

Wallowa County Chamber of Commerce

By-Laws

ARTICLE I - NAME

Section 1. The name of the organization is: “Wallowa County Chamber of Commerce”. (Hereafter referred to as the Chamber.)

Section 2. The Chamber is incorporated under the laws of the State of Oregon.

Section 3. The Chamber 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 – PURPOSE

Section 1. Purpose

The Chamber is a voluntary organization of business and professional men and women who have joined together for the purpose of promoting the civic and commercial progress of our community. The Chamber has a major impact on business, income and future growth of the area. There are three primary functions of the Chamber of Commerce: (1) it acts as spokesperson for the business and professional community and translates into action the group thinking of its members (2) it renders specific services of a type that can be most effectively rendered by a county-wide organization both to its members and to the county as a whole, and (3) it is a primary contact for information to individuals/businesses wishing to visit or relocate to Wallowa County.

Section 2. Objectives

1. To promote a better understanding of the nation’s private enterprise system.
2. To coordinate, maintain, and strengthen a sound and healthy business climate in the Wallowa County area.
3. To give a voice to chamber members on issues affecting Wallowa County.
4. To sponsor aggressive programs of work and stimulate activities that will provide for full development and employment of our human and economic resources.
5. To provide creative business leadership and effective coordination of all interested parties in solving community problems and in initiating constructive community action.
6. To create a broad understanding and appreciation of the great opportunities in the Wallowa County area, and to promote the advantages and assets of our communities within the area, in the state and internationally.

Section 3. Mission Statement

The mission of the Wallowa County Chamber of Commerce is to promote business development in Wallowa County.

ARTICLE III – LEGAL POWERS

To further said purposes, the organization of the Board of Directors thereof, shall have the power to purchase, hold, sell, lease or mortgage real estate, to incur debt, to borrow money, give therefore notes of the Chamber signed by two or more officers duly authorized by the Board of Directors for that purpose, to enter into contracts of any kind furthering the purposes of the Chamber, and to exercise any kind and all powers permitted and granted by the laws of the State of Oregon to corporations organized for non-profit.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility

Any individual, firm, corporation or association may subscribe to membership in the Chamber and may designate individuals of the firm to represent such membership.

Section 2. Dues

Membership dues shall be at such rate or rates, schedule or formula as may be prescribed by the Board of Directors from time to time. These are payable annually, semi annually, or quarterly in advance.

Section 3. Voting Privileges

Each member in good standing shall be entitled to cast one vote per membership business in any election herein provided, or one vote upon any question submitted at any meeting or any non meeting communication of the Chamber. This provision shall not be construed to limit the participation in Chamber activities to one person from any member firm.

Section 4. Application Procedure

Applications for membership shall be made in writing, on a form provided by the Chamber, and shall be accompanied by the payment of membership fees in advance for at least one-quarter year.

Section 5. Delinquent Memberships

Any member failing to pay dues within 90days of maturity shall be considered delinquent. A delinquent membership will be terminated after 120 days of non-payment. Benefits of membership will be withdrew upon termination

Section 6. Resignation

Any Member may withdraw from the organization upon written notice to the Board of Directors. Refunds of paid dues made to a member upon resignation shall be at the discretion of the Board of Directors.

Section 7. Expulsion

Any member may be expelled by a two-thirds vote of the Board of Directors at a regular scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded to said member.

Section 8. Member Complaints

Any member having a concern or complaint regarding any facet of operation or activities of the Chamber shall bring those concerns to the attention of the Board of Directors for resolution.

Section 9. Honorary Lifetime Membership

Distinction (of individuals) 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 majority vote.

ARTICLE V – MEMBERSHIP MEETINGS

Section 1. Membership Meeting

Regular meetings of the membership shall be held at a time and place designated by the Board of Directors, provided, however, that the membership shall meet not less than once per year.

Section 2. Proxies

For any regular or special meetings of Chamber of Commerce membership called for the transaction of business, a member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after the specific date or meeting for which it was executed.

