

GRANT COUNTY CHAMBER OF COMMERCE
BY-LAWS
Revised 9-16-2021

ARTICLE I
NAME

Section 1 The name of the organization shall be “Grant County Chamber of Commerce, hereinafter Referred to as the Chamber.

Section 2 This organization is incorporated under the laws of the State of Oregon. Its principal office shall be located within the Grant County boundary.

Section 3 The Chamber shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE II
OBJECTIVE AND PURPOSES**

Grant County Chamber of Commerce Mission Statement

To promote and support the business environment through membership participation and leadership that fosters economic growth and community involvement.

- Section 1 The Chamber is organized for the purpose of advancing the commercial, industrial, civic, agricultural, tourism and general interests of Grant County, to further the purposes of this corporation, to hold, conduct, encourage and carry-on entertainments, conventions, and gatherings of the Chamber, its members and the public;
- Section 2 to promote integrity, good faith, and just and equitable principles in business; more enlarged, supportive, friendly exchange between and among merchants and residents of Grant County; and by providing Executive Director educational opportunities consistent with our mission;
- Section 3 to acquire, preserve, and distribute commercial, agricultural, industrial, recreational, and civic statistics and information of value;
- Section 4 to develop, implement, advise, and market the “product” of Grant County, through methods approved by the Board of Directors.

**ARTICLE III
LEGAL POWERS**

- Section 1 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 for said borrowed monies notes of the Chamber signed by two or more officers duly authorized by the Board of Directors for that purpose, and to enter into contracts of any kind furthering the purposes of the Chamber. The Executive Director and/or appointed representatives of the Board of Directors shall be empowered to exercise any and all powers permitted and granted by the laws of the State of Oregon to corporations organized for non-profit activities, as approved by the Board of Directors.

**ARTICLE IV
MEMBERSHIP**

Eligibility

Section 1 Any individual, firm, corporation, or association may subscribe to membership in the Chamber and may designate individuals of the firm to represent such membership. An individual business is defined as follows; “entities under the same printed name shall be considered as one business.”

Section 2 There shall be no discrimination in the operation or activities of the organization because of race, religion, sex, or national origin.

Section 3.

Orientation At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chair, committees, and new members. A detailed outline for each of these groups shall be part of the organization’s procedure’s manual or orientation handbook.

Honorary Membership

Section 4 The Chamber may grant honorary membership to those individuals so deemed by the board for their distinguished service to Grant County.

Dues

Section 5 Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors; payable annually or semi annually. Due 30 days from invoice.

Voting Privileges

Section 6 Each membership paid as agreed shall be entitled to cast one vote in any election herein provided. This provision shall not be construed to limit participation in Chamber activities to one person from any member firm.

Application Process

Section 7 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-half year.

Delinquent

Section 8 Any member failing to pay dues within 60 days of maturity shall be considered delinquent. If no payment arrangement is made, a delinquent membership will be terminated after 90 days of non-payment.

Resignation

Section 9 Any member may withdraw from the organization upon written notice to the Board of Directors. Refunds made to a member upon resignation shall be at the discretion of the Board of Directors.

Expulsion
Section 10

Any member may be expelled for conduct prejudicial to the aims or repute of the Chamber, when written complaint is brought to the Board of Directors by two or more members, and a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof. Notice and opportunity for a hearing shall be afforded the member complained against.

**ARTICLE V
MEETINGS**

Regular and Special Meetings

Section 1 The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable. Also, the Board of Directors shall call a membership meeting upon petition signed by not less than fifteen members in good standing.

Regular Meetings

Section 2 The Board of Directors shall meet to conduct the business of the Chamber. The time and place is to be set by the Board of Directors. Notice of the Board of Director will be placed on the Chamber's website 10 days before the meeting and are open to the community.

