

**RESTATED BYLAWS  
OF THE  
ANCHORAGE CHAMBER OF COMMERCE, INC.**

**Amended and Revised ~~December 6, 2002~~, 2004**

**ARTICLE I  
NAME**

This organization is incorporated under the laws of the State of Alaska, its name is the “Anchorage Chamber of Commerce, Inc.”, and it may act using the name “Anchorage Chamber of Commerce”. The principal office of the Corporation shall be located within the Municipality of Anchorage, Alaska, and is bound to the laws of the Municipality of Anchorage, State of Alaska, and United States of America.

**ARTICLE II  
MISSION**

The mission of the Anchorage Chamber of Commerce is to be effective as a business leader by supporting and focusing our broad-based membership in their efforts to grow Anchorage into a Premier American City.

**PRINCIPLES**

The Anchorage Chamber of Commerce will maintain a strong Board of Directors comprised of people who can get things done or influence how things get done, who are leaders in forming public opinion among businesses in Anchorage and the community as a whole, and who offer special understanding and insight into the issues and challenges facing Anchorage businesses.

**OBJECTIVES**

The objectives of the Anchorage Chamber of Commerce are:

- (1) *Membership Growth and Retention.* The Anchorage Chamber will strengthen its role as Alaska’s leading pro-business organization by effectively enhancing membership growth and retention.;
- (2) *Business Advocacy.* The Anchorage Chamber will propound, promote and defend a positive business environment for Anchorage and the state as a whole.
- (3) *Economic and Business Development.* The Anchorage Chamber will be a positive catalyst for economic and business growth in our community.

The objectives shall be implemented taking into consideration the quality of life and the general needs of the public, and shall be carried out in a non-partisan, non-discriminatory manner.

**ARTICLE III  
DEFINITIONS**

Unless the context otherwise requires, the following capitalized terms as used in these bylaws have the respective meanings set out below:

- (1) “Board” means the board of Directors of the Corporation;

(2) “Chair” means the person holding office as the chair of the Board pursuant to Article VII of these bylaws, or if the person holding that office is absent or unable to perform the duties of that office, it means the person acting in that capacity pursuant to these bylaws; when “chair” is used as a noun without being capitalized, it is referring to the person who presides at meetings of a committee or other body established by the Corporation;

(3) “Chair-Elect” means the person holding the office of that name pursuant Article VII of these bylaws;

(4) “Corporation” means the Anchorage Chamber of Commerce, Inc.;

(5) “Director” means a person serving as a director of the Corporation; “Directors” means any two or more persons of whom each is a Director;

(6) “Director-Elect” means any person who has been elected to the Board but whose elected term of office has not yet begun; “Directors-Elect” means any two or more persons of whom each is a Director-Elect;

(7) “Elected Past Presidents and Chairs” means (A) those persons who were elected to the office of president of the Corporation when, under the Corporation’s former bylaws, the president was the presiding officer at Board meetings and not the head of the Corporation’s staff, and (B) those persons who were elected to the office of Chair when, under the Corporation’s bylaws, the holder of that office is the presiding officer at Board meetings, and who have completed their term as Immediate Past Chair;

(8) “Executive Committee” means the committee of that name established under Article VIII of these bylaws;

(9) “Immediate Past Chair” means, during a given Year, the person who held the office of Chair during the preceding Year unless the Board has provided otherwise pursuant section 6 of Article VII of these bylaws;

(10) “Officer” means the Chair, the Chair-Elect, the Vice Chair, the Immediate Past Chair, the President, or the Secretary-Treasurer; “Officers” means any two or more persons of whom each is an Officer;

(11) “President” means the person holding the office of that name pursuant to Article IX of these bylaws;

(12) “Secretary-Treasurer” means the person holding the office of that name pursuant to Article VII of these bylaws;

(13) “Vice Chair” means the person holding the office of that name pursuant to Article VII of these bylaws;

(14) “Year” means a fiscal year of the Corporation, which begins on September 1 and ends on August 31.

## **ARTICLE IV MEMBERSHIP**

**SECTION 1. ELIGIBILITY.** All persons, including firms, associations and corporations interested in the commercial, industrial, cultural and civic progress of the Anchorage area shall be eligible for active membership.

**SECTION 2. APPLICATIONS.** (a) Applications for memberships shall be in writing and shall contain a statement that the applicant agrees to be bound by these bylaws.

(b) Upon payment of the required fees and approval of the application by the Board, the applicant shall become a member of the Corporation.

**SECTION 3. CLASSES OF MEMBERSHIP.** (a) The Corporation shall be composed of the following classes of membership:

Class I - Resident individual, firm or corporation:

This classification includes individuals, business establishments, non-profit organizations and government enterprise entities which are engaged in providing a service or product and residing or doing business within the Municipality of Anchorage. Class I membership is the only class of membership in the Corporation with voting rights, and each membership in this class shall have one vote.

Furthermore, Class I members may fall under one of four categories (Business, Entrepreneur, Corporate, or Executive), determined by the number of full-time, year-round employees in the business establishment or government enterprise entity, or by the cost of membership dues.

Categories defined by number of employees are as follows:

- Business Member: 1-30 full-time, year-round employees
- Entrepreneur Member: 31-100 full-time, year-round employees
- Corporate Member: 101-500 full-time, year-round employees
- Executive Member: Greater than 500 full-time, year-round employees

Class II - Nonresident:

This classification includes any person or firm residing outside and not doing business within the Municipality of Anchorage. Nonresident members shall not have voting rights. Except for Elected Past Presidents and Chairs in this classification, nonresident members shall not be eligible to serve on the Board, but may serve on committees.

