



**ALLIANCE 2005  
dba  
ECONOMIC  
ALLIANCE**

**BYLAWS**

**Revised 01.22.2020**

**BYLAWS OF  
ECONOMIC ALLIANCE**

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## **dba ECONOMIC ALLIANCE**

### **ARTICLE I - Name**

#### Section 1. Name

The name of this Corporation shall be Economic Alliance and it is sometimes referred to in these Bylaws as the Corporation.

### **ARTICLE II – Purpose**

#### Section 1. Purpose

The purpose of the Corporation is to plan, organize, and promote in coordination with the public and private sectors, a program of economic development which provides for a strong local economy, the diversification of the economy, jobs creation, the retention and expansion of existing businesses, increased commercial activity/sales, the recruitment of new industry, additional public revenues and improved visitor and tourist services, all for the purpose of enhancing the quality of life for Okanogan County residents.

#### Section 2. Non-Profit Status

The Corporation shall only engage in activities that are in the purview of Section 501 of the Internal Revenue Code of 1974 as now or hereinafter amended. No part of the earnings of the Corporation shall inure to the benefit of any of its members or other individuals and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

#### Section 3. Dissolution

Upon dissolution of the Corporation, the residual assets of this corporation shall be distributed in accordance with the Articles of Incorporation.

### **ARTICLE III – The Corporation**

#### Section 1. The Corporation

The Corporation is comprised of the Board of Directors, officers, and members.

### **ARTICLE IV – Board of Directors**

#### Section 1. Number of Board Members

The Board of Directors shall consist of a maximum of twenty-four members. Directors of the Board shall, upon appointment, immediately assume the performance of their duties and shall continue in office until their successors are duly appointed and qualified.

#### Section 2. Composition of Board of Directors and Membership

- A. The Board of Directors shall be comprised of business, civic and community leaders from across the county with geographic, cultural and tribal representation as follows:
- 2 - Each from 5 geographic regions
    - Tonasket-Oroville area – North #1, #2
    - Omak-Okanogan area – Central #1, #2
    - Grand Coulee - Nespelem area – #1, #2
    - Brewster-Pateros area – South #1, #2
    - Methow Valley area - #1, #2
  - 1 – From the Colville Confederated Tribes
  - 1 – From the Colville Tribal Federal Corporation
  - 2 - Okanogan County Commissioners Representatives, #1 and #2
  - 2 - City Representatives, #1 and #2

- 1 - Financial Industry
- 1 - Tourism Industry
- 1 - Arts Community
- 4 - At Large, At large #1, #2, #3, #4, #5

Total Board 24 Members.

- B. Membership is limited to those persons serving as directors.
- C. At least 51% of Board Members must be from the private sector.

### Section 3. Appointment and Term of Office

The Director positions shall be appointed by a majority vote of current Board Members at the Annual meeting in December from a slate provided by the Nominating Committee. Each year a minimum of 7 of the 24 appointed Director's position terms expire; the number of appointed Directors annually shall equal the same number of those Board terms which expire. The term of service for appointed Board positions is three years; however, during the first three years following formal organization of Alliance 2005 said term lengths shall be staggered for the purpose of balance and continuity. Successive terms may be served.

### Section 4. Duties of the Directors

All business affairs and policies of the Corporation shall be vested in the Board of Directors including but not limited to:

- A. Schedule/attend Corporation meetings on a regular basis;
- B. Cooperatively develop policies and programs which promote the goals of the Economic Alliance;
- C. Hire employees and agents as needed;
- D. Devise and execute additional measures as deemed appropriate to promote the objectives of the Corporation;
- E. Appoint an Alternate Board Member who will represent the director and vote on their behalf if absent, to ensure a quorum is met.
- F. Serve on one or more committees.

### Section 5. Meetings of the Board of Directors

- A. Regular meetings of the Board of Directors shall be held once a month at a specified time and place unless otherwise changed by majority vote of the Executive Committee of the Board. Notices, an agenda, and supporting materials for the meetings shall be provided to the Board members a minimum of five days before the appointed meeting date.
- B. The Chairperson may, when deemed necessary, call for a special meeting of the Board of Directors.
- C. Annual meetings will be held at a combined November/December meeting at a designated time and place. Officers for the upcoming year shall be elected at the annual meeting.

### Section 6. Quorum

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the Chairperson, the Vice Chairperson shall conduct business. In the absence of the Vice Chairperson, the quorum present shall choose a Chairperson for the meeting. Voting Board of Directors participating in the meeting telephonically or via audio or audiovisual internet connection may be considered present. If a quorum is not present, the official meeting shall be adjourned to a later date.

### Section 7. Directors Absences

Should any Director be absent unreasonably from three consecutive Board meetings without sending an alternate or communication to one of the Economic Alliance staff or officers of the Corporation stating the reason for the absence or if the Board does not accept the reasons, that person's seat may be declared vacant.

#### Section 8. Vacancies

When a vacancy occurs on the Board of Directors for any reason, it shall be filled without due delay by a majority vote by ballot of remaining members of the Board. The person so chosen shall hold office through the duration of the term being filled.

#### Section 9. Resignations and Removal of Directors

Board members may be removed from their Director positions for any reason deemed appropriate by the Board upon a two-thirds vote after proper notice to the full Board at a regular or special meeting where a quorum is present. Board members may resign upon written notice to the Secretary of the Corporation. Such resignation shall specify the effective date thereof. Membership in the Corporation is not transferable.

### **ARTICLE V – Officers of the Corporation**

#### Section 1. Officers

The Corporation shall be comprised of five officer positions including a Chairperson, Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, Secretary, and Treasurer.

#### Section 2. Method of Election

The Board of Directors shall elect all officers for a term of one year at the annual meeting. Officer terms may be served consecutively.