Executive Session

Section 3. The vast majority of the Chamber business will be conducted in open session. However, as allowed by law, the board of directors may hold executive sessions to discuss issues including but not limited to legal matters, contracts, personnel issues, and hiring. If the President or two or more board members requests an executive session be scheduled, it should be noted on the agenda for the meeting that is posted for overall membership, with a general subject matter noted. No action shall be taken in the executive session but action may be taken when the board resumes open session.

Annual Meeting

Section 3 The annual meeting of the Chamber shall be held once a year as determined by the board. All members, officers, and supporters shall have the right to attend the annual meeting. The time and place shall be fixed by the Board of Directors and notice thereof shall be given to each director at least thirty (30) days before the scheduled meeting. The officers and or Executive Director will present an annual report to the public at the annual meeting. The new Board of Directors elected pursuant to Article VI Section 7 will be introduced and installed during this meeting.

Forum Meetings

Section 4. The President and/or the Board of Directors may, from time to time, call forum meetings of the Chamber to hear programs or speakers of special interest to the membership. Such meetings shall not be open to the transaction of the Chamber business unless five days written notice is given stating the purpose of the meeting.

Cancellation of Meetings

Section 5. Any meeting of the Board of Directors will be cancelled if the meeting lacks a quorum. Additionally, the President of the Board may cancel any meeting if there is insufficient business to be addressed.

Majority

Section 6. At a regular or special membership meeting, when a vote of the membership is deemed necessary, a majority vote (51%) shall rule. A majority is one over half of the members present.

Proxies

Section 7. For any regular or special meeting of the Chamber 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 agent in fact. No proxy shall be valid after the date of the meeting for which it was executed.

Notice

Section 8. Each member of the Chamber shall be given notice via email, posted the Chamber's website and submitted to local media not less than seven or more than thirty days prior to the meeting date of every regular or special membership meeting called for the transaction of business. The notice must state the purpose of the meeting.

ARTICLE VI BOARD OF DIRECTORS

Board Member Eligibility

Section 1. All board members must be members in good standing of the Chamber.

Composition

Section 2. The Board of Directors shall be composed of not less than 9 and not more than 15 elected members. When possible, the Board of Directors shall be composed of at least two from Prairie City-Austin-Granite, one from Long Creek-Fox-Dale, one from Dayville-Monument-Kimberly, one from Seneca-Izee, 3 from Canyon City-John Day and one from Mount Vernon; any remaining members shall be at large within Grant County. If there are insufficient members willing to serve from a given area the position may be filled by Chamber members at large. In addition to the elected members, the Board of Directors will consist of officio, non-voting member, the Chief Administrative Officer, aka Executive Director/Staff.

Powers and Duties

- Section 3.
- a. The government of the Chamber, the direction of its work and the control of its property shall be vested Director in a Board of Directors.
 - b. The Board of Directors shall adopt a budget and program of work reflecting organizational goals, and shall establish programs, which will insure adequate financing to achieve organizational goals.

- c. The Board of Directors shall be authorized to hire a chief administrative officer, aka executive director, fix his/her salary and other considerations of employment, and prescribe the duties of said position;
- d. Shall adopt such rules, regulations, and policies as may be deemed advisable for the government of the Board of Directors, and the proper conduct of the business of the Chamber, provided such action is not be in conflict with the provisions of these bylaws.
- e. The Board of Directors shall have the power to elect its own officers.
- f. It is the duty of a director to attend meetings. A Director who shall be absent from three consecutive meetings shall be dropped from membership of the Board of Directors, by a two-thirds vote of the remaining members of the Board of Directors, unless excused, confined by illness, or otherwise decreed.

Term
Section 4

- a. An elected Director will serve for a three-year term. An elected Director may only serve three consecutive terms.
- b. Term of office for all Directors shall be from July 1 to June 30, for three years.
- c. In the event the minimum number (9) of Directors is not met by members willing to serve and/or does not meet nomination criteria, within the term limitations, the Board of Directors may vote to make special exception to the term limits, allowing willing, nominated, and elected members to serve beyond the term limitation.

