



# BYLAWS

## An Oregon Non-profit Corporation

### ARTICLE I GENERAL

**Section 1.1 NAME.** This organization is incorporated under the laws of the State of Oregon and shall be known as the North Plains Chamber of Commerce, Inc.

**Section 1.2 PRINCIPAL OFFICE.** The principal office/visitor center of this organization is located at 10395 NW Glencoe Rd., Suite 400, North Plains, Oregon, 97133.

**Section 1.3 PURPOSE.** The North Plains Chamber of Commerce, Inc. is organized to achieve the following objectives:

- a. Preserving the competitive enterprise system of business by:
  - 1) creating a better understanding and appreciation of the importance of business people and concern for any challenging issues they face;
  - 2) educating the business community and representing them in city, county, state and national legislative and political affairs;
  - 3) preventing and/or addressing controversies which are detrimental or impede expansion and growth of business and the community, if they arise;
  - 4) and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.
- b. Promoting business and community growth and development by:
  - 1) promoting economic programs designed to strengthen and expand the income potential of all businesses within the North Plains Economic Region;
  - 2) promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community;
  - 3) and discovering and correcting abuses that prevent or impede the promotion of business expansion and community growth.

**Section 1.4 AREA.** The Chamber shall include the economic region of the City of North Plains and the surrounding area.

**Section 1.5 LEGAL LIMITATIONS.** The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Oregon Revised Statutes 65-Non-profit Corporations and Section 501(c)(6) of the Internal Revenue Code.

**Section 1.6 BOOKS AND RECORDS.**

- a. The Chamber shall keep and maintain:
  - 1) current and complete books and records of financial accounts;
  - 2) minutes of the meeting proceedings of its Members, Board, and Committees;
  - 3) a register of the names and addresses of its Members entitled to vote;
  - 4) and all other documents as required by federal and state laws.

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- b. All books and records may be inspected by any Member, or the agent or attorney for any Member, for any proper purpose by appointment.
- c. The Chamber shall establish a Document Management Policy and review as required by the policy.

**ARTICLE II MEMBERSHIP**

**Section 2.1 ELIGIBILITY.** Any person, association, corporation, partnership or any other entity having an interest in the purposes and objectives of the Chamber shall be eligible to apply for Membership.

**Section 2.2 TYPES OF MEMBERSHIP.**

- a. Business. Any association, corporation, partnership, company or any other entity is eligible for a Business Membership with all Membership privileges and shall be entitled to one vote.
- b. Individual. Any person not representing a business and is interested in North Plains' community affairs shall be eligible for Individual Membership with all Membership privileges and entitled to one vote.
- c. Associate. A non-profit organization located in the North Plains Economic Region who is interested in the North Plains community and/or business development shall be eligible for Associate Membership and exempt from payment of annual Membership dues. Associate Membership includes all the privileges of Membership except that of holding office and the right to vote.
- d. Lifetime. Lifetime Membership is awarded for extraordinary services to the Chamber and North Plains Economic Region. It has no dues, lasts for life, includes all membership privileges, and grants one vote. Any Chamber Member can nominate someone. Nominations are reviewed by the Board, which confirms adherence to guidelines. A majority vote of the Board Members present is needed to confer Lifetime Membership.

1) Guidelines for Lifetime Membership.

- An individual who has been involved in the Chamber activities for ten years;
- An individual who has been a Chamber Member or who has been a voting representative for a Chamber Member for ten years;
- Must be 60 years or older.

**Section 2.3 APPLICATION AND RECORD DATE.** Applications shall be accepted by a majority vote of the Board at any Regular Board meeting. Applicants shall become a Member as of the date of Board approval and this will be known as the Member's Record Date. The membership dues,

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including any set-up fee, must accompany the application. A Business or Associate Member is an entity and the name signed on the application attests to be that of an officer or agent of the entity.

**Section 2.4 DUES.** Membership dues shall be that amount determined by a Board policy reviewed annually before the start of the fiscal year. The policy will include a pro-rated schedule for new Members.

