

# **BY-LAWS OF THE WILLOW CHAMBER OF COMMERCE**

## **ARTICLE I: NAME AND ADDRESS**

The organization shall be known as the WILLOW CHAMBER OF COMMERCE. The boundary limits shall be from MP 61 of the Parks Highway to MP 85 of the Parks Highway, and bounded on the West by the Big Susitna River (the same as the Willow Area Community Organization (WACO)/MSB limits). The address shall be: **P.O. Box 183; Willow, AK 99688.**

## **ARTICLE II: TERM**

The term of the organization shall be indefinite.

## **ARTICLE III: PURPOSE**

**Section 1.** As set forth in Article II of the Articles of Incorporation, the purpose for which the WILLOW CHAMBER OF COMMERCE is formed is to promote and perpetuate the business, commercial, manufacturing, agriculture, civic interests, general welfare and prosperity of the community and its environs; and the stimulation of public interest to these ends; to advance the industry of the said community; to develop a uniform public spirit, whereby, we may put forth maximum effort in the aid of our community, to make it more prosperous, more beautiful, and a better place in which to live.

**Section 2. Limitation of Methods.** The WILLOW CHAMBER OF COMMERCE shall be non-partisan and non-sectarian and shall take no part in, or loan its influence to, the election or appointment of any candidate for office in the division, borough, city or federal government.

## **ARTICLE IV: MEMBERSHIP AND DUES**

**Section 1. Classes of Membership.** The WILLOW CHAMBER OF COMMERCE (hereafter called the "Chamber") shall be composed of active voting, associate nonvoting, and honorary memberships.

**Section 2. Eligibility.** Individuals and firms in good standing, interested in the purposes of the Chamber shall be eligible to active voting membership providing said individuals, firms, or associations are licensed to do business, in the state of Alaska, and any municipality in Alaska, and are at the time of application in good standing. All other persons not active in a business or profession such as government employees, club or organization representatives or retired, or who are committed to the purposes of the Chamber as stated in Article III, Section 1, shall be considered associate members of the Chamber of Commerce.

**Section 3. Honorary Membership.** Any member of distinction may be elected by the Board of Directors for non-voting honorary membership.

**Section 4.** Each active member in good standing and entitled to vote shall be entitled to one vote for each full membership held in the Chamber. Memberships delinquent (60) days in the payment of dues shall not be entitled to vote.

**Section 5. Conduct non-becoming a member:** If, after an opportunity for a hearing before the Board of Directors regarding conduct non-becoming a member, any member can be expelled by a 75 percent vote of the Board of Directors.

## **ARTICLE V: DUES.**

**Section 1.** After the Directors have determined and assessed the amount of membership dues, dues shall be presented to all members through direct correspondence. Membership dues shall be annually due on January 1.

## **ARTICLE VI: ORGANIZATION**

**Section 1: Operation.** The Willow Chamber of Commerce shall be operated by a board of officers and directors elected from the membership at large.

- A. Elected officers shall consist of the following officers: President, Vice-President, Secretary, and Treasurer.
- B. Two directors shall be elected from the membership.
- C. Immediate past-president. The immediate past-president of the Chamber shall automatically become a full voting member of the Board, and shall serve from the end of their term of office as president until the succeeding president replaces him/her. If a president is removed under the provisions of Article VIII, section 2A, he/she is not eligible for this position and the position shall remain vacant.
- D. For Board actions, the president shall cast no votes unless a tie exists in any duly recognized quorum.

