



hood river county
chamber of commerce

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**Bylaws for
HOOD RIVER COUNTY
CHAMBER OF COMMERCE**

(Adopted January 1, 2016)

**ARTICLE I
GENERAL**

Section 1 - Name

This organization is incorporated under the laws of the state of Oregon and shall be known as the Hood River County Chamber of Commerce, a non-profit corporation of the state of Oregon.

Section 2 - Purpose

The purpose of the Hood River County Chamber of Commerce is to advance the general welfare and prosperity of the Hood River County area, and to unify and coordinate the commercial, economic, industrial, educational and civic interests of Hood River County.

Section 3 - Non-Partisan Philosophy

The Hood River County Chamber of Commerce ("Chamber") shall be nonpartisan and nonsectarian in nature. It shall take no part in, nor lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in city, county, state or nation, nor shall any meetings of a partisan political nature whatsoever be sponsored by the Chamber. However, this limitation shall not be construed as to deprive the organization, its Board of Directors ("Board") or Committees from holding meetings or participating in discussions which are normally considered as part of the program of a civic association. Such activities include those pertaining to government, legislation, taxation, public improvement, public finance and similar activities. In no Chamber activity shall there be any discrimination because of age, race, religion, gender, sexual orientation or disability.

**ARTICLE II
MEMBERSHIP**

Section 1 - Eligibility

Any person, association, corporation, or partnership having an interest in the objectives of the organization may apply for membership in the Hood River County Chamber of Commerce. While the Chamber is not an enforcement agency, we urge our members to abide by all laws and standards applicable to their business.

Section 2 - Classification

The membership may for convenience be divided into the following general categories or others as the Board sees fit:

1. Standard Business
2. Non-profit Business
3. Personal
4. Government

Section 3 - Applications

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Article III. Any applicant admitted to membership automatically agrees to adhere to the Bylaws and Rules and Regulations of the Hood River County Chamber of Commerce.

Section 4 - Termination

Any member may resign from the Chamber upon written notice to the Board of Directors. In such case, the member is not entitled to a refund. Any member may be expelled by two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof for grounds that the Board of Directors deems appropriate. In such case, the member is entitled to a pro-rata refund based on the time remaining for the member's membership.

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Section 5 - Voting

Each member shall be entitled to cast one vote. Absentee ballots will be allowed for scheduled elections, but must be received before the regular meeting. Proxy votes are not allowed.

Section 6 - Additional Meetings

General meetings of the members may be called by the Board Chair at any time, or upon petition in writing of any twenty-five (25) members in good standing or four or more members of the Board of Directors expressing the purpose of the meeting. Notice of special meetings shall be sent to each member in good standing at least five (5) days prior to such meetings.

ARTICLE III DUES

Section 1 - Rate

The Board of Directors shall fix the amount of annual dues and an initiation fee for each member classification. Following the Member's renewal due date there is a thirty (30) day grace period. Except during the grace period, a Member who renews up to one (1) year late must pay a \$50 reinstatement fee. After 1 year from the Member's renewal due date the Member must pay the annual dues and initiation fee to join the Chamber again. Reciprocal memberships or other in-kind exchange for dues must be in writing and approved by the Board.

Section 2 - When Payable

Annual dues of members shall be paid in full at the beginning of the month following their election to membership as determined in the dues structure determined by the Board.

Section 3 - Delinquencies

Members who are delinquent in the payment of dues for more than thirty (30) days will be suspended from membership. To be reinstated within 12 months of the member's anniversary date, a fee of \$50 will be charged thereafter.

ARTICLE IV BOARD OF DIRECTORS

Section 1 - Description

The governing body of the Chamber of Commerce is the Board of Directors, elected by the membership. The Board meets monthly and is on call to determine policy and carry out the normal duties of a governing body.

Section 2 - Composition

Chamber policy shall be determined and business matters supervised by a Board of Directors. The Board shall be comprised of seven (7) to ten (10) voting Directors who are persons from any membership classification category, and to the extent possible represent a balanced mix of geographic areas and business interests within Hood River County. In addition, three (3) members shall be ex-officio, non-voting Directors selected by the governing bodies of the following entities: Hood River County, City of Hood River, and Port of Hood River. The Chief Executive Officer (CEO) is a non-voting member of the Board of Directors.