**Section 2.5 MEMBERSHIP RENEWAL.** Membership is for a one-year period, January 1 to December 31. The Member will receive the Annual Renewal Form and invoice with payment due within thirty days of receipt. Nonpayment, as determined by Board policy, may constitute termination of the Membership.

**Section 2.6 TRANSFER OF MEMBERSHIP.** A Business Membership may be transferred to a new owner upon completion of a Member Update Form by the person who retains the same business. Individual and Lifetime Membership are not transferable.

**Section 2.7 RESIGNATION OF MEMBERSHIP.** A Member may submit their written resignation of Membership at any time. The resignation of a Member does not relieve the Member from any obligations the Member may have to the Chamber as a result of obligations incurred or commitments made prior to resignation. A Member's dues in the year of resignation will not be returned to the Member.

**Section 2.8 TERMINATION OF MEMBERSHIP.** Any Member may be expelled by a two-thirds vote of the Members in attendance at any Regular Member Meeting or Special Member Meeting called for that purpose. Termination will be for conduct unbecoming a Member, or prejudicial to the purpose or repute of the Chamber. Any complaint against a Member is to be brought before the Board. Members will be notified in writing of any complaint against them fifteen days in advance of the next Regular Member Meeting or Special Member Meeting called for that purpose, at which time the Member will be given an opportunity to present their appeal to the Members.

**Section 2.9 VOTING.**

- a. The Business, Individual and Lifetime Member shall be entitled to one vote on each motion or ballot, whether oral or written. A person who represents more than one organization must sign the meeting attendance roster specifying the names of the organizations they are representing. If the representative needs to vote on a motion one way for one organization and a different way for another organization, the representative must voice how each organization will vote.
- b. Initial Applications for Membership and Annual Renewal Forms will indicate the individual(s) who shall be entitled to cast the sole vote on behalf of their entity.
- c. Changes in a Member's authorized voter(s) during the year must be submitted on the Member Update Form.
- d. Board Action Using Email. ORS 65.343 allows a Board to make decisions by email if a motion is approved by the affirmative vote of a majority of the Directors in office. Certain procedures must be followed for email voting:

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- 1) The Board Secretary shall send to the electronic mail address that each Director provided for receiving communications from the Chamber, an electronic mail announcement that states that the Board of Directors will take the action;
- 2) The electronic mail announcement must include a description of the matter on which the Board will take action. The electronic mail announcement must specify a deadline of not less than 48 hours after the time the Chamber sends the announcement in which a Director may record the Director's vote;
- 3) The electronic mail announcement described in this subsection and a record of the Directors' votes are to be ratified in the minutes for the next scheduled Board meeting.
- 4) Notwithstanding subsection (1) of this section, the Board may not use electronic mail or other electronic means to take action if the Chamber does not have a record of an electronic mail address for a Director;
- 5) A Director may change their vote at any time before the deadline set forth in the electronic mail announcement;
- 6) An affirmative vote of the majority of the Directors who hold office at the time the Board takes an action by means of electronic mail or by other electronic means is an act of the Board;
- 7) The Board's action under this subsection has the effect of a meeting vote and the Board may describe the action as a meeting vote in any document;
- 8) The Board's action under this subsection is effective on the deadline specified in the electronic mail announcement described in subsection (2) of this section, unless the announcement specifies a different effective date or time;
- 9) The Board may, without complying with all of the requirements of this section, use electronic mail to discuss, but not take action on, an issue that comes before the Board.

**ARTICLE III MEETINGS**

**Section 3.1 ALL MEETINGS.**

- a. The provisions of the Oregon Public Meetings Laws 192.610 to 192.690 will be observed for all meetings of the Members, Board and Committees.
- b. The date and place of the Annual, Member or Board meetings may be changed for good cause by order of the President, a majority of the Board, or upon written request of ten percent of the Membership with a minimum of five of the voting Members. Members must be notified by mail/email at least seven days prior to the alternate date.

**Section 3.2 ANNUAL MEETING.**

- a. The Annual Meeting shall convene for the purpose(s) outlined in ORS 65.201. It shall also convene for the purpose of transacting all other business that may properly come before it.
- b. The Annual Meeting of the Chamber shall be held in March.

