BOARDMAN CHAMBER OF COMMERCE BYLAWS

ARTICLE I – GENERAL

Section 1 - NAME
This organization is incorporated under the laws of the State of Oregon as the Boardman North Morrow County Chamber of Commerce, Inc, and shall be known as the Boardman Chamber of Commerce.

Section 2 - PURPOSE
The Boardman Chamber of Commerce is organized to promote, support, and develop successful businesses; and to enhance the community by building strong partnerships through community and businesses working together.

Section 3 - LIMITATIONS OF METHODS
The Boardman Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization, and specifically those as defined in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

Section 1 - ELIGIBILITY
Any person, firm, association, corporation, partnership, or estate interested in all purposes of this organization shall be eligible to apply for membership.

Section 2 - APPLICATION
Application for membership shall be on-line, on forms provided for that purpose, and signed by the applicant. The Board of Directors (or designated entity) shall review all applications. Upon approval and agreeing to follow Chamber of Commerce objectives, an applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3 - INVESTMENTS
Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.

Section 4 - VOTING
In any proceeding in which voting by members is called for, each member in good standing (no amounts owed the Chamber more than 90 days past due) shall be entitled to cast one (1) vote.

Section 5 - TERMINATION
A. Any member may resign from the Chamber upon written request to the Board of Directors.
B. Any member may be expelled for non-payment of dues after ninety (90) days from date due, unless otherwise extended for good cause.
C. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber. An opportunity for a hearing will be given to the member in question before a termination decision is made.

Section 6 - HONORARY MEMBERSHIP
Distinction in public affairs and/or exceptional service to the Chamber shall confer eligibility to honorary membership. Honorary membership shall exclude the payment of dues and include all the privileges of active membership except that of holding office. Election to honorary membership shall require affirmation vote of the Board of Directors each January. An honorary membership may be revoked by two-thirds vote of the Board of Directors at any time.

Section 7 - ORIENTATION
At regular intervals orientation on the purposes and activities of this organization shall be offered for the following groups: new directors, committee leaders, and new members.

ARTICLE III - MEETINGS

Section 1 - GENERAL MEMBERSHIP MEETING
General membership meetings shall be held at a time and place set by the Board of Directors, or by written request of 10% of the general membership.

Section 2 - ANNUAL MEETING
Annual meeting of the corporation, in compliance with state law, shall be held no later than March of each year. The time and place shall be fixed by the Board of Directors and notice mailed, emailed, and/or faxed to each member at least ten (10) days before the meeting. The Board of Directors shall be responsible for the following annual meeting components; Annual Report from year ending and Action Plan for present year.

Section 3 - SPECIAL MEMBERSHIP MEETINGS
Special meetings of the Chamber of Commerce may be called by the President of the Board at any time, or upon petition in writing of any 25 members in good standing or 10 percent of members in good standing, whichever is greater. Notice of special membership meetings shall be mailed, emailed, and/or faxed to each member at least five (5) days prior to such meetings.

Section 4 - BOARD MEETINGS
Board meetings should be held at least monthly.

Section 5 - ADDITIONAL BOARD MEETINGS
Additional board meetings may be called by the President or by at least three (3) members of the board who submit an email or written application for a meeting to the President or Executive Director. Notice (including the purpose of the meeting) shall be provided by mail, email, phone call and/or fax to each director at least three (3) days prior to such meetings.

Section 6 - COMMITTEE MEETINGS
Committee meetings may be called at any time by the President, committee's chair, or the Executive Director.

Section 7 - QUORUMS
At any duly called general or special meeting of the Chamber, a majority of the members present in good standing shall constitute a quorum. A majority of the Directors of the Board shall constitute a quorum for the Board of Directors meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - COMPOSITION OF THE BOARD
The Board of Directors shall consist of no less than seven (7) or more than eleven (11) positions of members in good standing. The positions shall include Immediate Past President, President, 1st Vice-
President, 2nd Vice-President, Secretary, Treasurer, and one (1) to five (5) at-large representatives. The Immediate Past President, if his/her term has expired, shall remain on the Board, with full voting power, for one additional year even if this increases the number of directors to twelve (12).

Section 2 - SELECTION AND ELECTION OF DIRECTORS
Elected Directors shall serve three-year terms and be elected by a majority vote of the general membership. No board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored. There can only be one Board member per business or family.

Section 3 - NOMINATING COMMITTEE
Nominations for the Board of Directors shall be made prior to the election by means of a Nominating Committee appointed by the President by the regular board meeting in September. This Nominating Committee shall consist of not less than three (3) members. The committee shall submit its slate of nominees at the November membership meeting. The names of the committee’s nominees shall be placed on the official ballot to which will be added any nominations taken during the September and/or October regular membership meeting. An official ballot will be emailed to every member of the chamber on or by the first working day in November. Ballots will be returned by the last working day in November. Election results will be announced at the December regular scheduled membership meeting.

Section 4 - SEATING OF NEW DIRECTORS
All newly elected board members shall be seated at the regular January Board meeting.

Section 5 - VACANCIES
Vacancies on the board shall be filled by appointment with a majority vote of the remaining members of the board and such appointee shall hold office for the remainder of the replaced director’s term. A member of the Board of Directors who is absent from three (3) consecutive regular meetings shall automatically be dropped from the membership on the Board unless there are extenuating circumstances.

Section 6 - POLICY STATEMENTS
The Board of Directors is responsible for establishing procedure and formulating policy of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised, as necessary.

