Mt Hood Area Chamber of Commerce
Welches, Oregon

RE-STATED BYLAWS

Adopted October 2, 2007, Amended August 6, 2019

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MT HOOD AREA CHAMBER OF COMMERCE
Welches, Oregon
Re-Stated Bylaws

ARTICLE I

Purpose

Section 1: Name
This Oregon Corporation shall be called the MT. HOOD AREA CHAMBER OF COMMERCE, hereafter referred to as THE CHAMBER.

Section 2: Purpose
The Chamber is organized for the following purpose:

1. Foster and promote the Mt. Hood Area Business Community.
2. Serve as a network for information to Chamber members and our community.
3. Provide when appropriate, a forum for discussion of issues which affect our community.
4. The corporation shall engage in activities which foster its purpose, all within the meaning of Section 501 © 6 of the Internal Revenue code of 1954 as amended, or any successor statute and the Treasury regulations there under, and the Oregon revised Statutes governing non-profit corporations.

Section 3: Geographic Area
The Chamber shall serve the marketing area from the eastern boundary of the City of Sandy on the west, extending east to include Wapinitia Meadow area (ease of Government Camp), and North on Highway 35 to include Mt. Hood Meadows.

ARTICLE II

Membership

Section 1: Eligibility
Any for-profit business or individual interested in advancing the Chamber’s purpose shall be eligible for membership.
Section 2: Classification

The membership shall be divided into four general classifications.

(a) Commercial: Any “for profit” business.
(b) Individual: Any individual not engaged in a “for profit” business.
(c) Civic: Eligible service organizations, as determined by Directors,
(d) Government Agencies: Eligible government agencies, as determined by Directors

Section 3: Membership Fees

Membership fees shall be at the rate or rates, schedules or formulas as may be adopted from time to time by the Board of Directors and shall be payable annually in advance.

Section 4: Voting Rights

Each commercial and individual member shall have one vote on each matter submitted to a vote of the general membership. Only members current on the payment of any membership fees allowed in Article II, Section 3 shall be eligible to vote. In cases where an individual owns multiple companies, each dues-paying company creates a voting right for the owner in general meetings only.

Section 5: Termination

(a) Any member may resign from the Chamber upon written request to the Board of Directors.

(b) Any member may be terminated for non-payment of dues ninety (90) days after due date.

(c) Any member may be suspended or terminated from membership by a two-thirds vote for the Board of Directors for conduct unbecoming a member, or prejudicial to the aims or reputation of the Chamber. Such vote will be at a regularly scheduled meeting of the Board of Directors, after notice and opportunity for hearing have been given the member in question.
(d) Termination of membership shall not relieve a member from the payment of any arrearage or indebtedness to the Chamber.

Section 6: Reinstatement

Upon written request of a former terminated member (see Section 5 (c) above), the Board of Directors, by a two-thirds vote, may reinstate such former member upon any terms deemed appropriate.

Section 7: Transfer

Membership in the Chamber is not transferable or assignable.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the Chamber shall be held in September of each year or at such other time as determined by the Board of Directors. Each member shall be notified in a timely manner. Newly elected Board members and officers shall be recognized at this meeting. The Annual Meeting Agenda shall include a review of the minutes of the last Annual Meeting for approval, current year-end financial reporting, a written summary report of committee and Board accomplishments for the record, the identification of the Chamber sponsored projects and events for the coming calendar year, and the assignment of the leaders of those events.

Section 2: General Meetings

General Meetings shall be held monthly at such time and place as determined by the Board of Directors. Minutes of the previous meeting and meeting notices shall be available to members in a timely manner.

Section 3: Special Meetings

Special meetings may be called by the President or upon petition in writing of any ten (10) members in good standing. Each member shall be notified in a timely manner; such notice shall include the purpose of the meeting.
Section 4: Committee Meetings

The President, Vice President or Committee Chairperson, may call committee meetings at any time.

Section 5: Quorums

Twenty five percent of the voting membership, either present or represented by written proxy, shall constitute a quorum at any duly called general or annual meeting.

Section 6: Rules

All meetings shall be conducted in accordance with Roberts Rules of Order insofar as these rules are not inconsistent with these Bylaws.

ARTICLE IV

Board of Directors

Section 1: Business of the Corporation

The government 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. The Board shall adopt any policies and procedures deemed necessary to conduct the affairs of the Chamber.

Section 2: Number of Directors

The Board of Directors shall consist of:

(a) At least five (5) not more than seven (7) who are persons from any membership classification category. Each Board Member has one vote.

(b) The Term “immediate past President” applies, to the prior President for one year from the date the new President is in place.

(c) The immediate past President shall serve as a voting member of the Board until his or her successor is in place.

(d) The immediate past President shall remain in an advisory capacity to the Board for one year following the succession of the new President, with a voting option during that period.
(e) Associate Directors. The Board may elect, as circumstances warrant for a period of one year, as many as five (5) Associate Directors who shall have a voice but not a vote at Board meetings.