**Section 3.3 REGULAR MEMBER MEETINGS.** The Regular Member Meetings shall be held monthly to conduct business of the Chamber and consider any other matters properly brought before

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it. The Board will establish the dates for the Regular Member Meetings. All Regular Member Meetings are open to the public.

**Section 3.4 REGULAR BOARD MEETINGS.** The Board will meet monthly to conduct business of the Chamber and consider any other matters properly brought before it. The Board will establish the dates for the Regular Board Meetings. All Regular Board Meetings are open to the public.

**Section 3.5 SPECIAL MEETINGS.** Special Meetings of the Members or Board may be called at any time by the President or upon written petition by three Directors, or five Members. Notice of Special Meetings shall be sent by mail/email to all Members at least seven days prior to the meeting date. The notice shall contain the date, time, place of the Special Meeting and the purpose of the meeting. All Special Meetings are open to the public.

**Section 3.6 EMERGENCY BOARD MEETINGS.** An Emergency Meeting of the Board may be called by the President or any two Directors. Notice of such Emergency Meeting will be mailed/emailed to each Chamber Member so as to arrive not later than twenty-four (24) hours before the meeting. The notice will state the date, time, place, the purpose of the meeting, and the justification for calling an Emergency Meeting. All Emergency Meetings are open to the public.

**Section 3.7 QUORUM.**

- a. A quorum of any Member Meeting shall be a majority of voting Members in attendance.
- b. A quorum of any Board Meeting shall consist of a majority of the Board Directors.

**Section 3.8 PROXIES.** No proxy votes will be accepted at any meeting.

**Section 3.9 HOLDING A MEETING WITHOUT GATHERING IN PERSON.**

- a. Board Meetings - ORS 65.337 allows Boards to meet using “any means of communication by which all directors participating may simultaneously communicate during the meeting.”

Telephone and video conferencing allow Board Directors to communicate in real time. If a meeting is happening through video or teleconference, all participating Directors must be informed that a meeting is taking place as outlined in this section for Regular Board Meetings, Special Meetings and Emergency Board Meetings. A Director is considered present if they participate.

- b. Member Meetings - ORS 65.205 allows membership meetings to occur by remote communication.

Members who are not physically present for a membership meeting may participate in, be deemed present and vote at the membership meeting if the Board of Directors authorizes

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participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the Board adopts.

The Board of Directors may authorize members to participate in an Annual Meeting, Regular Membership, or Special Meetings by remote communication. The Board Secretary will implement measures to:

- 1) Issue a notice of a membership meeting at which the Board authorizes participation by remote communication. The notice shall state that the Board authorizes participation by remote communication and shall describe how a Member may notify the Chamber that the Member intends to participate in the Membership meeting by remote communication; and
- 2) Verify that a person who is participating in the Membership meeting by remote communication is a member; and
- 3) Ensure that a Member may participate by remote communication in an effective manner; and
- 4) Shall maintain a record of the vote or other action of a Member that participates in a Membership meeting by remote communication.

**ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 ELIGIBILITY.** All Directors, whether elected or appointed, shall be a voting Member of the Chamber.

**Section 4.2 TERM OF DIRECTORS.**

- a. The Board shall consist of seven Directors, with the Director positions numbered one through seven for the purpose of identification only. Directors shall be elected at the Regular Membership meeting in May and shall serve for three years.
- b. The terms shall begin upon installation of Directors at the end of the Regular Membership meeting in May.
- c. An elected or appointed Director will be eligible for nomination and re-election to their position. No qualified Member will be limited by the number of terms or years they may serve as a Director.

**Section 4.3 NOMINATION AND ELECTION OF DIRECTORS.**

- a. The annual election of Directors will be by written ballot. Ballots will be counted at the Regular Membership meeting in May.
- b. The Nominating Committee will meet not later than 120 days before the Regular Membership meeting in May. The Committee will:
  - 1) establish a timetable for nominations and election of Directors; and