Section 7 - MANAGEMENT
The Board of Directors may employ an Executive Director and fix the salary, title, and other employment considerations.

Section 8 - MEETINGS - The Directors shall meet at such time and place as the Directors may prescribe. A quorum shall be a majority of the Board of Directors.

Section 9 - DECISION MAKING BETWEEN BOARD MEETINGS
If necessary, the Board may make decisions between meetings by phone, mail, email and/or fax and may vote on issues.

ARTICLE V – OFFICERS

Section 1 - ELECTION OF OFFICERS
The Board of Directors will elect the following officers at its January Board meeting: President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer. Their terms begin January 1 and are one-year terms. Each Officer shall hold office until a successor has been duly elected or until the officer is no longer able to serve, resigns, or is removed from office (See Article II - Section 5 and Article IV - Section
Section 2 - DUTIES OF OFFICERS

A. President: The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the Membership and the Board of Directors. The President shall, with advice and counsel of Vice Presidents and Executive Director, determine all committees and select all committee chairs.

B. 1st Vice-President: In the absence of the President or upon the President’s request, the 1st Vice-President shall discharge the duties of the President. The 1st Vice President shall serve as incoming President for the following year unless circumstances determine differently.

C. 2nd Vice-President: In the absence of the President and the 1st Vice-President, the 2nd Vice-President shall discharge the duties of the President.

D. Secretary: The Secretary will maintain an accurate record of all proceedings at the membership meetings and the Board of Directors and ensure minutes are on file for future use.

E. Treasurer: The treasurer shall oversee the safeguarding of all funds received by the Chamber and 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 insure that a monthly financial report is made to the Board of Directors.

F. Each officer will serve as the Chair of at least one committee.

G. Executive Director: This person is hired and managed by the Board of Directors and shall be the chief administrative and executive officer. Duties include serving as executive secretary to the Board of Directors and the corporation, preparing notices, agendas, and minutes of the meetings of the Board; serving as an advisor to the President of the Board and respective committees, assembling information and data, and preparing special reports as directed by the program of the Chamber. This person will be a non-voting member of the Board of Directors and all other Committees, will be responsible for hiring, discharging, directing, and supervising all Chamber employees; and will be responsible for all expenditures with approved budget allocation.

ARTICLE VI - COMMITTEES AND DIVISIONS

Section 1 - APPOINTMENT AND AUTHORITY

The President, with the input of the Board of Directors, shall annually appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board.

Section 2 - LIMITATIONS OF AUTHORITY

No action by any member, committee, division, employee, director, or officers shall be binding upon, or constitute an expression of the policy of the Chamber, until it has been approved or ratified by the Board of Directors. Committees shall 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 the committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairs, or their designee to give testimony to, or make presentations before, civic and governmental agencies as requested by the President.

Section 4 - Divisions
The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to accomplish the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds and budgets. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations, having bearing upon or expressing chamber policy, unless approved by the Board of Directors.

ARTICLE VII - FINANCES

Section 1 - Funds
All money paid to the Chamber shall be placed in appropriate accounts as recommended by the Treasurer and the Executive Director and approved by the Board of Directors.

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. Disbursements shall be by check/electronic payment. Two signatures shall be required for all financial instruments, for electronic payments executive director will complete a purchase order to be signed by two signatories prior to purchase. Signatories will be designated annually by the Board and recorded in the January minutes.

Section 3 - Fiscal Year
The fiscal year of the Boardman Chamber of Commerce shall be from January 1 to December 31.

Section 4 - Budget
Budget preparation shall be by committee appointed by the President and shall include the treasurer as chairperson and the Executive Director. Budget process shall begin in October and the budget shall be submitted to officers for the ensuing calendar year by December 1 each year. This budget shall be submitted to the Board of Directors for adoption at the December Board of Directors' meeting to be effective on January 1.

Section 5. Review
In January of each year, the Board of Directors may request an independent review of the financial records of the Boardman Chamber of Commerce. The review is to be completed no later than three months after the close of the Chamber year and a report presented to the board no later than the May board meeting.

Section 6. Policies
The Board of Directors shall establish policies and approve procedures as are necessary for the effective fiscal operation of the organization.
ARTICLE VIII - MEETING PROCEDURES
The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the Charter or bylaws of the Chamber.

ARTICLE IX - AMENDMENTS
These bylaws may be amended or altered by a two thirds (2/3) vote of the Board of Directors, or by a majority of the members present 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 the members by mail, email, or fax at least ten (10) days in advance of the meeting at which they are to be acted upon. These bylaws shall be effective immediately following their adoption; and when so adopted, shall supersede all previous bylaws and amendments.

Article X-INDEMNIFICATION
The Chamber shall indemnify its directors, officers, employees, committee/task force members and agents from liability and expense incurred or threatened by reason of any act of omission in regard to Chamber activities so long as such person acted in good faith in a manner reasonably believed to be in the best interests of the Chamber, or, if criminal, such person had no reasonable cause to believe such conduct was unlawful. The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any or all current or former Officers, Directors or employees, against action, claim, suit or proceeding, in which any of them are made parties, or a party by reason of having been Officers, Directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, claim, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Chamber will purchase and maintain bonding and insurance as necessary to comply with local, state, and federal regulations.

ARTICLE XI - DISSOLUTION
The Chamber shall use its funds only to accomplish the objectives and purposes specified by these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, 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 as defined in IRS Section 501 C (6).