Vacancies
Section 5

- a. The President may fill any mid-term vacancies with approval of the Board of Directors.
- b. The President will consider representation of the County when seeking members to fill vacancies.
- c. A person appointed to the Board of Directors shall serve the unexpired Director 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. In other words, the appointment does constitute part of the term limit.

Board of Director Candidate Applications

Section 6. Applications for the Board of Director candidates may be made in writing or via e-mail by submitting a letter of interest to the President of the board. Each candidate must agree to accept the responsibility of directorship. The Board may make additional nominations, shall review all nominated candidates and vote to nominate a number of new directors equal to the number of directors then in the final year of their term.

Election
Section 7

Qualified candidates shall be vetted and then selected by a majority vote of the current Board of Directors.

Voting Eligibility

Section 8 Only those members whose membership is paid current shall receive a ballot. Only one vote per membership shall be permitted.

Seating New Directors

Section 9 All newly elected and appointed board members shall be seated at the regular July board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until of the end of the fiscal year.

Resignation

Section 10 The resignation of any director shall be effective upon written notice to the President or Executive Director of the Chamber.

Policy

Section 11 The board of directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

ARTICLE VII EXECUTIVE COMMITTEE

Determination of Executive Committee

- Section 1.
- a. During the month of July, the Directors shall meet and elect the Executive Committee for the ensuing year.
 - b. All said officers of the Executive Committee must be members of the Board of Directors.
 - c. The Executive Committee consists of the office of President, President-elect, and Vice President and the Executive Director. The Executive Director is a non-voting participant.

Terms of Executive Office

- Section 2
- a. Office of President is a one-year term.
 - b. Officers may serve a maximum of three consecutive years on the Executive Committee.
 - c. The Director accepting the nomination of President-elect must be willing to serve a two- year term on the Executive Committee.
 - d. The Vice Presidency is a one-year term.

Duties of Officers

President

- Section 3
- The President shall be the Chief Elected Officer of the Chamber;
- a. shall preside at meetings of the Board of Directors; shall direct the formulation and promotion of the general program of the Chamber; subject to approval of the Board of Directors;

- b. appoint all committee members and committee chairmen;
- c. shall preside at all meetings of the members of the Chamber;
- d. shall be an ex-officio member of all other, councils, task forces, and committees of the Chamber;

President Elect

Section 4

- a. The President-Elect shall be second in authority to the President;
- b. Shall perform the duties of the office of the President in his/her absence;
- c. Shall coordinate and supervise the activities of councils, task forces, and committees as directed by the President;
- d. shall perform such other duties as prescribed by the Board of Directors;
- e. By virtue of his/her selection as President-Elect, the President-Elect shall become the Chamber President the year following his/her term as President-Elect.
- f. In the event the President-Elect is unable to serve as President, the Board of Directors shall elect a new President and President-Elect.

Vice President

Section 5

- a. The Vice President shall perform the duties of the offices of President or President-Elect in their absence;
- b. shall coordinate and supervise the activities of councils, task forces, and committees as directed by the President;
- c. shall perform such other duties as prescribed by the Board of Directors.

Executive Director

Section 6

The Chamber Executive Director shall be the chief administrative officer and corporate secretary of the Chamber.

shall conduct the official correspondence;

- a. preserve all books, documents and communications;
- b. keep books of accounts and maintain an accurate record of the proceed of the Chamber, the Board of Directors and all councils, task forces, and committees;
- c. will be a member ex-officio of all other councils, task forces, and committees of the Chamber;
- d. shall prepare a draft of the Annual Operating Budget and present it to the Budget Committee;

- e. shall serve as advisor to the Chamber President and The Board of Directors on program planning and shall assemble data and cause to be prepared Executive Director special reports as direct Executive Director by the program of the Chamber.
- f. shall be responsible for hiring, directing, and supervising all employees and/or volunteers;
- g. shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.
- h. The Executive Director with the President of the Chamber, or his/her designee, be responsible for discharging all employees and/or volunteers of the Chamber.
- j. Shall write and present the annual report.