Section 3. Notice

At least one week prior to a membership meeting, the Administrative Assistant or Executive Director shall notify each member, specifying the time and place of such meeting.

Section 4. Quorum

Members present shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber of Commerce.

ARTICLE VI – NON MEETING MEMBERSHIP COMMUNICATIONS

Section 1. Electronic Voting and Polling

The Chamber may use electronic means to query the membership or conduct voting in lieu of or in addition to written communications or membership meetings.

Chamber Membership voting privileges are limited to one vote per member . Electronic voting or polling must represent at least twenty-five percent of membership.

Section 2. Notice

In the case of voting, the Chamber will notify each member at least thirty days in advance to the email address of record of each member. In the case of polling, the Chamber may set a response deadline without setting a specific notice period.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Composition of the Board

The Chamber Board of Directors “Board” is the policy making body of the Chamber. The Board consists of fifteen director positions which include representatives of Enterprise, Joseph, Wallowa Lake, Lostine/Wallowa, Education, Health Care, Small Business, Public Relations, Agriculture, Outlying Areas, Timber/Forestry, Arts, Tourism, and two at-large positions. Three executive officers will be elected from within the Board: President, Vice President, and Secretary-Treasurer. The President presides over all meetings of the Board except in his/her absence when the Vice President shall preside.

A representative from the Wallowa County Board of Commissioners will be entitled to an ad hoc, non-voting, seat on the Board of Directors. This shall not preclude representatives from this body being elected to the Board.

Section 2. Terms of Office

The officers, to wit the President, Vice-President, Secretary/Treasurer and immediate Past President, shall serve on the Board of Directors for two years or until their successors are elected or qualified. Directors shall serve for a period of two years.

Section 3. Powers and Duties

The Board of Directors of the Chamber shall have general supervision and control of all the business, government and properties of the Chamber, and shall have the power to order disbursement of all monies of the Chamber as it may deem fit, provided that the Board of Directors, in its transaction and supervision of the business of the Chamber, is subject to the direction of the general membership.

The Board of Directors shall have the power to fill vacancies on the Board by appointment at the next regular meeting. A person appointed by the Board shall serve the unexpired term of the Director for which he/she was appointed. A Director serving by appointment shall not lose his/her eligibility for election to the Board of Directors as provided in these by-laws.

Upon approval of the Board of Directors a member may be elected for the purpose of representing the Chamber by serving on a specific committee or task force for a specified period of time.

The Board shall adopt a budget and program of work reflecting organizational goals, and establish programs, which will insure adequate financing to achieve organizational goals. The Board shall be authorized to hire an Executive Director, fix his/her salary and other considerations of employment, and prescribe the duties of the position; and shall adopt such rules, regulations and policies as may be deemed advisable for the government of the Board, and the proper conduct of the business of the Chamber, provided such action shall not be in conflict with the provisions of these by-laws.

Section 4. Meetings of the Board

The Board of Directors shall not meet less than once during each calendar month, except July and August, when the Board may elect to not meet. A meeting of the Board may be called as necessary at any time by the President or by a majority of the members of the Board.

Section 5. Chair of the Board

The President shall serve as Chair of the Board of Directors and, in the absence of the President the Vice-President shall serve as Chair.

Section 6. Quorum of the Board

A simple majority of the Board of Directors (8) shall constitute a quorum at any meeting of the Board. A quorum with limited authority may be formed at a Board meeting for the purpose of conducting routine business; to approve the reading of the minutes, bills, and financial reports. This quorum of limited authority consist of (5) directors; in which (2) of the (5) would hold officer positions on the Board.

Section 7. Attendance of Directors

A member of the Board of Directors who is absent from three consecutive regular meetings of the Board of Directors may be dropped from membership on the Board, unless excused, confined by illness, or otherwise decreed, by a two-thirds vote of the remaining members of the Board of Directors.

Section 8. Nomination Committee Appointment

At the regular September Board meeting, the President shall appoint a nomination committee consisting of one member of the Board of Directors, who shall be the Chair, and three members of the Chamber.

