

Hells Canyon Chamber of Commerce

Organizational Bylaws

(revised January 2007)

HELLS CANYON CHAMBER OF COMMERCE

BYLAWS

AS AMENDED, REVISED, AND APPROVED

ARTICLE I

NAME, LOCATION, ANNUAL MEETING

- Sec. 1) This organization shall be known as Hells Canyon Chamber of Commerce.
- Sec. 2) The headquarters of this organization shall be situated in Halfway, Baker County, Oregon.
- Sec. 3) the service area of the Hells Canyon Chamber of Commerce shall consist of the Panhandle region of Baker County. This area shall encompass the communities of Halfway, Oxbow, Pine Creek, Richland, Brownlee and all businesses based within a 30 mile radius of the said area.
- Sec. 4) the annual meeting shall be held by April 30 of each year and shall be the responsibility of the incoming Board of Officers.

ARTICLE II

PURPOSE , OBJECTIVES, BUSINESS

MISSION STATEMENT

Promote a thriving community through business partnerships, working together to increase revenue through tourism, recreation and commerce.

- Sec.1) Preserve the free enterprise system of business.
- Sec. 2) Promote business and community growth and development.
- Sec. 3) Cooperate with other organizations in worthwhile endeavors for the public welfare.
- Sec. 4) Promote the use of recreational facilities and opportunities within our service area.
- Sec. 5) Promote and market tourism within our service area.

ARTICLE III

BOARD OF DIRECTORS

- Sec.1) the Board of Directors shall consist of six (6) members. The members shall serve a one year term of office.
- Sec. 2) Qualification- Members of the Board of Directors shall be residents of the Hells Canyon Chamber Service area as defined in Article I, section 3, and have an active business interest in said area plus be a paid up member of the Hells Canyon Chamber of Commerce.
- Sec.3) Elections- Elections shall be carried out in the manner provided by Article IV.

- Sec. 4) No Director shall be elected or appointed to the Board of Directors for more than three consecutive terms, but may be reelected to any number of nonconsecutive terms.
- Sec. 5) Absence of a Director from three consecutive meetings of the Board of Directors, or from one-third of the meetings in a calendar year, shall conclusively constitute the resignation of such Director from his/her membership on the Board and upon action of the Board accepting such resignation, such person shall cease to be a member of the Board of Directors.
- Sec.6) Vacancy- If any office or any board position becomes vacant by reason of death, resignation, disqualification, or otherwise, the remaining directors shall choose a successor to hold office for the remainder of the term of the replaced director.
- Sec. 7) Compensation- The Board of Directors shall not receive salary or other compensation for their service, except for the Information Manager.
- Sec. 8) Limitation of Authority- No action by any member, committee or officer shall be binding of the Chamber until it has been voted on and ratified by the Board of Directors in open meeting with membership present.

ARTICLE IV NOMINATIONS AND ELECTIONS

- Sec. 1) The annual election for Board of Directors for Hells Canyon Chamber of Commerce will be completed in January of each year.
- Sec. 2) Any paid up member is entitled to submit the name of a paid up member as a candidate to serve on the Board of Directors. The names will be submitted to the board and will be included on the ballot.
- Sec. 3) Elections will be for the Executive Staff consisting of the President, Vice President, Secretary and Treasurer. The positions of Information Manager and Membership Manager are appointed positions. These positions must be filled by members in good standing of the chamber.
- Sec. 4) the persons on the ballots receiving the highest number of votes from the membership for each position shall be deemed duly elected and shall serve for a period of one year. The newly elected Directors shall take office at the first meeting held in February.
- Sec. 5) when a vote of the membership is called for, each voting member in good standing and in attendance shall be entitled to cast one vote.

ARTICLE V OFFICERS

- Sec. 1) The officers of this Chamber shall consist of a President, Vice-President, Secretary, Treasurer, Information Manager and Membership Manager, all of whom, except the Information Manager, shall serve without compensation.
- Sec. 2) Qualifications- The President, Vice-President, Secretary, Treasurer, Information Manager and Membership Manager must all be members of the Chamber.

- Sec. 3) Powers and Duties of President- The President shall be the executive officer of the Chamber and shall preside at all meetings of the members and Directors. The President shall have general and active management of all affairs of the Chamber and shall see that all orders or resolutions of the members and the Board of Directors are carried out into effect.
- Sec.4) Powers and Duties of the Vice-President- The Vice-President shall be charged with the duties of the President whenever the President, for any reason, cannot discharge the duties of the office.
- Sec. 5) Powers and Duties of the Secretary – The Secretary shall be responsible for seeing that accurate minutes are taken at all meetings, to maintain the history of the Chamber.
- Sec. 6) Powers and Duties of the Treasurer – The Treasurer shall be custodian of all the funds of the Chamber and shall oversee deposits, disbursements etc. The Treasurer will be responsible for bank reconciliation and oversee accounting for Chamber assets. The Treasurer will make written reports monthly to the Board of Directors and for the annual meeting membership. All disbursements shall be made by checks signed by the President, Vice-President or Secretary and countersigned by the Treasurer.
- Sec. 7) Powers and Duties of the Information Manager- The Information Manager shall maintain all website information for the Chamber as well as update business listing in a timely manner for our paid up membership. The Information Manager will be in charge of the phone system and updating the information listed. The Information Manager will receive compensation for this duty due to the time and expense involved. Compensation amount to be determined by the Board.
- Sec. 8) Powers and Duties of the Membership Manager – to maintain membership information, applications and renewals, provide a point of contact for membership services and is an advocate in the community on behalf of the Chamber.
- Sec. 9) an officer can be removed from office by a two-thirds (2/3) vote of the Directors at a meeting in which a quorum is present.

