



GREATER KETCHIKAN CHAMBER OF COMMERCE, INCORPORATED BYLAWS

Revised April 2026

ARTICLE I - GENERAL

SECTION 1 - NAME. This organization is incorporated under the laws of the State of Alaska and shall be known as the Greater Ketchikan Chamber of Commerce, Incorporated.

SECTION 2 - PURPOSE. The Greater Ketchikan Chamber of Commerce is organized to achieve these objectives:

1. Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of businesspeople and a concern for their problems:
 - a. Educating the business community and representing it in city, county, state, and national legislative and political affairs
 - b. Preventing or addressing controversies if they are detrimental to the expansion and growth of business in the community.
 - c. Creating a greater appreciation of the value of a better investment of substance and self on behalf of the interests of competitive business.
2. Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area:
 - a. Promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community.
 - b. Discovering and correcting abuses that prevent the advancement of business expansion and community growth.

SECTION 3 - AREA. The Greater Ketchikan Chamber of Commerce economic region shall include the City of Ketchikan, the Ketchikan Gateway Borough, the City of Saxman and the surrounding communities and territories within the Ketchikan Trade Area.

SECTION 4 - LIMITATION OF METHODS. The Greater Ketchikan Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

SECTION 1 - ELIGIBILITY. Any reputable businessperson, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

SECTION 2 - ELECTION. Application for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investments as provided in Section 3 of Article II.

SECTION 3 - INVESTMENTS. Membership investments shall be at such rates, schedule, or formula as may be from time to time prescribed by the board of directors, payable in advance.

SECTION 4 - TERMINATION.

1. Any member may resign from the chamber upon written request to the board of directors.
2. Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause.
3. Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

SECTION 5 - CLASSES OF MEMBERSHIP.

1. Full and legal membership in the Chamber, including the right to vote and hold office, is restricted to the following categories.
 - a. Business Members: Firms, associations, corporations, partnerships, estates and individuals actively engaged in business, which pay state and federal taxes.
 - b. Individual Members. Those persons who are employed by but are not sole proprietors, partners, or corporate officers of a business.
2. Other designations of membership which do not have the right to vote or hold office.
 - a. Associate Members. Associate members are enterprises which do not pay state and federal taxes but wish to be affiliated with the efforts of the Ketchikan Chamber of Commerce.
 - b. Honorary Members. This distinction is conveyed to individuals at the discretion of the Board of Directors. Honorary members not full and legal memberships and those holding such memberships will not be required to pay dues.

SECTION 6 - EXERCISE OF PRIVILEGES.

1. Members will designate in writing an individual to exercise the privileges of membership. Members shall have the right to change the designated representative at any time upon written notice to the Chamber.
 - a. Individual members. Membership is a personal possession of the individual and cannot be transferred or delegated.
 - b. Associate members. Associate members cannot vote or hold office in the organization.

SECTION 7 - VOTING.

1. Each Business Member shall have one vote. The business shall designate one representative to exercise that vote for the business.
2. Individual Members. Each individual member shall have one vote which shall be exercised by the individual.
3. Associate Members. Associate members are not qualified to vote or hold office in the organization.

SECTION 8 - ORIENTATION. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members. A detailed outline for each of these groups shall be a part of the organization's procedures manual or orientation handbook.

SECTION 9 - HONORARY MEMBERSHIP. Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote. Any chamber member in good standing may make a nomination for honorary membership subject to board approval.

SECTION 10 - CORRESPONDENCE. Unless specifically prohibited by the bylaws, or local, state, national laws, correspondence between the chamber and members may be in electronic form.

1. This includes but is not limited to:
 - a. Membership payments
 - b. Board nominations
 - c. Voting

ARTICLE III - MEETINGS

SECTION 1 - BIENNIAL MEETINGS. A biennial meeting of the Chamber shall be held during years ending in an odd number at a time and place designated by the Board of Directors.

SECTION 2 - ADDITIONAL MEETINGS.

1. General meetings of the Chamber may be called by the President at any time or upon petition in writing by any thirty members in good standing.
2. Board meetings may be called by the President or upon written application of three members of the Board. Notice shall be given to each member of the Board at least one day prior to each meeting. The Board shall have a minimum of ten regularly scheduled meetings each year.
3. Committee meetings may be called at any time by the President, the First Vice President or by its respective Chairman.

SECTION 3 - QUORUMS. At any duly called meeting, a quorum will consist of:

1. Biannual and General meetings - Thirty members.
2. Board meetings - Eight members.
3. Committee meetings - A majority of the committee, except where a committee consists of more than nine members, then five members.