Class III - Associate:

This type of membership serves two categories:

- (1) *Individuals and organizations not actively engaged in business*: This category includes but is not limited to, educators, clergymen, government employees, retired persons, members of the armed forces, non-enterprise government entities, and non-profit corporations who wish to contribute to the civic and general welfare of the community.
- (2) *Professional or business associate*: This membership is available only in conjunction with a Class I membership for persons employed by or in direct business association with the Class I member. Professional or business associate memberships are available to individuals only.

Associate members do not have voting rights; however, they may serve on committees and on the Board by appointment.

Class IV - Students:

This membership is open to full time students residing in the Municipality of Anchorage. Student members do not have voting rights and cannot serve on the Board; however, they may serve on committees.

#### Class V - Honorary:

This type of membership serves three categories:

- (1) *Honorary*: The Board may award honorary membership in the Corporation to any person for such a period of time as the Board may determine.
- (2) *Consulate/commercial attaché*: This membership may only be awarded to foreign representatives as a matter of diplomatic protocol upon approval by the Board.
- (3) *Elected Past Presidents and Chairs*: All elected Past Presidents and Chairs after their service in such capacity shall be honorary lifetime members of the Corporation and *ex officio* members of the Board. These benefits apply only to the individuals and not to any business affiliation.

Honorary members are exempt from payment of any membership fee and do not have voting rights, unless they also hold Class I membership status; however, honorary members may serve on committees and on the Board by appointment.

~~(b)~~ ~~(b)~~—Nothing in this section shall prevent any member in Class II, III, IV or V from becoming a member in Class I if that member meets the requirements for Class I membership, pays the dues prescribed for Class I membership, and is approved by the Board to be a Class I member.

(c) Furthermore, any Class I member in good standing may also choose to purchase additional affiliate memberships for each business location providing for additional benefits.

**SECTION 4. RESIGNATION AND TERMINATION OF MEMBERSHIP.** (a) Any member may resign from membership at any time upon written notice to the Corporation. Such resignation shall not relieve the member of any financial obligation then owed to the Corporation.

(b) Membership in the Corporation may be terminated for failing to pay membership dues on a timely basis, or whenever the conduct of a member is shown to be detrimental or adverse to the interests or objectives of the Corporation. Termination of membership for failing to pay dues may be done summarily by the Board, pursuant to Section 2 of Article VI of these bylaws. Termination of membership because of a member's conduct will be done according to the following procedure:

(1) Any and all complaints received by the Corporation regarding the conduct of a member shall be forwarded to the President, who shall evaluate the gravity of the allegations against the member. In making this evaluation, the President may conduct an appropriate investigation into the allegations. If the President determines that the allegations are sufficiently serious to warrant consideration of terminating the member's membership, the President shall notify the member of the allegations and afford the member a reasonable opportunity to refute the allegations or explain why the member's conduct was not detrimental or adverse to the interests or objectives of the Corporation. If the member fails to respond to the President's notice or if the President concludes that the member's refutation or explanation is materially incomplete or inadequate, the President shall report all pertinent facts and information to the Executive Committee.

(2) Upon receiving a report from the President under (1) of this subsection, the Executive Committee may, as appropriate, decide not to pursue the matter any further, decide to conduct a further investigation into the matter, or decide to recommend termination of the member's membership. If, upon receiving a report from the President under this section or upon further investigation following such a

report, the Executive Committee decides to recommend termination of the membership, that recommendation shall be placed on the agenda for the next regular meeting of the Board or on the agenda for a special meeting of the Board called for the purpose of considering the recommendation. The member shall be given notice of the time and place of the Board meeting at which the recommended termination of the member's membership will be considered by the Board.

(3) If the member appears at the Board meeting at which the recommended termination of that member's membership is being considered, the Chair shall give the member a reasonable opportunity to address the Board before the Board acts on that recommendation. The Board shall vote upon the recommendation, but the membership shall not be terminated unless the votes in favor of terminating it equal or exceed two-thirds of the full voting membership of the Board, and not just of those Directors present.

(4) If a membership is terminated, the member's dues will be refunded on the basis of one-twelfth of the dues paid for each month remaining in the member's membership.

## ARTICLE V DUES

**SECTION 1. ESTABLISHMENT OF DUES.** The annual membership dues shall be fixed by the Executive Committee and approved by the Board.

**SECTION 2. DELINQUENCY.** If any member shall fail to pay dues within two months after they become due, notice of "delinquency" shall be given to the member. If the "delinquency" continues for 30 days after notice, the member shall be reported to the Executive Committee or the Board. The Board or the Executive Committee may take whatever action it deems appropriate, which may include termination of membership.

## ARTICLE VI BOARD OF DIRECTORS

**SECTION 1. MEMBERSHIP.** (a) *Voting Members.* The Board shall consist of not ~~less-fewer~~ than 15 nor ~~greatermore~~ than 27 voting members, of which 15 shall be elected by the membership and up to 12 members shall be appointed by the Chair with the approval of the Board.

(b) *Non-Voting Members.* The Board shall include the following non-voting *ex officio* members: the U.S. Air Force Commander, 3rd Wing, Elmendorf Air Force Base or equivalent level (or designee); the Adjutant General of the Alaska National Guard or equivalent level (or designee); the Commander, U.S. Army Alaska, Ft. Richardson or equivalent level (or designee); all Elected Past Presidents and Chairs after completion of their service in that capacity unless they are otherwise voting members of the Board; and any other *ex officio* members named by the Chair and approved by the Board of Directors.

**SECTION 2. TERM.** (a) *Length of Term.* The term of office for all elected Directors shall be three Years and the term of office for all appointed Directors (other than those appointed to fill a vacancy on the Board) shall be one Year; provided, however, that the term of the Chair-Elect shall automatically be extended for —

two Years if that person becomes Chair-Elect during the last Year of a three-Year elected term or during a one-Year appointed term, and

one Year if that person becomes Chair-Elect during the second Year of a three-Year elected term.

