of the Chamber against him or her at such time of notice, he or she shall be considered a non-member.
- b. The Board of Directors may remove from the membership any member. Members failing to pay annual dues within thirty (30) days of admission to the Chamber, or any other member who fails to pay such dues for renewal of membership within ninety (90) days from the date on which they fall due, unless otherwise extended for good cause, may be considered a non-member. Upon such action by the Board, all privileges of membership shall be forfeited.

Section 6: Voting

- a. At any proceeding in which voting by members is called for, each regular member in good standing shall be entitled to one vote.
- b. Voting at General or Board meetings shall be according to the guidelines of the parliamentary authority designated in these by-laws.
- c. The President of the Board shall be a voting member and shall cast his or her vote last in all matters.

ARTICLE III MEETINGS

Section 1: Annual Meeting The annual meeting of the corporation, in compliance with State and Federal law, shall be held during October of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least thirty (30) days in advance.

Section 2: Additional Meetings

- a. General membership meetings of the Chamber shall be held at least once per month on a date to be specified by the Board. Such meeting shall occur on a regular date from month to month.
- b. Special membership meetings may be called by the President at any time, or upon a petition in writing of twenty percent (20%) of the qualified members in good standing. Notice of special meetings shall be mailed to each member at least seven (7) days prior to such meeting.

- c. Board meetings shall be held at least once per month on a date to be fixed by the Board of Directors at its first meeting following the Annual Membership Meeting. Such meeting shall occur on a regular date from month to month.
- d. Special Board meetings may be called by the President or the Directors upon written application of three (3) members of the Board. Notice, including the purpose of the meeting, shall be given to each director at least one (1) day prior to said meeting.
- e. Committee meetings may be called at anytime by the President of the Board or by the committee's chair. Notice of such meeting shall be given to each member of the committee at least seven (7) days prior to said meeting.

Section 3: Quorums At any duly called general meeting of the Chamber, twenty percent (20%) of the members shall constitute a quorum; at a Board meeting, a majority of the directors shall constitute a quorum; at committee meetings, a majority of the full committee shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) members present shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

- a. Written notice of all Chamber meetings must be mailed at least seven (7) days in advance.
- b. Minutes of the proceedings of all Membership and Board meetings shall be entered in books to be kept for such purpose by the Secretary.

Section 5: Meetings to be Open All meetings of the organization shall be open to the public except those times when a meeting of the Board of Directors goes into executive session. The Board will convene in executive session only as is permitted under State of Alaska law regarding executive sessions.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1: Composition of the Board The Board of Directors shall be composed of the officers as defined in Section 7 of this article and additional members to make a total of nine. One third of the Board shall be elected annually to serve for three (3) years, or until their successors are elected. The Board of Directors shall have the general power of the administration. The Board is responsible for governing, establishing procedures and formulating policy for the organization. The Board shall control its property, be responsible for its finances, and direct its affairs. Members of the Board of Directors shall receive no remuneration for services rendered, however, the Board may reimburse any of its members for reasonable expenses incurred, provided such action is approved by a majority vote.

Section 2: Selection and Election of Directors The president shall appoint three (3) members of the Chamber as a nominating committee, which shall nominate a slate of candidates for the Board of Directors. The nominated slate shall be presented to the membership. Nominations may be made from the membership at large. The secretary shall compile a ballot consisting first, of those members nominated by the nominating committee, and designated as such, and second, of those members nominated from the membership at large. The vote count shall occur at the annual meeting. The candidates receiving the most votes for the positions open shall be elected. On the occasion of the first election of the members to the Board, nomination shall be accepted for all open positions from the floor of the meeting. The first Board elected under this provision shall have three members serving a three year term, three serving a two year term, and three serving a one year term. Thereafter, all Board members elected will be elected to three year terms.

Section 3: Seating of New Directors All newly elected Board members shall be seated and begin their term at the next meeting of the Board of Directors following the annual meeting.

Section 4: Replacement of Members of the Board Where a member of the Board dies, resigns, or is absent from three consecutive meetings of the Board without majority approval of the Board, the Board may at any meeting thereof, by a two-thirds vote, elect a member to the Board in place of said member to serve until the next Annual Membership Meeting.

Section 5: Suspension of Board Members Any officer or member of the Board may be suspended from office or expelled by the Board of Directors by two-thirds vote at a regularly scheduled meeting thereof for conduct unbecoming a member or conduct prejudicial to the aims of repute of the Chamber. Such action shall not be taken until after notice and an opportunity for a hearing before the Board are afforded the member complained against. However, any officer or Board member so suspended or expelled shall have the right to appeal the decision of the Board directly to the membership at the next General Meeting. The Board action may be overturned by the majority vote of a duly constituted quorum of the general membership.

Section 6: Staffing The Board of Directors may employ an executive director and other employees and shall fix the salary and other considerations of employment for all employees. The executive director shall serve as an ex-officio member of the Board of Directors.

Section 7: Determination of Officers The Board of Directors, at its first meeting after the annual meeting, shall reorganize for the coming year. At this meeting, the Board shall elect the president, as many vice-presidents as is deemed necessary to conduct the activities of the Chamber, the secretary, and the treasurer. Officers will be elected by and from the members of the new Board. All officers shall take office upon election and serve for a term of one (1) year or until their successors assume the duties of the office, but not more than three consecutive one (1) year terms. All officers shall be voting members of the Board of Directors.