SECTION 4 - EXECUTIVE SESSION. The proposed subject of Executive Session shall be to address highly sensitive financial, legal, or private matters, matters which by law are required to be confidential, and personnel issues.

SECTION 5 - ELECTRONIC APPROVAL. As it pertains to needed action by the board between regularly scheduled meetings electronic proposals and consensus can be employed and subsequently ratified at the following board meeting. To be used the following conditions must be met:

1. Deferring to the next meeting's agenda will not allow the chamber to participate due to time constraints.
2. All board members unanimously approve of the action. Abstaining voters due to conflict of interest will not impact results.
3. If any board member is not in favor the action will not be taken electronically and will instead be added to the next meeting's agenda with no action taken.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1 - COMPOSITION OF THE BOARD. The Board of Directors shall be composed of a total of 15 members, four of whom shall be elected annually to serve for three years.

1. In addition to the elected directors, the most immediate past president of the Chamber is available to serve, will be a member of the Board, regardless of his/her elected status as a director.
2. Additionally, two members will be appointed from the Chamber "Business" class members to serve for one year.
3. Should any vacancies still exist in the total number authorized, the President may appoint directors at large for one year to fill these vacancies, subject to the approval of the Board of Directors.

SECTION 2 - SELECTION AND ELECTION OF DIRECTORS.

1. No later than August 15th of each year, the Executive Director shall issue an initial communication notifying the membership of the total number of open director positions in the upcoming annual election, and the term of office for each open director position.
2. That initial communication, and at least three additional communications thereafter, shall contain a call for qualified individuals to declare themselves as a candidate in the upcoming annual election for open director positions. Any qualified individual may declare such candidacy by submitting their intent in writing or electronic communication to the Executive Director no later than close of business on September 10th for the upcoming annual election of that year.
3. No later than September 15th of each year, the Executive Director shall issue electronic ballots to each eligible member listing the names, in random order, of all duly declared candidates for the open director positions. The electronic balloting will stay open for 14 days after the date the ballots are issued. At least three notifications will be sent to the membership reminding them to cast their electronic ballot.
4. Upon the close of the balloting, the number of candidates, equal to the number of open director positions, that receive the greatest number of votes shall be elected. In the event that the open director positions are of varying term lengths, the candidate(s) with more votes shall be elected to the longer term(s).
5. In the event of a tie between two or more candidates, the Board of Directors shall break the tie by secret ballot at its regular meeting in October following the applicable annual election.
6. At their regular meeting in October, the Board of Directors shall review and ratify the results of the applicable annual election.

SECTION 3 - TERM LIMITS.

1. Term of Office: Directors shall be elected to serve three-year terms, with the option to serve a maximum of two (2) consecutive full terms. A partial term of less than eighteen (18) months shall not count toward the term limit.
2. Limitations: Upon completion of two (2) consecutive full terms, a Director shall be ineligible for re-election until a minimum of one (1) year has elapsed.
3. Exception for Lack of Candidates: If, at the conclusion of the nomination period, no eligible or willing candidates have been nominated to fill a Director position, a Director who has reached their term limit may, with the approval

of the Board, be nominated for an additional term. In such cases, the Director shall be presented on the ballot for member vote as if term limits were not exceeded.

4. Reappointment Following Absence: A former Director who has sat out for at least one year following term-limited service shall be eligible for re-election to the Board and may again serve up to two (2) consecutive full terms.

SECTION 4 - NEWLY ELECTED DIRECTORS. All newly elected and appointed Board members shall attend the regular November Board of Directors meeting and the Budget and Planning Session, along with the retiring directors, as non-voting members.

SECTION 5 - VACANCIES. When any member of the Board of Directors is absent from two consecutive meetings unexcused by the President or is absent from more than 5 meetings in a twelve-month period, that position shall automatically be declared vacant, except by a two-thirds vote of the Board of Directors to retain the director in that position. The President shall then appoint a new director, subject to the approval of the Board of Directors, to serve until the end of the year when a new election will be held for the vacated position.

SECTION 6 - POLICY. The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual to be reviewed periodically, at least annually and revised as necessary.

SECTION 7 - MANAGEMENT. The Board of Directors may employ an Executive Director and shall set the salary and other considerations of employment. In the absence of an Executive Director, the Executive Committee shall be responsible for all duties of the Executive Director.

ARTICLE V - OFFICERS

SECTION 1 - DETERMINATION OF OFFICERS. The Board of Directors, at the November Board of Directors meeting and the Budget & Planning Session, shall organize for the coming year.

