

BANDON-BY-THE-SEA CHAMBER OF COMMERCE

BY-LAWS

ARTICLE 1

NAME

This organization shall be known as the Bandon-By-The-Sea Chamber of Commerce.

The Bandon-By-The-Sea Chamber of Commerce is an Oregon non-profit corporation, organized for the public benefit with membership.

ARTICLE II

PURPOSE

The purpose of the Bandon-By-The-Sea Chamber of Commerce is:

- To sustain, promote and improve Bandon economically, aesthetically and culturally as a unique and preferred place to live and work;
- To attract new business and foster development of existing enterprise;
- To attract greater numbers of visitors and increase the length of their stay.

The Bandon-By-The-Sea Chamber of Commerce shall, in the course of fulfilling its purpose, preserve its status as a non-profit corporation and maintain its determination of exemption from federal income taxation under IRC §501(c)(6).

ARTICLE III

MEMBERSHIP

The membership of the Bandon-By-The-Sea Chamber of Commerce shall be composed of all dues-paying individuals, businesses and organizations. The Bandon-By-The-Sea Chamber of Commerce, through its board of directors, shall have the right to deny membership to any person or organization.

Eligibility and Election

Any person or organization wishing to further the purposes of the Bandon-By-The-Sea Chamber of Commerce may apply for membership. An applicant becomes a member after initial payment of dues. *(Amended February 2011)*

Dues

Dues shall be set annually by the board of directors. A majority vote of qualified directors in attendance at a regular meeting at which a quorum is present is sufficient to establish the dues schedule for the forthcoming fiscal year.

Dues shall be assessed according to classification of membership. The classifications are:

- Individual. Persons who wish to help the community through membership. These individuals shall be called Associate Members.
- Business. Business entities, within and without Bandon. The board of directors may, in adoption of the annual dues schedule, establish sub-categories within this classification, based upon size or nature of the business, or upon other relevant factors.
- Supporting. Public utilities, government agencies, non profits, and other categories as determined from time to time by the board of directors. *(Amended February 2011)*

Fiscal Year

The fiscal year shall be from July 1 through the following June 30. Dues shall be based upon a fiscal year and shall be considered in arrears if unpaid by September 1.

Members joining for the first time after December 1 shall have their dues pro-rated quarterly for the remainder of the year.

Voting

A member in good standing is one who is current with membership dues. In any proceeding requiring voting by members, each member in good standing or their proxy with written appointment shall be entitled to cast one (1) vote.

Votes by business or organizations members may be cast only by the authorized agent or their proxy as designated in writing. *(Amended February 2011)*

Resignation and Expulsion

A member may resign from the Bandon-By-The-Sea Chamber of Commerce upon written notice to the board of directors. A member not current in payment of dues by September 1 of each year shall automatically be removed from membership. The board of directors may expel a member, by two-thirds vote, for conduct unbecoming a member or prejudicial to the aims or repute of the Bandon-By-The-Sea Chamber of Commerce, after a fair and reasonable procedure as described in ORS 65.167.

ARTICLE IV

MEMBERSHIP MEETINGS

General Membership Meetings

A general meeting for all Bandon-By-The-Sea Chamber of Commerce members shall be held (2) times yearly in March and April at a designated location, unless circumstances require a change in the date or location. In the event of a change, the membership shall be notified of the change at least one week in advance. *(Amended 2007)(Amended 2011)*

Annual Membership Meeting

The April board meeting shall be the Annual Membership Meeting. At this meeting, the President and other officers shall report on the activities and financial condition of the Bandon Chamber of Commerce. *(Amended 2011)*

ARTICLE V

ELECTIONS

Board Nominations

All members of the Bandon-by-the-Sea chamber of commerce are eligible for election to the Board of Directors (the Board) after one year of membership. Any member interested in serving on the Board will announce their intention by delivering an application, signed by five other chamber members in good standing to the President prior to the March General Membership meeting, at which time the nominations will be closed. The President shall cause the slate of candidates to be announced at the March General Membership meeting.

