

JACKSONVILLE CHAMBER OF COMMERCE & BUSINESS ASSOCIATION
P.O. Box 33 185 North Oregon Street Jacksonville, Oregon 97530

BYLAWS OF THE JACKSONVILLE CHAMBER OF COMMERCE & BUSINESS ASSOCIATION
Revised: March 15th, 2016

ARTICLE I
NAME

This organization is incorporated under the laws of the State of Oregon as a non-profit corporation, having executed and filed articles of incorporation under the name of Jacksonville Chamber of Commerce on July 31, 1975.

Its principle office shall be located in the city of Jacksonville, Oregon.

ARTICLE II
MISSION /OBJECTIVES

To serve in the leadership role of helping the business community prosper and as a collaborative partner with the City and community organizations to enhance a strong sense of community and engender the cooperative spirit of small town life.”

1. Provide valued resources for new and existing businesses
2. Develop and promote Jacksonville as a year-round preferred visitor destination and business community
3. Serve as the liaison for the Jacksonville business community with the City of Jacksonville, the State of Oregon and other political and non-political entities
4. Create a positive relationship between residents and business community

ARTICLE III
LIMITATIONS

The Jacksonville Chamber of Commerce & Business Association shall be nonpartisan and nonsectarian.

ARTICLE IV
MEMBERSHIP

1. **Eligibility:** Any person, firm, association, or corporation interested in the general welfare of Jacksonville and the surrounding area shall be eligible for membership
2. **Requirements for membership:**
 - a) Application for membership shall be made in writing to the board of directors. The application shall be regarded as an indication of the applicant's interest in the purposes of the Chamber of Commerce & Business Association and adherence to these bylaws.
 - b) Application must be accompanied by a payment of the membership dues for the year.
 - c) Any eligible person, firm, association, or corporation may acquire more than one membership by paying the annual dues of each such membership. Each membership will have one vote.
 - d) Any eligible person, firm, association, or corporation holding one or more memberships shall have the right at any time to change any or all of its representatives.
3. **Honorary membership:** The Board of Directors may, by unanimous vote, admit any person to honorary membership because of ability. Honorary members shall be exempt from all fees and dues. They shall have voting privileges at general meetings, but not have voting privileges at Board of Directors meetings. The Board of Directors can revoke any honorary membership by a two-thirds vote.
4. **Expulsion:** Any member may be expelled by a two-thirds vote of the Board of Directors after written notice has been given.
5. **Resignation:** Members shall have the right to resign at any time upon submission of a written notice. No dues will be refunded for partial or full year membership.

6. **Meetings:**

- a) Place - Membership meetings shall be held at such places as designated by the Board of Directors.
- b) Annual meeting - The annual meeting shall be held in January. Annual reports will be given, and newly elected Directors and officers will be presented.
- c) Special meetings – Special meetings may be called by: President, or when requested by
 - i) three or more Board of Directors, or
 - ii) ten general Chamber members.
- d) Notice of meetings - Notice of the time and place of annual and special meetings shall be sent to all members at least five days prior to such meetings. The notice shall state the business and matters to be considered.
- e) Voting and Proxies - Each member entitled to vote shall have the right to do so either in person or by written proxy.

ARTICLE V
BOARD OF DIRECTORS

- 1. **Powers:** Subject to the limitations of the articles and supplementary article of incorporation, the laws of the State of Oregon covering non-profit corporations, and these bylaws, all corporate powers, management, and conduct of the affairs of the Jacksonville Chamber of Commerce & Business Association shall be controlled by the Board of Directors.
- 2. **Liability of Directors and Officers:** None of the Directors or Officers of the Jacksonville Chamber of Commerce & Business Association shall be liable personally, in any manner whatsoever, for the debts, liabilities, or obligations of the Chamber, except for any malfeasance or misfeasance of such Director or Officer
- 3. **Structure:** The Board of Directors shall consist of no more than twelve members and defined as follows:
 - a. Immediate - Past President*
 - b. President*
 - c. Vice President*
 - d. Secretary*
 - e. Treasurer*
 - f. 3 Officio Directors. (see item V:11)
 - g. Directors at Large.
- 4. **Qualifications of Directors** - A Director must be a current member of the Chamber, be knowledgeable of, and agree to adhere to these bylaws.
- 5. ***Executive Committee:** The Executive Committee consists of: Immediate Past President, President, Vice President, Secretary, and Treasurer. The Executive Committee is empowered by the Board of Directors to act on matters that require action before the Board of Directors can convene at a regular or special meeting. Actions of the Executive Committee must be followed by the vote of the full Board at the next Board meeting.
- 6. **Nomination of Directors** - The nomination of Directors shall be made in the month of February by a Nominating Committee appointed by the Board. The Nominating Committee shall consist of the Vice President as chairperson, Immediate Past President, and three additional Board members.
- 7. **Terms of office:** A member elected to the Board shall hold office for three (3) years or until a successor has been elected.
- 8. **Nomination:** The names of those accepting nomination by the Nominating Committee, and any names of those nominated by petition, shall be placed on the official ballot which shall be sent to all members of the Chamber at least six days prior to the annual election to be held on or before February 28. The ballot shall indicate the number to be elected from those nominated. The candidate(s) receiving the most votes will be elected.
- 9. **Tie votes:** In the case of a tie, the elected shall be determined by lot under the direction of the Nomination Committee.