(b) *Term Limits.* No Director may serve in an elected or appointed capacity on the Board for more than nine consecutive Years, except that a Director elected Chair-Elect after his or her sixth

consecutive Year as an elected or appointed Director may remain on the Board until the completion of his or her Years as Chair and Immediate Past Chair. Appointed Directors may not be appointed for more than three consecutive Years. Time served on the Board solely in an *ex officio* capacity does not count for purposes of the limitations under this subsection.

**SECTION 3. LIMITATION ON DIRECTORS FROM SAME FIRM.** No person from any given member may be elected or appointed to serve on the Board for a term that overlaps with the term of another person from that member who is already on the Board unless the latter resigns from the Board effective on or before the start of the new Director's term. Service on the Board solely in an *ex officio* capacity does not count for purposes of the limitation under this subsection. The Board, by a two-thirds majority of its voting membership, may waive the limitation under this section.

**SECTION 4. DUTIES AND POWERS.** It shall be the duty of the Directors to manage the affairs of the Corporation, protect its interests, and advance its purposes and objectives. The Directors shall have power to transact any and all business and do any and all things that may be lawfully done by an association of like character. The duties of the Board shall begin at the first official board meeting in September following its election, when it shall meet to organize and elect officers pursuant to Section 6 of Article VII of these bylaws.

**SECTION 5. VACANCIES.** Any vacancy among elected members on the Board shall be filled by the remaining voting members of the Board, and the newly appointed Director shall serve the remainder of the unexpired term. Any vacancy among the appointed members on the Board of Directors may be filled by the Chair with the consent of the Board for the remainder of the unexpired term. Until it is filled, a vacant position on the Board shall not be counted for determining a quorum or determining how many votes are required in order to meet any special voting requirement prescribed under these bylaws.

**SECTION 6. REMOVAL.** A Director may be removed from office for good cause by a three-quarters vote of the other voting members of the Board at any regular Board meeting or at a special Board meeting called for that purpose. Excessive absenteeism from Board meetings, including unexcused absences from three consecutive regular Board meetings, will constitute "good cause" for purposes of this section.

**SECTION 7. BOARD MEETINGS.** (a) *Regular Meetings.* The Board shall regularly meet at least once each calendar month at a time and date established by the Board and at such additional regularly scheduled times during the month as the Board may prescribe. The Board may suspend its regular meetings for a period not to exceed 30 consecutive days. The agenda for each regular Board meeting shall be set by the Executive Committee or the Chair, but the Board may, at any regular meeting, alter the agenda for that meeting.

(b) *Special Meetings.* A special meeting of the Board may be called by the Board itself, by the Executive Committee, by the Chair, or by the person acting as Chair under these bylaws in the absence or disability of the Chair. At least 72 hours' notice of the special meeting shall be given to all members of the Board, and the notice shall state the item or items on the agenda for that meeting. The 72-hours requirement may be shortened to as little as 24 hours by two-thirds of the voting members of the Board, but the requirement that notice be given stating the agenda for the special meeting cannot be waived altogether. Prior to the meeting the agenda may be altered by issuing an amended notice of the meeting stating the agenda as altered; however, at the special meeting the agenda can be altered only if all members of the Board eligible to vote on the matters on the agenda are present in person or by teleconference and unanimously agree to alter the agenda.

(c) *Open Meetings.* All regular and special Board meetings are open to attendance by the membership, except for any portion or portions of a meeting which the Board conducts in executive

session under (d) of this section. Persons wishing to appear before the Board must make advance arrangements to do so through the Chair or President.

(d) *Executive Sessions*. The Board may go into executive session to consider a personnel matter or action, a matter involving threatened or pending litigation by or against the Corporation and/or its Officers, or any other matter with respect to which the Board determines that the best interests of the Corporation and its members would be better served if it is discussed in a closed session instead of a normal open session. If an item is designated for executive session on the agenda for a meeting, the Board may go into executive session without a motion when it gets to that item on the agenda. The Board may go into executive session for any other item on the agenda only by adopting a motion to do so by a two-thirds vote of the Board members present and eligible to vote. No record shall be taken or kept for any executive session; however, any action which the Board may agree or decide to take during an executive session shall not be taken in executive session, but shall be taken on the record in normal session.

(e) *Quorum*. A majority of the voting members of the Board shall constitute a quorum to transact business at any meeting; however, in some cases a greater majority may be required under these bylaws or the rules of procedure in order for the Board to take action on a particular matter. The Board may allow individual Directors who cannot attend a meeting in person to participate in that meeting by means of a conference telephone or similar equipment by which the Directors can communicate directly and in real time with the rest of the Board, and the Directors so attending by teleconference shall be counted as present and may vote and participate at the meeting the same as if they were physically present in person. Except for any matter for which these bylaws require a minimum number or specified percentage of the voting members of the Board to vote or be present in order to act on that matter, once a quorum has been established for a meeting, the voting members present, although less than a quorum, may continue to transact business provided the votes in favor of an item of business are sufficient to transact that item of business if a quorum had been present (e.g., if only a simple majority is needed to pass a motion and if 12 is a quorum, the motion could be adopted if seven votes – a majority of a quorum – are cast for it even though fewer than 12 voting members of the Board are present).

(f) *Presiding Officer*. In the absence of the Officers or the absence of the Officers other than the President, the Board may convene itself and select one of its members present to act as the presiding officer for the meeting until one of the Officers other than the President arrives.

(g) *Rules of Procedure*. Meetings of the Board shall be conducted and governed by the latest manual of Robert's Rules of Order on Parliamentary Procedure to the extent those rules are not in conflict with provisions of these bylaws.

(h) *Minutes*. Minutes of all Board meetings shall be kept on file with the Corporation for not fewer than three years or as prescribed by local, state or federal laws. The length and method in which these records will be maintained is outlined in the policies and procedures of the Corporation.