The Chamber President shall cause a call for nominations to be published and announced not less than 20 days prior to the March General Membership meeting.
(Amended February 2011)

Determination

At the April Annual meeting, an election shall be conducted to fill any vacant Board positions. Any member in good standing or their proxy with written appointment that is present at the meeting shall have one vote. Written or electronically submitted votes shall not be accepted. *(Amended February 2011)*

Officers

The Chamber Board shall choose a President, Vice President, Secretary and Treasurer at the April Annual meeting. Officers serve a one year term.

Seating

Newly elected directors shall take office at the installation meeting.

ARTICLE VI

BOARD OF DIRECTORS

The board of directors shall consist of the following 15 persons: The President; Vice President; Past President; Secretary; Treasurer; *eight (8)* directors elected at large from among the membership; and two (2) non-voting members, to wit, the Executive Director and General Counsel. *(Amended March 1998)(Amended February 2011)*

The executive committee shall consist of the President, Vice President, Past President, Secretary and Treasurer. *(Amended February 2011)*

Election and Term of Directors

By means of the procedure called for in Article V, *two (2)* directors are to be elected for a *four (4)* year term at the April Annual Meeting. The outgoing president shall automatically become a director for one year following his or her term in office. *(Amended March, 1998)(Amended February 2011)*

Regular Board Meetings

The board of directors shall meet at the discretion of the President and the Executive Director, with notice to all directors at least one week in advance. A majority assent of board in attendance is required to transact chamber business. All members of the Bandon-By-The-Sea Chamber of Commerce may attend board meetings. Other guests may attend with the concurrence of the President. *(Amended February 2011)*

Special Meetings

Special meetings may be called at the discretion of the executive committee or of the President, or by a majority of the board of directors. In such special meetings, a regular quorum shall be required for the transaction of business. "Special meetings" may include, in addition to physical assembly of board members, video conferencing and electronic polling or vote-taking. In such "special meetings" which do not involve physical assembly of board members, majority assent of all members present of the board of directors is required in order to transact business. *(Amended February 2011)*

Quorum

Seven (7) voting members of the board must be present to conduct business.
(Amended February 2011)

Removal of Officers and Directors

An officer may be removed with or without cause by a majority vote of the members of the board of directors present at any regular board meeting.

A director may be removed by the membership, with or without cause, in a special election as described in ORS 65.324.

A director may resign from the board of directors upon written notice to the President.

Appointment to Fill Vacancy

In the event a vacancy occurs on the board of directors, the President may nominate, and the board of directors appoint by ratification, a person from the membership to fill that vacant directorship.

The board of directors shall have the authority to fill any vacancy in the organization.

Powers of the Board of Directors

The directors shall be authorized and empowered to conduct all business of the Bandon-By-The-Sea Chamber of Commerce consistent with these by-laws. The business shall include but is not limited to:

- Entering into contracts and business relationships;
- Approval of payment of bills and other expenditure of funds;
- Adoption of advertising, general and special budgets;
- Appointment of members to vacancies;
- Establishing organizational policies and goals;
- Implementing programs, practices and activities to reach the organization's goals.

The board may give Chamber members preference in the awarding of contracts for services and supplies, provided the bids are for like items by equally qualified vendors.

Powers of the Executive Committee

The executive committee shall be authorized to investigate and review important or critical matters and bring those matters and the results of the inquiry before the full board of directors. Responsibilities of the executive committee shall include:

- Acts on behalf of the full Board on time sensitive issues consistent with established policy. Presents actions taken on behalf of full Board to the Board at the next regular meeting, and/or presents recommended actions after discussion for full Board Action. Unanimous assent of all members of the executive board is required in order to transact business;
- Be accountable to the full Board for its actions;
- Acts as the Chamber Budget Committee as directed by the full board.

(Amended February 2011)

Standard of Conduct

A director shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Bandon-By-The-Sea Chamber of Commerce.

Conflicts of Interest

A transaction in which a director has a direct or indirect conflict of interest may be authorized, approved or ratified by a majority vote of the disinterested directors on the board of directors, if the material facts of the transaction and the director's interest are disclosed or known to the board of directors. At such a board action, the interested director may be present but not vote. (*Amended February 2011*)

If a conflict of interest is not disclosed or known to the Board of Directors, the transaction is not voidable if it was fair to the corporation at the time it was entered into.

