

CONSTITUTION AND BYLAWS
OF
THE PORT ANGELES BUSINESS ASSOCIATION
PORT ANGELES, WASHINGTON

PURPOSE

- To promote all business in the Greater Port Angeles area.
- To provide information regarding business development in the Greater Port Angeles area.
- To increase business growth and develop jobs within the market place.
- To retain the private enterprise system with free competitive markets.

ARTICLE I - MEMBERSHIP

- Section 1.1** Any person, firm or business having an interest in the purpose of PABA, upon acceptance by the Board of Directors and payment of the required dues, is qualified for membership and is entitled to one vote.
- Section 1.1a** Any non-profit organization in Clallam County having a mission or purpose of economic development in the greater Port Angeles area and a stated desire to increase business growth and jobs in this area will be eligible for a dues-free membership provided they reciprocate with the Port Angeles Business Association with membership in their organization. Approval will be granted upon recommendation by the Board of Directors and by a vote of the membership at a regular meeting of the Association. They will be entitled to a vote provided they extend the same privilege to our representative to their organization.
- Section 1.2** If a business or firm changes hands, membership may be transferred to the new owners upon approval by the Board of Directors.
- Section 1.3** Only members whose dues are not overdue by more than 60 days may vote.
- Section 1.4** Membership may be terminated for nonpayment of dues following a written notice of delinquency and a forty-five (45) day grace period after dues are delinquent.
- Section 1.5** Lifetime membership may be given to a worthy member by the Board of Directors.

Section 1.6 Honorary memberships may be extended to a worthy person by the Board of Directors and does not include voting rights.

Section 1.7 Any member may resign from the PABA by giving written notice to the Board of Directors.

Section 1.8 Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors and a two-thirds (2/3) vote of the members (assuming a quorum is present) at the next regular meeting after the Board meeting, for conduct contrary to the objective and purpose of the PABA provided that the member shall be given a ten (10) day written notice and the opportunity to be heard by the Board of Directors and membership.

ARTICLE II – DUES

Section 2.1 Dues shall be paid in accordance with the schedule established by the Board of Directors. The amount of dues shall be reviewed annually by the Board of Directors.

Section 2.2 Dues shall be set annually on recommendation of the Board and approval by 60 % of the members present at a legal meeting of the association. Members shall be notified in writing 7 days in advance of subject meeting. Dues shall be ¼ of annual dues per quarter, for each quarter remaining, if joining mid year

Section 2.3 Dues shall be billed by the Treasurer annually in December of each fiscal year and become due and payable January 1 for the following fiscal year, January through December.

Section 2.4 Dues shall be used to make charitable contributions only up to the amount provided for that purpose in the budget and not yet used.

ARTICLE III - GENERAL MEETINGS

Section 3.1 The general meeting of the PABA shall be held at 7:30 A.M. each Tuesday with a goal of having an open business meeting each month, unless otherwise decided by the Board of Directors.

Section 3.2 Special meetings of the PABA may be called by a written petition of five (5) members in good standing, delivered to the president. Members shall be notified seven (7) days before the special meeting date. Special Board meetings may be called for a specific purpose and only the specified purpose shall be considered for business at the special meeting.

Section 3.3 A quorum consists of a minimum of 20 % of the membership in good standing present at any regular meeting.

ARTICLE IV - BOARD OF DIRECTORS

- Section 4.1** The Board of Directors shall direct the business of the PABA with the approval of the membership except where otherwise indicated in the Constitution and Bylaws. Expenditures not exceeding one hundred dollars (\$100.00) may be authorized by the Board. All expenditures exceeding one hundred dollars (\$100.00) shall be approved by the Board of Directors and the membership. The Board of Directors will be responsible for determining policy and procedures of the PABA.
- Section 4.1a** Representatives to other organizations shall be appointed by the Board of Directors for each calendar year and may be reappointed for one additional year so as not to exceed two terms. Such representatives to other organizations shall be members of the organization at which they represent PABA. A voting representative to any other organization shall keep the PABA general membership informed at PABA's general meetings about issues likely to come up for a vote at Board meetings at such other organization, and shall vote at such other organization in accordance with the instructions received in any motion passed by the PABA general membership. To the extent issues come up at such other organization's Board meetings as to which consulting with the PABA general membership was not feasible or as to which the PABA general membership did not provide guidance, the PABA voting representative to such other organization may, at his discretion, abstain or cast his vote as he believes best serves the interests of PABA. As long as any organization on whose board PABA has sought representation grants PABA one seat on its Board of Directors PABA shall reciprocate by granting such organization one seat on PABA's Board of Directors.
- Section 4.2** The Board of Directors shall consist of all elected officers who shall serve for the duration of their elected terms, plus three (3) members at large who shall be elected by the membership and the last available past president who has served a twelve (12) month term. The past president shall serve until replaced by his successor. The vice president shall serve as Chairman of the Board of Directors.
- Section 4.3** The Board of Directors shall meet once a month at a time and place to be fixed by the board. Additional meetings may be convened by the President as required. At the discretion of the Chairman of the Board of Directors, Board members may vote by email on approval of new PABA members. Notification by email of a Board meeting or vote shall require electronic confirmation of receipt. All directors' meetings shall be open to any member of the association in good standing.
- Section 4.4** If a Board member fails to attend three (3) Board meetings in one calendar year without prior notice and without a reason acceptable to a majority of the Board, the Board of Directors may request his/her resignation. If that member does not submit a written resignation, his/her Board membership may be declared vacant by a two-thirds (2/3) vote of the Board. The expired term shall be filled by election by the membership at a regular or special meeting. PABA members in good standing may vote in person at such meeting.
- Section 4.5** If a Board vacancy occurs, the expired term shall be filled by election by the membership at a regular or special meeting. PABA members in good standing may vote in person at such meeting.
- Section 4.6** A majority of the Board members shall constitute a quorum.