## ARTICLE VII OFFICERS

**SECTION 1. OFFICERS.** The Officers are the Chair, the Chair-Elect, the Vice Chair, the Secretary-Treasurer, the Immediate Past Chair and the President. All Officers other than the President must be Directors, and if an Officer other than the President at any time ceases to be a Director, he or she shall also cease at the same time to be an Officer. An Officer may resign from that office without also resigning from office as a Director. The term of office for all Officers other than the President is the Year in which they are elected to their respective offices pursuant to Section 7 of this Article.

**SECTION 2. CHAIR.** The Chair is the presiding officer for all meetings of the Board, all meetings of the Executive Committee, all meetings of the members of the Corporation, and all forums

and other public events held by the Corporation. The Chair shall have direct and immediate supervisory responsibility over the President on behalf of the Board and shall, no later than the last regular Board meeting of the Year, submit a written report to the ~~Board~~ Executive Committee evaluating the performance of the President in that office during the Year and making whatever recommendations, if any, which the Chair considers appropriate in light of that evaluation. The Chair and the President shall review and discuss that report before it is submitted to the ~~Executive Committee~~ Board. This report will also be available to individual board members by request. The Chair may assign and delegate duties and responsibilities to the other Officers.

**SECTION 3. CHAIR-ELECT.** The Chair-Elect is the person who shall automatically succeed to the office of Chair at the beginning of the Year immediately following the Year in which the Chair-Elect is elected to that office. In the event that the Chair is absent or temporarily unable to perform the duties of that office, the Chair-Elect shall act as Chair during that absence or temporary inability.

**SECTION 4. VICE CHAIR.** There shall be a Vice Chair who, in the event the Chair and Chair-Elect are absent and/or temporarily unable to perform the duties of office, shall act as Chair during that absence and/or temporarily inability.

**SECTION 5. SECRETARY-TREASURER; FINANCE COMMITTEE.** (a) There shall be a Secretary-Treasurer for the Corporation.

(b) The Secretary-Treasurer shall, as the corporate secretary, be responsible for the maintenance and safekeeping of the official records of the proceedings of the Corporation.

(c) The Secretary-Treasurer shall, as the corporate treasurer, be responsible for the maintenance and safekeeping the Corporation's financial books and records and shall report on the Corporation's finances to the Board or the Executive Committee at least once each calendar month during the Year.

(d) The Secretary-Treasurer shall be the chair of the Finance Committee.

(e) The Finance Committee is a permanent committee of the Corporation and consists of the Secretary-Treasurer and at least four other members of the Corporation who are appointed to it by the Chair with the consent of the Board. The Chair shall reasonably attempt to appoint at least one accountant or other person with a financial accounting background to the Finance Committee, in addition to the Secretary-Treasurer. The Finance Committee shall —

(1) monitor the preparation of the Corporation's proposed budget for the coming Year, review that budget, and make recommendations regarding its adoption to the Board;

(2) monitor the Corporation's financial status under the budget for the current Year, report to the Board at least once a month on the Corporation's financial status under the current Year's budget, advise the Board of any material changes, problems or other matters under the current Year's budget, and recommend to the Board any amendments that should be made to the current Year's budget;

(3) develop, monitor the implementation of, and at least once each Year report to the Board on any appropriate changes to, the policies of the Corporation regarding its business practices, including its policies regarding the purchasing and leasing of equipment and property;

(4) develop, monitor the implementation of, and at least once each Year report to the Board on any appropriate changes to, the policies of the Corporation regarding the investment and management of its short- and long-term funds and the allocation of funds between the short- and long-term;

(5) arrange for an audit of the Corporation's financial statements and records each Year by an independent certified public accounting firm in accordance with Article XVI of these by laws, and shall review that auditor's report and make appropriate recommendations to the Board regarding it, including adoption by the Board of that report.

(f) The Secretary-Treasurer shall act as the Chair in the event the Chair, the Chair-Elect, the Vice Chair and the Immediate Past Chair are all absent and/or temporarily unable to perform the duties of office.

**SECTION 6. IMMEDIATE PAST CHAIR.** Upon completing a full Year as Chair, the Chair shall automatically become the Immediate Past Chair at the start of the next Year. If a person begins a Year as Chair and resigns that office during that Year while remaining a member of the Board, he or she shall automatically become the Immediate Past Chair at the start of the next Year unless disqualified from becoming Immediate Past Chair by a two-thirds vote at a Board meeting held during the Year in which the person resigned as Chair. The Immediate Past Chair shall act as the Chair in the event the Chair, the Chair-Elect and the Vice Chair are all absent and/or temporarily unable to perform the duties of office.

**SECTION 7. ELECTION PROCEDURES FOR OFFICERS OTHER THAN PRESIDENT.**

(a) Each Year following the election of Directors for the following Year, the Chair-Elect (or the Chair if he or she was Chair-Elect and has succeeded as Chair during the Year when the election is held) shall individually poll the Directors-Elect and the other elected Directors whose terms of office are not expiring at the end of that current Year, to determine their respective interest and willingness to serve as Officers during the coming Year, including in particular their interest and willingness to serve as Chair-Elect during the coming Year.