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- 2) identify the Director positions open for election; and
  - 3) draft a nomination form to be sent to all Members no later than 60 days before the Regular Membership meeting in May; and
  - 4) identify three voting Members to count the ballots at the Regular Membership meeting in May. A candidate for Director or a sitting Board member shall not be involved in the counting process.
- c. All written nominations will be presented to the Members at the April Regular Member Meeting. Verbal nominations may be made at the April Regular Member Meeting.
  - d. The Nominating Committee will prepare the ballot containing the names of the candidates.
  - e. The Secretary will mail the ballot to all voting Members not later than twenty days prior to the Regular Membership meeting in May. The ballot will specify instructions for voting, and the time and place the ballots will be counted. The ballot will also allow for write-in votes.
  - f. The candidates receiving the most votes will be declared elected. In the event of a tie for the last position to be filled, a run-off election will be held between those candidates receiving the same number of votes for that position. This election will be held during the Regular Membership meeting in May by those Members in attendance after the results of the written ballot have been disclosed.

**Section 4.4 BOARD VACANCIES.**

- a. The Board shall have the authority to fill any vacancy occurring on the Board.
- b. When a Director vacancy occurs for any reason, it must be filled no later than 90 days.
- c. The Director appointed to fill a vacancy shall serve the unexpired term of the predecessor.
- d. The Board will establish and maintain a policy for soliciting nominees from Chamber Members.

**Section 4.5 RESIGNATION OF A DIRECTOR.** Any Director may resign their position by giving written notice to the Board.

**Section 4.6 REMOVAL OF A DIRECTOR.**

- a. Any elected or appointed Director may be removed from their position by the Board, with cause, by a majority vote of the Board members in attendance at a meeting duly called for that purpose, or by the Members, with cause, by a majority vote of the Members in attendance at a meeting duly called for that purpose.
- b. A Director of the Board who is absent from three consecutive Regular Board Meetings may be removed from their position by the Board unless confined by illness or other absence approved by the presiding officer at any meeting of the Board.

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**Section 4.7 POWERS OF THE BOARD.**

- a. The government and policy-making responsibilities of the Chamber, subject to the limitations contained in these Bylaws, shall be vested in the Board which shall control its property, be responsible for its finances and direct its affairs.
- b. As provided in ORS 65.077, the Board shall act for, and on behalf of, the Chamber Members to conduct the day-to-day business of the Chamber and shall be accountable to the Members for its actions. The Chamber Members may challenge any action taken by the Board at any Annual Meeting, Regular Member Meeting or Special Member Meeting called for that purpose.
- c. All policies of the Chamber established by the Members or Board shall be maintained in a policy manual to be reviewed as determined in the policy and revised as necessary.
- d. The Board shall be responsible for determining the activities of the Chamber and to assure the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

**Section 4.8 LIABILITY AND INDEMNIFICATION.**

- a. The Directors of this corporation shall not be personally liable to the corporation for monetary damages for conduct as a Director provided that director shall be absolved from liability for any act or omission occurring prior to the date of the incorporation or for any of the acts or omissions described in ORS 65.047(2) (c) (A) through (E).
- b. Consistent with ORS 65.391, this corporation shall indemnify, defend and hold harmless its directors against all claims which may arise out of or in connection with their official duties, subject to the limitations of ORS 65.391(4) and subject further to the limitation that the corporation shall not indemnify any director against any claim arising out of an act or omission described in ORS 65.047(2) (c) (A) through (E).

**ARTICLE V OFFICERS**

**Section 5.1 ELECTION OF OFFICERS.** The Board, at its first Regular Board Meeting following the Annual Member Meeting, shall elect the President, Vice President, Secretary, and Treasurer, and such other officers as may be deemed necessary. All officers shall serve for a term of one year. All officers will be elected or appointed Directors.

**Section 5.2 THE DUTIES OF THE PRESIDENT.** The President shall:

- a. be the Chief Elected Officer of the Chamber serving as the executive head of the Chamber at all times but be subject to the control of the Board and the Members;
- b. preside at all meetings of the Membership and the Board;
- c. be an ex-officio member of all Committees with the exception of the Nominating Committee;
- d. sign all legal papers pertaining to Chamber business as approved by the Board or Members;

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- e. have authority to appoint individuals to standing and ad hoc committees;
- f. have any other duties as set forth in a policy approved by the Board and reviewed as determined in the policy;
- g. have the general powers and duties of management usually vested in the office of President of a corporation; and
- h. have such other powers and duties as may be set forth by the Board, the Members or these Bylaws.

