

CONSTITUTION AND BYLAWS

PORT ANGELES BUSINESS ASSOCIATION (PABA)

PORT ANGELES, WASHINGTON

PURPOSE

- To promote all businesses 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 greater Port Angeles area.
- To retain the private enterprise system with free competitive markets.

ARTICLE I - MEMBERSHIP AND DEFINITIONS

Section 1.1, Definitions in this Constitution and Bylaws:

“PABA” and “the Association” refer to the Port Angeles Business Association.

“PABA Board” and “the Board” refer to the PABA Board of Directors.

“Chair” refers to the chairman or chairwoman of a PABA committee.

“Membership Quorum” refers to a minimum of 20 percent of the PABA membership in good standing present at a weekly general membership meeting or a special membership meeting.

“Email” refers to written messages distributed by electronic means.

Section 1.2: Any person, firm or business having an interest in PABA and its four-point Purpose, upon acceptance by the Board and payment of the required dues, qualifies for PABA membership and has one (1) vote.

Section 1.2a: Any nonprofit organization in Clallam County with 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 is eligible for dues-free PABA membership provided the nonprofit reciprocates with dues-free membership for PABA in its organization.

PABA membership shall be granted to the nonprofit upon (1) recommendation by the Board and (2) affirmative vote by a majority of members present at a weekly general membership meeting. The nonprofit is entitled to one (1) vote, provided it provides the same voting privileges in its organization to PABA's representative.

Section 1.3: If a business changes ownership, PABA membership may be transferred to the new owner(s) upon approval by the Board.

Section 1.4: Only PABA members whose dues are not overdue by more than 60 days may vote. PABA 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 in PABA, with voting rights and no dues, may be granted to a worthy member by the Board.

Section 1.6: Honorary memberships in PABA with no dues may be granted to a worthy person by the Board. Honorary membership does not include voting rights.

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

Section 1.8: Any member may be expelled by a two-thirds (2/3) vote of the Board and a two-thirds (2/3) vote of the members (assuming a Membership Quorum is present) at the next general meeting after the Board meeting, for conduct contrary to the four-point 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 and membership.

ARTICLE II - DUES

Section 2.1: Dues shall be set annually on recommendation of the Board and approval by 60 percent of the members present at a weekly general membership meeting. All members must be notified of the recommended dues at least seven (7) days before the meeting.

Section 2.2: 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. Fiscal year is the calendar year, January through December.

Section 2.3: Dues shall be one-quarter ($\frac{1}{4}$) of annual dues per quarter, for each quarter remaining, after the first quarter of the year.

Section 2.4: Dues shall be used by the Board to make any charitable contributions only up to the amount specified for that purpose in the annual budget.

ARTICLE III - GENERAL MEETINGS

Section 3.1: Unless otherwise decided by the Board, weekly PABA general membership meetings with networking and educational programs shall be held from 7:30 a.m. to 8:30 a.m. every Tuesday, with a goal of having one “open business” discussion every month examining issues affecting PABA and/or local investment, employment and economic growth.

Section 3.2: Special membership meetings of the PABA may be called by the Board, or 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. Notification by email of any special meeting shall require electronic confirmation of receipt.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1: The Board shall direct the business of the PABA and is responsible for determining the policy and procedures of the PABA in accordance with the Constitution and Bylaws.

Section 4.1a: Expenditures not budgeted and not exceeding one hundred dollars (\$100.00) may be authorized by the Board. All expenditures not budgeted exceeding one hundred dollars (\$100.00) must be approved before payment by the Board and by the members present at a weekly general membership meeting.

Section 4.2: Representatives to other organizations' boards of directors shall be appointed by the Board for each calendar year and may be reappointed for one additional year so as not to exceed two terms. Such PABA representatives to other organizations' boards shall be members of the organization at which they represent PABA.

A voting representative to any other organization shall keep the PABA membership informed at the weekly general meeting 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 instructions received in any motion passed by the PABA membership. To the extent issues come up at such other organization's board meetings as to which consulting with the PABA membership is not feasible or as to which the PABA membership has not provided guidance, the PABA voting representative to such other organization may, at his/her discretion, abstain or cast his/her vote as he/she believes best serves the interests of PABA.

Section 4.3: The Board shall consist of four (4) Officers and three (3) Directors elected by the membership, plus the last available past president who has served a twelve (12) month term.

In addition, as long as any organization on whose board of directors PABA has sought representation grants PABA one seat on its board with voting rights, PABA shall reciprocate by granting such organization one seat with voting rights on PABA's Board.

The Vice President shall serve as Chair of the Board, preparing the Board meeting agenda in association with the President, presiding at Board meetings and ensuring that all relevant matters are discussed and that effective decisions are made and carried out.

Section 4.4: The Board shall meet once a month at a time and place fixed by the Board. Additional special Board meetings may be convened by the President, or by three (3) or more Board members. A special Board meeting may be convened only for a specific purpose, and only the specified purpose shall be considered for business at this meeting. Notification by email to Board members of a special Board meeting shall require electronic confirmation of receipt. All Board meetings shall be open to any member of the Association in good standing.

Section 4.4a: When a position statement (see definition, Section 6.4) requires approval of the Board before the next regularly scheduled Board meeting, or when it is not practical to call a special Board meeting, the President may, at his or her discretion, request a vote by email. In addition, approval or disapproval of proposed new PABA members requires only a vote by email by Board members.

