

BYLAWS
THE SHELTON-MASON COUNTY CHAMBER FOUNDATION, INC.
Adopted October 29, 2019

Article I- Name

1. The name of the corporation is The Shelton-Mason County Chamber Foundation, Inc.

Article II- Offices and Addresses

1. The principal office of the Corporation in the State of Washington shall be 215 W Railroad Avenue, Shelton, Mason County, Washington or at such other place as shall be lawfully designated by the Board of Directors, hereinafter sometimes called "Board."

Article III- Aims and Purposes

1. The purpose of this Corporation shall be as provided in its Articles of Incorporation, which may include, not as a restriction or enlargement of its purposes, but merely as illustration thereof, for charitable, educational, religious or scientific purposes and other subjects related to improving the efficiency, development, and acceleration of both the quality and quantity of economic growth and employment and business opportunities through its efforts.
2. The aims of this Corporation are to be carried out through any and all lawful activities, including others not specifically set out above, but which may be incidental to the Foundation's stated aims and purposes, both direct and through contributions to any other corporation, trust, fund, or foundation whose purposes are charitable, scientific, literary or education, provided that any such activity or contribution shall conform to any applicable restrictions or limitations set forth in the Corporation's Articles of Incorporation, or to any restriction which is imposed on corporations described in Section 501(c)(3) of the Internal Revenue code and its regulations or on any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code as it now exists, or as it may hereinafter be amended, for so long as its provisions are in effect.

Article IV- Membership

1. The Corporation is to have no members. The Board may take any action which is permitted or required to be taken by members of a corporation not for profit under the Laws of the State of Washington by the affirmative vote of a majority of the entire Board.

Article V- Board of Directors

1. General. The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the corporation shall be 5 (five).
2. Composition of the Board. The Board of Directors of the Corporation shall be the Chairman, Chairman-Elect, Secretary/Treasurer, Immediate Past Chairman, and President/CEO of the Shelton-Mason County Chamber of Commerce. The Chairman of the Chamber Board shall serve as Chairman/CFO of the corporation, the Chairman-Elect shall serve as Vice-Chairman, the Secretary/Treasurer shall serve as Secretary/Treasurer, and the Immediate Past Chairman shall serve as Immediate Past Chairman of the

Corporation. The President/CEO of the Shelton-Mason County Chamber shall serve as President/CEO of the Chamber Foundation.

3. Terms. Board members shall serve one-year terms or until their successors are elected/appointed.

Article VI- Meetings of the Board

1. Place of Meetings: The meetings of the Board shall be held at the principal office of the Corporation or at any place that the Board may from time to time appoint.
2. Meetings. The Board shall meet at least once each year at a time and place designated by the Board. Other meetings may be called at any time by the Chairman or by two or more members of the Board.
3. Notice of Meetings. Notice of any regular or special meeting of the Board shall be given at least five days prior thereto by written notice sent by any usual means of communications to each Director. However, the requirement of written notice may be waived before, at, or after any meeting.
4. Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such a meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
5. Quorum. At all meetings of the Board a majority of the total Directors then in office shall constitute a quorum for the transaction of business. Directors can remotely attend meetings through technological means.
6. Voting of Directors. The vote of a majority of the entire Board of Directors shall be the act of the Board, unless a vote of a greater number is required by law or by these Bylaws.
7. Compensation of Directors. Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred by a Director in the performance of his duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation. Nothing herein shall preclude a Director from serving the Corporation in any other capacity, as, for instance, an employee thereof, and receiving compensation for said services.

Article VII- Committees

The Board, by resolution adopted by a majority of the entire Board, may designate other committees, as it deems desirable to meet an organizational need.

1. Any committee shall report any action taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. So far as applicable, the provisions of these Bylaws relating to the conduct of the meetings of the Board shall govern the meetings of all committees.

Article VIII- Officers

1. Election/Title/Term- Officers of the Corporation shall be a Chairman, a Vice Chairman, and a Treasurer. Each officer shall serve for one year, or until a successor has been elected and qualified.
2. The duties of the officers of this Corporation shall be such as usually pertain to such officers of corporations generally, except as may be otherwise prescribed by these Bylaws or by the Board.

- a. The Chairman shall be the principal officer and head of the Corporation, subject to the right of the Board to delegate any specific power to any other Board Member of the Corporation.
 - b. The Chairman shall preside at all meetings of the Board of Directors and shall appoint, subject to confirmation of the Board and be an ex-officio member of all committees. In the absence of the Chairman, the Vice Chairman shall preside at any meeting at which the Chairman would preside.
 - c. The President shall be the chief executive officer of the Corporation and as such shall exercise general supervision of all operations and personnel of the Corporation, including determination of compensation to be paid to any employee for services rendered to the Corporation, subject to the direction or approval of the Board. The President shall cause proper notice to be given of all meetings, and shall record or cause to be recorded minutes of all proceedings to be kept for the official records of the Corporation. He or she shall perform such duties as the Board may direct, and at the expiration of the employment term shall deliver to the Board of Directors all property and records of the Corporation.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Article IX - Corporation Activities

1. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing and distribution of statements) in any political campaign on behalf of any candidate for public office.
2. Notwithstanding any other provision of the corporate documents (including these Bylaws and the Articles of Incorporation) the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding position of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article X - Contract, Checks, Deposits and Funds

1. Authorization. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.
2. Funds. All funds of the corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or designated by any officer or officers, or agent or agents, of the Corporation to whom such power may be delegated by the Board of Directors.
3. Acceptance of Gifts. The Board of Directors, or any officer or officers, or agent or agents, of the corporation to whom such authority may be delegated by the Board, may accept gifts on behalf of the Corporation.

4. Bonds. At the direction of the Directors, any officers or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.
5. In absence of specific policies for the Corporation, those policies of the Shelton-Mason County Chamber of Commerce shall preside.

Article XI - Dissolution

1. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and at the time qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.
2. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Article X- Indemnification

1. The Corporation shall indemnify officers, Directors, and other persons.

Article XI- Amendment

1. These Bylaws may be altered, amended, or repealed by the Board at any regular meeting, or at any special meeting called for that purpose, provided, however, that notice of the proposed amendment, alteration or repeal shall be given to each director at least five (5) days prior to the meeting at which the Bylaws are to be altered, amended or repealed; provided, however, that no notice shall be required if all Directors are present and all vote in favor of the alteration, amendment, or repeal.

IN WITNESS WHEREOF each incorporator has affixed his signature on this 31 day of October, 2019.

Signed by _____

Martin Crow
1826 Olympic Highway N
Shelton, WA 98584

Signed by _____

Wilfred Johnson
202 E Pine St
Shelton, WA 98584

Signed by _____

Heidi McCutcheon
215 W Railroad Ave
Shelton, WA 98584

Signed by _____

Lisa Perry
421 S Front Street
Shelton, WA 98584