1. These nominations shall be for President, at least one but no more than two Vice Presidents, Secretary and Treasurer. Nominations from Board members will be accepted. Only Board members who will be serving in the upcoming year are eligible to vote and/or serve as an officer. In the event there is more than one candidate for any position, a secret ballot will be conducted by the President.
 - a. Newly elected officers will assume their duties of office on January 1 and shall serve for a term of one year or until their successor assumes the duties of the applicable office.

SECTION 2 - DUTIES OF OFFICERS.

1. President. The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.
 - a. The President shall, with the advice and counsel of the Executive Committee, assign Board members to divisional or departmental responsibility, subject to the Board of Directors approval. The President shall, with the advice and counsel of the Executive Committee and Executive Director, determine all Committees and select all Chairmen, subject to the approval of the Board of Directors; and assist in the selection of committee members.
2. First Vice President. The First Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. If there is only a First Vice President elected, that officer shall be referred to as the Vice President.
3. Second Vice President. The duties of the Second Vice President, if one is elected, shall be assigned by the President and Board of Directors and shall include Program Chairman for regularly scheduled general meetings. Also performs the duties of the First Vice President in the absence or unavailability of the First Vice President
4. Treasurer. The Treasurer shall be responsible for all funds received by the Chamber and for their proper disbursement. The Treasurer shall make financial Reports at least once a month to the Board of Directors and the Executive Committee and shall be chairman of the finance committee.
5. Secretary. The duties of the Secretary shall be assigned by the President and the Board of Directors and shall also include the responsibility of reviewing minutes from all Board of Directors and Executive Committee meetings.
6. Executive Director. The Executive Director shall be responsible for the administration of the Chamber office and shall take direction from the President and Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors and the Executive Committee. The Executive Director shall be responsible for hiring, discharging and supervising all employees, subject to the approval of the Board of Directors.

SECTION 3 - EXECUTIVE COMMITTEE. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its action. It shall be composed of the President, each elected Vice President, Secretary, Treasurer, Immediate Past President and Executive Director.

1. The President will serve as Chairman. The President may also appoint up to two additional members to the Executive Committee, subject to the approval of the Board of Directors. These additional members will be chosen from the members of the Board.

ARTICLE VI - COMMITTEES AND DIVISIONS

SECTION 1 - APPOINTMENT AND AUTHORITY. The President, by and with the approval of the Board of Directors, shall establish all committees and appoint all committee Chairmen.

1. The President may appoint such ad hoc committees and their Chairmen as they deem necessary to carry out the program of the Chamber.
2. It shall be the function of all committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board. Committee Chairmen will maintain balance of representation in appointing Chamber members to Committees. Special non-member appointments will be kept to a minimum and used only in non-voting capacities.

SECTION 2 - LIMITATION OF AUTHORITY. No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of the Chamber until it shall have been approved or ratified by the Board of Directors.

1. Committees may be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the Committee.

SECTION 3 - TESTIMONY. Once a Committee action has been approved by the Board of Directors, it shall be incumbent upon the Committee Chairman, or in their absence, whom they designate from the Committee as being familiar enough with the issue to correspond or testify before civic and government agencies, rather than staff members who may be in attendance.

SECTION 4 - DIVISIONS. The Board may create such divisions as it deems advisable to handle the work of the Chamber.

1. The Board shall authorize and define the powers and duties of all divisions. The Board shall annually review and approve all activities and proposed programs of such divisions.
2. Each division created by the Board may be granted the authority by the Board, to elect its own officers, provided they are members of the Chamber. Authority will not be granted any division to borrow funds or make expenditures in its own name or in the name of the Chamber unless a budget has been approved by the Board of Directors.
3. No action or resolution of any kind shall be taken by divisions having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII - FINANCES

SECTION 1 - FUNDS. All money paid to Chamber shall be placed in a general operating fund.

SECTION 2 - DISBURSEMENTS. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

SECTION 3 - FISCAL YEAR. The fiscal year of the Chamber shall be the calendar year from January 1 through December 31.

SECTION 4 - BUDGET. As soon as possible after the election of the new Board of Directors and officers, the Executive Committee and Executive Director shall compile a budget for the coming year and submit it to the Board of Directors for approval.

SECTION 5 - ANNUAL AUDIT. The accounts of the Chamber of Commerce may be audited annually as of the close of business on December 31 by a public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

SECTION 6 - BONDING. The Executive Director and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid by the Chamber.

ARTICLE VIII - DISSOLUTION

SECTION 1 - PROCEDURE. The Chamber shall use its funds only to accomplish objectives and purposes specified in these Bylaws, and no part of said funds shall ensure or be distributed to, the members of the Chamber.