### **Section 2: Officers and Duties.**

- A. **President.** The president shall be the chief executive officer of the Chamber. The duties of the president shall be as follows:
  1. Determine the agenda and order of business, preside over and conduct meetings of the organization in accord with its bylaws.
  2. Serve as the principle contact for the organization and direct its activities.
  3. Determine the necessity for special meetings of the Board or the Chamber and make the proper notification of the date, time, place and purpose of the meetings.
  4. Assign Board and Chamber directives to standing committees or create special committees.
  5. Appoint members to all standing and special committees.
  6. Perform all duties incident to the office of president and such other duties that may be prescribed by the Board of Directors or the Willow Chamber of Commerce as a whole.
- B. **Vice President.** The Vice-President shall be elected annually at the annual meeting. He/she shall assist the president in the execution of his/her duties and perform others as follows:
  1. Perform the duties of the president in the absence of the president or in the event that office becomes vacant.
  2. Perform other such duties as may be prescribed by the president, the board of the chamber.
- C. **Secretary.** The Secretary shall be elected annually at the annual meeting. The secretary shall officially record the activities of the organization and perform other duties incidental to the office of Secretary including but not limited to:

1. Conduct the annual elections
2. Serve as custodian of all records, documents and correspondence
3. Maintain a current set of the bylaws available to all
4. Perform such other duties as may be prescribed by the President, the Board, or the Chamber as a whole.

**D. Treasurer.** The treasurer shall be elected annually at the annual meeting. The Treasurer Shall act as the financial officer of the organization and perform other duties incidental to the office of Treasurer, including but not limited to:

1. Have charge and custody of all accounts, receipts, and financial assets; collection and disbursement of such funds as required in keeping with prudent financial practices and policies established by the Board of Directors and the Chamber as a whole.
2. Maintain bookkeeping records and records of such accounts; and
3. Perform such other duties as may be prescribed by the President, the Board or the Chamber as a whole.

## **ARTICLE VII: COMMITTEES**

There shall be such permanent standing committees or temporary project committees as the president and/or the board may from time to time determine to be necessary. Committee membership shall be appointed by the president from the active or associate members.

## **ARTICLE VIII: MEETINGS**

**Section 1: Presiding authority.** Meetings shall be presided over by the president or, in his/her absence, the vice-president. In the absence of both, an acting chairperson may be appointed by the president or the board.

### **Section 2: Frequency of meetings.**

- A. Annual meeting** – Shall be set by the board in November of every year for conduct of elections, annual reports, and other business of the Willow Chamber of Commerce.
- B. Regular meetings** – Shall be bi-monthly on a date determined by the president with the concurrence of the board.
- C. Board meetings** – As often as necessary to conduct its business as determined by the president.
- D. Special meetings** – May be called upon proper notice at the president’s discretion or upon the written request to the president of no less than three board members.

### **Section 3: Quorums**

- A. Annual meeting** – A quorum at an annual meeting shall be no less than 25% of the active members.
- B. Regular meeting** – A quorum shall be 10% of the active members.
- C. Board meeting** – A quorum shall be no less than 50% of the Board.

### **Section 4: Notice:**

- A. Regular meeting** – Notice of the next regular meeting shall be announced at every meeting.

**B. Special Meeting** – Notice of special meetings will be made telephonically to all active members and a written notice shall be posted on the community bulletin board.

**Section 5: Conduct of meetings**

The rule is that one person speaks at a time as recognized by the presiding officer. Courtesy and respectful quiet shall be granted the speaker. The meeting shall be in accordance with “Roberts Rules of Order, Revised”.

**ARTICLE IX: ELECTIONS AND TERMS OF OFFICE**

**Section 1: Elections.**

Elections shall be held at the annual meeting of the organization.

**Section 2: Term of office**

The president shall serve a two-year term of office, commencing January 1. All other officers and directors shall serve a one-year term. All officers and directors are eligible for re-election.

**ARTICLE X: REMOVAL OF OFFICERS OR BOARD MEMBERS**

An officer or board members may be removed from office by a two-thirds vote of the board, or by a two-thirds vote of the active members at any regular or special meeting if a quorum is present. Vacancies shall be filled by appointment by the president and will serve until the next scheduled election.

**ARTICLE XI: AMENDMENTS**

Amendments to these by-laws may be made by a two-thirds majority of active members of a quorum at the annual meeting, subject to proper notice.

Adopted this 6 Day of February Month of 2008 Year at Willow, Alaska

James J. Huston  
President

Date 4/2/08

Tom DeLuca  
Vice President

Date 4/2/08