

At a General Membership meeting of the Woodburn Area Chamber of Commerce, in accordance with Article XIII herein, the Chamber By-Laws were amended to read:

Woodburn Area Chamber of Commerce By-Laws

Article I NAME OF CORPORATION

Section 1 NAME: The name of this non-profit corporation shall be the Woodburn Area Chamber of Commerce, hereafter called the "Chamber."

ARTICLE II PURPOSES

Section 2 PURPOSES: The purpose of the Woodburn Area Chamber of Commerce is to advance and promote the economic and civic interests of Woodburn and the surrounding area. This corporation shall have all powers now and hereafter granted by law to non-profit corporations.

ARTICLE III LIMITATION

Section 1 LIMITATION: The Chamber shall be non-partisan, non-sectarian. Positions taken publicly by the Chamber on issues shall be clearly designated as the position of the Board of Directors or as the position of the membership. The Board of Directors may take stands upon political issues on behalf of the Chamber membership without such prior approval but may not endorse political candidates.

ARTICLE IV MEMBERSHIP

Section 1 ELIGIBILITY: Individuals, business firms and corporations, non-profit organizations, governmental agencies and associations interested in the purposes of the Chamber may apply for membership in the Woodburn Area Chamber of Commerce.

Section 2 APPLICATION: Applicants for membership shall be made electronically, in writing or verbally, to the Woodburn Area Chamber of Commerce. The Board of Directors, by majority vote, may accept any applicant for membership.

Section 3 DUES: At the time of acceptance of an applicant for membership, the Board of Directors shall determine the annual dues which shall be payable by that member for the ensuing year and invoiced annually on their anniversary date. Such determination shall be based upon the "Dues Investment Schedule" adopted periodically by the Board of Directors and upon data furnished by the applicant to the Board of Directors, either verbally or in writing.

Section 4 MEMBER REPRESENTATIVE: Each paid membership shall be entitled to designate one voting representative. Any member may change the name of any designated representative at any time, upon written notice to the Chamber office.

Section 5 VOTING RIGHTS: A member shall be entitled to one vote for each designated representative on all Chamber matters for which ballots are distributed among the membership by the Board of Directors.

Section 6 CLASSES OF MEMBERSHIPS: The membership of the Chamber may be divided into specific classes, by resolution of the Board of Directors. Said classes shall be incorporated in the dues investment schedule as the Board of Directors from time to time adopts the same.

Section 7 REMOVAL OF MEMBERS: The Board of Directors may expel a member by a three-fourths vote. Before such expulsion becomes effective, The Board of Directors shall serve the Member a written notice at least ten days before such expulsion becomes effective. Said notice shall state the reasons for such expulsion. Said notice of intent to expel shall either be personally delivered to the Member or mailed to his last known address. The notice shall inform the Member of their right to a hearing before the Board of Directors if requested in writing by the Member within ten days of the Member's receipt of the notice. If upon a vote of the Board of Directors at such hearing, less than three-fourths of the Board of Directors support the expulsion, the Member will not be expelled.

Section 8 TERMINATION OF MEMBERSHIP RIGHTS: The resignation, expulsion or non-payment of dues of any member shall terminate his or her membership and all rights, privileges, and obligations of said membership without refund of dues.

Section 9 MEMBERSHIP TO STANDING COMMITTEES: Unless approved by a majority vote of the Board of Directors prior to placement, no member representative of a Chamber member may be allowed chairmanship of one of its standing committees

Section 10 MEMBERSHIP MEETINGS: A special meeting of the membership may be called by the Board of Directors or the Executive Committee by written notice published on the chamber website (www.woodburnchamber.org), or mailed by special notice (electronically or other), addressed to each eligible voting member, not less than 10 days prior to the meeting. Any regular or special general membership meeting shall be called between the hours of 7 AM and 8 PM, Monday through Friday.

Section 11 ANNUAL MEETING: A meeting of the membership shall be called in December or January for the purposes of introducing members of the Board of Directors and officers, presenting the plan or work developed at the Board Retreat and for other purposes as may be deemed necessary by the Board of Directors. This annual meeting may be held in conjunction with another membership event.

ARTICLE V BOARD OF DIRECTORS

Section 1 AUTHORITY: Full control of the affairs of the Chamber shall be invested in the board of Directors, who shall act by majority vote unless otherwise specified herein.

Section 2 SIZE: The Board of Directors shall consist of not less than three nor more than eleven or 5% (whichever is greater) of the chamber membership who shall be elected as hereinafter provided, for terms as specified in Article VII hereof.

Section 3 RESPONSIBILITY: The Board of Directors shall serve as the legislative body of the Chamber and shall have the following duties:

- a) The Board of Directors shall have the power to create and terminate such committees, as it may, from time to time, deem advisable for the efficient operation of the corporation. If and when such committees are created, the Board shall define the scope of their work at the time of their creation. It shall also approve the creation of such special committees as may be required to complete the approved program of work of the Chamber.
- b) The Board of Directors may employ an Executive Director, and if so employed, shall specify his or her conditions and the term of his or her employment.
- c) The Board of Directors may adopt rules, regulations and policies for the conducting of Chamber business. The Board of Directors shall submit by February 1st, of the following year, a report of the finances of the organization.
- d) The Board of Directors shall, at a special meeting called for that purpose or at its regular January meeting, elect and appoint its officers. The Board of Directors shall elect one of its members as president. The Board of Directors shall appoint a secretary, or, if an Executive Director is employed, may, in its discretion, combine his or her duties with the duties of the secretary, constituting a chief administrative

officer of the corporation. The Board of Directors shall elect from its members a vice president. The Board shall also elect from its members a treasurer.

