



PETERSBURG
CHAMBER of COMMERCE

Bylaws

ARTICLE I: BOARD OF DIRECTORS AND OFFICERS

Section 1: The Board of Directors shall consist of no less than seven (7), nor more than eleven (11) members.

Section 2: Six (6) of the members of the Board shall be elected by the General Membership and all additional members of the Board shall be appointed by the President, to be voted upon and approved by the elected Board members.

Section 3: The Officers of the Board shall be chosen from the elected Board members and approved by a majority vote of the Board.

Section 4: The Officers shall consist of a President, Vice President, and Secretary/Treasurer. These officers shall comprise the Executive Committee of the Board of Directors and shall include the immediate past President of the Board of Directors as a *bona fide* member of the Executive Committee.

Section 5: The immediate past President of the Board of Directors shall receive a one (1) year appointment to the Board of Directors, regardless of the expiration date of his or her term on the Board of Directors.

Section 6: The Board of Directors shall conduct a minimum of twelve (12) regular and scheduled meetings during each calendar year.

ARTICLE II: ELECTIONS, NOMINATIONS AND PETITIONS

Section 1: The election of the Board of Directors, as stated in Article I, Section 2, shall be held annually and shall be completed prior to December 31st of each calendar year.

Section 2: The President of the Board shall appoint a Nominations and Elections committee consisting of not less than three (3) members prior to October 1st of each year.

Section 3: The Nominations and Election committee shall nominate Board of Director candidates from the Chamber of Commerce general membership in good standing. A minimum of at least one more candidates than there are vacancies on the elected Board shall be nominated.

Section 4: The Nominations and Election committee shall be charged with full responsibility of supervising and conducting the election of new members to the Board of Directors.

Section 5: The election of the Board of Directors shall be conducted by written and secret ballot sent to each Chamber of Commerce member at his/her last recorded address. Ballots shall not be counted as valid unless received at the Chamber office within fourteen (14) days after delivery. Delivery by e-mail or other electronic method shall constitute delivery for purposes of this section.

Section 6: For the purpose of these Bylaws, a member in good standing is defined as a member who is current in all financial investments or requirements due or owing to the Chamber of Commerce, and is in compliance with any published policies or guidelines.

Section 7: Every ballot shall contain at least two blank spaces for write-in candidates.

Section 8: In the event of a tie, the Nominations and Elections committee shall cast the deciding vote but otherwise the number of directors required to be elected shall be elected from those who receive the highest number of votes.

Section 9: No member of the Nominations and Elections committee may be a candidate in the election they are conducting.

Section 10: A special election may be conducted upon receipt by the Board of Directors of a written petition signed by twenty per cent (20%) of the general membership in good standing, or if requested by at least three members of the Board of Directors. A special election may be called concerning any issue pertinent to Chamber of Commerce operations or activities, and must be conducted in the same manner as outlined under Section 5 through Section 9. The Nominations and Elections committee shall hold the election within a reasonable time thereafter and the results shall be promulgated.

Section 11: The outcome of any election shall be determined by a simple majority of the valid ballots cast unless otherwise provided in the Articles of Incorporation or these Bylaws.

Section 12: Petitions or other requests for Chamber of Commerce action must be presented in writing to the Chamber of Commerce office, and brought before the Board of Directors for review and consideration.

ARTICLE III: BOARD OF DIRECTORS ORGANIZATION AND RESPONSIBILITY

Section 1: The Board of Directors shall manage the Petersburg Chamber of Commerce's business and exercise all of its powers except where the same would conflict with the Articles of Incorporation or these Bylaws.

Section 2: At any meetings of the Board of Directors a quorum will consist of four (4) directors.

Section 3: Within fifteen (15) days after the annual election results have been announced, the newly elected Directors and those Directors whose terms will not expire until the end of the ensuing year, shall meet and elect from their membership the officers of the Chamber who are to serve during the next year.

Section 4: The incoming President may appoint additional Directors as may be provided for within these Bylaws, to one (1) year terms subject to the approval of the Board of Directors. Terms for directors so appointed shall begin immediately upon appointment and shall end at the time the results of the next annual election of directors are announced.

Section 5: The elected members of the Board of Directors shall serve for a two (2) year term with three (3) new members elected each year. It is the intent of these bylaws to provide for staggered terms of the elected members of the Board of Directors. Terms for directors so elected shall begin immediately upon the announcement of the results of the election and shall end with the announcement of the results of the election two years after the current election.

Section 6: In the event that an elected position is vacated during a term of office, the President may appoint an individual to fill the remainder of that term, subject to the approval of the Board of Directors as outlined in Article I, Section 2.

Section 7: Special meetings of the Board of Directors may be called by the President or the Executive Committee. To call such a meeting there must be a minimum of twenty-four (24) hour advance notice given and provided that a documented attempt is made to notify all members of the Board of Directors. A quorum must be present to conduct any business

Section 8: All members of the Board of Directors are expected to attend all regular meetings conducted by the Board and may be subject to dismissal by the President for non-compliance with approval of a majority vote of the Board.