(b) At the first meeting of the Board in the Year following the election referred to in (a) of this section, the first item of business after calling the meeting to order and seating the newly elected Directors shall be the Board's consideration of the appointed Directors proposed by the Chair for the Year. A proposed appointee to the Board shall become a Director effective immediately upon confirmation by the elected Directors without any further action required

(c) After the Board has acted on the Chair's proposed appointments to the Board for the Year, the Chair shall, as the next item of business at the Board meeting referred to in (b) of this section, open the floor for nominations for Chair-Elect and place in nomination the name of each person polled under (a) of this section who is interested and willing to serve as Chair-Elect. The Chair may also place in nomination the name of any of the Year's appointed Directors. Other names may be placed in nomination from the floor. A person nominated for Chair-Elect may withdraw his or her name from nomination at any time before the nominations for that office are closed. When nominations for the office of Chair-Elect are closed, each nominee shall be allowed to address the Board briefly if he or she wishes to do so. The elected Directors shall then vote to elect the Chair-Elect for that Year. The voting shall be by secret ballot unless there is only one name in nomination for that office. The winner shall be the person receiving a majority of the votes cast, and if no one receives a majority of the votes cast, there shall be a run-off election between the two nominees receiving the most votes and any other nominee tied with either or both of them. The nominee receiving a majority of the votes cast in the run-off election shall be Chair-Elect for the Year; and if no one receives a majority of the votes cast in the run-off election, there shall be further run-off elections as necessary between the top two vote-getters, plus ties, in the last prior run-off election until a nominee receives a majority of the votes cast, and that person shall be Chair-Elect for the Year.

(d) After the election of the Chair-Elect, the next item of business at the Board meeting referred to in (b) of this section shall be the nomination and election of Officers for the Year other than the Chair-Elect and the President. The Chair shall place in nomination the names of those persons proposed by the Chair to hold various offices. Other nominations may be made from the floor. The vote for each office shall be by secret ballot unless there is only one name in nomination for that office, and the voting for two or more offices may be combined into a single action when there is only one nominee for each of those offices. The newly appointed and confirmed Directors under (c) of this section shall participate in the voting under this subsection as well as the elected Directors. Following the completion of the elections under this subsection, the Board shall revert to the remainder of the agenda for that meeting.

**SECTION 8. VACANCIES IN OFFICES OTHER THAN PRESIDENT.** (a) *Chair and Chair-Elect.* If the office of Chair becomes vacant during a Year, the Chair-Elect shall become Chair for the remainder of that Year and shall continue to be Chair during the following Year. If the office of Chair-Elect becomes vacant during a Year because the Chair-Elect succeeds to the office of Chair, the office of Chair-Elect shall remain vacant during the remainder of that Year; however, if the office of Chair-Elect becomes vacant for any other reason during a Year, the elected Directors shall elect a new Chair-Elect to serve for the remainder of that Year, and at the end of that Year the replacement Chair-Elect shall become the Chair for the following Year. If during a Year the offices of Chair and Chair-Elect are vacant simultaneously, the elected Directors shall meet as soon as possible to elect a new Chair to serve in that office for the remainder of that Year and for the following Year.

(b) *Vice Chair.* If the office of Vice Chair becomes vacant during a Year, the Board shall elect a new Vice Chair to serve for the remainder of that Year.

(c) *Secretary-Treasurer.* If the office of Secretary-Treasurer becomes vacant, the Chair shall immediately appoint an acting Secretary-Treasurer, and the Board shall as promptly as possible elect a permanent successor to be Secretary-Treasurer for the remainder of the Year.

## ARTICLE VIII EXECUTIVE COMMITTEE

**SECTION 1. COMPOSITION.** (a) *Voting Members.* The Executive Committee shall have eight voting members as follows: the Chair, the Chair-Elect, the Immediate Past Chair, the Vice Chair, the Secretary-Treasurer, and three members of the Board chosen by the Chair (with the concurrence of the Board) to serve as at-large members of the Executive Committee during the Year. At least five members of the Executive Committee must be serving on the Board in an elected capacity.

(b) *Ex Officio Members.* All former Chairs who have completed their term as Immediate Past Chair shall ordinarily be *ex officio* members of the Executive Committee, but shall be voting members of the Executive Committee if they are serving on the Board in an elected or appointed capacity and either are one of the Officers described in (a) of this section or have been named and confirmed as one of the at-large members of the Executive Committee under (a) of this section.

**SECTION 2. EXECUTIVE COMMITTEE MEETINGS:** (a) *Quorum.* A majority of the voting members of the Executive Committee shall constitute a quorum to transact business at any meeting. The Executive Committee may allow individual Directors who cannot attend a meeting in person to participate in that meeting by means of a conference telephone or similar equipment by which the Directors can communicate directly and in real time with the rest of the Executive Committee, and the Directors so attending by teleconference shall be counted as present and may vote and participate at the meeting the same as if they were physically present in person. Once a quorum has been established for a meeting, the voting members present, although less than a quorum, may continue to transact business provided the votes in favor of an item of business are sufficient to transact that item of business if a quorum had been present (e.g., if only a simple majority is needed to pass a motion and if five is a quorum, the motion could be adopted if three votes – a majority of a quorum – are cast for it even though fewer than five voting members of the Executive Committee are present).

**SECTION 32. DUTIES.** The Executive Committee shall plan, screen, examine, investigate, recommend and forward to the Board for its consideration any and all matters and actions as the Executive Committee may deem advisable. The Executive Committee may prepare agendas for Board meetings for which the Chair has not prepared an agenda.

**SECTION 43. EMERGENCY AUTHORITY.** In the event a quorum of the Board is not immediately available, the Executive Committee may act on behalf of the Board on matters of extreme importance and where time is so much of the essence that action cannot be deferred until a quorum of the Board can be assembled. In such situations the Executive Committee may exercise any power and take any action which the Board would have been able to do if a quorum of the Board were available.

**SECTION 54. COMMITTEE VACANCIES.** If the office of any Officer on the Executive Committee becomes vacant and is thereafter filled, the successor in that Office is automatically a member of the Executive Committee. If an at-large member of the Executive Committee resigns from the Executive Committee or ceases to be a Director, the Chair may appoint another Director, with the consent of the Board, to serve as an at-large member of the Executive Committee for the remainder of the Year.