Indemnification

The board of directors *shall* authorize indemnification of its current and former directors, officers and Executive Director against expenses reasonably incurred by them in connection with the defense of any proceeding in which they are made parties by reason of having been directors or officers of the Bandon-By-The-Sea. Chamber of

Commerce, under the standards described in ORS 65.387 to 65.407. The board of directors *shall* also purchase and maintain directors and officers' liability insurance on behalf of its current and former directors and officers. *(Amended 2007)(Amended February 2011)*

Notice

Where notice is required the giving of notice to the membership may be effected through publication in the Chamber of Commerce newsletter; publication in the Bandon Western World newspaper or a regularly published daily news and/or advertising circular of general circulation in the Bandon area; a mailing or electronic notice to Chamber members, or oral notice at a general membership meeting. *(Amended February 2011)*

ARTICLE VII

OFFICERS

The officers of the Bandon-By-The-Sea Chamber of Commerce are the President, Vice President, Past President, Secretary, and Treasurer. In addition, the board of directors may appoint Special Agents to serve a particular purpose or for a particular time. *(Amended February 2011)*

Duties of the President

The President is the chair of the board of directors of the Bandon-By-The-Sea Chamber of Commerce.

The President presides at all regular and special meetings of the board of directors and at all Membership Meetings. He or she does not cast a vote except in the event of a tie.

The President appoints the chairs of all committees and serves as a member of each committee.

The President establishes goals for the year and directs other officers and directors in the furtherance of those goals.

The President or his or her designee is the primary representative of the Bandon-By-The-Sea Chamber of Commerce at meetings and conferences, before governmental agencies, to the membership and to the general public.

The President, assisted by the executive director, supervises the treasurer to ensure the integrity of Chamber funds and finances. *(Amended February 2011)*

Duties of the Vice President

The Vice President shall exercise the responsibilities and authority of the President in the absence or at the direction of the President.

The Vice President shall act as an advisor to the President on all significant Chamber matters. *(Amended February 2011)*

Duties of the Past President

The Past President shall exercise the responsibilities and authority of the President in the absence of the President and Vice President, or at the direction of the President.

The Past President shall, to the extent possible, act as an advisor to the President on all significant Chamber matters. *(Amended February 2011)*

Duties of the Secretary

The Secretary shall keep a record of the minutes of all meetings, such minutes to be approved by the board of directors.

The Secretary shall be responsible for all Chamber board correspondence, as directed by the President.

The Secretary shall ensure the following corporate records are readily available for inspection: the articles of incorporation; the by-laws; minutes of all board of directors, committee, and membership meetings; a list of the names and addresses of the current membership; and the annual financial statements.

Duties of the Treasurer

The Treasurer shall ensure that all financial records are current and accurate, and alert the executive committee immediately of any apparent fiscal irregularity or danger.

The Treasurer shall prepare a financial report for each regular meeting of the board of directors, a detailed annual financial report for the budget committee and other such reports when so directed by the President.

The Treasurer shall ensure adequate liability insurance is maintained.

The Treasurer shall:

- Work with the Executive Director, Executive Committee and other Board members on the development of an annual budget;
- Ensure the development and periodic review of budget reports, income and expenses, and/or balance sheet reports;
- Ensure the development and presentation of an independent annual financial report;
- Ensure that all bank statements are balanced in consultation with the Executive Director;
- Recommend to the Board and Executive Director saving and investment opportunities for Chamber financial assets;
- Ensure that checks are signed or co-signed. *(Amended February 2011)*

Duties of the General Counsel

The General Counsel shall be a member in good standing of the Oregon State Bar, and shall provide legal advice and assistance to the Bandon-By-The-Sea Chamber of Commerce.

The General Counsel shall serve as a non-voting member of the board of directors.

Executive Director

The Bandon-By-The-Sea Chamber of Commerce may employ an Executive Director whose compensation and specific duties are set from time to time by the board of directors.

The Executive Director shall report to the board of directors and take his or her direction from that board, implementing the policies and programs of the board and the officers. The Executive Director shall be directly supervised by the President.

The Executive Director should ensure that the day to day operations of the organization are handled in a legal and ethical manner. Executive Director shall notify the board of potential issues.