ARTICLE IV: OFFICERS' RESPONSIBILITY

Section 1: The President shall preside at all general and special membership meetings of the Petersburg Chamber of Commerce and at all meetings of the Board of Directors and may at any time make recommendations or suggestions to the membership or the members of the Board of Directors which would tend to promote the objectives and purposes of the Petersburg Chamber of Commerce.

Section 2: Appointments to regular committees shall be made by the President.

Section 3: The President shall be an ex-officio member of all Chamber of Commerce official committees and organizations.

Section 4: The Vice President shall assist the President and assume all authority and responsibilities in the President's absence.

Section 5: The Secretary/Treasurer and any other officers elected to the Executive Committee shall be responsible for the areas which their titles indicate and for such other matters which the President may direct.

ARTICLE V: AUTHORITY OF THE BOARD OF DIRECTORS

Section 1: Any legal corporation, organization, or association which has been established or created by the Chamber of Commerce or is owned or controlled by the Chamber of Commerce shall be liable to the Board of Directors for the manner in which its activities are conducted.

Section 2: The exercise of any of the rights of ownership over such corporations, organizations, or associations shall be by the Board of Directors on behalf of the general membership of the Chamber of Commerce.

ARTICLE VI: POLICY

Section 1: Statements of policy may be issued by the Board of Directors at any time for the purpose of establishing guidelines or goals for the Petersburg Chamber of Commerce activities and operations.

Section 2: Statements of policy must be in writing and a copy of every statement of policy issued shall be preserved in an accessible manner at the Petersburg Chamber of Commerce office so as to be available to every Chamber of Commerce Member who desires to acquaint themselves with the contents.

Section 3: All members are required to abide by the policies of the Chamber of Commerce and are responsible for full compliance.

ARTICLE VII: OPERATING YEAR AND ANNUAL MEETINGS

Section 1: The Chamber of Commerce shall perform all business activities based on the calendar year, from January 1st to December 31st of each year.

Section 2: The annual meeting of the Chamber of Commerce shall be held prior to the end of March of each year, at a time and place designated by the Board of Directors

Section 3: Notice in writing of each annual meeting shall be sent to each Member of the Chamber of Commerce, at their last recorded address, at least ten (10) days in advance of the meeting. Delivery by e-mail or other electronic method shall constitute delivery for purposes of the section.

ARTICLE VIII: MEMBERSHIP

Section 1: Any individual person, licensed business, or registered association may apply to become a Member of the Chamber of Commerce.

Section 2: The Chamber of Commerce fully complies with all legal statutes and regulations regarding discriminatory practices. All applications for Membership are subject to the approval of the Board of Directors

Section 3: The written resignation or expulsion of a member for any reason shall result in the termination of membership and all rights, title and benefits as that member had enjoyed.

Section 4: Associate membership is a classification reserved for individual persons who provide on-going advice or technical assistance in their area of expertise to either the Board of Directors or official Chamber of Commerce Committees. Associate membership may be recommended to the Board of Directors by any member in good standing and shall be awarded for a period of one (1) year upon approval by two-thirds (2/3) vote of the Board of Directors. Term of membership may be brought up before the Board of Directors for renewal by the associate member. An associate member will have no vote or investment requirement.

Section 5: Any member may appoint full time employees as their official representative to the Chamber of Commerce. The maximum number of appointed employees will not exceed the member's allotted number of votes. A list of appointments, including full name, address and telephone number must be submitted by the member to the Board of Directors for recording. Appointments of representation will be subject to all rights, privileges and responsibilities as assigned to a member in good standing.

ARTICLE IX: MEMBERSHIP BENEFITS, RESPONSIBILITIES and VOTING ASSIGNMENTS

Section 1: Any Member whose annual investment (dues) amount is received by the Chamber of Commerce no later than the last day of January will be provided a ten per cent (10%) discount. The annual investment of first time applicants may be prorated on a quarterly basis, depending upon date of membership approval.

Section 2: All Members in good standing will be provided with access to all media and marketing developments as might be provided through the Chamber of Commerce according to the confines, available configurations, and costs as established within policy guidelines.

Section 3: Any renewing Member who has failed to forward annual investment prior to March 31st will forfeit their membership with the Chamber of Commerce, including all rights and privileges so associated.

Section 4: For the purposes of these Bylaws:
A "seasonal worker" is defined as an employee who works less than six (6) months per calendar year. Two (2) seasonal workers will be considered equal to one (1) full time equivalent.

A "part time worker" is defined as an employee actively engaged in the business for less than thirty six (36) hours per work week. Two (2) part-time workers will be considered equal to one (1) full time equivalent.

A licensed business is defined as a legally licensed and registered entity, either sole proprietorship, partnership, or corporation. Any business applying for

membership may be required to submit a copy of its current license. An organization is defined as any structured and legally registered organization which is not a business.

