jacksonville
CHAMBER OF COMMERCE

541-899-8118
P.O. Box 33
Jacksonville, OR 97530
jacksonvilleoregon.org

BYLAWS OF THE JACKSONVILLE CHAMBER OF COMMERCE

Revised: March 25, 2025

ARTICLE I

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 principal office shall be in the city of Jacksonville, Oregon.

ARTICLE II

MISSION STATEMENT

"Cultivating A Vibrant Business Community In Our Historic Landmark Town."

OBJECTIVES

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 the business community.

ARTICLE III

LIMITATIONS

The Jacksonville Chamber of Commerce shall be nonpartisan and nonsectarian.

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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 Visitors Center or Executive Director. The application shall be regarded as an indication of" the applicant's interest in the purposes of the Chamber of Commerce and adherence to these bylaws.

   b) Application must be accompanied by 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 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 its representatives.

3. **Expulsion :** Any member may be expelled by a majority vote of the Executive Board, followed by a two-thirds vote of the Board of Directors after written notice of possible expulsion has been given.

4. **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.

ARTICLE V

MEETINGS

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1. **Board of Directors meetings**: Board of Directors meetings shall be held once a month at a time and place as designated by the Board of Directors. Board of Director meetings shall be presided over by the Board President.

2. **General Membership meetings**: General Membership meetings shall be held at a time and place as designated by the Board of Directors. General Membership meetings will be presided over by the Executive Director.

3. **Annual meeting**: The Annual meeting shall be held within the first fiscal quarter (May 1st – July 31st). Annual reports will be given, and newly elected directors and officers will be presented. The Annual meeting will be presided over by the Executive Director.

4. **Special meetings:** Special meetings may be called by: President, or when requested by:

    a. three or more Board of Directors, or

    b. ten general Chamber members.

4. **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.

5. **Voting and Proxies:** Each member entitled to vote shall have the right to do so either in person or by written proxy.

6. **Meeting Electronically: The** Board of Directors and any committee of the Chamber may hold a meeting by electronic conference-call procedures. In all meetings held, 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 electronic conference must state that the meeting will be held electronically 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

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meeting. Any matter requiring a vote may be decided at an electronic meeting, 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

PARLIAMENTARY PROCEDURE

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

ARTICLE VII

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 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 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 ten (10) members and defined as follows:
    - President
    - Immediate - Past President
    - Vice President
    - Secretary
    - Treasurer
    - 5 Directors at large

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4. **Terms of Office**: A member elected to the Board shall hold office for three (3) years or until a successor has been elected.

5. **Qualifications of Directors:** A Director must be a current member of the Chamber, be knowledgeable of, and agree to adhere to these Bylaws.

6. **Nomination of Directors:** The nomination of Directors shall be made in the month of March by the Executive Board or nominating committee.

    a. The names of those accepting nominations, 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 the last day of the fiscal year (April 30). The ballot shall indicate the number to be elected from those nominated. The candidate(s) receiving the most votes will be elected.

    b. **Tie votes :** In the case of a tie, the elected shall be determined by lot under the direction of the Executive Board.

    c. Newly elected members of the Board will take office on the first day of the new fiscal year (May 1) and will attend the first regularly scheduled Board of Directors meeting (May).

7. **Interim Vacancies:** Interim 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 elected shall hold office for the unexpired term of the replaced Director.

8. **Organizational Meeting:** At the first regularly scheduled Board meeting of the new fiscal year, the newly elected Board of Directors shall elect officers (President, Vice President, Secretary, Treasurer), who shall take office immediately, and serve a term of one year.

9. **Executive Committee**: The Executive Committee consists of Immediate Past President, President, Vice President, Secretary, and Treasurer. The Executive

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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. The actions of the Executive Committee must be followed by the vote of the full Board at the next Board meeting.

10. **Quorum:** A quorum of the Board of Directors shall be 50% of the voting Directors plus one, attending the meeting.

11. **Proxies:** Each Board member entitled to vote shall have the right to do so either in person or by written proxy.

12. **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 other extenuating circumstances.

    a. Written notification should be provided to the President and Executive Director as soon as practicable.

    b. Excused absences shall not exceed four (4) meetings within a twelve-month period without Board review and approval for continuation of service.

    c. In cases of extended illness or recovery periods, the Board may grant temporary leave of absence for up to six (6) months (subject to review and renewal), allow participation through remote means, or appoint a temporary alternate Board Member if necessary for quorum purposes.

13. **Ex-Officio Directors**: Representatives from Britt Festivals, local Historical Society entity, and Jacksonville's City government are encouraged to attend to inform the actions of the Chamber.
14. **Annual Report:** The Board of Directors will report on the activities of the Chamber to its members at the Annual Meeting, in such form as may be deemed appropriate.

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15. **Notice:** 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.

ARTICLE VIII

OFFICERS

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 six months prior to assuming the office. Following 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.

