



**SOUTH COLUMBIA COUNTY
CHAMBER OF COMMERCE**

BY-LAWS

Modified: September 2015

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ARTICLE I. GENERAL

Section 1.01 **Name**

This organization is incorporated under the laws of the State of Oregon and shall be known as the South Columbia County Chamber of Commerce, Incorporated hereinafter referred to as "SCC Chamber."

Section 1.02 **Purpose**

The SCC Chamber is organized to promote the general welfare and prosperity of the South Columbia County Area business community. The SCC Chamber mission statement is "Strength of Business is our Priority," and the primary focus is to increase opportunities for businesses and advocate for our membership in matters related to business, government, and community relations.

Section 1.03 **Area Of Service**

The area and economic region shall mean to include the areas from Deer Island to Sauvie Island and including the communities of Deer Island, Columbia City, St. Helens, Warren, and Scappoose.

Section 1.04 **Limitation Of Methods**

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

ARTICLE II. MEMBERSHIP

Section 2.01 **Eligibility**

Any person, firm, association, organization, corporation, or partnership having an interest in the purpose of the SCC Chamber, as described in Section 1.02 above, shall be eligible to apply for membership.

Section 2.02 **Applying for Membership**

Applications for membership shall be in writing, on forms provided for that purpose, and authenticated by the applicant. Based on application approval, an applicant shall become a member of the SCC Chamber upon receipt of payment of all membership fees then due.

Section 2.03 **Membership in Good Standing**

Payment of membership dues on schedule and active participation in the SCC Chamber's purpose demonstrate a membership in good standing.

Section 2.04 **Dues**

Membership dues shall be at such rate or rates as prescribed by the Board of Directors, and payable annually, or in installments as authorized by the Board of Directors.

Section 2.05 **Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the same privileges of membership, except the right to vote and the privilege of purchasing additional business services, and shall be exempt from payment of dues. This membership shall be reviewed at each annual anniversary date of the member. The Board of Directors shall confer or revoke the honorary membership by a majority vote of the seated members.

Section 2.06 **Trade for Services or Goods Membership**

Trade for Service or Goods membership shall be initiated and enforced with a Trade for Services or Goods Agreement. They shall have all the same privileges of membership, including the right to vote, the privilege of purchasing additional business services, and shall be exempt from payment of dues. The membership agreement shall be reviewed at each annual anniversary date of the member. The Board of Directors shall confer or revoke the Trade for Service or Goods membership by a majority vote of the seated members.

Section 2.07 **Termination**

- a) Any member may resign from the SCC Chamber upon request to the Board of Directors. In such case the member is not entitled to a refund.
- b) Any member shall be removed for non-payment of dues or breach of contract after sixty days (60) from the date due, unless otherwise extended for a good cause.
- c) Any member shall be terminated with a 2/3 majority vote of the Board of Directors, or simple majority vote of membership. The Board of Directors shall notify terminated member in writing via Certified Mail fifteen days (15) prior to action taking effect. Terminated member may submit five days (5) prior to the effective date, in writing, reasons to suspend this action. The Board of Directors shall read this into the minutes. If no motion is made to not terminate, the action will take place on the 15th day. In such case they member is entitled to a pro-rata refund based on the time remaining in the member's membership.

Section 2.08 **Voting**

In any proceeding in which voting members are called for, each member shall be entitled to one (1) vote. Corporations, associations, and partnerships shall register each year with SCC
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Chamber one individual who shall be entitled to cast one vote on behalf of such entity. Non-voting members are exempt from voting privileges.

Section 2.09 Exercise Of Privileges

Any person, firm, association, organization, corporation, or partnership holding membership shall designate its representative to exercise the privileges of membership, and shall have the right to change this designation upon written notice to the Board of Directors.

ARTICLE III. MEETINGS

Section 3.01 Annual Meeting

An annual meeting of the corporation, in compliance with State Law, shall be held during the first quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten days before said meeting.