**Section 5.3 THE DUTIES OF THE VICE PRESIDENT.** The Vice President shall:

- a. exercise the powers and the authority and perform the duties of President in the President's absence;
- b. in the event of the absence or inability of the President to exercise his/her office for a minimum of two weeks, become Acting President with all the rights, privileges and powers as if he/she had been the duly-elected President until either the President returns or a new President is elected;
- c. have any other duties as set forth in a policy approved by the Board and reviewed as determined in the policy; and
- d. have such other powers and duties as may be set forth by the Board, the Members or these Bylaws.

**Section 5.4 THE DUTIES OF THE SECRETARY.** The Secretary shall:

- a. keep or cause to be kept, a book of minutes of all meetings of the Board and Members, with the time and place of holding, whether Annual, Regular, Special or Emergency, and if Special or Emergency, how authorized, the notice thereof given, the names of those present at the Board Meeting, the Members present or represented at the Member Meetings and the proceedings thereof;
- b. work with the President in preparing agendas for every meeting of the Board and Members;
- c. keep or cause to be kept, a Membership list showing:
  - 1) the names of the Members and their addresses; and
  - 2) the names of the Member's authorized voters; and
  - 3) the Record date of Membership; and
  - 4) the date of termination or resignation of every Membership cancelled.
- d. give or cause to be given, notice of all the meetings of the Board and Members required by these Bylaws or by law to be given;
- e. maintain or cause to be maintained, Chamber records as required in the Chamber's Document Management Policy and these Bylaws;

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- f. update the Chamber's Document Management Policy as needed due to changes in local, state or federal laws;
- g. keep all corporate records required by ORS 65 and IRS Section 501(a) in safe custody;
- h. keep the seal of the corporation, if any, in safe custody;
- i. conduct all official correspondence and communications;
- j. transact business for and on behalf of the Chamber as directed by the Board or Members;
- k. keep or cause to be kept, a list of all committees, their members, the committee function, meeting minutes and their budgets, respectively;
- l. as per Section 4.7 c in these Bylaws, keep the policy manual of the Chamber and cause the review of any policy as needed;
- m. have any other duties as set forth in a policy approved by the Board and reviewed as determined in the policy;
- n. in the absence of the President and Vice President, exercise the powers and the authority and perform the duties of the President;
- o. have such other powers and duties as may be set forth by the Board, the Members or these Bylaws.

**Section 5.5 THE DUTIES OF THE TREASURER.** The Treasurer shall:

- a. keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the property and the business transactions of the Chamber;
- b. keep and maintain, or cause to be kept and maintained, accounts of the Chamber's assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and all other appropriate items;
- c. oversee the deposit of all monies and other valuables in the name and to the credit and the accounts of the Chamber with such depositories as may be designated by the Board;
- d. during their term, be responsible for organizing and maintaining fiscal controls in a Fiscal Management Policy approved by the Board and reviewed as determined in the policy;
- e. disburse the funds of the Chamber as may be ordered by the Board or Members;
- f. submit a monthly financial report and any other requested reports to the Board at every Regular Board Meeting and to the Members at every Regular Member Meeting;
- g. make available the books of the accounts for inspection by any Director or Member at all reasonable times;
- h. be a signatory for all financial accounts;
- i. have any other duties as set forth and reviewed in a policy approved by the Board;

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- j. in the absence of the President, Vice President and Secretary, exercise the powers and the authority and perform the duties of the President;
- k. have such other powers and perform such other duties as may be set forth by the Board, the Members or these Bylaws.

**Section 5.6 VACANCIES.** Vacancies in any office arising from any cause shall be filled by a majority vote of Directors in attendance at any Regular Board Meeting.

**Section 5.7 SALARIES.** The salaries of any employees or agents of the corporation shall be established by the Board.

**Section 5.8 RESIGNATION FROM OFFICE.** Any Officer may resign their position by giving written notice to the Board. Resignation from an officer position is not a resignation from the Director position unless specified in the written notice to the Board.