In email voting, each Board member shall receive notification by group email from the President stating the matter to be voted upon. The email notification shall require electronic confirmation of receipt and shall state that the voting must be completed by a date and time that gives all Board members two (2) business days to cast their vote. Each Board member is entitled to cast one (1) vote by reply email that shall be cc'd in "reply to all" mode to the full Board. As in all Board and general and special membership meetings, voting by proxy is not permitted. The matter is considered as approved if it receives affirmative votes by the end of the voting period by a majority of all Board members. The Secretary will report the vote results in the next Board meeting minutes issued.

Section 4.5: If a Board member fails to attend three (3) Board meetings in one fiscal year without prior notice and without a reason acceptable to a majority of the Board, the Board 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.

Section 4.6: If a Board vacancy occurs, the expired term shall be filled by election by the membership at a weekly general meeting or at a special membership meeting. All members must be notified of the election and its candidate(s) at least seven (7) days before the meeting at which the election will occur.

Section 4.7: A majority of the Board members shall constitute a quorum for business to be conducted at a Board meeting.

ARTICLE V - OFFICERS

Section 5.1: President — Shall preside at all membership meetings, appoint committee Chairs, and have general supervision of the PABA. The President shall have a vote at Board meetings, and at membership meetings 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. The Vice President is Chair of the Board (*see Section 4.3*). The Vice President shall **not** have a vote at a Board meeting, or at a membership meeting when fulfilling the President's duties unless such vote at a membership meeting 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. All funds and records shall be transmitted to his/her successor.

The Treasurer is Chair of the Finance Committee.

Section 5.4a: 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 Audit Committee.

ARTICLE VI - COMMITTEES AND POSITION STATEMENTS

Section 6.1: Except as noted in the Constitution and Bylaws, the Board may establish or disestablish committees as the Board and/or the membership deem(s) necessary to advance and protect the interests of the PABA membership.

All committee meetings shall be open to any member of PABA in good standing. However, only those members officially on the committee shall be able to vote on the issues being addressed by the committee.

Section 6.2: All committees shall be composed of no less than three members. The President shall appoint the Chair of a committee, except where noted in the Constitution and Bylaws, and the Chair shall appoint the committee members, except where noted in the Constitution and Bylaws.

Section 6.3: The following five permanent standing committees are established under the Constitution and Bylaws:

A. Nominating — Shall provide a slate of candidates for each Board position and shall present this slate, with at least seven (7) days written notice to all members, for voting by the membership before the 15th of December of each fiscal year.

The Nominating Committee shall consist of the last available past president who has served a twelve (12) month term, who shall act as Chair, and two members appointed by the President.

B. Finance — Shall compile the budget for the next fiscal year and present it to the Board and membership for approval in December of the current fiscal year. The committee Chair is the Treasurer.

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

D. Bylaws Revision — Shall review the Constitution and Bylaws annually in September of each fiscal year and recommend any revisions to the Board and to the membership.

E. Government Affairs — To reinforce pro-business activity, meets at least once monthly to monitor and study activities/ legislation/regulations by local, county, state and federal governments and related agencies. Shall report important findings to the Board and the membership, with recommendations for action if appropriate.

Section 6.4, Position Statements: The PABA Position Statement process is designed for all members to be engaged in the development, review and approval of these statements.

A Position Statement describes PABA's opinion(s) on a specific topic or issue including any recommendation(s) for a course of action. Position Statements require (1) Board approval and (2) approval by a majority of PABA members present at a weekly general membership meeting or at a special meeting. A proposed Position Statement must be presented by email to all members in good standing at least seven (7) days prior to the meeting at which it will be voted upon, as well as in writing to members at a general or special meeting at least seven (7) days prior to the meeting at which it will be voted upon.

Board members, the Government Affairs Committee or five (5) or more PABA members may propose a Position Statement for consideration by the Board. It shall be accepted or rejected by the Board and, if approved, prepared for submission to the membership. Only PABA Position Statement(s) approved by the Board and members may be conveyed to the public and other outside parties.

Section 6.5: The membership can direct a Position Statement without going through the Board or procedures outlined in Section 6.4. Such action requires a motion and a second to the motion, each by a PABA member in good standing, at any weekly general membership meeting with a Membership Quorum present; for approval it requires a two-thirds (2/3) vote of the members present.

ARTICLE VII - ELECTIONS

Section 7.1: Elections will be held at a weekly general membership meeting before the 15th of December from the slate of candidates submitted by the Nominating Committee, and with proper notice (see *Section 6.3-A*). PABA members in good standing may vote in person at this meeting.

Newly elected officers assume office at the first meeting in January.

Section 7.2: The following limits shall apply to Board members:

President — Shall serve a single 12-month term.

Vice President — Shall serve a single 12-month term.

Secretary — May serve unlimited consecutive 12-month terms.

Treasurer — May serve unlimited consecutive 12-month terms.

Directors — The three Directors each shall be elected for a one (1) year term beginning in January of each year and may not serve more than two (2) consecutive one-year terms. If a Director is 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 all PABA meetings in areas where they do not conflict with procedures in the Constitution and 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 Revision Committee (*see Section 6.3-D*) shall present any proposed amendment(s) in writing to all members by email at least seven (7) days in advance, and at a general membership meeting prior to the meeting at which the amendment(s) will be voted on.

Suggested amendments shall be presented in writing to the Bylaws Revision Committee by any member in good standing

The Constitution and Bylaws may be amended at any weekly general membership meeting, provided a Membership Quorum is present, by a two-thirds (2/3) approval vote of the members at the meeting.