Section 3.02 Additional Meeting(s)

General meetings of the SCC Chamber may be called by the Board Chair at any time, or upon petition in writing of any 20% of members in good standing. Any notice of an “additional Meeting” shall include a statement as to the purpose of such meeting.

- a) Each member shall be notified of special meetings at least five (5) business days prior to such meetings.
- b) Additional meetings may be called by the Board Chair.
- c) Special board meetings may be called by three members of the Board of Directors. Notice (including the purpose of the meeting) shall be given to each Board member at least five business days (5) prior to the meeting.
- d) Emergency meetings may be called by the Board Chair, or by request of at least five (5) Board members, with at least one day notice.
- e) Committee meetings may be called at any time by the Board Chair or respective Committee Chairs.

Section 3.03 Quorums

A quorum of the Board of Directors shall be a simple majority (or at least 50%) of the seated Board members. At committee meetings, a majority shall constitute a quorum.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Composition And Responsibility Of The Board of Directors

The Board of Directors shall be composed of at least seven (7) and no more than eleven (11) members in good standing, and no more than three (3) ex-officio non-voting or Advisory Board members selected by application to and appointment by the Board of Directors. Each Board member shall serve a term of three (3) years. The governing and policy-making responsibilities of the SCC 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 of Directors shall attend regular board meetings and abide by the established By-Laws and Policies of the SCC Chamber.

The Board of Directors, in the best interest of the organization, shall participate in matters before the Board of Directors, giving full attention to the issues of the SCC Chamber and vote on issues submitted to the Board of Directors.

Interim Board members, those selected by the Board to serve incomplete terms, shall be eligible to serve a maximum of two consecutive three year terms. Interim terms shall be counted as a full term served if the interim term is greater than one half of a full term, or greater than eighteen months.

The Board of Directors shall become familiar with and assist in the development of SCC Chamber services, programs and benefits.

The Board of Directors shall encourage participation by chamber members in the organizations purpose as described in Section 1.02 above.

The Board of Directors shall attend SCC Chamber sponsored events and become advocates for membership with the SCC Chamber.

Section 4.02 Selection And Election Process

- a) **NOMINATING COMMITTEE.** At least 45 days prior to December 31, the Board Chair will approve a Nominating Committee of not fewer than three members. It is the duty of the Nominating Committee to nominate members for vacancies, including any unexpired term vacancy, for which elections are being held, and to determine that the members nominated are agreeable to the placing of their names in nomination and will accept office if elected. Each candidate must be an active member in good standing. No Board member who has served two consecutive, three-year terms is eligible for election for a third term. A period of one year must lapse before eligibility is restored for up to another two consecutive, three year terms.
- b) **NOTIFICATION OF NOMINATIONS.** The Nominating Committee files its nominations with the Secretary of the SCC Chamber at least 30 days

prior to December 31. Ballots will be sent to all members at least 30 days before the Annual Meeting and returned prior to the Annual Meeting. The nominating committee, or assigned SCC Chamber Staff, shall count all ballots and then report the results at the next Board meeting.

- c) The requirement for a one year break in Board service after serving two consecutive three-year terms may be waived in the event a Board member, who is completing a second consecutive three-year term, is in line to become the Board Chair. If this situation should occur, the Board Member's term may be extended two years to allow the Board Member to serve as Board Chair.

Section 4.03 Seating Of New Directors

All newly elected Board Members shall take office at the first Board meeting following the election.

Section 4.04 Attendance/Participation

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors may be removed from membership of the Board of Directors by a majority vote of the Board of Directors. All members are expected to be active and present at SCC Chamber activities.

Vacancies on the Board of Directors, or among the officers, shall be filled by a majority vote of the Board of Directors. In the event of the Board Chair's resignation, the Vice Chair shall succeed.

Meeting by Teleconference

Any regular or special meeting of the Board of Directors may be held by telephone or any telecommunications in which all Directors participating may hear each other. Discussion may take place and consensus may be reached, but formal voting will be deferred until the next regularly scheduled Board meeting or special meeting if called. Action is taken by an affirmative vote of a majority of the seated Directors.