1. On dissolution of the Chamber, any 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 of Directors.

ARTICLE IX - PARLIAMENTARY AUTHORITY

SECTION 1 - PARLIAMENTARY AUTHORITY. When not covered by the Bylaws of the Chamber the current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure.

ARTICLE X - GOVERNANCE TRANSPARENCY, FIDUCIARY OVERSIGHT, AND LEGAL COMPLIANCE

SECTION 1 - FIDUCIARY RESPONSIBILITY OF THE BOARD. The Board of Directors shall serve as the governing body of the Chamber and shall provide strategic direction, policy oversight, and fiduciary accountability. Board members shall act in good faith, with due care, and in the best interests of the organization. The Board shall not engage in the day-to-day operations of the Chamber, which are delegated to the Executive Director.

SECTION 2 - REVIEW OF IRS FORM 990. In accordance with best practices for nonprofit governance, a complete and final draft of the Chamber's IRS Form 990 shall be provided to the Board of Directors prior to submission.

The Board shall review the Form 990 for accuracy, transparency, and completeness.

Documentation of such review shall be recorded in the official minutes of the Board of Directors.

Directors shall be afforded the opportunity to ask questions and provide feedback prior to filing.

SECTION 3 - CONFLICT OF INTEREST POLICY. The Chamber shall maintain and enforce a written Conflict of Interest Policy applicable to all Directors, Officers, and key personnel.

Each Director shall annually sign a Conflict of Interest disclosure statement.

Directors shall promptly disclose any actual or potential conflicts of interest.

Any Director with a conflict shall abstain from discussion and voting on the matter.

All disclosures and recusals shall be formally documented in Board meeting minutes.

SECTION 4 - ANTITRUST COMPLIANCE. The Greater Ketchikan Chamber of Commerce conducts all programs, meetings, and activities in compliance with applicable federal and state antitrust laws and regulations. The Chamber maintains written policies and operational practices designed to prevent anti-competitive conduct and to promote ethical, transparent, and lawful engagement among members, staff, volunteers, and Board leadership.

Chamber meetings and communications are structured to avoid discussions or actions that could be interpreted as price-fixing, market allocation, collusion, or other unfair trade practices. Board members, officers, staff, and committee

participants are expected to exercise independent judgment and immediately raise any potential antitrust concern with Chamber leadership.

SECTION 5 - INDEMNIFICATION AND DIRECTORS & OFFICERS LIABILITY AWARENESS. The Chamber shall, to the fullest extent permitted by law, indemnify its Directors, Officers, and authorized representatives against liabilities and expenses incurred as a result of their service to the organization.

In alignment with best-practice nonprofit governance standards, the Greater Ketchikan Chamber of Commerce maintains indemnification practices intended to protect Board members, officers, and authorized representatives from personal financial liability arising from actions taken in good faith, within the scope of their official responsibilities, and in the best interests of the organization.

These practices support the recruitment and retention of qualified volunteer leadership while reinforcing fiduciary responsibility and ethical conduct. Indemnification does not apply to actions involving willful misconduct, gross negligence, or activities outside authorized organizational duties.

SECTION 6 - INSURANCE COVERAGE AND RISK MANAGEMENT. The Greater Ketchikan Chamber of Commerce maintains insurance coverage appropriate to a nonprofit membership organization and consistent with US Chamber of Commerce accreditation standards for organizational sustainability and risk management. Coverage includes:

- Directors & Officers (D&O) Liability Insurance - protecting Board members and officers related to governance, policy decisions, and fiduciary oversight.
- General Liability Insurance - covering bodily injury, property damage, and operational risks associated with Chamber programs and events.
- Professional Liability / Errors and Omissions Insurance - addressing claims related to administrative and professional services.
- Workers' Compensation Insurance - maintained in compliance with applicable state laws.

Insurance coverage and risk management practices are reviewed annually to ensure alignment with the Chamber's operational scope, governance responsibilities, and accreditation expectations.

ARTICLE XI - AMENDMENT

SECTION 1 - PROCEDURE. Amendments to these Bylaws shall be made in the following manner:

1. The proposed amendment shall first be presented to the Board of Directors in writing with the request that it be approved for submission at the next Board meeting for action. Upon receipt of a majority vote of those present:
2. It shall then be submitted in writing to the entire membership at least fifteen days prior to the next Board meeting with a request that members express their opinions verbally or in writing to the Board at the next meeting.
3. A two-thirds majority of the Board members present at the Board meeting will be required to pass the amendment.

ARTICLE XII - SUSPENSION OF BYLAWS

SECTION 1 - SUSPENSION. In an emergency, these Bylaws may be suspended for a specific action by approval of at least two-thirds of the Board of Directors in attendance at any meeting of the Board.