ARTICLE VI MEMBERSHIP AND DUES

- Sec. 1) Composition - Hells Canyon Chamber shall be composed of regular, civic and associate members.
- Sec. 2) Regular membership - The term regular members means any business or professional person and any corporation, partnership, rancher, or association engaged in business in said service area
- Sec. 3) Civic Membership - Civic members shall include municipalities, ministers, retired businessmen and women and all others who are interested in the objectives an purposed of the Hells Canyon Chamber but have no business or participation in the business.
- Sec. 4) Associate Membership - Associate members shall include individuals who are employees of an existing business, and wish to support the activities of the Chamber and receive other benefits of membership.

- Sec. 5) Dues are to be set according to the type of membership applied for. Dues and membership are for a period of one year.
- Sec. 6) Voting- During yearly elections all regular and associate members with paid up memberships in good standing are entitled to one vote per member. Hells Canyon Chamber encourages all members to attend meetings, give input, ideas and suggestions to the Board of Directors, voting privileges during monthly meetings are reserved for the Board of Directors if a quorum is present.
- Sec. 7) Payment of Dues – Dues of new members shall be payable receipt of application and signing of contract. Renewal dues shall be paid annually when due. A new contract for membership must be signed upon renewal.
- Sec. 8) Suspension- If any member shall fail to pay their dues within three months from the due date, notice of delinquency shall be given. If at the end of an additional three months from the date of such notice, such member still remains delinquent the Board of Directors may drop the delinquent member from the membership roll.
- Sec. 9) The Board of Directors shall approve all new members. The Board of Directors has the right to remove members for cause by a two thirds (2/3) vote.

ARTICLE VII MEETINGS

- Sec. 1) Time and Place of Meeting - The Board of Directors shall hold regular meetings each month or as otherwise agreed on a day and hour and at such a place in our service area. No notice of regular monthly meetings shall be required.
- Sec. 2) Special Meetings- Special meetings of the Board of Directors may be called at any time by a majority of the Board of Directors. Three day notice will be given to the general membership. Notice of special meetings will be given by letter, telephone, or email.
- Sec. 3) Quorum – A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Sec. 4) Voting- All decisions of the board and its committees shall be reached, where possible, by consensus among the Board Members present, following Roberts Rules of Order to document and control the decision process.
- Sec. 5) Adjourned Meetings – The Directors present at any meeting wherein a quorum is not present must adjourn the meeting to such time and place as may be determined.

ARTICLE VIII COMMITTEES

- Sec. 1) The Board of Directors shall appoint all standing committee chairs. It shall be the duty of the Chair to take care of all matters which may be referred to them by the Board or President.
- Sec. 2) All financial transactions required by the Committees shall first be approved by the Board of Directors before payment is made. No reimbursement shall be paid with out prior approval and receipt.

Sec. 3) No committee shall solicit contributions or donations without permission from the Board of Directors.

ARTICLE IX
AMENDMENTS, REPEAL AND ADOPTION OF NEW BYLAWS

Sec. 1) Power of Members- The members of the Chamber shall have the power to amend, repeal and adopt new bylaws by a two third (2/3) vote of members voting.

Sec. 2) Power of Directors- The Board of Directors of this Chamber shall have the power to repeal, amend the bylaws of this Chamber and to adopt the new bylaws, by a favorable vote of a quorum of Directors.

ARTICLE X
NONDISCRIMINATION CLAUSE, INDEMNITY

Sec. 1) The Hells Canyon Chamber or its Board of Directors shall not discriminate against any person based on sex, race, religion or creed.

Sec. 2) The Hells Canyon Chamber will indemnify its Board of Directors and Officers to the fullest extent allowed by Oregon Law.

THESE BYLAWS OF THE HELLS CANYON CHAMBER OF COMMERCE ARE APPROVED AND ADOPTED BY THE MEMBERSHIP AS OF THIS DATE: JANUARY 2, 2007
BY A MAJORITY VOTE OF MEMBERS PRESENT.

President

Information Manager

Vice-President

Membership Manager

Secretary

Member At Large

Treasurer