**Section 5.9 REMOVAL FROM OFFICE.** An officer determined to be failing to discharge duties with due diligence may have his/her position revoked by a majority of the Board in attendance at any Board Meeting or by a majority of the Members in attendance at any Member Meeting.

**Section 5.10 EMPLOYMENT OF MANAGERS AND/OR AGENTS.** The Board may employ such managers, agents, or such other employees as deemed necessary.

**Section 5.11 BONDING.** All managers, agents and other employees shall be bonded through a corporate surety approved by the Board and in a sum satisfactory to the Board, to faithfully and honestly perform the duties required of such manager, agent or employee during the term of his/her employment. Employment of such manager, agent or employee of the Chamber shall be contingent upon, and subject to, such person qualifying as being bondable by the designated corporate surety approved by the Board at the time such persons commence their duties. They shall continue to be so qualified through any corporate surety thereafter designated by the Board as the corporate surety for bonding such persons.

**ARTICLE VI COMMITTEES**

**Section 6.1 APPOINTMENT AND AUTHORITY.** The President shall appoint all committee members. The Board may appoint such ad hoc committees as deemed necessary to fulfill the programs of the Chamber. Standing committee members appointed by the President shall serve concurrent with the term of the President, except the Board may extend the term of the committee

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member. All committees shall appoint their committee chairperson. Committees shall perform such duties as assigned them by the President of the Board. Committees requiring resources to fulfill their purpose will establish an annual budget for activities to be approved by the Board and be responsible for individual accounting with the Treasurer receiving monthly detailed reports.

**Section 6.2 LIMIT OF AUTHORITY.**

- a. No action by any Member, committee, employee, Director or Officer shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board or Member.
- b. Before any Member or employee of the Chamber gives testimony to, or presentations before, civic or governmental agencies pertaining to Chamber matters, such action shall be approved by the Boards or Members.

**Section 6.3 STANDING COMMITTEES.**

- a. Nominating.
- b. Audit.
- c. Finance and Budget.
- d. Membership.
- e. Website.
- f. Events.

**ARTICLE VII FINANCES**

**Section 7.1 FUNDS.** All money paid to the Chamber shall be placed in a general operating account or a fund as determined by the Board.

**Section 7.2 DISBURSEMENTS.**

- a. **Budgeted Items.** Upon approval of the budget, the President is authorized to make, or authorize the Treasurer to make, disbursements on accounts and expenses of the Chamber provided for in the budget without additional approval of the Board. Disbursements shall be made by check, debit card, credit card or online payment.
- b. **Non-budgeted Items.** Any expenditure not outlined in the adopted budget that exceeds \$200 requires approval by a majority of the Board. Any expenditure not outlined in the adopted

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budget that exceeds \$500 requires approval by a majority of the Members. Disbursements shall be made by check, debit card, credit card or online payment.

**c. Donation, Grant or Award Requests.**

- 1) The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws.
- 2) Requests for donations, grants or awards shall go to the Board and not to the membership-at-large.
- 3) The Board shall base approval of such requests on both the availability of budgeted funds and its relevance to the objectives and purposes of the Chamber.
- 4) The Board will forward all donation, grant or award recommendations to the Members at the next Regular Member Meeting.

**Section 7.3 FISCAL YEAR.** The fiscal year of the Chamber shall begin on January 1<sup>st</sup> and close on December 31<sup>st</sup>.

**Section 7.4 BUDGET.**

- a. In November, the Board shall review the budget for the coming year.
- b. Not later than the December Regular Member Meeting, the Board will present a recommended budget to the Members for approval.
- c. No expenditures in the new fiscal year can be made until the Members have approved the budget.
- d. Committees who anticipate expenditures to fulfill their purpose must prepare a budget for approval by the Board.
- e. At any time during the fiscal year, the Board may recommend a revised budget to the Members for their approval.

**Section 7.5 ANNUAL AUDIT.** The accounts of the Chamber shall be audited annually by February 28<sup>th</sup> by the Audit Committee.