Section 3 - Term & Eligibility

The seven (7) to ten (10) voting Directors shall be Chamber members elected annually from the membership to serve a term of three (3) years. The term of each Director shall commence on January 1st following their election. Except as otherwise stated in the Bylaws, the term shall not be more than two (2) consecutive three (3) year terms and then at the expiration of such consecutive three-year periods, said members shall be ineligible for re-election to the Board for one (1) year.

Section 4 - Vacancies

The Board of Directors shall have the power to fill any vacancy occurring in said Board provided, however, such person appointed by the Board shall serve the unexpired term of the director for which he/she was appointed, until the next regularly scheduled election. A Director serving by appointment shall not lose his/her eligibility for election to the Board of Directors.

Section 5 - Meetings

Regular meetings of the Board of Directors shall be held once each month at such time and place as the Board shall designate, unless otherwise directed by the Board of Directors.

Section 6 - Special Meetings

Special meetings of the Board of Directors may be held at the call of the Board Chair or upon the written request of any four (4) of the seven (7) to ten (10) voting Directors. Said written request shall contain the reasons for which the special meeting is called and shall be submitted to the Chief Executive Officer. Upon receipt of the aforementioned request, the Chief Executive Officer shall forthwith inform the Board Chair who shall then call the special meeting of the Board on or before ten (10) days from the date of receipt of the request by the Chief Executive Officer. Due written notice shall be given to each Director setting forth the purpose, the time, and the place for such meeting.

Section 7 - Annual Meeting

In compliance with state law, the annual meeting of the Chamber shall be held at a time and place designated by the Board no later than the close of the fiscal year. Notice thereof shall be emailed or included in the Chamber newsletter at least ten (10) days before said meeting.

Section 8 - Annual Planning Work Session

A planning work session shall be held in November of each year, to be attended by current and newly-elected Directors. The purpose of the work session is to plan the Chamber's programs and budgets for the following calendar year, visioning and exploring ways to move the Chamber forward.

Section 9 - Attendance

Any of the seven (7) to ten (10) voting Directors who are absent three (3) consecutive regular meetings, unless excused by the Board, shall be voted upon at the next scheduled meeting to determine whether that Director should be dropped from the Board and another member appointed to serve his/her unexpired term.

Section 10 – Quorum & Voting

A simple majority of the voting current Directors at any meeting of the Board shall constitute a quorum. Once a quorum is established, unless otherwise stated in the Bylaws, a majority of the voting Directors determines the outcome of all motions. The Board Chair shall only vote in the event of a tie. Voting by e-mail may be employed for time-sensitive matters as follows: The moving Director must e-mail all the Voting Directors with the motion and call for a second. 12 hours is allocated for a second and discussion by e-mail. Thereafter, if there has been a second, the moving Director may call for a vote by again stating the motion. The Directors shall each then have 12 hours to vote, or less time if a result is determined by six (6) votes in favor of or opposed to the motion before the expiration of 12 hours. The moving Director shall immediately e-mail the Directors with the outcome, the Director providing the second, whether it passed or failed, and how each Director voted so that the Chief Executive Officer may add this information to the minutes.

Section 11 – Selection and Election of Directors

A. Nominating Committee. At the regular August Board meeting, the Board Chair shall appoint a Nominating Committee of a Board member not currently up for election, and four (4) Chamber members who are not current Directors. The Chamber membership shall be notified by special mailing, or by e-mail, that nominations for Director are being accepted and the date, time, and place of the election.

B. Applications / Nominations.

(1) Nominations shall be made in writing on the Board Candidate Application form and submitted to the Nominating Committee. The Nominating Committee will review all applications and from those submitted, recommend a slate of candidates to the Board that reflects geographical and vocational balance. An evaluation of background and civic experience of candidates will also be made in an effort to provide a Board composition that reflects the diversity of its membership. The Nominating Committee will select minimum two (2) but not more than three (3) candidates for each vacancy. Should the Nominating Committee not have sufficient nominees from applications submitted to make the required slate, it shall attempt to recruit additional candidates who have met all of the above requirements.

