

# **PHILOMATH AREA CHAMBER OF COMMERCE BYLAWS**

## **ARTICLE I: DESCRIPTION**

### **SECTION 1:**

This organization shall be known as "the Philomath Area Chamber of Commerce", hereinafter referred to as "the Chamber".

### **SECTION 2:**

The principal office of the Chamber shall be within the urban growth boundary of the City of Philomath and/or remote.

## **ARTICLE II: MISSION STATEMENT**

The Philomath Area Chamber of Commerce creates a stronger more supportive business community through advocacy, tourism, community involvement and professional development.

## **ARTICLE III: CHAMBER REPRESENTATION**

### **SECTION 1:**

The Chamber shall be non-partisan and non-sectarian, and shall take no part in, nor lend its support to, the election or appointment of any candidate for city, county, state or federal office.

### **SECTION 2:**

No Board member, Executive Director, nor Chamber-appointed Committee member, shall take or make public, any formal action, nor in any way commit the Chamber on a question of policy, or on matters of general public interests, without first having received the approval of the Board and/or membership.

## **ARTICLE IV: MEMBERSHIP**

### **SECTION 1: ELIGIBILITY**

Any person, association, corporation, partnership or agency in support of the objectives and purposes of the Chamber shall be eligible for membership. The Chamber shall have the right to deny membership for reasonable cause. Applications for membership shall be regarded as a guarantee, by the applicant, of support of the mission of the Chamber, and of the applicant's agreement to adhere to the Bylaws of the Chamber.

### **SECTION 2: DUES**

- a. The Board of Directors, hereinafter referred to as "the Board", shall set the minimum membership fee.
- b. Dues are payable annually and may be pro-rated for new businesses joining the Chamber, based on the remainder of the calendar year.

### **SECTION 3: VOTING PRIVILEGES**

All members shall be limited to one vote per membership.

#### SECTION 4: RESIGNATION

Any member may inform the Board of the member's intention to resign from the Chamber. Dues are non-refundable upon resignation

### **ARTICLE V: MEMBERSHIP MEETINGS**

#### SECTION 1: REGULAR

The Board shall schedule regular monthly membership meetings of the Chamber, with the exceptions of the months of July, August and December. Meetings may be canceled, if notice is given to the membership, for unforeseen circumstances.

#### SECTION 2: NOTICE

Notification of regular Chamber membership meetings shall be given to each member at least three (3) days in advance of meeting day, by either email and/or posted on the Chamber's website.

### **ARTICLE VI: BOARD OF DIRECTORS**

#### SECTION 1: RESPONSIBILITIES

- a. The Board of Directors shall promote the prosperity and increase the usefulness of the Chamber. The Board shall govern the Chamber as stated in the bylaws. The Board shall set policy for and oversee the operations of the Chamber.
- b. The Board shall administer the finances of the Chamber and shall have sole authority to appropriate funds.
- c. The Board shall have the authority to adopt such policies, procedures, rules and regulations as deemed beneficial to the membership and the Chamber.

#### SECTION 2: COMPOSITION, TERM LIMITS AND VACANCIES

- a. The Board shall consist of nine (9) members elected to serve three (3) year terms, and may serve a maximum of two (2) consecutive terms.
- b. The Board shall have power of appointment to fill all vacancies on the Board with a majority vote.
- c. A replacement for a Board member who is resigning mid-term, may be appointed by the Board to serve the remainder of that existing term, and may serve two (2) consecutive terms thereafter (except when the term remaining is more than two (2) years, which will be considered a regular term). Candidates for consideration will be considered filling the vacancy at the next scheduled Board of Directors' meeting.

#### SECTION 3: NOMINATIONS

- a. At the regular September meeting of the Board, the Board shall consider candidates for the seats of Board members whose terms expire on December 31 of that year. The Board will approve of no less than three (3), and no more than six (6), candidates no later than their October meeting.
- b. Candidates for election to the Board must be active members in good standing and must have agreed to accept the responsibility of a directorship.
- c. Additional names of candidates for the Board may be nominated by a petition, which

bears the genuine signatures of at least five (5) Chamber members. Such petition must be filed with the Board within ten (10) days after notice has been given of the recommended slate of candidates.

#### SECTION 4: ELECTION

- a. The names of all candidates for the Board shall be arranged on a ballot in alphabetical order.
- b. The ballots will instruct the voter to vote for no more than three (3) candidates, marked in accordance with directions printed on the ballot, and returned to a designated location within ten (10) days.
- c. The Executive Director shall send, in October, one ballot to each active Chamber member. Ballots shall be counted by three Board of Directors not currently on the ballot when more than three candidates' names appear on the ballot.
- d. If the number of candidates exceeds the number of directors to be elected, the President will cause to have mailed pre-numbered ballots to all regular members of the Chamber. Ballots not received pursuant to this paragraph or not marked according to instructions shall be void. In the event of a tie, the winner will be determined by Chamber Board Vote.
- e. The Board shall, at its regular November Board meeting, declare the three candidates receiving the greatest number of votes, as being elected to three-year terms on the Chamber Board.

