

**Mt Hood Area Chamber of Commerce
Welches, Oregon
RE-STATED BYLAWS**

Adopted October 2, 2007, Amended August 6, 2019

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1 **MT HOOD AREA CHAMBER OF COMMERCE**
2 **Welches, Oregon**
3 **Re-Stated Bylaws**

4
5 **ARTICLE I**

6
7 **Purpose**

8 **Section 1: Name**

9 This Oregon Corporation shall be called the MT. HOOD AREA CHAMBER OF
10 COMMERCE, hereafter referred to as THE CHAMBER.

11 **Section 2: Purpose**

12 The Chamber is organized for the following purpose:

- 13 1. Foster and promote the Mt. Hood Area Business Community.
14 2. Serve as a network for information to Chamber members and our
15 community.
16 3. Provide when appropriate, a forum for discussion of issues which affect
17 our community.
18 4. The corporation shall engage in activities which foster its purpose, all
19 within the meaning of Section 501 © 6 of the Internal Revenue code of
20 1954 as amended, or any successor statute and the Treasury regulations
21 there under, and the Oregon revised Statutes governing non-profit
22 corporations.

23 **Section 3: Geographic Area**

24 The Chamber shall serve the marketing area from the eastern boundary of the
25 City of Sandy on the west, extending east to include Wapinitia Meadow area
26 (ease of Government Camp), and North on Highway 35 to include Mt. Hood
27 Meadows.

28 **ARTICLE II**

29 **Membership**

30 **Section 1: Eligibility**

31 Any for-profit business or individual interested in advancing the Chamber's
32 purpose shall be eligible for membership.

1 **Section 2: Classification**

2 The membership shall be divided into four general classifications.

3 (a) Commercial: Any “for profit” business.

4 (b) Individual: Any individual not engaged in a “for profit” business.

5 (c) Civic: Eligible service organizations, as determined by Directors,

6 (d) Government Agencies: Eligible government agencies, as determined by
7 Directors

8 **Section 3: Membership Fees**

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

12 **Section 4: Voting Rights**

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

19 **Section 5: Termination**

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

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

24 (c) Any member may be suspended or terminated from membership by a
25 two-thirds vote for the Board of Directors for conduct unbecoming a
26 member, or prejudicial to the aims or reputation of the Chamber. Such
27 vote will be at a regularly scheduled meeting of the Board of Directors,
28 after notice and opportunity for hearing have been given the member in
29 question.

1 (d) Termination of membership shall not relieve a member from the payment
2 of any arrearage or indebtedness to the Chamber.

3 **Section 6: Reinstatement**

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

7 **Section 7: Transfer**

8 Membership in the Chamber is not transferable or assignable.

9 **ARTICLE III**

10 **Meetings**

11 **Section 1: Annual Meeting**

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

21 **Section 2: General Meetings**

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

25 **Section 3: Special Meetings**

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

1 **Section 4: Committee Meetings**

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

4 **Section 5: Quorums**

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

8 **Section 6: Rules**

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

11

12

ARTICLE IV

13

Board of Directors

14 **Section 1: Business of the Corporation**

15 The government and policy-making responsibilities of the Chamber shall be
16 vested in the Board of Directors, which shall control its property, be
17 responsible for its finances, and direct its affairs. The Board shall adopt any
18 policies and procedures deemed necessary to conduct the affairs of the
19 Chamber.

20 **Section 2: Number of Directors**

21 The Board of Directors shall consist of:

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

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

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

28 (d) The immediate past President shall remain in an advisory capacity to the
29 Board for one year following the succession of the new President, with a
30 voting option during that period.

1 (e) Associate Directors. The Board may elect, as circumstances warrant for a
2 period of one year, as many as five (5) Associate Directors who shall have a
3 voice but not a vote at Board meetings.