The Executive Director shall manage the Chamber's office and staff, paid and unpaid, and shall be the primary point of contact for outside individuals and organizations.

The Executive Director shall have primary responsibility, under board of director's supervision and review, for the staging of such festivals as the Bandon-By-The-Sea Chamber of Commerce may from time to time undertake. *(Amended February 2011)*

ARTICLE VIII

COMMITTEES

There shall be both standing committees and special committees as directed by the board. *(Amended February 2011)*

Committee Membership

Committees may include members of the Bandon-By-The-Sea Chamber of Commerce who are not otherwise on the board of directors.

Committee chairpersons shall report in writing or orally at regular board of directors meeting, when requested to do so by the President.

ARTICLE IX

FESTIVALS

The Bandon-By-The-Sea Chamber of Commerce, as a major activity in support of the promotion of Bandon as an attractive place in which to live and work, shall regularly stage public festivals.

The festivals to be undertaken by the Bandon-By-The-Sea Chamber of Commerce shall be determined by a majority vote of the board of directors. (*Amended 2007*)

The Executive Director shall have primary responsibility for the presentation of those festivals, including the supervision of members of individual committees responsible for the staging of each festival.

Each festival shall be staged by a separate committee, the chair of which is appointed by the Executive Director, subject to the concurrence of the board of directors. Any member of any committee, including committee chairpersons, may be removed by the board of directors.

Other than those management prerogatives, the board of directors shall grant to each festival committee the maximum possible autonomy to develop and stage creative and unique festivals.

The Executive Director shall make every effort to include a diverse group of community members on the various festival committees. Persons who are not members of the Bandon-By-The-Sea Chamber of Commerce may serve on festival committees, provided each committee contains a majority of Chamber members.

The Executive Director shall have general supervisory responsibility over each such committee and, working with the committee chair, shall devise and present to the board of directors for approval a budget for that festival. Expenditures made by the festival committees, which are in conformance with the budgets approved by the board of directors, may be made without further board of directors' approval.

ARTICLE X

SUPPORT OF INDIVIDUALS, CAUSES, GROUPS

The Bandon-By-The-Sea Chamber of Commerce, in order to meet its responsibilities to foster the growth and improvement of Bandon, may from time to time take public positions on issues, enter into partnerships with other organizations or make financial contributions.

Expenditure of funds or public positions in the name of the Bandon-By-The-Sea Chamber of Commerce shall be approved by the board of directors at a regular or special meeting, by a majority of the directors voting.

The Bandon-By-The-Sea Chamber of Commerce may endorse or oppose public issues directly affecting the economic life and quality of life in Bandon. In no event may the Bandon-By-The-Sea Chamber of Commerce endorse or oppose candidates for public office, nor may it endorse or oppose issues that do not have a direct impact upon the economic health or quality of life in Bandon.

Funding of activities and events initiated by other groups may be considered by the board of directors only if that group and the specific event are consistent with the goals of the Bandon-By-The-Sea Chamber of Commerce; Chamber members are participating in the activity; the Chamber has sufficient funds without sacrificing or diminishing Chamber activities.

No financial contributions may be made for the general support of public or private foundations, private businesses, charitable organizations, religious organizations, educational institutions or for the support of political candidates or issues.

The Bandon-By-The-Sea Chamber of Commerce shall not permit the solicitation of contributions from its membership by any person or group at any of its meetings or functions.

The Bandon-By-The-Sea Chamber of Commerce shall not compete with merchants for the sale of merchandise.

ARTICLE XI

FINANCIAL INDEBTEDNESS

The Bandon-By-The-Sea Chamber of Commerce shall at no time become indebted in current liabilities which are in excess of current assets, including dues or accounts receivable.

ARTICLE XII

AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended from time to time, by the board of directors at any regular meeting, provided due notice and consideration has been given. "Due notice and consideration" means directors must be notified of proposed amendments and must be provided copies of the proposed amendments at least 30 days in advance of the meeting at which adoption is to be considered. A two-thirds vote of those directors in attendance and qualified to vote shall be required to amend the By-Laws.

Approved: Board of Directors
November 20, 1997
June 14, 2007
February 16, 2011