**Section 7.6 LOANS PROHIBITED.** No loans shall be made by the Chamber to any Member, employee or agents.

**Section 7.7 MEMBERSHIP DUES ASSESSMENTS.**

- a. The Membership annual dues shall be established by a policy of the Board. Dues shall be established prior to the commencement of the Chamber's fiscal year.
- b. In the event the Board finds a fiscal emergency exists, it may amend the dues schedule and make such Membership assessments as necessary, at any time.

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**ARTICLE VIII DISSOLUTION**

**Section 8.1 PROCEDURE.**

- a. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of its funds shall benefit or be distributed to the Members of the Chamber.
- b. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations selected by the Board as defined in the Internal Revenue Code Section 501(c)(6).

**ARTICLE IX PROCEDURE**

**Section 9.1 PARLIAMENTARY AUTHORITY.** The current edition of Roberts Rules of Order, Newly Revised, shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or the Bylaws of the Chamber.

**ARTICLE X NON-DISCRIMINATION**

**Section 10.1 NON-DISCRIMINATION CLAUSE.**

- a. The Chamber is committed to cultivating an inclusive and equitable environment that values and respects the diversity of its members, employees, clients and stakeholders. We believe that every individual should be treated with fairness, dignity and without prejudice.
- b. In all aspects of our operations, including membership, employment, programs and services, the Chamber prohibits discrimination on the basis of race, color, ethnicity, gender identity or expression, sexual orientation, age, marital status, disability, religion, political affiliation, or any other protected characteristic as defined by applicable laws and regulations.
- c. The Chamber firmly opposes any form of discrimination, harassment, or retaliation against any individual or group within our organization or in connection with our activities. We are committed to creating an environment that is free from bias, prejudice and stereotypes.

**ARTICLE XI AMENDMENTS**

**Section 11.1 ARTICLES OF INCORPORATION AND BYLAW REVISIONS.**

- a. Proposed revisions of the Articles of Incorporation or Bylaws shall be submitted in writing to the Board at any time by any Chamber Member.
- b. The President will:
  - 1) include the proposed revision on the agenda at the next Regular Board Meeting; and

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- 2) seven days before the next Regular Board Meeting, send by email/mail the proposed revision to all Members in a special notice stating the date, time and location of the meeting when the Board will discuss the proposed revision.
- c. By a majority vote of the Board members in attendance at the meeting where the proposed revision is discussed, the Board must pass the proposed revision on to the Members with either a 'Recommend' or 'Not Recommend' decision.
- d. The President will:
  - 1) include the proposed revision on the agenda at the next Regular Member Meeting or a Special Member Meeting called for that purpose; and
  - 2) seven days before the next Regular Member Meeting or Special Member Meeting called for that purpose send by e-mail/mail the proposed revision to all Members in a special notice stating the date, time and location of the meeting when the proposed revision will be discussed by the Members.
- e. The Articles of Incorporation or Bylaws may be amended by a two-thirds vote of those Members who are in attendance at a Regular Member Meeting, or a Special Member Meeting called for that purpose.

**ARTICLE XII DEFINITIONS**

**Section 12.1 DEFINITIONS.** As used in these Bylaws, the word "Chamber" shall be understood to mean the North Plains Chamber of Commerce, Inc. The use of the word "Board" shall be understood to mean the Board of Directors of the North Plains Chamber of Commerce, Inc.

Amendment History

Original adopted by the Board October 13, 1986.  
Any amendments between 1986 and 2011 were not saved.  
Amendments adopted by the Board on June 27, 2012.  
Amendments adopted by the Membership on November 12, 2013.  
Amendments adopted by the Membership on November 11, 2014.  
Amendments adopted by the Membership on November 14, 2017.  
Amendments adopted by the Membership on May 13, 2025.

These Bylaw amendments were reviewed by the Board on April 29, 2025, and approved by the Members on May 13, 2025.

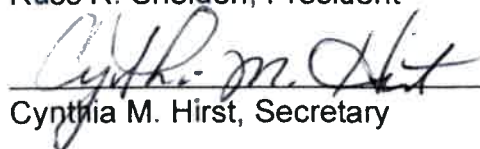
Signed:



Russ R. Sheldon, President

Date: May 13, 2025

Attest:



Cynthia M. Hirst, Secretary

Date: May 13, 2025