At each October Board meeting, the nomination committee shall present to the Board, a slate of candidates willing to serve on the Board to replace directors whose regular terms are expiring. Board members that would like to serve additional terms may do so through the nomination process or be listed in the October meeting slate of directors. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship.

Section 9. Elections of Board

Name of candidates for the Board of Directors can be nominated by chamber members through postal mail, email, or directly to the office between October 1st to

October 31st. If an October membership or special meeting is scheduled by the Board members may nominate candidates from the floor.

The names of all candidates, including those nominated by the nomination committee and those that may be nominated from the floor at an October membership meeting or by mail or email shall be arranged on a ballot in alphabetical order. Ballots will be cast and counted in November.

Section 10. Seating of New Officers and Directors

All newly elected Officers and Directors shall be seated at the regular January meeting.

ARTICLE VIII – OFFICERS AND DUTIES OF OFFICERS

Section 1. Officers

The Executive Committee consists of the President, Vice-President, Secretary/Treasurer, and the Past President. It will exercise the power of the Board between Chamber Board meetings.

Section 2. Terms of Office

All Officers of the Chamber shall hold office for a period of two years or until their successors, respectively, are duly elected and qualified. The Immediate Past President shall automatically become a member of the executive committee.

Section 3. Duties of the President

The President shall be the chief – officer of the Chamber; shall preside at the meetings of the Board of Directors; shall sign all resolutions, deeds, bills of sale, and all other instruments of conveyance executed by the Chamber and the Board of Directors; shall direct the formulation and promotion of the general program of the Chamber appoint all committee chairpersons, and shall preside at all meetings of the members of the Chamber. He/she shall be a member ex-officio of all other task forces and committees of the Chamber.

Section 4. Duties of the Vice-President

The Vice-President shall perform the duties of the office of President in his/her absence; and shall coordinate and supervise the activities of task forces as directed by the President. He/she shall perform such other duties as prescribed by the Board of Directors.

Section 5. Duties of the Secretary/Treasurer

The Secretary/Treasurer shall serve as Secretary of the Chamber, as Secretary of the Board of Directors; shall oversee custody of and preservation of documents, reports and communications of the Chamber, and keep these documents open for inspection by the members of the Chamber and the Board of Directors thereof. He/she shall oversee receipt and disbursement of all funds of the Chamber, pursuant to the control, oversight and financial records of the Chamber. He/she shall, by virtue of this office, be Chair of the Finance and Budget Committee of the Chamber. By Board authority these tasks may be subordinated to the Executive Director of the Chamber or all above tasks or parts

thereof may be subcontracted to a financial professional. Monthly reports on the financial status of the organization shall be presented at the Board meeting

Section 6. Financial Review

The Board of Directors shall require the review of accounts at least once per year and may require additional audits at any other time.

Section 7. Bonds

Bonds may be required of such officers and/or employees of the organization and in such amounts as may be determined by action of the Board of Directors.

ARTICLE IX – COMMITTEES

Standing Committees

Each incoming President may, with the advice of the Board of Directors, at or prior to the regular Board meeting following his/her installation, appoint standing committees and designate a chair for each standing committee from the membership or from the Board of the Chamber. The standing committees are:

- Community Development/Business & Economic Development;
- Governmental Affairs/Natural Resources;
- Membership;
- Finance and Budget;

Together with such other ad hoc committees as the Board of Directors may, from time to time, create.

ARTICLE IX - DISSOLUTION

Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposes specified in the bylaws and no part of said funds shall inure, or 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, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE X – PARLIAMENTARY AUTHORITY

Authority

All meetings of the Chamber and of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

ARTICLE XI – AMENDMENTS

Procedure

These by-laws may be amended by two-thirds vote of the Board of Directors only after approval of a simple majority of at least twenty-five percent of membership submitting electronic votes, or a majority of the members at any regular or

special membership meeting, providing the notice for the meeting is made either in writing or in person, and is submitted to the Board and the membership at least ten days before the meeting at which they are to be acted upon.

These by-laws, as revised, were adopted at the regular meeting of the Board of Directors of Wallowa County Chamber of Commerce, this 1st^d day of October 2016.