## **ARTICLE IX THE PRESIDENT**

**SECTION 1. POWERS.** (a) The President is the chief operating officer and chief of staff of the Corporation, with immediate responsibility for managing its day-to-day affairs; the enumeration of specific powers of the President in the remainder of this section does not imply that other implicit powers of the office as chief operating officer and chief of staff are excluded unless, and to the extent that, such an implicit power would conflict with any of the specific powers enumerated in this section. The President shall have charge of the fiscal and administrative affairs of the Corporation and shall not engage in any activities that are in conflict with the purposes and objectives of the Corporation. The President shall be empowered to sign contracts, agreements and documents on behalf of the Corporation, as authorized by the Board. The President shall serve as an assistant to the Secretary-Treasurer, but may not serve as the acting Secretary-Treasurer if the office of Secretary-Treasurer becomes vacant. The President shall be authorized to hire, fire, evaluate, promote and demote all other salaried employees of the Corporation and to contract for and establish staff salaries within the budget approved by the Board; the President may also adopt, amend and repeal personnel rules applicable to the staff of the Corporation.

(b) The President shall be responsible to the Board through, and under the direct supervision of, the Chair.

**SECTION 2. BONDING.** The President and all other Corporation employees in charge of funds shall be bonded at the Corporation's expense.

**SECTION 3. TERM.** The President serves at the pleasure of the Board.

**SECTION 4. PERFORMANCE EVALUATION.** The President's performance shall be evaluated annually in accordance with the policies and procedures established by the Board.

**SECTION 5. SELECTION PROCEDURES.** If the office of President becomes vacant, the following procedures to select and appoint a new President shall apply:

(a) The Executive Committee shall appoint an acting President to serve until a permanent President can be elected under these procedures.

(b) The Executive Committee shall develop a proposal regarding the advertising to recruit for the position. The proposal shall —

(1) state whether recruitment is proposed to be limited within Alaska or whether it is proposed to extend outside the state;

(2) include the proposed text of the advertising and identify the newspapers and other media to carry the advertising;

- (3) describe the proposed frequency and duration for the advertising;
  - (4) propose a deadline for candidates to submit their applications;
  - (5) propose a process for a preliminary screening of the applications to exclude candidates who are obviously not qualified;
  - (6) propose a process for reviewing the applications of those candidates remaining after the screening under (5) of this subsection, in order to select a group of finalists to be interviewed (the proposal shall include a proposal about how many finalists there should be);
  - (7) propose a process for interviewing the finalists, for reviewing and examining their credentials and qualifications in appropriate depth, and for selecting the person to be offered the office; and
  - (8) propose a schedule for implementing the plan and appointing a new President.
- (c) The proposal developed by the Executive Committee pursuant to (b) of this section shall be presented to the Board at its next meeting for review and approval. In approving the proposal, the Board may make such additions, deletions or modifications to it as the Board considers appropriate.
- (d) The plan approved by the Board under (c) of this section shall be carried out. The Executive Committee may authorize changes to the schedule for the plan and, with the concurrence of the Board, may authorize substantive changes to the plan.
- (e) After a person has been chosen to be offered the office of President and has accepted that offer, the Board shall promptly meet to appoint that person as President. Following the President's appointment to that office by the Board, the Chair shall ~~commence meet with the President~~ at a mutually agreeable time ~~to review the actions described in section 4(a) of this Article for reviewing the~~ President's written job description ~~with the President~~ and establishing the specific goals, performance targets and intermediate milestones that will be used to evaluate the President's performance during the remainder of the Chair's term; however, if the President is appointed to that office during the last two months of the Year of the Chair's term, the Chair-Elect instead of the Chair shall review the President's written job description with the President and establish the specific goals, performance targets and intermediate milestones that will be used to evaluate the President's performance for the remainder of the current Year and during the Chair-Elect's Year as Chair.

## ARTICLE X COMMITTEES

**SECTION 1. COMMITTEES.** (a) Besides the Executive and Finance Committees established elsewhere in these bylaws, the following committees are established, subject to (b) of this section, on a standing basis:

- (1) ATHENA Committee, with responsibility for conducting the ongoing ATHENA programs and activities, including the ATHENA Award;
- (2) City of Lights Committee, with responsibility for conducting the annual City of Lights program;
- (3) Clean-Up Committee, with responsibility for conducting the annual Spring Clean-Up and Clean-Up Luncheon;
- (4) Economic and Business Development Committee, with responsibility for identifying, reviewing, and making recommendations to the Board regarding opportunities to support and promote economic and business growth in Anchorage and the rest of the state, or regarding matters preventing or jeopardizing economic and business growth;

(5) Gold Pan Committee, with responsibility for conducting the annual Gold Pan Awards ceremony and the procedures by which nominees and winners of Gold Pans are chosen;

(6) State and Local Government Affairs Committee, with responsibility for identifying, analyzing, and making recommendations to the Board regarding governmental matters at the state and local levels that affect business and the quality of life in Anchorage, including education, transportation infrastructure and access, legislation, and municipal actions (ordinances, ballot propositions, etc.); and with further responsibility for developing and recommending to the Board a set of procedures for informing the Corporation's membership about matters affecting business and the quality of life in Anchorage that the Board has taken action on, so that members may act, as individuals, as they see fit to try to influence the outcome of such matters, and if the Board approves such procedures, to implement and monitor them to ensure they are operating appropriately;

(7) Member Services Committee, with responsibility for reviewing and making recommendations to the Board regarding services being provided, or which could or should be provided, by the Corporation for its members, including the Business Connection and Ambassadors programs;

(8) Military Committee, with responsibility for conducting events reflecting community support and appreciation for the military in Alaska and the contributions they make to the community as well as the national defense; and with further responsibility for identifying, reviewing, and making recommendations to the Board regarding matters affecting the size and nature of the military presence and programs in Alaska; and

(9) Program Committee, with responsibility for conducting and arranging the programs for the weekly Monday Forums.