Section 3: Terms of Directors
The term of office for each Director shall be two (2) years, except for the immediate past President who shall serve until his or her successor has been elected. The immediate past President’s term shall run concurrently with any unexpired portion of his/her original Board term.

Section 4: Board Meetings
(a) The Board shall meet at least monthly at a time and place to be determined by the Board of Directors. Each Board member shall notify the chair if they will not be able to attend. They must also submit their vote in writing to the President where a known vote is pending. Email is acceptable.

(b) Special board meetings may be called by the President upon written petition of any three (3) members of the Board. Notice, including the purpose of the meeting, shall be given to each member of the Board. Notice, including the purpose of the meeting, shall be given to each member of the Board at least three (3) days before the scheduled meeting.

Section 5: Quorum
A quorum of the Board of Directors shall be five (5) Directors present or represented by written proxy and documented in the meeting minutes.

Section 6: Termination
(a) Any Director may resign from the Board upon written request to the President.

(b) Any Director may be terminated for failure to attend general or Board meetings

(c) The Board whenever in its judgment may remove an officer or director elected or appointed by the Board; the best interests of the Chamber would be served thereby.
Section 7: Vacancies

Vacancies shall be filled as per article VI, Section 1 (b).

ARTICLE V

Officers

Section 1: Composition

The officers of the Chamber shall be President, Vice President of Membership, Vice President of Marketing, Secretary, Treasurer, and two Directors.

Section 2: Executive Committees

The officers of the Chamber, where a decision of the Executive Committee is required a simple majority is sufficient.

Section 3: Duties

(a) President: Shall preside at all general Board meetings, shall serve as chairperson of the Executive Committee; shall appoint such ad-hoc committees as deemed necessary, subject to Board approval; shall serve as ad-hoc non-voting member of all committees (except Nominating Committee); shall co-sign checks as authorized; shall sign the annual tax return, shall vote in all ballot elections and at all other times when the vote shall change the result, shall insure necessary fundraising is accomplished, and be a voting member of the Executive Committee.

(b) Vice President/Membership: Shall serve as assistant to the President and perform the duties of the President in his/her absence; shall serve as chair of the membership committee and shall be responsible for formally welcoming and orienting all new members of the Chamber; shall co-sign checks in the absence of the President or Treasurer.

(c) Vice President/Marketing: Shall serve as assistant to the President and perform the duties of the president in his/her absence; shall chair the Marketing committee and shall schedule speakers for all General Membership meetings and schedule refreshments for the monthly meetings.
(d) Treasurer: Shall be the custodian of all Chamber funds; shall co-sign checks as authorized; shall present budget report at regularly scheduled Board of Director’s meetings, and an annual financial report to members at the November general meeting and shall serve as Chair of the Budget and Finance Committee. The Treasurer shall be responsible for coordinating annual tax reporting.

(e) Secretary: Shall be responsible for recording minutes of monthly General and Board meetings; and shall serve as Chair of the Nomination Committee.

(f) Project officers: Shall conduct the development of special projects as the Board decides.

Section 4: Termination

An officer may resign upon written request to the President giving 30 days notice, or be removed, as per Article IV, Section 6 (c).

Section 5: Vacancies

A majority vote of the Board of Directors is required to fill a vacant Board position.

ARTICLE VI

Elections

Section 1: Board of Directors

(a) Method

1. At the July general membership meeting, the Nominating Committee shall present a slate of candidates to replace any directors whose terms will expire. Nominations are also accepted from the floor. All candidates shall be members in good standing. President, VP of Marketing, Secretary, and one Project Officer will be the candidates in the odd year. VP of Membership, Treasurer and one Project Officer will be the candidates in the even year.

2. Nominations shall be closed at the July meeting and a ballot with the slate of candidates shall be sent to all members.
3. The names of all candidates shall be arranged on the ballot in alphabetical order. Ballots will be mailed to each Chamber member no later than August 1st and must be completed and received in the Chamber office by the close of business hours on August 15th.

4. The President at the September meeting shall declare the candidates.

(b) Mid-Term Vacancy

The Board shall fill any vacancy until the next regular scheduled election. The appointed person shall serve the unexpired term until the next scheduled election.

Section 2: Officers

Each September, after election of Board Directors, the current President shall notify all current and newly elected Board Directors to attend a Board meeting for the purpose of electing new officers.

ARTICLE VII

Committees

Section 1: Appointment

The President shall appoint all committee chairpersons subject to confirmation by the Board of Directors. Committee chairperson appointments shall be at the will and pleasure of the President, but in no event shall exceed the term of the appointing President. Committees shall make recommendations to Board.

Section 2: Authority

The Board shall authorize and define the powers and duties of all committees except those standing committees whose functions are set forth in these Bylaws. No committee shall take any formal action, make any public resolution or in any way commit the Chamber on a question of policy without prior approval of the Board of Directors.
Section 3: Meetings

The President, Vice President or Committee chairperson may call committee meetings at any time.

Section 4: Quorum

A majority shall constitute a quorum at Committee meetings, except that when a committee consists of more than nine (9) members, a quorum shall consist of five (5).

