

BEAVERTON AREA CHAMBER OF COMMERCE

BYLAWS

ARTICLE I

GENERAL

Section 1 - NAME

This organization is incorporated under the laws of the State of Oregon as a nonprofit corporation and shall be known as "Beaverton Area Chamber of Commerce."

Section 2 - LOCATION

The principal office is located within the Beaverton trade area.

Section 3 - SEAL

This corporation shall have a seal which shall be circular in form, with an impression stamp thereon with the following inscription around the edge thereof: "BEAVERTON AREA CHAMBER OF COMMERCE" and underneath this name, in the circle, will be "BEAVERTON OREGON" and in the center of the seal will be the words "CORPORATE SEAL"

Section 4 - PURPOSE

Mission Statement: The Beaverton Area Chamber of Commerce promotes a vibrant community and business environment by leading business development and retention, advocating sound public policy and providing strategic member services.

Section 5 - AREA

The Beaverton area economic region shall include the surrounding area which has common economic interests.

Section 6 - LIMITATION OF METHODS

The Beaverton Area Chamber of Commerce shall observe all local, State and Federal laws which apply to a nonprofit organization, as defined in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1 - ELIGIBILITY FOR REGULAR MEMBERSHIP

Any person, association, corporation, partnership, estate or other entity that provides goods and services shall be eligible to apply for regular membership.

Section 2 - HONORARY LIFE MEMBERSHIP

Honorary Life Membership in the Chamber without the obligation to pay membership dues, shall automatically be accorded to individuals who have served as Chair and any person responsible for obtaining fifty (50) paid memberships in the Chamber. The Board may by resolution provide life membership to other members in the exercise of its sole discretion. Any such life membership shall be available only to individuals and shall be nontransferable by those individuals. The company which employs the Honorary Life Member will not be excused from paying dues.

Section 3 - ELIGIBILITY FOR ASSOCIATE MEMBERSHIP

Any community-minded individual not engaged in pursuit of profit may apply for membership in the Chamber.

Section 4 - DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

Section 5 - VOTING

Any member shall be entitled to cast only one vote and shall have the right to change its designated representative upon notice. Votes must be cast in person except for election of Board of Directors, which may be done in writing.

Section 6 - MEMBERSHIP APPLICATIONS

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Board has the right to determine final eligibility.

Section 7 - TERMINATION

- a. Any member may resign from the Chamber upon notice to the Board of Directors.

b. Any member may be expelled by the Board of Directors by a majority vote for nonpayment of dues after sixty (60) days from the due date, unless otherwise extended for good cause.

c. Any member accused of unbecoming conduct, prejudicial to the aims or repute of the Chamber, shall be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof after notice and opportunity for a hearing before the Board of Directors.

Section 7 - **ORIENTATION**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers, committee chairs and members, and new members.

ARTICLE III

MEETINGS

Section 1 - **ANNUAL MEETINGS**

There shall be an annual meeting of the general membership. The time and place shall be fixed by the Board of Directors and notice thereof provided to regular members at least ten (10) days before the meeting.

Section 2 - **ADDITIONAL MEETINGS**

General membership and Board of Directors meetings of the Chamber of Commerce may be called by the Chair. Notice of meetings shall be provided at least five (5) days prior to such meetings. Board of Directors meetings may be held upon written petition of five (5) members of the Board of Directors. Notice shall be given as directed.

Section 3 - **QUORUMS**

At any General Membership or committee meetings of the Chamber, members present shall constitute a quorum. A majority of the Board of Directors shall constitute a quorum.

ARTICLE IV

Section 1 - **COMPOSITION OF THE BOARD**

The Board of Directors shall be composed of up to nineteen (19) voting members, fifteen (15) are elected by the Board of Directors and four (4) are appointed by the Board of Directors. Each elected director shall serve for a three year term or until his/her successor is elected and has qualified. Four (4) members may be appointed by the Board to serve a one year term. No Board member shall be elected to more than two consecutive terms. Appointed Board Members shall not be limited in the number of terms which they may serve. The governing and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finance, and direct its affairs.

