

Gales Creek Chamber of Commerce Bylaws

Article I – ORGANIZATION

This organization IS TO BE incorporated under the laws of the state of Oregon as a non-profit corporation and shall be known as the Gales Creek Chamber of Commerce.

Section 1 – Mission

The mission of the Gales Creek Chamber of Commerce is to support a healthy business community in the Gales Creek area.

Section 2 – Objectives

The Objective of the Gales Creek Chamber of Commerce is to promote the sense of community in the Gales Creek area through community events, supporting local businesses, building awareness of the recreational opportunities in the area, protecting and maintaining natural and man-made resources, and through the non-political support of governmental institutions in the Gales Creek area

Section 3 – Area

The area served by the Gales Creek Chamber of Commerce consists of the underrepresented areas west of Forest Grove, in the general vicinity of the Gales Creek valley, and near Highways 8 and 6. this includes but is not limited to the communities of Glenwood, Timber, and Gales Creek. Membership is also open to business owners who operate outside of the area, but reside in or have a strong connection to the Gales Creek area.

Section 4 – Limitation of activities

This Chamber and its activities shall be non-partisan, non sectional, and non-sectarian. This IS TO BE a non-profit mutual benefit corporation, as defined by IRS code 501 (c) (6). The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. No part of said funds shall be distributed to an individual Member of the Chamber.

Article II – MEMBERSHIP

Section 1 – Member Status

Any business, corporation, organization, partnership, or governmental agency shall be eligible for membership. All Members shall hold full voting rights. Membership in the Chamber requires dues of \$15 annually, payable on the first Chamber meeting of January. Dues are prorated for Members that join after the first meeting of the year.

Section 2 – Associate Member Status

Any individual who wishes to be a part of the Chamber, but does not own or represent an organization as defined in Article II, Section 1 may apply for Associate Member status. Associate Members cannot vote at majority votes conducted by the Chamber, nor can they hold any of the positions defined in Article IV, Section 1. Associate Members are not required to pay annual dues. Associate Members may participate in all other Chamber activities, including but not limited to leading committees, serving in other appointed positions, and participating in general meetings.

Section 3 – Voting

In any proceeding in which voting by members is called for, each Member shall be entitled to one vote. Members must be present to vote or contact the President in order to submit an absentee vote.

Section 4 – Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may name individuals, whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its representative upon written notice.

Section 5 – Termination

Any Member or Associate Member may resign from the Chamber upon written request to the Board of Directors. Further, any Member or Associate Member may have their membership revoked by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming of a Member or Associate Member; or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded to the Member or Associate Member complained against.

Article III – Meetings

Section 1 – Annual Meeting

The first meeting of the year shall be dedicated to the election of new officers, the establishment of an annual budget, and the collection of yearly dues.

Section 2 – Regular Meetings

The President may provide for holding general membership meetings whenever it may be considered necessary or desirable. Regular general membership meetings are now scheduled for the 3rd Tuesday of every month at 7 pm.

Section 3 – Special Meetings

Special meetings of the general membership may be called by the President at any time he/she may deem advisable.

Section 4 – Quorums

At any duly called General Meeting of the Chamber, Members present shall constitute a quorum, except in the situation where action is required. In this situation, one-fourth of active Members (Active Members are those Members who have attended at least one of the previous three meetings) or five Members, whichever is greater, shall constitute a quorum.

Section 5 – Board of Directors Quorum

At the board of Directors meetings, three Board of Directors present shall constitute a quorum in any action deemed necessary.

Section 6 Parliamentary Procedure

The current edition of “Robert Rules of Order” is suggested to be utilized in any final source of authority in all questions of Parliamentary Procedure when such rules are inconsistent with the Articles of Corporation or these Bylaws of the Chamber.

ARTICLE IV – BOARD OF DIRECTORS/OFFICERS

Section 1 – Composition of the Board.

The Board of Directors shall consist of the following: President, Vice President, Secretary, and Treasurer. Each shall be elected by majority vote for a 1-year term.

Section 2 – Chamber Policy

The Board of Directors responsibilities are to formulate and to adopt all policies of the Chamber regarding matters of importance to the Chamber. The Board of Directors shall control the Chamber's property, and be responsible for the Chamber's finances, and shall direct the Chamber affairs.

Section 3 – Directors Nomination and Election

The election of Directors shall be in accordance with the following: At an agreed upon time each year, Directors will be elected to one year terms, with no limit placed on the number of terms candidates for the Board can serve. Vacancies that occur outside of the normal election time shall be filled by special vote by Chamber members at the next official meeting.

Article V – Duties of the Board of Directors

Section 1 - Duties of the Board of Directors

A) (President) President shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to this office. He/she shall assist in formulating and promoting all Chamber activities. He/she will review with the Secretary all business transactions of the Chamber. He/she should attend local meetings as a representative of the Chamber and promote its programs. He/she will assume all powers and responsibilities of Board positions in the absence of a candidate for the position(s). President may delegate voting matters to either the Board of Directors or to the Chamber membership quorum. He/she shall promote all officers and committees, and be ex-officio member of all Chamber committees. He/she will promote all Chamber activities to the best of his/her abilities.

B) (Vice President) In the absence of the President, or if for any reason the President is unable to act, the Vice President shall preside at all meetings of the Chamber and Board of Directors, and be empowered to do the duties herein given to the President. Accordingly, in the event of death or resignation of the President, the Vice President shall succeed him/her in office. The Vice President shall also be responsible for identifying and scheduling the monthly Chamber meeting speakers.

C) (Secretary) He/she shall be responsible for keeping records of Board of Directors and regular Chamber meetings as required by the Board of these Bylaws. Secretary shall also act as President in the absence of both the President and the Vice President.

D) (Treasurer) Treasurer shall be responsible for the receipt and disbursement of the funds of the Chamber, and shall serve as the recording secretary to the Board of Directors.

Article VI – Committees and Divisions

Section 1 – Appointments and Authority

The President with the approval of the Board of Directors shall establish or discontinue all committees and shall appoint or discharge all committee chairpersons, for the term of his/her office. It shall be the function of the committees to make investigations, conduct studies or hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2 – Limitations of Authority

Action by any member (Except by the Executive Committee covered under article V) committee, division, employee, administrator, or officer shall not be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Section 3 – Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

Article VII – Finances

Section 1 – Budget

Each fiscal year the Treasurer shall prepare a budget of anticipated revenues and expenses which he/she shall submit to the Board of Directors for revision or approval.

Section 2 – Disbursements

All disbursements of funds of the Chamber shall be upon approval and so ordered by the Board of Directors. Disbursements shall be made by check except where other form of payment is necessary, whereupon proper record, otherwise, shall be made, with receipts obtained. All checks shall be signed by two authorized signers appointed by the Board of Directors

Section 3 – Audit

The Board of Directors may cause the books and accounts of the Chamber as recorded by the Treasurer and Administrator to be examined and audited at any time.

Article VIII – Amendments

Section 1 – Making Amendments

These bylaws may be amended by a majority vote of those present at any quorum-qualified meeting of the Chamber. Notice of all bylaw changes will be mailed to the entire current membership prior to the meeting where votes will be cast.

Article IX – Liquidation

Section 1 – Dissolution

The corporation shall use its funds only to accomplish the purpose stated in these articles, and no part of the funds of the corporation shall insure to the benefit of, or be distributed to, members or corporation. In the event the corporation is dissolved, any net assets 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 and defined IRS Section 501 (c) (3)