Section 5: Standing Committees

Every Board member shall serve on at least one standing committee. Each standing committee is to consist of at least 3 members and not more than 5 members, not including the committee’s chairperson. The President shall serve as ex-officio member of all committees; the officers shall serve as chairpersons of the Standing Committees (see Article V section 3). The remaining three (3) Board members will be assigned as follows by the President: one to serve on the Marketing Committee as chaired by the Vice President of Marketing; one to serve on the Membership Committee as chaired by the Vice President of Membership; one to serve on the Nomination Committee as chaired by the Secretary of the Board; one to serve on the Budget and Finance committee as chaired by the Treasurer of the Board. Each committee chair can appoint additional members from the general membership.

(a) Marketing Committee, Chaired by the Vice President of Marketing: The Marketing Committee of the Mt. Hood Area Chamber of Commerce will be responsible for promoting programs, tourism, and community.

(b) Nominating Committee, Chaired by the Secretary: shall be responsible for nominations for all Board vacancies and new terms, along with recommendations of incoming officers.

(c) Membership Committee, Chaired by the Vice President of Membership: Shall be responsible for maintaining current membership and inviting
non-members to join. The committee shall report current membership
totals at each general meeting.

(d) Budget and Finance Committee, Chaired by the Treasurer: As soon as
possible after the first of the fiscal year, this committee shall present a
budget of estimated income and expenditures to the Board of Directors.
The committee shall advise the Board on the financial condition and
policies of the Chamber; suggest ways and means of conserving and
increasing the revenues of the Chamber; and determine that budget
requirements are met.

ARTICLE VIII
Finance

Section 1: Funds
All monies paid to the Chamber from any source shall be placed in a general
operating fund, except grants, special projects or other funding sources,
which require special handling, which shall be kept in a separate Chamber
Budget account for accounting purposes.

Section 2: Budget
The Chamber shall operate on a budget as recommended by the Budget and
Finance Committee and approved by the Board of Directors. No committee
or function of the Chamber may exceed its appropriation without prior
approval of the Board.

Section 3: Disbursements
Unless budgeted no obligation or expense shall be incurred and no money
shall be appropriated without prior approval of the Board of Directors.
Disbursements shall be by check. All checks shall be signed by two (2)
officers normally the President and the Treasurer.

Section 4: Fiscal Year
The fiscal year of the Chamber shall be October 1 to September 30.

Section 5: Annual Audit
The Board of Directors shall appoint a committee to perform an annual audit of the Chamber funds. This audit shall take place as soon as practical after the close of the fiscal year. The audit report shall be kept in the Chamber office and shall be available to all members in good standing.

Section 6: Bonding

If deemed desirable by the Board of Directors, any or all of the staff and officers of the Chamber may be covered by bond at the Chamber’s expense.

Section 7: Insurance

The Chamber shall carry liability insurance protecting the Chamber, in an amount deemed appropriate by the Board of Directors, and may carry such other insurance, as the Board deems necessary

Section 8: Staff

The Board may contract such staff as it deems necessary and set contract compensation. The Board shall review contracts annually.

Section 9: Compensation of Directors – Reimbursement of Expenses

No Board Member shall receive any compensation for the performance of his/her duties. A Board Member may receive reimbursement for, or advance payment of, expenses he/she incurs in connection with the performance of duties as a Board Member, subject to approval of the Board of Directors.

ARTICLE IX

Fiscal Agent Agreements

Section 1: Purpose

The board may enter fiscal agent agreement(s), which shall benefit the Chamber.

Section 2: Method

Application must be presented to Board of Directors. Such petition shall state the purpose and procedures for administration of the agreement. Should the Board determine that the purpose is not in conflict with the stated objectives of the Chamber, it may approve the adoption of the agreement.
Section 3: Agreement

Representatives of the participating parties shall draw up the agreement. No agreement shall in any way conflict with the purposes and objectives of the Chamber as set forth in its Bylaws. The agreement shall clearly define ownership of funds, agent fees and responsibilities, including disbursement of funds upon termination of the agreement.

Section 4: Limitations

No fiscal agent agreement, nor any representatives of participating parties thereof, shall contract any debt by its implementation, which shall in any manner or extent render the Chamber reliable for the payment of any sum. No resolution or action of any participating party in a fiscal agent agreement shall be binding upon or considered representative of the sense of the Chamber.

Section 5: Termination

Any participating party may terminate any fiscal agent agreement by 30 days written notice to the remaining participating parties.

ARTICLE X

Amendment

Section 1: Publication

The full text of the proposed amendment shall be presented in writing to the Board of Directors, together with the time and place of the meeting to consider the proposed amendment, at least ten (10), but more than fifty (50) days before the meeting date.

Section 2: Method

A two-thirds vote of the Board of Directors, present or represented by proxy, is required to pass an amendment to the Bylaws. Proxy statements must include the specific vote of the absent director regarding any amendments.

Approved by the Board of Directors this 2nd day of October, 2007

Amendment by the Board of Directors on June 5, 2018
Amendment by the Board of Directors on August 6, 2019

Secretary

President