



**SOUTH COLUMBIA COUNTY
CHAMBER OF COMMERCE**

BY-LAWS

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ARTICLE I. GENERAL

Section 1.01 Name

This organization is incorporated under the laws of the State of Oregon and shall be known as the South Columbia County Chamber of Commerce, Incorporated.

Section 1.02 Purpose

The South Columbia County Chamber of Commerce is organized to advance the general welfare and prosperity of the South Columbia County Area so that its citizens and all areas of its business will prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, ports and educational interests of the area.

Section 1.03 Area Of Service

The area and economic region shall mean to include the communities of Deer Island, Columbia City, St. Helens, Warren, and Scappoose.

Section 1.04 Limitation Of Methods

The South Columbia COUNTY Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II. MEMBERSHIP

Section 2.01 Eligibility

Any person, firm, association, organization, corporation, partnership or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 2.02 Membership

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 2.03 of Article II.

Section 2.03 Dues

Membership dues shall be at such rate or rates as prescribed by the Board of Directors, payable (annually in advance).

Section 2.04 Termination

- (a) Any member may resign from the Chamber upon request to the Board of Directors.
- (b) Any member shall be removed for non-payment of dues after sixty days (60) from the date due, unless otherwise extended for a good cause.

Section 2.05 Voting

In any proceeding in which voting members are called for, each member shall be entitled to one vote.

Section 2.06 Exercise Of Privileges

Any person, firm, association, organization, corporation, partnership or estate holding membership shall designate its representative to exercise the privileges of membership, and shall have the right to change this designation upon written notice to the Board of Directors.

Section 2.07 Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the same 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.

ARTICLE III. MEETINGS

Section 3.01 Annual Meeting

An annual meeting of the corporation, in compliance with State Law, shall be held each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten days before said meeting.

Section 3.02 Additional Meeting(s)

General meetings of the Chamber of Commerce may be called by the Chairman at any time, or upon petition in writing of any 20% of members in good standing.

- (a) Each member shall be notified of special meetings at least five business days prior to such meetings.
- (b) Board meetings may be called by the Chairman. Three members of the Board of Directors may call for a special board meeting. Notice

(including the purpose of the meeting) shall be given to each Board member at least five business days prior to the meeting.

- (c) Emergency meetings may be called by the Chairman of the Board, or by request of at least five Board members, with at least one day notice.
- (d) Committee meetings may be called at any time by the Chairman or respective committee chairs.

Section 3.03 Quorums

A quorum of the Board of Directors shall be a majority (or 50%) of the Board members. At committee meetings, a majority shall constitute a quorum.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Composition And Responsibility Of The Board

The Board of Directors shall be composed of eleven members, whom shall be elected for three years. The governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.

Section 4.02 Selection And Election Process

- (a) **NOMINATING COMMITTEE.** At least 45 days prior to each annual meeting, the Chair will appoint a Nominating Committee of not fewer than three members. It is the duty of the Nominating Committee to nominate at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held, and to determine that the members nominated are agreeable to the placing of their names in nomination and will accept office if elected. Each candidate must be an active member in good standing. No Board member who has served two consecutive, three-year terms is eligible for election for a third term. A period of one year must lapse before eligibility is restored.
- (b) **NOTIFICATION OF NOMINATIONS.** The Nominating Committee files its nominations with the Secretary of the Chamber at least 30 days prior to the annual meeting. Ballots will be sent to all members at least 30 days before the Annual Meeting and returned prior to the Annual Meeting. The nominating committee, or assigned Chamber Staff shall count all ballots and then report the results at the next Board meeting.

- (c) The requirement for a one year break in Board service after serving two consecutive three-year terms may be waived in the event a Board member, who is completing a second consecutive three-year term, is in line to become the Chairman of the Chamber. If this situation should occur, the Board Member's term may be extended two years to allow the Board Member to serve as Chairman of the Chamber.

Section 4.03 Seating Of New Directors

All newly elected Board Members shall take office at the first Board meeting following the election.

Section 4.04 Vacancies

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors may be removed from membership of the Board by a majority vote of the Board of Directors. Vacancies on the Board of Directors, or among the officers, shall be filled by a majority vote of the Board of Directors.

In the event of the Chairman's resignation, the Vice Chairman shall succeed. Other officer vacancies may be filled by a majority vote of the Board of Directors.

Section 4.05 Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually, and revised as necessary.

Section 4.06 Personnel

The Board of Directors may employ an Executive Director and support staff and shall fix the salary and other considerations of employment.

Section 4.07 Indemnification

The Chamber shall provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Directors shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V. OFFICERS

Section 5.01 Determination Of Officers

The current Board of Directors at the first regular meeting following the Board elections, shall nominate officers each year. At this meeting, the Board of Directors shall elect the Chairman, Vice Chairman, Secretary and Treasurer. Officers will be elected from members of the Board of Directors. All officers shall serve for a term of one (1) year or until their successors assume the duties of office. The maximum term of office for any officer shall not exceed three consecutive years.