Ex Officio Board members. Any Chair of the Board of Directors whose term of office has expired, and who has not been elected or appointed to an additional term as a Board member, may continue to serve as an ex officio member of the Board. The Superintendent of the Beaverton School District, the Executive Dean of the Rock Creek Campus of Portland Community College, the Mayor of the City of Beaverton, the General Manager of Tualatin Hills Park & Recreation District, the Fire Chief, Tualatin Valley Fire and Rescue and local County Commissioner may also serve as ex officio members of the Board of Directors. Ex officio members are not subject to the nomination process set out in Section 2 of the bylaws. Ex officio Board members will be notified of all Board meetings, but are not entitled to a vote and do not count toward a quorum.

Section 2 - SELECTION AND ELECTION OF DIRECTORS

a. Nominating Committee

The Nominating Committee shall consist of the Chair, Chair-Elect, and three additional Board members, appointed by the Chair, subject to the approval of the Executive Committee and ratification by the Board. The Chair-Elect shall serve as the Chair of the Nominating Committee. The Nominating Committee shall be appointed for one-year terms, commencing no later than May of each year. The Nominating Committee shall nominate for the Board’s consideration, persons to serve in the following capacities for the applicable terms of office as indicated below:

EXECUTIVE COMMITTEE:

<u>Position</u>	<u>Term</u>
Chair	1-Year
Chair-Elect	1 Year
Immediate Past Chair	1 Year
Treasurer	1 Year
President/CEO	

At the recommendation of the Nominating Committee and Executive Committee, and upon approval by the Board of Directors, the Chair and Chair-Elect may serve a second consecutive one-year term.

BOARD POSITIONS:

“At large” Directors (5)	3 Years
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At the regular September Board meeting, the nominating committee shall present to the Board for its approval a slate of five (5) candidates for election to the Board by vote of the board. Each candidate must be a member in good standing who has agreed to accept the responsibility of a Director.

b. Publicity of Nominations

At least 15 days before the regular board meeting in October, the nominating committee shall cause to be sent to all members in good standing electronic written notice identifying the selected slate of 5 candidates. The notice shall also inform the members of their right to make additional nominations by petition as specified in Article IV, section 2c. At the regular board meeting in October, if no additional candidates have been nominated by petition, the board shall certify that the candidates selected by the nominating committee are elected.

c. Nominations by Petition

Additional candidates for Directors can be nominated by petition bearing the genuine signatures of at least 10 percent of the membership of record as of September 1st. The candidate must be a member in good standing who has agreed to serve as a Director. The petition shall be hand-delivered by the candidate to the Chamber's President/CEO within fifteen calendar days after notice of the names of those nominated has electronically announced to the membership. The determination of the nominating committee as to the legality of the petitions shall be final.

The nominating committee will make sure each bona fide candidate for the Board of Directors' election will receive proper and equal membership notification. Ballots will include, but not be limited to, the candidates' name, occupation, position and listing of all past and current Chamber activities such as: committees chaired, participating in committees, other Chamber activities.

d. Voting Procedures

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 at least ten (10) days prior to the regular October board of directors meeting. Ballots not received pursuant to this paragraph or not marked according to instructions shall be void. The ballots shall be counted at the October board meeting. The five (5) persons receiving the most votes will fill the three (3) year positions. In the event of a tie, the winner will be drawn by lot.

All ballots must be returned to the Chamber's office no later than 9:00 a.m. on the day of the election. Any ballots received after that time will not be counted.

e. Judges

The Chair shall appoint four judges who are not candidates for election. The judges shall have complete supervision of the election if ballots are used.

f. Directors Appointed by the Board

The nominating committee will nominate up to four (4) Chamber members to serve a one (1) year term each, to be presented to the Board at the regular meeting of the board in December. Up to four of these proposed members will be appointed by the Board from those individuals recommended by the nominating committee.