#### SECTION 5: SEATING OF NEWLY ELECTED BOARD MEMBERS

Newly elected Board members shall **receive January board retreat packet in advance to include bylaws and handbooks and shall become voting members January 1st, however, they shall be invited to the January Board Retreat.**

#### SECTION 6: MEETINGS AND ATTENDANCE

- a. The Board shall meet monthly at a time and place designated by the Board, unless some unforeseen circumstances cause for canceling the meeting.
- b. Absence from three (3) consecutive regular Board meetings by a Board member may be construed as a resignation, at the option of the remaining Board members.
- c. **If a board member has three (3) consecutive absences, the executive committee will meet and make a recommendation to the board to keep or remove said board member and report back to the board of directors at their next scheduled meeting.**
- d. A majority of the Board, five (5), shall constitute a quorum at any meeting.
- e. A Special Meeting of the Board may be called by any Board member at any time by giving one week's notice and stating the purpose of the meeting.
- f. An Emergency Meeting may be called by any Executive Committee Board member, at any time, by giving 24 hours' notice by phone and electronically.

### ARTICLE VII: OFFICERS

#### SECTION I: ELECTION OF OFFICERS

- a. Following the election or appointment of Board members each year, the Board shall, at the annual January Board Retreat, qualify and elect from their own number: a President, Vice-President, Treasurer, Secretary ~~and Sergeant of Arms~~. The President, Vice-President and Treasurer will be the signers on the Chamber's financial accounts.
- b. All officers must be members of the Board. The President must have served at least one year on the Board. All officers will assume their duties as of the January Board Retreat.
- c. The duties of the officers shall be such as their titles would, by general usage, indicate, and such as are directed by the Board Policy Manual, and may be assigned to them.

## ARTICLE VIII: EXECUTIVE DIRECTOR

### SECTION 1: SELECTION AND HIRING:

The Chamber may employ an Executive Director, and at the time of hiring the Board shall fix the wage and other considerations of employment **as outlined in employee handbook.**

### SECTION 2: DUTIES AND RESPONSIBILITIES

The Executive Director shall serve at the discretion of, and with guidance from, the President and the Board of Directors and as directed in the Employee Handbook. ~~The Executive Director may represent the Chamber in relationships with the city, county, state, and other organizations of the area. The Executive Director shall represent the Chamber in dealings with prospective businesses and under other appropriate circumstances.~~

### SECTION 3: PERFORMANCE EVALUATION

An annual performance evaluation shall be completed as outlined in the Employee Handbook.

## ARTICLE IX: COMMITTEES -

### SECTION 1: APPOINTMENTS, FUNCTIONS, AND AUTHORITY:

- a. The Board of Directors shall approve all projects.
- b. The President shall be empowered to appoint standing committees and special committees as may be deemed necessary for the conduction of affairs of the Chamber, subject to the approval of the Board. ~~One member of the Chamber Board shall be a member of committee.~~ It is encouraged for a board member to be on a committee but not required. At minimum, a committee must consist of 2 board members.
- c. ~~The chairman of a~~ committee shall set the meeting time and place. The Board of Directors should be aware of the time and place of regular meetings of the Committee. Special meetings can be held as needed.
- d. It shall be the function of the committees to make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board and comply with the mission of the Chamber. They shall examine and report on such subjects as may be referred to them by the Board. They may originate and report to the Board such views as they may deem proper for its consideration.
- e. At committee meetings a majority shall constitute a quorum. Committees are encouraged to contact the Board of Directors if an issue arises or have a question of meeting the Chamber's mission.

### SECTION 2: EXECUTIVE COMMITTEE:

The Executive Committee shall consist of the President, the Vice-President, the Treasurer and the Secretary. The committee shall have the authority to make decisions between meetings of the Board. Three (3) of the four (4) Executive Committee members shall be required to constitute a quorum.

The Executive Committee shall have the authority to transact all regular business of the Chamber during the interim between meetings of the Board, provided that no action so taken shall be in conflict with the expressed policies of the Board of Directors. The Executive Committee shall report the substance of any such actions to the Board at its next meeting.

#### **ARTICLE X: AMENDMENTS**

These Bylaws may be amended. Any proposed amendments shall be sent to all Chamber members, electronically and/or by postal service, in advance of the next Board meeting for their review. A vote shall be taken at said meeting to accept or reject proposed amendments.

Bylaws originally approved and adopted May 1, 1963; with authorized changes through August 2020.

Changes were suggested at a regularly scheduled board meeting on 2/1/2024

Voted on by membership: March 25<sup>th</sup>. Vote Passed

Bylaws Approved at regular board meeting April 11<sup>th</sup> 2024