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4. **Secretary:** The Secretary shall be responsible for the minutes of all Board of Directors meetings.

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. The Treasurer will provide monthly financial reports to the Board of Directors at the regularly scheduled Board Meeting.

ARTICLE IX

DISBURSEMENTS AND FINANCIAL OVERSIGHT

1. **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. **A qualified professional will be hired to handle the bookkeeping and shall reconcile the bank statements monthly**

3. **Checks/ Disbursements – Upon approval of the budget, checks and disbursements of up to $500.00 may be made by the Executive Director, Visitors Center Director or Treasurer without additional approval of the Executive Committee or Board of Directors. Disbursements over $500.00 must be approved either by a quorum of the Executive Committee or by the majority vote of the Board of Directors.**

4. **Deposits – Handling, processing and depositing in the bank of all cash and electronic receipts are done by the Visitors Information Center Director and staff. This includes petty cash, Visitors Information Center sales, trolley**

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admissions, and donations. All receipts will be forwarded to the Bookkeeper in a timely fashion.

5. **Audits - An audit of the financials will be done at the request of the Board of Directors. The audit shall be done by the close of the fiscal year 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 always be available to members of the Chamber upon request.**

    a. **An exception would be that the Board will request an audit be done upon the change of an individual, or company, maintaining the financial records.**

ARTICLE X

FISCAL YEAR

1. The **fiscal year** shall be May 1st through April 30th.

ARTICLE XI

COMMITTEES

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.

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 shall be discharged by the President of the Board when their work has been completed and

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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 XII

AMENDMENTS

Amendments to these bylaws may be adopted by a two-third 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.

ARTICLE XIII

HIRING AND MANAGEMENT OF STAFF

These bylaws establish the process for hiring, supervising, evaluating, and if necessary, terminating employees of the Jacksonville Chamber of Commerce to ensure consistency, transparency and accountability.

ARTICLE XIV

HIRING OF THE EXECUTIVE DIRECTOR AND VISITOR CENTER DIRECTOR

1. **Authority to hire:** The Board of Directors is responsible for hiring the Executive Director and Visitor Center Director, who shall serve as the administrative officers of the Chamber.

2. **Search and Selection Process**:

    a. **The Executive Board shall oversee the recruitment and selection process.**

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b. The Executive Board shall develop a job description, advertise the position, review applications, and interview candidates.

c. The final hiring decision requires a majority vote from the Board of Directors

d. A formal employment agreement, including job responsibilities, compensation, and termination terms, shall be executed.

ARTICLE XV

HIRING OF OTHER STAFF

1. **Authority to hire and supervise staff**

   a. The Executive Director shall have the authority to hire, supervise, and manage administrative and marketing staff members with the approval of the Executive Board.

   b. The Visitor Center Director shall have the authority to hire, supervise, and manage Visitor Center staff and trolley drivers with the approval of the Executive Director, and ultimately the Executive Board.

   c. All hiring shall align with Chamber policies, applicable labor laws, and budgetary constraints.

2. **Hiring Process**

   a. The Executive Director and Visitor Center Director shall determine staffing needs and job descriptions for their respective areas of responsibility.

   b. Candidates shall be selected based on merit, qualifications, and alignment with the Chamber's mission.

   c. Compensation and benefits shall be determined by the Executive Director and Visitor Center Director for their respective areas of responsibility, within the approved budget by the Executive Board.

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ARTICLE XVI

PERFORMANCE REVIEW AND ACCOUNTABILITY

1. **Executive Director/Visitor Center Director Performance Review**
    a. The Executive Board, or a designated review committee, shall conduct an annual performance review of the Executive Director and Visitor Center Director.
    b. The review assesses leadership, financial management, membership engagement, program success, and alignment with strategic goals.
    c. Performance feedback shall be documented, and recommendations for improvement shall be provided as needed.
2. **Staff Performance Review**
    a. The Executive Director and Visitor Center Director shall conduct annual performance reviews for their respective staff members.
    b. Reviews shall assess job performance, contributions to Chamber goals, and professional development.

ARTICLE XVII

TERMINATION OF EMPLOYMENT

1. **Termination of the Executive Director/Visitor Center Director**
    a. The Executive Director and Visitor Center Director serve at the discretion of the Board and may be terminated by a majority vote of the Board.
    b. Grounds for termination may include, but are not limited to:

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i. Failure to meet performance expectations.

ii. Financial mismanagement.

iii. Violations of Chamber policies.

iv. Conduct detrimental to the Chamber's mission.

c. The Board shall provide a written notice of termination and ensure compliance with contractual obligations.

2. **Termination of Other Staff**

a. The Executive Director and Visitor Center Director have the authority to terminate staff members as necessary.

b. Termination must comply with applicable employment laws and Chamber policies.

c. The Executive Director/Visitor Center Director shall inform the Board of any significant staffing changes.