The Board of Directors shall, at the December meeting of the Board appoint up to four (4) members to the Board to fill the nineteen (19) allowed for positions.

Section 3 - **SEATING OF NEW DIRECTORS**

All newly elected Board members shall be seated and eligible to vote at the first Board meeting of the new calendar year.

Section 4 - **ATTENDANCE**

Unless excused by the Chair, a member of the Board of Directors who is absent for three meetings in a twelve month period of the Board may, by vote of the majority, be removed from the Board.

Section 5 - **VACANCIES**

Vacancy on the Board shall be filled by election of the Board prior to the expiration of the term. Those elected shall complete the unexpired term of the Director they replace.

Section 6 - **PROCEDURES AND POLICIES**

The Board of Directors shall be responsible for establishing procedures and policies which shall be maintained in a policy manual. The manual shall be reviewed annually and revised as necessary.

Section 7 - **MANAGEMENT**

The Board of Directors shall employ a full time paid professional to manage the affairs of the chamber. This person shall be given the title of President/CEO and shall report and be responsible to the Board, which shall determine the salary and duties.

Section 8 - **INDEMNIFICATION**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the 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 a Director(s) of the Chamber, except in relation to matters as to which such Director 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 as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

Section 1 - **DESIGNATION OF OFFICERS**

- a. The Nominating Committee, as appointed under Article IV, Section 2a, shall during

November present to the Board for their approval the slate of officers for the upcoming year.

The following shall be considered officers of the Chamber:

- Chair
- Chair-Elect
- Treasurer
- Immediate Past Chair
- President

Section 2 - **DUTIES OF OFFICERS**

a. Chair: The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership and Board of Directors. The Chair shall, with the advice of the Directors, appoint committee chairs.

b. Chair-Elect: The Chair-Elect shall serve as the assistant to the Chair and shall perform the duties of the Chair in the Chair's absence. The Chair-Elect shall also serve as Chair of the Nominating Committee.

c. President/CEO: The President/CEO shall be the Chief administrative officer and shall serve as recording secretary, to the Board of Directors.

d. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the 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. At frequent intervals, the Treasurer shall make reports to the Board of Directors.

e. Directors: The Directors' principal mission is to develop policy, budget and business plans for the year. The Board of Directors will also establish standing committees as appropriate to carry out the business plan.

f. In the event that the Immediate Past Chair is no longer able to serve, the board will appoint an available Past Chair to serve on the board.

Section 3 - **EXECUTIVE COMMITTEE**

a. The Beaverton Area Chamber of Commerce Executive Committee is made up of the Chair, Chair-Elect, Treasurer, Immediate Past-Chair, and the President/CEO.

b. The committee will meet as necessary and is responsible to assist and advise the Chair. The committee also is responsible for preparing an Employee Performance Appraisal of the President/CEO on the anniversary date of employment.

c. The committee may act on behalf of the Board of Directors in an emergency when the Board is not in session, and may authorize emergency expenditures not exceeding \$5000. Any such action will be reported at the next Board meeting. The committee may not make decisions regarding major issues of policy or funding without previous direction from the Board of Directors.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1 - APPOINTMENT AND AUTHORITY

The Chair, with the approval of the Board of Directors, shall establish or discontinue any and all committees. The Chair shall appoint or discharge all committee chairs, for the term of his office.

Section 2 - LIMITATION OF AUTHORITY

No action by any member, committee, or employee, shall 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. Committee chairs may take action on issues, once policy has been established by the Board of Directors except as noted in Section 3 (BAC) below.