ARTICLE V - OFFICERS

- Section 5.1** President - Shall preside at all general meetings, appoint all committee chairmen, and have general supervision of the PABA. The President shall have a vote only when such vote could change the outcome. The President is a member of all committees except the Nominating Committee.
- Section 5.2** Vice President - Shall preside in the absence of the President and assume the President's duties if the President is unavailable, is Chairman of the Board of Directors, and is a member of the Membership Committee. The Vice President shall have a vote at a Board meeting or at a general meeting when fulfilling the President's duties only when such vote could change the outcome.
- Section 5.3** Secretary - shall have custody of the Constitution and Bylaws and all other non-financial records and documents of the PABA. All records and documents shall be transmitted to his/her successor. He/She shall keep an accurate record of all meetings and the minutes thereof. The Secretary shall have charge of all correspondence.
- Section 5.4** Treasurer - Shall receive and disburse funds, keep accurate records of all transactions (using conventional bookkeeping methods) and report the financial condition of the PABA monthly to the members, preferably at an open business meeting. The funds and records shall be transmitted to his/her successor, and he/she is Chairman of the Financial Committee. The Treasurer is responsible for the billing of annual dues and the maintenance of the paid-membership roster. In December of each calendar year, or during the month prior to a new Treasurer taking office, the Treasurer shall deliver the books and records to the Auditing Committee.

ARTICLE VI - COMMITTEES

- Section 6.1** The president shall appoint the committee chairmen and the committee chairman shall appoint the committee members, except where noted. All committee meetings shall be open to any member of the association in good standing.
- Section 6.2** All permanent committees shall be composed of no less than three members.
- Membership** - Shall recruit prospective members and present their applications to the Board of Directors and is responsible for the growth of the PABA.
- Public Relations** - Shall promote the PABA and work with the Board of Directors in coordinating all publicity and media coverage of PABA activities and projects.
- Program/Current Events** - Shall identify and schedule programs to be presented at the general membership meetings, which shall be previously approved by the committee as a whole. Shall work with the Public Relations Chairman to see that proper notice and media coverage of programs is presented.

Water and Shorelines– Shall monitor and study activities, events, plans, laws, rules, regulations and business developments relating to the shoreline, rivers, wells and other water resources in the greater Port Angeles area. Shall report important findings to the membership with recommendations for action if appropriate.

Section 6.3 Interim committees shall be established as directed by the Board of Directors and/or the general membership.

Nominating - Shall provide a slate of candidates for each Board position and shall present this slate to the general membership for election by the membership. The committee consists of the last available past president who has served a twelve (12) month term, who shall act as Chairman, and two members who are appointed by the President.

Finance - Shall compile the budget for each fiscal period after the general election.

Audit - Shall perform an audit of the records and books presented by the Treasurer in December of each year, or during the month prior to a new Treasurer taking office. A report of this audit is presented to the general membership at the first open business meeting following the month in which an audit is performed.

Bylaw Revision - Shall review the Bylaws annually in September of each fiscal year and recommend any revisions to the general membership.

ARTICLE VII - ELECTIONS

Section 7.1 Elections will be held at the open business meeting before the 15th of December from the slate of candidates. PABA members in good standing may vote in person at such meeting. Newly elected officers will assume office at the first meeting in January.

Section 7.2 The following limits shall apply to Board member terms:

President - Shall serve a single 12 month term.

Vice President - Shall serve a 12 month term.

Secretary - May serve unlimited ongoing consecutive 12 month terms.

Treasurer - May serve unlimited ongoing consecutive 12 month terms.

Directors - Board members at large shall be elected for a one (1) year term beginning in January of each year and may not serve more than two (2) consecutive terms as Board members at large. If a Board member at large shall be elected mid year, service for six (6) or more months in a year shall count as a one (1) year term for purposes of the previous sentence.

ARTICLE VIII - PARLIAMENTARY PROCEDURES

Section 8.1 *Robert's Rules of Order* (Newly Revised) shall be the final authority on Parliamentary Procedures at the PABA meeting where they do not conflict with the Bylaws.

ARTICLE IX - DISSOLUTION

Section 9.1 On dissolution of the PABA, any funds remaining after all financial obligations are satisfied, shall be distributed to one or more regular organized and qualified charitable, educational, scientific or philanthropic organizations, selected by the Board at the time of dissolution.

ARTICLE X - AMENDMENTS TO THE BYLAWS

Section 10.1 The Bylaws may be amended at any regular meeting of the PABA provided that a quorum is present, by a two-thirds (2/3) vote of the members at the meeting.
Amendments shall be presented in writing to the Bylaws Committee by any member in good standing. The Bylaws Committee shall present any such proposed amendment in writing to all members at a regular meeting prior to the regular meeting at which it will be voted on.