Section 4.05 Standard of Conduct

A director shall discharge his or her duties in good faith, with care an ordinary prudent person in a like-minded position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the SCC Chamber.

Section 4.06 Limitation of Authority

No action by any member, committee, director, or officer shall be binding upon or constitute an expression of the policy of the SCC Chamber until it has been approved and ratified by the board of directors. Committees shall be discharged by the Chair when their work has been

completed and their reports accepted, or when, in the opinion of a majority of the board of directors, it is deemed wise to discontinue the committee.

Section 4.07 Policy

The Board of Directors is responsible for establishing procedure and formulating policy of 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 and/or revised as necessary, annually prior to December 1st and such action shall be recorded in board minutes.

Section 4.08 Fees & Compensations

Directors and members of a committee shall serve without compensation for their services. This shall not preclude any Director from serving in any other capacity, as an officer, agent, employee or otherwise and receiving reimbursement for expenses directly related to Board service.

Section 4.09 Conflicts of Interest

The SCC Chamber and all Officers, Directors, Committee members and Staff shall avoid any conflict of interest between their respective personal, professional or business interests and the interests of SCC Chamber in any and all actions taken by them on behalf of the SCC Chamber in their respective capacities.

Section 4.10 Personnel

The Board of Directors may employ an Executive Director and support staff and shall fix the salary and other considerations of employment.

Section 4.11 Indemnification

The SCC Chamber shall provide for indemnification by the SCC Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the SCC Chamber, except in relation to matters as to which such Directors shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V. BOARD OFFICERS

Section 5.01 Nomination and Election of Officers

Each year, the current Board of Directors, at their first regular meeting following the Board elections, shall nominate Board Officers. At this meeting, the Board of Directors shall elect the Board Chair, Vice Chair, Secretary and Treasurer. Officers will be elected from members of the Board of Directors and will be elected in alternate years. Chair and Secretary in odd years and Vice Chair and Treasurer in even years.

Section 5.02 Duties Of Officers

- a) **BOARD CHAIR.** The Board Chair shall serve as the chief elected officer of the SCC Chamber and shall preside at all meetings of the membership and Board of Directors and shall hold one vote on the board. The Board Chair shall, with the advice and counsel of the Vice Chair and the Executive Director, approve all standing and ad hoc committees, approve all committee leaders, and assist in the selection of committee personnel. The Board Chair, with the advice and counsel of the Vice Chair, shall represent the Board of Directors in personnel matters. The Board Chair serves a two year term. Should the Board Chair be elected entering the 3rd year of second term, the term limit shall be extended by one year to a maximum of seven years in total.
- b) **VICE CHAIR.** The Vice Chair shall exercise the powers and authority and perform the duties of the Board Chair in the absence or disability of the Board Chair. The Vice Chair and standing committees will be responsible for determining that the SCC Chamber committee activities are of such scope and duration as is required, at all times being alert to assure that the activities of the SCC Chamber are directed toward its purpose as described in Section 1.02 above. The Vice Chair serves a two year term.
- c) **SECRETARY.** The Secretary prepares and maintains full and correct records of all meetings of the members and of the Board. The Secretary will give or cause to be given, in the manner prescribed in these Bylaws, proper notice of all meetings of the members, and perform such other duties as may be directed to perform by resolution of the Board not inconsistent with Federal, State, Local laws and these Bylaws. The Board may employ one or more assistant secretaries, none of whom may also hold office as Board Chair or Vice Chair, and may authorize them under direction of the Secretary to perform any of the duties devolving on the Secretary. The Secretary serves a two year term.

- d) **TREASURER.** The treasurer shall be responsible for the safe-guarding of all funds received by the SCC Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board of Directors. The Treasurer serves a two year term.
- e) **EXECUTIVE DIRECTOR.** The Executive Director shall be chief administrator and executive officer. The Executive Director shall serve as advisor to the Board Chair and Vice Chair regarding standing committees. The Executive Director shall be a non-voting member of the Board of Directors. The Executive Director shall be responsible to adhere to the approved budget and established policies.