**ARTICLE VIII
COMMITTEES AND DIVISION**

Committee Member Eligibility

Section 1 All committee members must be members in good standing of the Chamber.

Appointment

Section 2 The President, with the approval of the Board of Directors, shall appoint all councils, task forces, ad hoc committees and/or general committees. The President shall appoint the chairperson for such committees. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President unless a different term is approved Director by the Board of Directors.

Function

Section 3 It shall be the function of committees to make investigations, conduct studies and hearings, make recommendation to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

Limitation of Authority

Section 4 No action by any member of a council, task force, ad hoc, and/or regular committee shall be binding or constitute an expression of the policy of the Chamber unless otherwise approved by the Board of Directors.

Divisions

Section 5 The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

- a. The Board of Directors shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations.
- b. The Board of Directors shall annually review and approve all activities and propose Executive Director programs of such division, bureaus, departments, councils, and subsidiary corporations, including collection and disbursement of funds.
- c. No action or resolution of any kind shall be taken by divisions, bureaus, councils or

subsidiary corporations in the name of the Grant County Chamber of Commerce or its Board of Directors, unless approve Executive Director by the Board of Directors.

ARTICLE IX CONFLICT OF INTEREST

Qualify
Section 1

Members of the Board of Directors and Executive Committee shall not vote or participate in decisions that may result in direct personal or business gain, expressly financial and otherwise. Such members and officers shall abstain from any all votes pertaining to such. In the event a member, and/or member of the Board of Directors abstain, and a quorum is no longer present, a majority vote shall rule.

ARTICLE X PARLIAMENTARY AUTHORITY

Order
Section 1

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 By-Laws of the Chamber.

ARTICLE XI FISCAL MANAGEMENT

Fiscal Year
Section 1

The fiscal year will be from July 1 thru June 30, each year.

Receipts
Section 2

All monies paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be treated Director as "carry-over" funds and budget into the next year.

Expenditures-Disbursements-Contracts-Receipts

- Section
- a. Upon approval of the budget and the strategic plan, the Executive Director is authorized to make disbursements on accounts, enter into and sign contracts provided for in the budget, strategic plan and/or marketing plan, with additional approval of the Board of Directors.
 - b. All expenditure requests must be reviewed, prior to the commitment of funds, by the Executive Director to determine whether the expense qualifies within the approved budget, strategic plan and marketing plan.
 - c. All monies received by the Chamber, ie membership fees, events donations, etc., are to be receipted only by the Chamber office.

Annual Approvals

Section 4 The budget shall be adopted at the June meeting of the Board of Directors as set forth in the meeting section of the by-laws.

Annual Financial Review

Section 5 The accounts of the Chamber of Commerce shall be reviewed annually as of the close of business on June 30th by a public accountant. The review shall at all times be available to members of the organization within the offices of the Chamber.

Bonding

Section 6 The president and such other officers and staff as the board of directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid by the Chamber.

ARTICLE XII DISSOLUTION

Procedure

Section 1 The Chamber shall use its funds only to accomplish the purposes specified in these by-laws, 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 organization to be selected by the Board of Directors as defined in IRS Section 501 (c) (3).

ARTICLE XIII AMENDMENTS

Revisions

Section 1 These by-laws may be amended by a quorum vote of the Board of Directors providing the following;

- a. a copy of the proposed amendments and by-laws will be delivered Director to all members at least twenty-one (21) days prior to Board of Directors vote.
- b. a special meeting of the membership be held for member comment at least fourteen (14) days prior to the Board of Directors vote.
- b. changes resulting from member feedback will be posted at the Chamber office at least ten (10) days prior to the Board of Directors vote.
- c. Board of Directors will vote on changes at the next regularly scheduled Board
- d. Meeting where a quorum is present.

ARTICLE XIV DEFINITIONS

In Good Standing-A member in good standing is a member who has paid dues as agreed.