(b) The Board, by a resolution adopted by two-thirds of its voting membership and without needing to amend (a) of this section of the bylaws, may

(1) establish committees on a standing basis in addition to those named in (a) of this section;

(2) abolish any standing committee (including those named in (a) of this section) and, as the Board chooses, either reassign the functions of the abolished committee to one or more other standing committees, or discontinue those functions;

(3) without abolishing the standing committee in questions, reassign any function of that committee to another standing committee, or discontinue that function, as the Board chooses; and

(4) consolidate or reorganize any two or more standing committees and, in conjunction with such a consolidation or reorganization, reassign any function of the individual committees involved to another standing committee, or discontinue that function, as the Board chooses;

provided, however, that the Board may not abolish the Executive Committee or the Finance Committee, nor reassign any function of either of these two committees, without amending the respective provisions of these bylaws establishing these two committees and their respective functions, duties and responsibilities.

(c) Special committees may be established on a temporary basis by the Chair as the need arises, with consent of the Board.

**SECTION 2. MEMBERSHIP ON COMMITTEES.** (a) The Chair shall appoint the chair of each committee with the consent of the Board. The Chair may also appoint a vice-chair for any committee, as the Chair deems appropriate, with the consent of the Board. Unless otherwise approved by the Board, only Corporation members may be chairs and vice chairs of committees. It is encouraged but not

required that the other committee members be members of the Corporation. The Chair and President shall be *ex officio* members of all committees, whether standing or temporary.

(b) *Voting Privileges.* All members of the corporation may attend committee meetings as listed in Article X; only Class I members have voting privileges with the exception of the Economic and Business Development Committee and the State and Local Government Affairs Committee which consist of eight voting members and three alternates each that are recommended by the Chair and confirmed by the Executive Committee.

**SECTION 3. AUTHORITY TO REPRESENT THE CORPORATION.** No committee or member of a committee shall purport to speak for, or otherwise represent the Corporation in any matter, including but not limited to the advocacy of or opposition to any project or proposal, without prior approval of the Board. This section shall not prevent persons from identifying themselves as members of the Corporation when, in their individual capacity, they advocate or oppose a project or proposal, provided that when they do so, they make it explicit and clear that they are speaking only in their individual capacity and not on behalf of, or as a representative from, the Corporation.

**SECTION 4. COMMITTEE MEETINGS.** (a) Meetings of committees may be called at any time by the Chair or the chair of the respective committee.

(b) *Quorum.* A majority of the voting members of the Economic and Business Development Committee and State and Local Government Affairs Committee shall constitute a quorum to transact business at any meeting. The Committee may allow individual members who cannot attend a meeting in person to participate in that meeting by means of a conference telephone or similar equipment by which the Members can communicate directly and in real time with the rest of the Committee, and the Members so attending by teleconference shall be counted as present and may vote and participate at the meeting the same as if they were physically present in person. Once a quorum has been established for a meeting, the voting members present, although less than a quorum, may continue to transact business provided the votes in favor of an item of business are sufficient to transact that item of business if a quorum had been present (e.g., if only a simple majority is needed to pass a motion and if six is a quorum, the motion could be adopted if four votes – a majority of a quorum – are cast for it even though fewer than six voting members of the Committee are present).

## ARTICLE XI ANNUAL MEETING

The annual meeting of the membership will be held in Anchorage on the ~~first Monday in December~~ second Monday in January each year in conjunction with, and at the same location as, the Corporation's regular Monday forum for that day; however, if the independent auditor's report on the Corporation's financial condition as of the end of the previous Year is not ready in time for presentation on the ~~second~~ first Monday in ~~December~~ January, the Board may adopt a resolution rescheduling the annual membership meeting so it is held in Anchorage in conjunction with, and at the same location as, a regular Monday forum no later than four weeks after the auditor's written report is ready. The voting membership shall be given written notice of the annual membership meeting not less than two nor more than three weeks in advance of the meeting, stating the time and place of the meeting and the agenda. The agenda for the annual membership meeting shall include the independent auditor's report on the Corporation's financial condition as of the end of the previous Year, and if other items which are proper subjects for action by the voting membership are submitted to the Chair or the President in time for them to be included in the notice for the meeting, those items will also be placed on the agenda for the annual membership meeting.

## **ARTICLE XII FUNDS**

**SECTION 1. BOARD CONTROL.** All funds of the Corporation shall be under the direction and control of the Board, which shall be responsible and shall provide to the membership an annual statement of the financial condition of the Corporation.

**SECTION 2. RECEIPTS.** The receipts from membership dues and other sources, the disposition of which is not specifically designated, shall constitute the general fund of the Corporation, from which all expenses of operation of the Corporation and any other expenses regularly incurred in its work shall be paid. Receipts shall be deposited in a bank or financial institution designated by the Executive Committee.

**SECTION 3. DISBURSEMENTS.** No disbursement of funds of the Corporation shall be made unless the same are contained within the approved budget or specially authorized by the Board. All disbursements for \$500 or more shall be made by duly signed checks having two signatures. Only one signature will be required for checks less than \$500. The Officers shall be authorized to sign checks on behalf of the Corporation.

## **ARTICLE XIII ELECTIONS**

**SECTION 1. ANNUAL ELECTION.** The annual election of Directors shall be held during the third week in July of each Year unless directed otherwise by the Board. Those elected to the Board shall take office automatically on September 1.

**SECTION 2. CONDUCT OF ANNUAL ELECTION.** The election of members to the Board shall be by secret ballot of all members of the Corporation in good standing and entitled to vote, and it shall be conducted in the following manner:

(a) Not less than 45 days prior to the proposed election, the Chair shall appoint a Nominating Committee from the members of the Board. This committee shall have at least three members, and the Chair-Elect shall serve as its chair. The Nominating Committee shall nominate at least one nominee more than the total number of elected positions on the Board to be filled and shall file the nominations with the President not less than three weeks before the election.