Section 3 - Business Advocacy Council

- a. Business Advocacy Council – The BAC is established for the purpose of ensuring sound public policy which promotes a business-friendly community and economic environment for the membership at the local, county and state levels of government. As such, and for the purposes of being timely and effective in taking positions on a variety of issues, the BAC is empowered to take positions in advance of the board.
- b. All positions and actions of the BAC will be reported electronically to the Board of Directors within 24 hours of the action.
- c. The BAC is comprised of up to 15 members in good standing appointed by the Board of Directors. There will be a simple majority of BAC appointed members that are members of the Board of Directors. BAC council members will complete an application for appointment at the first regular Board of Directors meeting of the year. Terms of service are for one year and Councilors may be appointed to serve for consecutive terms.
- d. The BAC will meet monthly or as needed.
- e. The BAC may establish subcommittees to work on specific issues.
- f. All activities of the BAC will be reported to the Board of Directors at the regular Board meetings.
- g. The Board of Directors will continuously maintain its responsibility and authority to review the actions of the council, and will have the authority to change or cancel council actions by a majority vote of the Board.

Section 4 - APPROVAL OF PROPOSED RESOLUTIONS

The Beaverton Area Chamber of Commerce is vitally interested in local, regional, state and

national issues concerning business and the business community. The Board of Directors and/or the Business Advocacy Council may commit by resolution to take a position on issues which it deems important to the well-being of the Chamber membership.

Committee chairs and/or Board members may bring proposed resolutions or recommendations before the Board of Directors for action. Recommendations by committees and Board members are advisory to the Board of Directors.

All proposed resolutions adopted by divisions, committees, task forces and affiliated organizations and all reports and other communications which purport to reflect the policy and attitude of the Chamber shall first be approved by the Board of Directors before being released either to the membership of the Chamber or to the public.

ARTICLE VII

FINANCES

Section 1 - FUNDS

All money paid to the Chamber including committee fund-raising events, shall be placed in the general operating fund, unless specifically designated by the Board of Directors. At the end of the fiscal year, funds unused from the current year's income shall be applied in accordance with the budget or the directions of the Board of Directors.

Section 2 - DISBURSEMENTS

No disbursements of the funds of the Chamber shall be made unless the same have been approved, authorized and ordered by the Board of Directors. Upon approval of the budget, the President/CEO may be authorized to make disbursements on account of expenses provided for in the budget without additional approval of the Board of Directors and conduct the normal operations of the Chamber. A copy of the budget and current year to date expenses will be provided to the Board of Directors monthly.

Section 3 - FISCAL YEAR

The fiscal year of the Chamber shall close on December 31.

Section 4 - BUDGET

The Finance Committee shall prepare the budget for the coming year and submit it to the Board of directors for approval at the November or December meeting.

Section 5 - ANNUAL AUDIT

The accounts of the Chamber shall be reviewed by a certified public accountant on an annual basis, with a full audit being done every fifth year, as of the close of business on December 31. The

review/audit shall at all times be available to members of the organization. The Board has the right to call for a full audit at any time deemed necessary by a vote of the majority of the Board.

ARTICLE VIII

DISSOLUTION

Section 1 - PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to the members of the Chamber. 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 to be selected by the Board of Directors as defined in IRC, Section 501 (c)(3).

ARTICLE IX

Section 1 - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the chamber.

ARTICLE X

AMENDMENTS

Section 1 - REVISIONS

The Bylaws may be amended or altered by a simple majority vote of the Board of Directors voting at any regular or special Board meeting, provided the notice for the meeting includes the proposals for amendments.

Revised 1986

Second Revision Approved July 1992

Third Revision Approved December 1994

Fourth Revision Approved November 1995

Fifth Revision Approved November 1996

Sixth Revision Approved February 1997

Seventh Revision Approved March 1999

Eighth Revision Approved January 5, 2001

Ninth Revision Approved December 7, 2001

Tenth Revision Approved April 11, 2003

Eleventh Revision December 11, 2007

Twelfth Revision September 21, 2011

Thirteenth Revision October 16, 2013