

**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; and
- 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). The Chamber shall politically be nonpartisan and shall observe all local, state, and federal laws which apply to a non-profit organization as defined in sec. 501(c)(6) of the IRC.

Mission Statement

To promote business, enhance economic and community development, and serve as a catalyst for improving the overall quality of life in Bandon and the surrounding community.

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 (the Board), 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.

Dues

Dues shall be set 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.

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 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, nonprofits, and other categories as determined by the Board of Directors.

Fiscal Year

The fiscal year shall be from July 1 through the following June 30. Payment of dues must accompany application for membership. Renewal dues shall be due 12 months after initial application and will be considered in arrears if unpaid after 90 days.

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 vote. Votes by business or organization members may be cast only by the authorized agent or their proxy as designated in writing.

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 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 ANNUAL MEETINGS

Annual Membership Meeting

The annual membership meeting shall be held during the 2nd quarter of the calendar year. At this meeting, the Chair of the Board and other Officers shall report on the activities and financial condition of the Bandon Chamber of Commerce. At the annual meeting, an election shall be conducted to fill any vacant Board positions.

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 after one year of membership. Any member interested in serving on the Board will announce their intention by delivering an application, signed by four other Chamber members in good standing, to the Chair of the Board. The Chair of the Board shall cause a call for nominations to be published and all nominations shall be written and turned into the Chamber office no later than four weeks prior to the election.

Determination

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

Officers

The Chamber Board shall choose a Chair, Vice-Chair, Secretary, and Treasurer at the annual meeting. Officers serve a two-year term, which runs concurrent with their four-year Board of

Directors term.

Seating

Newly elected directors shall take office at the first meeting of the fiscal year.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of between seven and eleven persons, including: the Chair, Vice-Chair, Past Chair, Secretary, Treasurer, and up to three non-voting members, to wit: the CEO/President and General Counsel. The remaining directors will be elected at large from the membership.

The Executive Committee shall consist of the Chair, Vice-Chair, Past Chair, Secretary, and Treasurer.

Election and Term of Directors

By means of the procedure called for in Article V, directors are to be elected for a four-year term at the annual meeting. The outgoing Chair shall automatically become a director for one year following his or her term in office.

Directors may serve consecutive four-year terms. A member in good standing may again apply for election to the Board by means of the procedure in Article V.

Exceptions to term limits: Officers may serve out their two-year terms, beyond their four-year Director terms. The outgoing Chair in his or her last year of Director term may serve an additional year as Past Chair.

Regular Board Meetings

The Board of Directors shall meet at the discretion of the Chair and the CEO/President, 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 Chair.

Special Meetings

Special meetings may be called at the discretion of the executive committee or of the Chair, 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.

Quorum

A majority of seated board members must be present to conduct business.

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 who is unexcused from three scheduled Board meetings within a fiscal year shall be considered to have resigned, and the Board of Directors shall fill the vacancy of the unexpired term.

A CEO/President may be removed by the membership and/or Board, with or without cause, in a special election as described in ORS 65.324.

A CEO/President may resign from the Board of Directors upon written notice to the Chair.

Appointment to Fill Vacancy

In the event a vacancy occurs on the Board of Directors, the Chair may nominate, and the Board of Directors appoint by ratification, a person from the membership to fill that vacant directorship. The appointee shall serve for the duration of the vacated term.

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 and amending organizational policies and goals; and
- Implementing and amending 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:

- Acting on behalf of the full Board on time-sensitive issues, consistent with established policy (*Note: unanimous assent of all members of the Executive Board is required in order to transact business*); presenting actions taken on behalf of the full Board at the next regular meeting; and/or presenting recommended actions for full Board approval;
- Being accountable to the full Board for its actions; and
- Acting as the Chamber Budget Committee as directed by the full Board.

Standard of Conduct

A CEO/President and/or Board Member 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 CEO/President and/or Board Member reasonably believes to be in the best interests of the Bandon-By-The-Sea Chamber of Commerce.

Be respectful and civil; refrain from committing any form of illegal harassment, illegal discrimination, threats, or violence. Conduct business and professional activities in a reputable manner so as to reflect honorably upon the business community and fellow Chamber members.

Conflicts of Interest

A transaction in which a CEO/President and/or Board Member 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 party's interest are

disclosed or known to the Board of Directors. At such a Board action, the interested CEO/President and/or board member may be present but not vote.

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.

Indemnification

The Board of Directors shall authorize indemnification of its current and former Directors, Officers, and CEO/President 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, Officers, or CEO/President 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 CEO/President's and Officers' liability insurance on behalf of its current and former CEO/President and Officers.

Notice

Where notice is required, the giving of notice to the membership may be effected through publication in any available means.

ARTICLE VII

OFFICERS

The Officers of the Bandon-By-The-Sea Chamber of Commerce are the Chair, Vice-Chair, Past Chair, Secretary, and Treasurer. In addition, the Board of Directors may appoint Special Agents to serve a particular purpose or for a particular time.

Duties of the Chair

The Chair is the chair of the Board of Directors of the Bandon-By-The-Sea Chamber of Commerce.

The Chair 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 Chair appoints the chairs of all committees and oversees each committee.

The Chair establishes goals for the year and directs other Officers and Directors in the

furtherance of those goals.

The Chair, assisted by the CEO/President, supervises the Treasurer to ensure the integrity of Chamber funds and finances.

Duties of the Vice-Chair

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

The Vice-Chair shall act as an advisor to the Chair on all significant Chamber matters.

Duties of the Past Chair

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

The Past Chair shall, to the extent possible, act as an advisor to the Chair on all significant Chamber matters.

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 Chair.

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 information returns (IRS Forms 990).

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 Chair.

The Treasurer shall ensure adequate liability insurance is maintained.

The Treasurer shall:

- Work with the CEO/President, 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 implementation of best practices and internal controls over financial reporting; and
- Ensure that all bank statements are balanced in consultation with the CEO/President;

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.

Chief Executive Officer (CEO) / President

The Bandon-By-The-Sea Chamber of Commerce may employ a CEO/President whose compensation and specific duties are set by the Board of Directors.

The CEO/President 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 CEO/President shall be directly supervised by the Chair of the Board.

The CEO/President shall ensure that the day-to-day operations of the organization are handled in a legal and ethical manner. The CEO/President shall notify the Board of potential issues.

The CEO/President 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 CEO/President shall have primary responsibility, under the Board of Director's supervision and review, for the staging of such festivals as the Bandon-By-The-Sea Chamber of Commerce may undertake.

ARTICLE VIII

COMMITTEES

There may be both standing committees and special committees as directed by the Board.

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 meetings, when requested to do so by the Chair.

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.

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 take public positions on issues, enter into partnerships with other organizations, or make financial contributions.

Public positions or expenditure of funds 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 participating in the activity; or the Chamber has sufficient funds without sacrificing or diminishing other Chamber activities.

No financial contributions may be made for the general support (general funds) of public or private foundations, private businesses, charitable organizations, religious organizations, educational institutions, or for the support of political candidates or issues; however, restricted, or directed, financial contributions may be made, with an approved Board vote.

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 by the Board of Directors at any regular meeting, provided due notice and consideration has been given. "Due notice and consideration" shall mean that 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. General Counsel should review all adopted amendments.

ARTICLE XIII

DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in

these by-laws, and no part of said funds shall inure or be distributed to the members of the Chamber. Upon the dissolution of the Chamber, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved: Board of Directors
November 20, 1997
June 14, 2007
February 16, 2011
October 2017
January 2020
February 9, 2021
July 11, 2024, as Revised