10. **Vacancies:** Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors subsequent to applications, submitted by interested Chamber members. Each Director so elected shall hold office for the unexpired term of the replaced Director.
11. **Ex-Officio Directors:** A representative of: the Britt Festivals, local Historical Society entity, as well as the Mayor of the City of Jacksonville shall be ex-officio voting members of the Board of Directors and shall be entitled to participate in its actions and deliberations.
12. **Meetings:** Regular and special meetings of the Board of Directors shall be held at such places as may be determined by the Board.
13. **Organizational Meeting:** After the election, the newly elected Board of Directors shall hold meeting for the purpose of electing officers who shall take office April 1.
14. **Quorum:** A quorum of the Board of Directors shall be 50% of the voting, Directors plus one.
15. **Proxies:** Each Board member entitled to vote shall have the right to do so either in person or by written proxy. Attendance - Any Director who fails to annually attend Board meetings for three (3) consecutive meetings, or four (4) nonconsecutive meetings, may have their seat declared vacant by majority vote of the Directors unless such absences are due to serious illness, accident, or otherwise excused.
16. **Annual Report:** The Board of Directors will report the activities of the Chamber to its members at the annual meeting in January, in such form as may be deemed appropriate.
17. **Notice by Mail, Fax, or Email:** Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Chamber may be given by mail, fax or email. If mailed, a notice is deemed delivered when addressed and mailed to the person at his or her address as it appears on the Chamber records, with postage prepaid. If notice is given by fax or email, such must be addressed to the person at his or her fax number or email address as it appears in the Chamber records and deemed delivered when message confirmation is received by the sender of the notice. A person may change his or her address, email address, or fax number in the Chamber records by giving written notice of the change to the Chamber staff office.
18. **Meeting by Telephone:** The Board of Directors and any committee of the Chamber may hold a meeting by telephone **conference-call** procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in the conference-call meeting constitutes his or her presence at the meeting. Any matter requiring a vote may be decided at a meeting by telephone with voting procedures and confirmation of any vote taken to be determined and announced to those in attendance prior to taking any vote.

ARTICLE VI
OFFICERS

Terms of office - the Board of Directors shall elect the President, Vice President, Treasurer, and Secretary, for a term of one year.

1. **President** - The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Chamber and shall have powers and duties as may be prescribed by the Board of Directors, or these bylaws. The Chamber member taking the office of President must have served on the Board of Directors, a minimum of one (1) year prior to assuming the office. Following serving his/ her term as President, the President agrees to then continue on the Board, serving as Immediate Past President. The President shall be responsible for hiring, discharging, directing, and supervision of all employees with the approval of the Executive Board.

2. **Immediate Past President:** The Immediate Past President shall serve for a period of 1 year, following their role as President, operating in a transition role but continuing as a voting member of the Board of Directors and Executive Committee.
3. **Vice President:** In the absence or disability of the President, the Vice President shall perform the duties of the President and shall have the powers of, and be subject to, the restrictions upon the President.
4. **Secretary:**
 - a. shall be responsible for the minutes of all Board of Directors meetings as well as regular Chamber meetings..
 - b. shall be responsible for a duplicate record of all members.
 - c. shall be responsible for proper notification regarding all Chamber meetings and Board of Directors meetings as stated and required by these bylaws (Article IV: 6)
 - d. shall be responsible for presenting to the general Chamber membership, a full summary of all votes and actions taken at the Board of Directors meetings. This summary must be presented at the first regular Chamber meeting following each Board meeting.
5. **Treasurer:** The Treasurer shall be responsible for the general oversight of all funds received by the Chamber and for the proper disbursement of those funds, and:
 - a. shall keep and maintain adequate and correct accounts of the properties and business transactions of the Jacksonville Chamber of Commerce, including but not limited to: accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
 - b. shall deposit all monies and other valuables in the name and to the credit of the Chamber with such depositories as may be designated by the Board of Directors
 - c. shall cause a monthly financial report to be made to the Board.
 - d. shall render to the President and Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Chamber and to allow open inspection of the books at any time requested by any Director.