Section 8: Duties of Officers

- a. President: The president shall serve as the chief officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The president may assign Board members to divisional or departmental responsibilities, subject to approval by the Board of Directors.
- b. Vice-President: The duties of the vice-president shall be such as the title in general usage would indicate, and such as required by law, as well as those that may be assigned by the president and the Board of Directors.
- c. Secretary: The secretary shall be responsible for preparing all notices and minutes of each general and special meeting of the Chamber and for all meetings of the Board of Directors. The secretary will also be responsible for preparing all correspondence, maintaining records or correspondence, minutes, and other documents belonging to the Chamber.
- d. Treasurer: The treasurer shall be responsible for the safeguarding of all funds received by the Chamber for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invest in a manner approved by the Board of Directors. Checks are to be signed by the treasurer and the president or, in the absence of either or both, the vice president and secretary shall be alternate signors. The treasurer shall cause a monthly financial report to be made to the Board.
- e. Executive Director: The Board of Directors may employ an executive director. The executive director shall administer the programs of the Chamber under the direct supervision of the Board of Directors. The executive director shall be an ex-officio member of the Board, all committees and divisions of the Chamber and will be responsible to prepare an annual report of the activities and financial status of the Chamber for presentation at the annual meeting. The executive director will be responsible for the hiring of staff and for staff management, subject to regulation by the Board of Directors.

**ARTICLE V
COMMITTEES**

Section 1: Appointment and Authority The president, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The president may appoint such ad hoc committees and committee chairs as necessary to carry out the programs of the Chamber. Committee appointments shall be at the pleasure of the president and shall run concurrent with the term of the appointing president, unless a different term is approved by the Board of Directors. It shall be the function of the committees to make investigation, conduct studies, hold hearings, undertake projects, and make recommendations to the Board of Directors, and to carry out those activities delegated to them by the Board.

Section 2: Limitation of Authority 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 by the Board of Directors as the official position of the Chamber. The president shall disband committees when their work is completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3: Suspension of Committee Chairpersons The Board may suspend any committee-chairpersons from office or have that office terminated for just cause.

**ARTICLE VI
FINANCE**

Section 1: Funds All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget or funds collected in excess of the budget shall be placed in a reserve account, to be used only in the event of the general operating funds falling short of what is needed to conduct the business of the Chamber. A reserve account can be an interest bearing account and/or a timed deposit.

Section 2: Budget As soon as possible after election of the new Board of Directors, the Board shall prepare and adopt the budget for the coming year.

Section 3: Disbursements Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by check.

Section 4: Annual Dues The annual dues payable by members of the Chamber and the various classes of membership shall be determined annually by a two-thirds vote of the Board.

Section 5: Pro Rata Dues The Chamber's dues are administered on a calendar year basis. A member's initial fee shall therefore be prorated based upon the time of year membership begins and the following table.

Jan, Feb, March.....	100 percent of fee
April, May, June.....	75 percent of fee
July, Aug, Sept.....	50 percent of fee
Oct, Nov, Dec.....	100 percent (includes the following year's dues)

Section 6: Other Assessments Other assessments may be levied against all members provided they are approved by a two-thirds vote by the Board of Directors

Section 7: Annual Audit The accounts of the Chamber shall be audited annually as of the close of business on December 31 by an accountant. The audit shall at all times be available to the members of the Chamber.

**ARTICLE VII
MISCELLANEOUS**

Section 1: Fiscal Year The fiscal year shall begin on January 1 and end on December 31.

Section 2: Procedure Chamber shall use its funds to accomplish the objectives and purposes specified in these by-laws. No part of the Chamber's funds shall inure to the benefit of or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed by the Board to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Code section 501c(3).

Section 3: Parliamentary Authority The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the by-laws of the Chamber.

Section 4: Access to the Chamber's Books All books of the Chamber shall be open at all reasonable hours to any member of the Chamber in good standing free of charge.

Section 5: Affiliation The Chamber, at the discretion of the Board, shall have the power to affiliate with any national, regional, or local Chambers, or any other organization in which membership may be in the interest of the Chamber.

**ARTICLE VIII
BY-LAWS**

Section 1: Amendments and revisions These bylaws may be amended by a majority of the members at any regular or special meeting, provided the notice for the meetings includes the proposals for amendments. Any proposed amendments shall be submitted to the members in writing at least thirty (30) days in advance of the meeting at which they are to be acted upon. The secretary shall be responsible for distributing the proposed amendments to the membership.

Section 2: Bylaw Rules These bylaws shall be binding on all members of the Chamber, its officers, and all other persons lawfully under its control.

Approved by majority of the general membership at the annual meeting after required written notice made through the September 2003 newsletter, posted September 12th, 2003 and again on October 10th.

Witnessed By: _____
Secretary

Date: _____

NORTH POLE COMMUNITY CHAMBER OF COMMERCE

Mission

The North Pole Chamber's mission is to enhance local economic opportunity, promote beneficial business relationships, improve general quality of life, and increase public awareness of North Pole as a unique community with many assets of value to both visitors and residents.

Goals

- Strengthen the local and State economy through advocacy and action in support of business interests and our neighboring military communities.
- Provide venues and opportunities for businesses to gain public exposure, engage in trade and commerce, and develop beneficial contacts.
- Support local business by providing referrals via the Chamber web site and the Visitor's Information Center.
- Lead and support efforts to develop and promote North Pole as a unique community with much to offer residents, potential residents, and visitors.