Section 5.02 Duties Of Officers

- (a) **CHAIRMAN.** The Chairman shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Board. The Chairman shall, with the advice and counsel of the Vice Chairman and the Executive Director, determine all standing committees, select all committee leaders, and assist in the selection of committee personnel. The Chairman, with the advice and counsel of the Vice Chairman, shall represent the Board of Directors in personnel matters.
- (b) **VICE CHAIRMAN.** The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Vice Chairman and standing committees will be responsible for determining that the Chamber activities are of such scope and duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.
- (c) **SECRETARY.** The Secretary prepares and maintains full and correct records of all meetings of the members and of the Board. The Secretary will give or cause to be given, in the manner prescribed in these Bylaws, proper notice of all meetings of the members, and perform such other duties as may be directed to perform by resolution of the Board not inconsistent with State Law and these Bylaws. The Board may employ one or more assistant secretaries, none of whom may also hold office as Chair or Vice Chair, and may authorize them under direction of the Secretary to perform any of the duties devolving on the Secretary.
- (d) **TREASURER.** The treasurer shall be responsible for the safe-guarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of

Directors. The Treasurer shall cause a monthly financial report to be made to the Board of Directors.

- (e) **EXECUTIVE DIRECTOR.** The Executive Director shall be chief administrator and executive officer. The Executive Director may serve as secretary to the Board of Directors. The Executive Director shall serve as advisor to the Chairman and Vice Chairman regarding standing committees. The Executive Director shall be a non-voting member of the Board of Directors. With the assistance of the Vice Chairman, the Executive Director shall be responsible for administration of the standing committees in accordance with the policies and regulation of the Board of Directors. The Executive Director shall be responsible for the Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures within the approved budget.

Section 5.03 Executive Board

The Executive Board 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 of Directors for its actions. It shall be composed of the Chairman, Vice Chairman, Secretary, Treasurer. The Chairman will serve as head of the Executive Board. After each Executive Board meeting, the Secretary will submit a written report to the Board of Directors.

Section 5.04 Execution Of Documents

The Chairman, with the approval of the Board of Directors, is authorized to sign all deeds, mortgages, contracts and other instruments affecting the property of the Chamber, with the exception of the disbursements of funds, as set forth in ARTICLE VII.

ARTICLE VI. COMMITTEES

Section 6.01 Appointment And Authority

The Chairman shall appoint all Committee Chairs, which shall be members of the Chamber.

The Chairman may appoint ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber.

It shall be the function of the Committee Chairs to provide coordination and communication, make investigations, conduct studies and make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

Section 6.02 Limitation Of Authority

No action by any member, committee, employee, Executive Director, or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it is approved or ratified by the Board of Directors.

Ad hoc committees shall be discharged by the Chairman 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 6.03 Testimony

No individual or committee will express the Chamber's position on any matter during testimony before civic or governmental agencies unless approved by the Board of Directors.

Section 6.04 Standing Committees

Standing committees shall be designated each year by the Board of Directors.

Committee Chairs shall be responsible for coordination and communication between the Chamber Board of Directors, other committees and other groups that might have an impact on their committee.

The Board of Directors may create such committees as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of committees. The Board shall annually review and approve all activities and proposed programs of such committees, including collection and disbursements of funds.

No action or resolution of any kind shall be taken by committees, bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII. FINANCES

Section 7.01 Disbursements

All disbursements will be signed by two authorized signers. There will be no more than four (4) authorized signers. They shall be the Vice Chairman, Secretary, Treasurer and Executive Director. Physical access to checks will be monitored by the Chamber CPA and/or support staff. No person, other than the Chamber CPA or support staff may prepare a check for signature.

Section 7.02 **Fiscal Year**

The Fiscal year of the Chamber shall close on December 31.

Section 7.03 **Budget**

In the month of December, the Treasurer shall propose the budget for the coming year and submit it to the Board of Directors for approval.

Section 7.04 **Annual Financial Review**

The Treasurer will have annual financial statements prepared and submitted to the Board of Directors for their review.

Section 7.05 **Bonding**

The Executive Director, Officers and Staff, as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board of Directors and paid for by the Chamber.

ARTICLE VIII. DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purpose specified in these by-laws, and no part of said funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic organizations to be selected by the Board of Directors as defined in IRS section 501(c)(6).

ARTICLE IX. PARLIAMENTARY PROCEDURE

The current edition of Roberts Rules of Order shall be the final source of authority in questions of parliamentary procedure when such rules are not inconsistent with the Charter of By-Laws of the Chamber.

ARTICLE X. AMENDMENTS

Section 10.01 **Process**

These by-laws may be amended or altered by a two-thirds vote (2/3) of the Board of Directors, or a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Section 10.02 Repeal Of Prior Amendments

These by-laws were revised and adopted in April 2009 and all previously adopted amendments not incorporated into these by-laws are void.

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ACKNOWLEDGEMENT

I have reviewed these By-Laws and agree to adhere to their contents.

Printed Name / Signature

Date

Revised and Adopted in May of 2009.
South Columbia County Chamber of Commerce

By _____

It's _____

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