(2) Any Chamber member may submit a candidate directly to the ballot by obtaining the Signatures of at least fifteen (15) individual Chamber members in support of that person. A letter of consent from the nominee to serve as a Chamber Director, if elected, must accompany the petition. All candidates nominated by direct member initiative will be added to the

ballot submitted by the Nominating Committee and be exempt from the limitation of the number of nominees imposed on the Nominating Committee.

C. Ballots / Voting. The Chamber may choose to conduct voting through a secure online system. Each Chamber member shall be entitled to one vote for each paid membership, for each vacant position. Voting to close at a time to be determined by the Board. No Board member will use his/her position on the Board to publicly campaign either for or against any candidate for the Board.

Section 12 - Seating of New Directors

Board members shall be elected and seated as of January 1st. No later than the December board meeting, Directors shall participate in the election of officers for the ensuing year.

Section 13 - Policy

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in the Policy & Procedures and Guidelines Manual, to be reviewed annually and revised as necessary.

Section 14 - Management

The Board of Directors shall employ a Chief Executive Officer and shall fix his/her salary and other terms of employment. The Board of Directors and the Chamber office staff shall not publicly campaign for or against the candidacy of any applicant for the position of Chief Executive Officer. There shall be an annual performance evaluation of the Chief Executive Officer, to be supervised by the Board of Directors.

Section 15 - Professional Services

The Board of Directors will select attorneys, accountants and other professional services based upon recommendations by the Chief Executive Officer. Recommendations will be based upon fees and professional qualifications. Any specialized professional service needed in a timely manner will be selected by the Chief Executive Officer, unless such expenditures are greater than \$7,500.

Section 16 - Vendor Services

The Chamber is guided by a sense of fairness and impartiality in selecting vendor services. Therefore, members of the Chamber board or committee members who wish to do business with the Chamber must remove themselves from the deliberation and decision-making process regarding the conduct of business with the Chamber.

Section 17 – Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE V OFFICERS

Section 1 - Determination of Officers

The Board of Directors at its December meeting shall reorganize for the coming year and elect its Officers of the new Board. All Officers shall serve for a term of one (1) year or until their successor assumes the duties of office. The elected officers of the Hood River County Chamber of Commerce are: Board Chair, Board Chair-Elect, and Secretary/Treasurer.

Section 2 - Duties of Officers

A. Board Chair. The Board Chair 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. He/She serves a one year term. The Board Chair shall, with the advice and counsel of the Board of Directors and the Chief Executive Officer, determine all committees; select all chairs; assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. Board Chair Elect. The Board Chair Elect, as Vice Chair, shall exercise the powers and authority and perform the duties of the Board Chair in the absence or disability of the Board Chair.



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C. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the budget and finance matters of the Chamber and for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Secretary/Treasurer shall present a monthly financial report to the Board. The Treasurer reviews the financial report and relays to the Board of Directors, and acts as a liaison to the Board of Directors and accountant.

D. Chief Executive Officer. The Chief Executive Officer shall be the chief administrative and executive officer. He/She shall serve as secretary to the Board of Directors, and prepare notices and minutes of the meetings of the Board. The Chief Executive Officer shall serve as advisor to the Board Chair on program planning. The Chief Executive Officer also shall assemble information and data and cause to be prepared special reports as directed by the Program of Work of the Chamber. The Chief Executive Officer shall be a non-voting member of the Board of Directors, the Executive Committee and all committees. With assistance of the officers, the Chief Executive Officer shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors. The Chief Executive Officer shall be responsible for the lawful hiring, firing, directing and supervising all employees.

Section 3 - Officer Vacancies

The Board shall fill vacancies among the elected officers of the Chamber by majority vote of the Board of Directors.