Section 5: The Board of Directors shall develop and maintain an Investment Schedule, which will provide the investment amount for each category of individual, business, organization and/or association as outlined in Section 6 through Section 12. This Schedule will be reviewed periodically by the Board.

Section 6: Individuals without business or organization status may belong to the Chamber of Commerce for an annual investment as provided within the Investment Schedule, and will be entitled to one (1) vote in any valid election.

Section 7: A business having one to three (1-3) actively engaged employees or full time equivalents may belong to the Chamber of Commerce for an annual investment as provided within the Investment Schedule, and will be entitled to one (1) vote in any valid election.

Section 8: A business having four to seven (4-7) actively engaged employees or full time equivalents may belong to the Chamber of Commerce for an annual investment as provided within the Investment Schedule, and will be entitled to two (2) votes in any valid election.

Section 9: A business having eight to ten (8 - 10) actively engaged employees or full time equivalents may belong to the Chamber at Commerce for an annual investment as provided within the Investment Schedule, and will be entitled to three (3) votes in any valid election.

Section 10: A business having eleven (11) or more actively engaged employees or full time equivalents may belong to the Chamber of Commerce for an annual investment as provided within the Investment Schedule, and will be entitled to four (4) votes in any valid election.

Section 11: Any registered organization which is not a licensed business, may belong to the Chamber of Commerce for an annual investment as provided within the Investment Schedule, and will be entitled to one (1) vote in any valid election. Any registered "Not for Profit" organization, desiring membership without voting privileges may be awarded such a membership without investment.

Section 12: Municipalities, regardless of size, may join the Petersburg Chamber of Commerce for an annual investment as provided within the Investment Schedule, and will be entitled to five (5) votes in any valid election.

Section 13: Investment structures will be based upon the preceding categories and may be changed periodically by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE X: CHAMBER OF COMMERCE STAFF

Section 1: The Board of Directors shall hire a Manager to handle the administration and daily operations of the Petersburg Chamber of Commerce affairs.

Section 2: The Manager shall be the chief administrative officer of the Chamber of Commerce and shall be responsible directly to the Board of Directors and be subject to their authority.

Section 3: The Manager's major and primary responsibility shall be to assist and advise the Board of Directors and its Officers on the operations, goals, and objectives of the Petersburg Chamber of Commerce.

Section 4: The Manager's duties shall include the preparation and transmittal of any official correspondence, maintaining the accuracy and availability of all books of account, and the timely and efficient recordings of the proceedings of the Petersburg Chamber of Commerce and its official committees.

Section 5: The Manager shall prepare an accurate financial statement and written report of the year's operations and submit to the Board of Directors within thirty (30) days after the close of each calendar year.

Section 6: If determined to be necessary by the Board of Directors, the Manager shall be bonded in an amount determined to be necessary by the Board of Directors, who shall determine as well whether other Chamber personnel should be bonded with the costs of such bonding to be borne by the Petersburg Chamber of Commerce.

Section 7: The Board of Directors may approve the hiring of additional staff if necessary to conduct the business of the Chamber of Commerce. Upon approval to do so, the Manager has the sole responsibility for hiring and supervising additional staff members.

ARTICLE XI: COMMITTEES

Section 1: The Board of Directors shall authorize and define the powers and duties of all committees of the Petersburg Chamber of Commerce except as otherwise limited by the Articles of Incorporation and these Bylaws.

Section 2: The President shall appoint all committee chairpersons subject to the Board of Directors approval of such appointments.

Section 3: The Chairperson will act as liaison between the committee and the Board of Directors and will be responsible for providing a committee budget, if applicable, and for providing periodic reports as requested by the Board of Directors or as necessary to conduct the business of the committee.

ARTICLE XII: DISBURSEMENT OF FUNDS

Section 1: The disbursement of all Chamber of Commerce funds shall be only on checks bearing the signatures of two persons.

Section 2: Checks may be signed by any two of the following: the President, Vice President, Secretary/Treasurer, and any other member of the executive committee of the Board of Directors, and other member(s) authorized on an annual basis to do so by the Board of Directors.

Section 3: In the event of dissolution of the corporation, any net proceeds from charitable gaming activities shall be distributed to a charitable organization as defined in AS 05.15.690(5) or to another qualified organization authorized to conduct an activity under AS 05.15.

ARTICLE XIII: AMENDMENTS

Section 1: The latest edition of Robert's Rules of Order shall be the governing authority for conducting all meetings of the Petersburg Chamber of Commerce and any of its subsidiary organizations, divisions, or committees.

Section 2: Changes or amendments to the Bylaws will require a two thirds affirmative vote of the General Membership ballots returned. Ballots will be sent to each Chamber of Commerce Member in good standing at their last recorded address. Only ballots received at the Chamber office within twenty five (25) days after delivery will be counted. Delivery by e-mail or other electronic method shall constitute delivery for purposes of the section.