ARTICLE VII

COMMITTEES (indefinite duration), and Task Forces (limited duration)

1. **Powers and Duties** - The Board of Directors shall authorize and define the powers and duties of all committees and may establish or discontinue committees at its discretion.
 - i. A Marketing Committee will be established by the Board of Directors and authorized to disperse funds for marketing purposes only.
 1. Funding will come from fees paid by Chamber members for participation in the annual Enhanced Marketing Package, from cooperative advertizing revenue, and from grants received for marketing activity.
 2. The Marketing committee will be chaired by the Executive Director- Marketing for the Jacksonville Chamber of Commerce & Business Association
 3. The Marketing committee will be made up of Chamber members in good standing that have paid the additional fees associated with the Enhanced marketing membership.
 4. Additionally, at least one member of the Marketing Committee will also be an officer of the Executive Committee of the Board Of Directors
 5. The Marketing Committee will prepare an annual budget and get ratification for its spending priorities from the Board Of Directors of the Jacksonville Chamber of Commerce & Business Association
 6. The Marketing Committee will meet at least quarterly and will update its spending decisions and financial status to its members, and to the Board of Directors.
2. **Limitation of Authority** - No action by any member, committee, task force, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber and/or its affiliate organizations until it shall have been approved or ratified by the Board of Directors. Committees/task

forces shall be discharged by the President of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, as it is deemed wise to discontinue the committees/task forces.

ARTICLE VIII
DISBURSEMENTS AND FINANCIAL OVERSIGHT

1. Deposits - Funds of the Jacksonville Chamber of Commerce shall be maintained in a commercial account in a financial institution in Jacksonville as selected by the Executive Committee and approved by the Board of Directors. All money paid to the Chamber shall be placed in a general operating fund. Reserve funds shall be deposited or invested based on an approved policy adopted by the Board of Directors.
2. Checks/ Disbursements - Checks on such funds shall be signed by two of the following officers: Treasurer, President, Secretary, or Vice President. Upon approval of the budget, the Treasurer may be authorized to make disbursements up to \$250.00 without additional approval of the Executive Committee or Board of Directors. If the budget has not been approved, either a quorum of the Executive Committee or the Board of Directors must approve disbursements of over \$250.00.
3. An audit of the financials will be done at the request of the Board of Directors, no less than every two years. The exception being that the Board will request an audit be done annually, upon the change of an individual, or company, maintaining the financial records.
4. The audit shall be done as of the close of business on December 31, by a public accountant and approved by the Executive Committee and Board of Directors. Upon completion and approval by the Executive Board the audit shall at all times be available to members of the Chamber within the offices of the Chamber.
5. Budget - The Executive Committee shall prepare the budget for the coming year during its first two regularly scheduled monthly meetings of the year, and submit it to the Board of Directors for approval during its second monthly meeting of the year, typically February.

ARTICLE IX
FISCAL YEAR

The fiscal year shall be January 1 through December 31.

ARTICLE X
PARLIAMENTARY PROCEDURE

The proceedings of meetings of the members and Board of Directors shall be governed by, and conducted according to, the latest edition of Robert's Rules of Order.

ARTICLE XI
AMENDMENT

Amendments to these bylaws may be adopted by a two-thirds vote of the Board of Directors, provided written notice of the proposed amendment shall have been given to the members of the Board at least two weeks prior to voting.

THE FOLLOWING IS A “TEST AND GUIDELINES” LISTING FOR CHAMBER BUSINESS CONSIDERATIONS. THIS IS MEANT TO BE USED FOR ANY PROPOSALS SET BEFORE THE CHAMBER BOARD AND / OR MEMBERSHIP.

**“TEST OF SIGNIFICANCE”
FOR THE BOARD CONSIDERATION**

1. Does it meet with the Chamber’s objectives? (i.e., does it affect the conduct of commerce in this market?)
2. Will it serve the best interest of the business community?
3. Is it within the charge of the group seated or would it be better handled as a recommendation to another group or individuals?
4. Have all affected organizations and individuals been informed?
5. Is it time and cost effective in terms of committee or staff time and current budget?

THE FOLLOWING IS A FOLLOWUP “GUIDELINES FOR ACTION” TO ASSIST IN ANY DECISION MAKING PROCESS BY THE BOARD.

“GUIDELINES FOR ACTION BY THE BOARD”

Before the Jacksonville Chamber may take a position on, expend resources for, or include an issue or action, it must be tested by the following guidelines;

1. Does the issue comply with the mission and objectives of the Chamber?
2. Is the issue business oriented, having an impact on the conduct of business in Jacksonville and surrounding appropriate area? The Chamber represents the general business community and not specific business or industry interests.
3. Is involvement with the issue cost effective? The Chamber may act on an issue if required resources can be justified, and if an obtainable goal may be reasonably expected.
4. Is involvement with the issue a duplication of effort? The Chamber may act on an issue individually or in cooperation with other organizations if it may be demonstrated that its participation will enhance the efforts but should avoid being duplicative of other organizations or individuals.
5. Have the appropriate entities and committees of the Chamber considered the issue? The Board of Directors, including public pronouncements, positions, expenditure of, or the obligation of funds must approve action on an issue.