#### Section 3. Duties of the Officers

- A. *Chairperson.* The Chairperson shall preside over all meetings of the Board of Directors and shall carry out the directives of the Board in the management of the business affairs of the Corporation. The Chairperson shall be responsible for setting the meeting agenda. The Chairperson has not power to bind the Economic Alliance dba Alliance 2005 solely because of the position.
- B. *Vice Chairperson.* The Vice Chairperson shall preside in the absence of the Chairperson in all duties of the Chairperson's position.
- C. *Second Vice Chairperson.* The 2<sup>nd</sup> Vice Chairperson shall preside in the absence of both the Chairperson and the Vice Chairperson in all duties of the Chairperson's position.
- D. *Secretary.* The Secretary shall work with the Economic Alliance Staff to ensure that notice of meetings and a copy of the agenda, supporting materials, and previous meeting's minutes are sent to the Board of Directors five days prior to each meeting. The Secretary shall keep a record of the membership of Alliance 2005, attendance of Board Members, and minutes of meetings. The Secretary shall see that the books, statements, and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be assigned from time to time by the Chairperson.
- E. *Treasurer.* The Treasurer shall be bonded for \$30,000. The Treasurer shall have the responsibility for overseeing all moneys and securities of the corporation and shall regularly review income statement, balance sheet and check registers. The Treasurer shall oversee the disbursement of funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors at our monthly meetings, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. All disbursements shall require two signatures: the signature of the Executive Director and one Board Officer. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

#### Section 4. Vacancies

The Board of Directors shall fill vacancies of officers through appointment without undue delay at a regular or special meeting of the Corporation.

### **ARTICLE VI – Committees**

Section 1. Executive Committee. The officers of the Economic Alliance (Chairperson, Vice Chairperson, 2<sup>nd</sup> Vice Chairperson, Secretary, and Treasurer) and the immediate past Chairperson make up the Executive Committee. The Executive Committee's primary function is to provide guidance and support to the Executive Director. The Executive Committee will meet with the Executive Director on a regular basis as scheduled by the Chairperson. Meetings will follow a written agenda. Three or more members present constitute a quorum.

The Executive Committee may act on behalf of the Board of Directors when such action is required between regular Board meetings and any such action shall be reported to the Board at its next regular meeting. The Executive Committee shall not have authority to obligate the Board or organization monetarily such as in signing contracts, without first obtaining approval of the full Board.

The Executive Committee works with the Executive Director to develop organization Policy and Procedures as needed for presentation to the Board of Directors. The Executive Committee also works with the Executive Director to develop an Annual Work Plan that outlines timelines and tasks necessary to reach organization goals.

The Executive Committee provides managerial oversight of Executive Director activities, duties, and responsibilities including evaluation and training recommendations and the approval of personnel benefits and compensation, and other personnel policies for staff members.

#### Section 2. Committee on Nominations

During the month of September in each year, the Board of Directors shall appoint a nominating committee of three members whose duties it shall be to

- Nominate candidates to replace Board Members whose terms are expiring.
- Nominate candidates for Officers to be elected at the next annual election. They shall notify the Board of Directors in writing, at least five days before the date of the annual meeting, of the names of such candidates, and the Secretary shall cause to have published these names with the notice of the annual meeting.

#### Section 3. Other Committees

At the meeting immediately following the annual meeting of the Board of Directors, the Chairperson may appoint the following committees to consist of as many members as seems advisable, including but not limited to:

- A. Infrastructure
- B. Nominating
- C. Opportunity Zone Business Education Committee
- D. Communications/Okanogan County Broadband Action Team

The members of such committees shall serve for one year and may serve consecutive appointments.

#### Section 4. Special Committees

The Chairperson may at any time appoint other committees as necessary on any subject for which there is not standing committee.

#### Section 5. Committee Quorum

The majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

#### Section 6. Committee Chairperson and Meetings

The Board of Directors shall appoint a Chairperson of each committee. Committees shall hold meetings at such time as the Chairperson of each committee deems necessary. The Chairperson shall announce the date, time and location of the committee meeting and such an announcement shall constitute notice of the meeting. The committee Chairperson shall forward a record of each meeting to the Chairperson of the Board of Directors within 15 days of the meeting.

#### Section 7. Committee Vacancies

The various committees shall have the power to fill vacancies in their membership subject to the ratification by the Board of Directors.

### **ARTICLE VII – Indemnification of Directors, Officers, Employees and Agents**

#### Section 1. Liability

No Director, officer, employee or agent of the Corporation shall be liable to this Corporation for any loss or damage suffered by it on account of any action or omission by such person as Director, officer, employee, agent or members except as otherwise provided in RCW 24.03.025.

#### Section 2. Indemnification

- A. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than in an action by or in the right of the Corporation) by reason of the fact that said person is or was a Director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suite, or proceeding if said person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, has no reasonable cause to believe said person's conduct was unlawful.
- B. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any particular case upon the receipt of an undertaking by or on behalf of the Directors, officer, employee or agent to repay such amount unless it shall be ultimately determined that such person is entitled to be indemnified by the Corporation as authorized by this article.
- C. The Corporation shall purchase and maintain insurance on behalf of any person who is or was Director, officer, employee, or agent of the Corporation against liability asserted against any such capacity arising out of said person's duties on behalf of the association.

### **ARTICLE VIII – Rules of Order**

#### Section 1. Rules of Order

Robert's Rules of Order shall govern all questions of parliamentary procedure.

### **ARTILCE IX – Amendments**

#### Section 1. Bylaws

The Bylaws of the Corporation may be amended with one month's prior written notice at any regular or special meeting of the Board by a majority vote of the full board.