4 **Section 3: Terms of Directors**

5 The term of office for each Director shall be two (2) years, except for the
6 immediate past President who shall serve until his or her successor has been
7 elected. The immediate past President's term shall run concurrently with any
8 unexpired portion of his/her original Board term.

9 **Section 4: Board Meetings**

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

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

21 **Section 5: Quorum**

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

24 **Section 6: Termination**

25 (a) Any Director may resign from the Board upon written request to the
26 President.

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

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

1 **Section 7: Vacancies**

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

3
4 **ARTICLE V**

5 **Officers**

6 **Section 1: Composition**

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

10 **Section 2: Executive Committees**

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

13 **Section 3: Duties**

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

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

27 (c) Vice President/Marketing: Shall serve as assistant to the President and
28 perform the duties of the president in his/her absence; shall chair the
29 Marketing committee and shall schedule speakers for all General
30 Membership meetings and schedule refreshments for the monthly
31 meetings.

1 (d) Treasurer: Shall be the custodian of all Chamber funds; shall co-sign
2 checks as authorized; shall present budget report at regularly scheduled
3 Board of Director's meetings, and an annual financial report to members
4 at the November general meeting and shall serve as Chair of the Budget
5 and Finance Committee. The Treasurer shall be responsible for
6 coordinating annual tax reporting.

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

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

12 **Section 4: Termination**

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

15 **Section 5: Vacancies**

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

19 **ARTICLE VI**

20 **Elections**

21 **Section 1: Board of Directors**

22 (a) Method

- 23 1. At the July general membership meeting, the Nominating Committee
24 shall present a slate of candidates to replace any directors whose terms
25 will expire. Nominations are also accepted from the floor. All
26 candidates shall be members in good standing. President, VP of
27 Marketing, Secretary, and one Project Officer will be the candidates in
28 the odd year. VP of Membership, Treasurer and one Project Officer
29 will be the candidates in the even year.
- 30 2. Nominations shall be closed at the July meeting and a ballot with the
31 slate of candidates shall be sent to all members.

- 1 3. The names of all candidates shall be arranged on the ballot in
2 alphabetical order. Ballots will be mailed to each Chamber member
3 no later than August 1st and must be completed and received in the
4 Chamber office by the close of business hours on August 15th.
- 5 4. The President at the September meeting shall declare the candidates.
6

7 (b) Mid-Term Vacancy

8 The Board shall fill any vacancy until the next regular scheduled election.
9 The appointed person shall serve the unexpired term until the next
10 scheduled election.
11

12 **Section 2: Officers**

13 Each September, after election of Board Directors, the current President shall
14 notify all current and newly elected Board Directors to attend a Board
15 meeting for the purpose of electing new officers.
16

17 **ARTICLE VII**

18 **Committees**

19 **Section 1: Appointment**

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

25 **Section 2: Authority**

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

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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, and 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

1 non-members to join. The committee shall report current membership
2 totals at each general meeting.

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

11 **ARTICLE VIII**

12 **Finance**

13 **Section 1: Funds**

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

18 **Section 2: Budget**

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

23 **Section 3: Disbursements**

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

28 **Section 4: Fiscal Year**

29 The fiscal year of the Chamber shall be October 1 to September 30.

30 **Section 5: Annual Audit**

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

5 **Section 6: Bonding**

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

8 **Section 7: Insurance**

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

12 **Section 8: Staff**

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

15 **Section 9: Compensation of Directors – Reimbursement of Expenses**

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

20
21 **ARTICLE IX**

22 **Fiscal Agent Agreements**

23 **Section 1: Purpose**

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

26 **Section 2: Method**

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

1 **Section 3: Agreement**

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

7 **Section 4: Limitations**

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

14 **Section 5: Termination**

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

17
18 **ARTICLE X**

19 **Amendment**

20 **Section 1: Publication**

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

25 **Section 2: Method**

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

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

30 Amendment by the Board of Directors on June 5, 2018

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Amendment by the Board of Directors on August , 2019

Secretary

President