Section 4 - Executive / Budget & Finance Committee

The Executive Committee also serves as the Budget & Finance Committee and 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 actions. This Committee serves as a policy group between Board meetings. The Executive Committee is comprised of the Board Chair, Board Chair Elect, Treasurer, immediate Past Board Chair if still a Board Member, and Chief Executive Officer. The Board Chair will serve as Chair. The Board Chair, at its discretion, may appoint an additional Vice-Board Chair(s) to the Executive Committee. There shall be at least 24 hours notice provided prior to a meeting of the Executive Committee stating the reason for the meeting.

ARTICLE VI COMMITTEE AND DIVISIONS

Section 1 - Appointment and Authority

The Chair of the Board may appoint such ad hoc committees and their chairs as he/she deems necessary to carry out the program of the Chamber. Ad Hoc committee appointments shall be at the will and pleasure of the Chair of the Board and in no event shall exceed the term of the appointing Chair. It shall be the function of the committee to make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board. Except in special circumstances, membership in the Chamber is a prerequisite to committee membership. *While the Chamber welcomes membership interest in committee service, those who accept committee assignments are expected to perform or be replaced.* Committee members are expected to follow the Chamber Code of Conduct and to act in the best interests of the Chamber. Committee meetings may be called at any time by the committee chair or by the Chief Executive Officer, but should never be called without prior scheduling through the Chamber's Chief Executive Officer or Chamber staff. Committee chair or Chamber staff are responsible for seeing that accurate minutes of each meeting are kept. They are also responsible for advising the Chamber board of committee recommendation or action.

Section 2 - Limitation of Authority

No action by any member, committee, division, employee, Directors or officer shall be binding or constitute an expression of the policy of the Chamber unless it has been approved or ratified by the Board of Directors. All members, committees, divisions, employees, Directors and officers are subject to the content of the Chamber's Bylaws and Code of Conduct and shall conduct their business accordingly. Chamber committees are prohibited from raising special funds without the prior written approval of the Board of Directors or executive committee. No committee may take action which assigns duties to another committee or staff member without executive approval. A committee action cannot commit the Chamber of Commerce. Its policies, recommendations and resolutions must be approved by the Board of Directors. A subcommittee reports to its parent committee, and the parent committee then takes any recommendations to the board. The authority of a subcommittee is limited by the parent committee. Committees shall be discharged by the Chair 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.

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Section 3 - Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chair or, in his/her absence, whom the committee chair designated from the committee as being familiar enough with the issue, to give testimony to, or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

Section 4 - Divisions

The Board may create or form associations with such divisions, bureaus, departments, or committees, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties, and approve the budgets of all divisions, bureaus, departments or committees. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, and councils. No action or resolution of any kind shall be taken by divisions, bureaus, departments or committees 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 the Chamber shall be placed in a general operating fund or special fund as designated and approved by the Board. Surplus funds may be placed in a reserve account. The Treasurer with one other Executive Committee member shall have authorization to transfer funds from one account to another to the Chamber's best advantage.

Section 2 - Disbursements

Upon approval of the budget, the Chief Executive Officer is authorized to make disbursements on accounts and expenses provided for under each line item in the budget. Disbursement shall be by check requiring signatures of two representatives of the Executive Committee.

Section 3 - Fiscal Year

The fiscal year of the Chamber shall end at close of business on June 30.

Section 4 - Budget

Not later than the June meeting each year, the Board of Directors shall approve and adopt a budget for the following calendar year. The Finance Committee may, from time to time, submit proposals for budget amendments for approval by the Board to adjust for unforeseen changes in revenues or expenses.

Section 5 - Annual Review

The accounts of the Chamber of Commerce shall be reviewed by an independent public accountant. The review statement shall at all times be available to members of the organization within the offices of the Chamber.

Section 6 - Bonding

All Directors and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

ARTICLE VIII DISSOLUTION

Section 1 - Procedure

The Chamber shall use its funds only to accomplish the objects and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. Any unearned income will be returned to the appropriate

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parties. 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 REVISIONS

Section 1 - Revisions

These by-laws may be amended or altered by a majority vote of the Board of Directors at any regular, annual or special meeting called for that purpose at which there is a majority of the board present, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board at least five (5) days prior to the time of the meeting.

ARTICLE X RULES OF ORDER

Section 1 - Parliamentary Authority

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 inconsistent with the Charter or By-Laws of the Chamber.

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