(b) Names of other candidates for election may be placed in nomination by any member of the Corporation in good standing and eligible to vote, by filing a nomination petition with the President not less than three weeks prior to the election. The nominating petition must be signed by not less than 20 members of the Corporation in good standing and eligible to vote.

(c) Three weeks before the election a complete list of all persons nominated by the Nominating Committee or by petition shall be filed by the Nominating Committee with the President, whereupon the official list of nominees shall be posted in the Corporation office.

(d) Not less than two weeks prior to the election, the President shall cause to be mailed to each member of the Corporation in good standing, an official ballot with the names of all nominees alphabetically listed and showing the business firm with which each nominee is associated. All ballots must be returned to the Corporation's office no later than 1:00 p.m. on election day, at which time the polls shall be closed. The ballots received at the Corporation's office on a timely basis shall be accepted for counting by the Executive Committee, which will verify the election results.

**ARTICLE XIV**  
**AMENDMENT OF BYLAWS**

These bylaws may be amended or repealed by the Board upon a vote of two-thirds of the Directors present, provided that at least two-thirds of the voting membership of the Board are present for the vote. Before the Board may act on a proposal to amend or repeal any of these bylaws, the general membership of the Corporation shall be given at least ~~10~~ten days advance written or electronic notice of the following: (1) the fact that one or more of these bylaws are proposed to be amended or repealed, (2) that copies of the proposal are available at the Corporation's office and web\_site, and (3) the date of the Board meeting to consider the proposal. Any member of the Corporation in good standing shall be allowed a limited time to speak for or against the proposed amendment or repeal, provided a request to speak has been filed by that person in writing with the President at least two days prior to the date for consideration by the Board.

**ARTICLE XV**  
**REFERENDUM**

Any amendment or repeal of any of these bylaws, any formal resolution or other action taking a public position in the name of the Corporation, and any other matter of policy adopted by the Board shall be subject to referendum before the voting membership of the Corporation in good standing, pursuant to the following procedures:

(a) Any member of the Corporation in good standing and eligible to vote who disagrees with or opposes an action of the Board which is subject to referendum may file a draft referendum petition with the President. The draft petition must state the specific action of the board to be put to referendum and must explain why that action should be overturned. The President shall work with the member filing the draft petition to ensure that it is in proper form and addresses a proper subject for referendum. No referendum petition may be circulated among the voting membership of the Corporation for signatures until the President has certified it to be in proper form and addressing a proper subject for referendum.

(b) Once certified by the President under (a) of this Article, a referendum petition may be circulated among the voting membership of the Corporation for signatures during a period not to exceed ~~fifteen~~15 business days from the date the petition is certified by the President. If at the end of that period the referendum petition has been signed by not less than ~~one hundred~~100 members of the Corporation in good standing and eligible to vote, it shall be presented to the President, who shall verify that at least ~~one hundred~~100 of the signatures are by members of the Corporation in good standing and eligible to vote.

(c) Upon the President's verification that the referendum petition has been signed by at least 100 ~~one hundred~~ members of the Corporation in good standing and eligible to vote, and no later than 60 days after receipt of the signed petition, the Board of Directors shall either:

(1) Take the same action that would occur if referendum election were held and a majority of the voting membership of the Corporation agreed with the referendum petition in that election, or

(2) Allow the referendum petition to be submitted to the voting membership of the Corporation in a referendum election.

(d) If the Board decides to have a referendum election, written notice of the election shall be given to the voting membership of the Corporation, accompanied by written statements on the question involved, stating briefly both sides of the argument, in a form and content satisfactory to the respective proponents. The notice of the election and accompanying statements shall be submitted to the voting membership by mail, along with the ballot. All ballots must be received at the Corporation's office no later than ~~fifteen~~15 days after the date of mailing of the notice, accompanying statements and ballots for the referendum election.

(e) The Executive Committee shall count the timely received ballots in a referendum election. The action of the Board which is the subject of the referendum shall be upheld unless the votes to overturn it equal a majority of the total membership of the Corporation who are in good standing and eligible to vote.

## ARTICLE XVI AUDIT

**SECTION 1. INDEPENDENT AUDITORS.** The financial statements of the Corporation shall be audited annually by one or more certified public accountants in accordance with generally accepted auditing standards.

**SECTION 2. FINANCIAL STATEMENTS AND ANNUAL REPORT.** At the end of each Year, a report on the financial condition of the Corporation for the past Year shall be made to the Board. All financial statements reported on by the auditors shall be kept at the Corporation's office and made available at all reasonable times, and in cooperation with local, state and federal laws, for inspection by any member of the Corporation in good standing.

## ARTICLE XVII DISSOLUTION

This Corporation shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation and in these bylaws, and no part of such funds shall inure or be distributed to the members of the Corporation. On dissolution of the Corporation, any and all funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

## CERTIFICATION OF BYLAWS

The foregoing Bylaws of the Anchorage Chamber of Commerce, Inc. were duly adopted at a meeting of the Board of Directors held in January 1973 and have been amended as indicated below:

Adopted:	January 1973
Amended:	June 1976
	August 3, 1979
	April 4, 1980
	November 7, 1980
	August 7, 1981
	July 19, 1985
	January 5, 1990
	September 6, 1991
	October 2, 1992
	May 14, 1993

June 16, 1995  
August 7, 1998  
December 6, 2002  
    , 2004

Restated version approved on     , 2004. ~~December 6, 2002.~~

George Vakalis, Chair 2003-042-03  
~~Stacy Schubert~~ ~~Rebecca Hubbard~~, ~~Interim~~ President