Section 5.03 Execution Of Documents

The Board Chair, with the approval of the Board of Directors, is authorized to sign all deeds, mortgages, contracts and other instruments affecting the property or operation of the SCC Chamber, with the exception of the disbursements of funds, as set forth in Article VII.

ARTICLE VI. COMMITTEES

Section 6.01 Appointment And Authority

The Board Chair shall approve all Committee Chairs, which shall be members of the SCC Chamber. Additional committees, task forces and divisions can be created and approved by the Board of Directors.

It shall be the function of the Committee Chairs to adhere to a board approved budget, provide coordination and communication, make investigations, conduct studies and make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors. Committees are expected to conduct regular meetings and create a record of those meetings for presentation at the Board of Director meetings.

Ad hoc committees shall be disbanded by the Board Chair when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 6.02 Limitation Of Authority

No action by any member, committee, employee, Executive Director, or Officer shall be binding upon, or constitute an expression of any policy of the SCC Chamber until it is approved or ratified by the Board of Directors.

Section 6.03 Testimony

No individual or committee will express and/or represent the position of the SCC Chamber on any matter during testimony before civic or governmental agencies unless approved by the Board of Directors.

Section 6.04 Committees

Standing committees shall be designated each year by the Board of Directors.

Committee Chairs shall be responsible for coordination and communication with Board of Directors, or other committees or groups that might have an impact on their committee.

The Board shall authorize and define the powers and duties of committees. The Board shall annually review and approve all activities and proposed programs of such committees, including collection and disbursements of funds as per an approved budget.

No action or resolution of any kind shall be taken by committees, bearing upon or expressive of the SCC Chamber, unless approved by the Board of Directors.

ARTICLE VII. FINANCES

Section 7.01 Disbursements

There will be at least two and no more than four authorized signers. Signers shall be the Chair, Vice Chair, Secretary, and/or Treasurer and Executive Director. Two signers shall be required on all checks.

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board up to a maximum of expenditure limit approved annually by the Board of Directors.

Emergency expenditure authorization may be provided via electronic media by authorized check signors.

No purchase or disbursement shall be made without proper bookkeeping accountability.

Section 7.02 Fiscal Year

The Fiscal year of the SCC Chamber shall close on December 31.

Section 7.03 Budget

In the month of December, the Treasurer shall propose the budget for the coming year and submit it to the Board of Directors for approval prior to the end of the first quarter of the year.

Section 7.04 Annual Financial Review

The Treasurer will have annual financial statements prepared and submitted to the Board of Directors for their review.

ARTICLE VIII. DISSOLUTION

The SCC Chamber shall use its funds only to accomplish the purpose specified in Section 1.02 these By-Laws, and no part of said funds shall be distributed to the members of the SCC Chamber. On dissolution of the SCC 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)(6).

ARTICLE IX. PARLIAMENTARY PROCEDURE

The current edition of Roberts Rules of Order shall be the final source of authority in questions of parliamentary procedure when such rules are not inconsistent with the By-Laws of the SCC Chamber.

ARTICLE X. AMENDMENTS

Section 10.01 Process

These By-Laws may be amended or altered by a two-thirds vote (2/3) of the Board of Directors, or a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Section 10.02 Repeal Of Prior Amendments

At the time these By-Laws are revised and adopted all previously adopted amendments not incorporated into these By-Laws become void.

Section 10.03

SCC Chamber By-Laws Revision History

Version 10, September 2015
Version 9, March 2012
Version 8, March 2011
Version 7, February 2011
Version 6, June 2009
Version 5, July 2008
Version 4, March 2007
Version 3, November 2003
Version 2, January 2003
Version 1, XXXX

Revised and Adopted on.

South Columbia County Chamber of Commerce
Board of Directors

By _____

Tiffany Smith,
Chair, South Columbia County Chamber Board of Directors

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ACKNOWLEDGEMENT

I have reviewed these By-Laws and agree to adhere to their contents.

Board Member Printed Name / Signature

Date

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