- e) The Board shall have the power in the name of the corporation to sue and be sued, buy, hold, sell, lease or borrow money, giving therefore notes of the corporation by one or more officials duly authorized by the board for that purpose, together with such collateral, therefore, as may be required and may enter into contract of any kind furthering the purpose of the Chamber.

Section 4 MEETING AND PENALTIES: The Board of Directors shall hold its meetings at least once a month at a regular time and place as established periodically by the Board of Directors with notice to all board members. Special meetings may be called by the Executive Committee or the President upon not less than 24 hours notice to each board member available to receive such notice. Meetings of the Board shall be called whenever necessary in order for it to fulfill its legislative and policy making responsibility. Absences from three consecutive regular meetings without an excuse deemed valid and so recorded by the Board of Directors should be construed as a resignation. Each board member accepts the responsibility of attending as many Chamber functions as possible.

Section 5 VACANCY: Any vacancy occurring in the Board of Directors shall be filled by the President if approved by the Board of Directors at the next regular or special Chamber meeting and the member so appointed shall hold office for the established, unexpired term of the Director whose place is to be filled. The appointee will be notified of this appointment via email, or in writing. This notification will include the remaining length of his/her term of office and expiration date and the performance expectation of Board members.

Section 6 QUORUM: A majority of the elected or appointed Board of Directors shall constitute a quorum. A majority of such quorum shall control unless otherwise provided herein.

**ARTICLE VI
EXECUTIVE COMMITTEE**

Section 1 COMPOSITION: The Executive Committee shall, by virtue of their responsibility, include:

1. The President
2. The First Vice-President/President-Elect (and Second Vice-President, if one has been elected)
3. The Treasurer
4. The Executive Director, if employed
5. The Secretary
6. The Immediate Past President, if he or she is available to serve

Section 2 VOTE: Each member of the Executive Committee shall have one vote with the exception of the Executive Director. A majority vote of those present is required from action by the Executive Committee. A vote of at least three members of the Executive Committee must be taken for any action.

Section 3 RESPONSIBILITY: The Executive Committee shall possess and exercise only emergency powers of the Board of Directors between meetings of the Board. It shall report its action at the next meeting of the full board for its discussion and approval or rejection of the action taken. Any action of the Executive Committee shall be reported and reviewed by the Board of Directors.

Section 4 MEETINGS: Meetings of the Executive Committee may be called by the President or by any other two voting members of the Executive Committee.

**ARTICLE VII
SELECTION OF DIRECTORS**

Section 1 ELECTIONS COMMITTEE: During August, the President shall designate an election committee of three members one of which should be on the Board of Directors, whose term does not expire in that year. The Chamber shall publicize the fact that the Elections Committee will accept from the membership the names of individuals to be considered as candidates for the nominations to the Board of Directors.

Section 2 CANDIDATES: At the October Board of Directors meeting, the Elections Committee shall present to the Board a slate of candidates in a number not less than the Board vacancies to be filled.

Section 3 PUBLICITY: Upon receipt of the report of the Election Committee submitted at the October Board meeting the Executive Director shall be instructed to immediately notify the membership the names of persons nominated as candidates for Director and shall give notice that nominations will also be accepted from the membership.

Section 4 NOMINATIONS: The President shall accept nominations of qualified candidates by email, mail, fax, or in writing from the membership. Such nominations will, with the concurrence of the nominee, be included on the ballot. These nominations must be received at the Chamber office not less than seven (7) days prior to the distribution of election ballots.

Section 5 NOTIFICATION: The Executive Director, or if none has been employed, the secretary shall provide all members of the Chamber, not less than ten days prior to the election, a ballot containing the names in alphabetical order of all nominees selected in accordance with the Chamber by-laws.

Section 6 BALLOTING: All voting for Directors for the Chamber shall be by ballot. To be counted, all members shall mark their ballots and return them to the Chamber on or before the established election deadline date and time, which date shall be specified on the ballot. The number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected. In the event of a tie vote, the Elections Committee shall draw lots to determine the one elected, which drawing of lots shall be in Chamber office.

Section 7 ELECTION RESULTS: Upon determination of the election results, the Elections Committee shall certify to the President the results of the balloting and shall notify all candidates of the results of the balloting immediately thereafter. The elected candidates shall be notified in writing of the length and expiration date of their terms of office and the performance expectations of Board Members.

Section 8 TERM AND STARTING DATES: Terms of the newly elected Directors shall begin January 1st and be for three years. Upon expiration of a term, a Director is eligible for re-election and may serve two consecutive elected or appointed terms after which time he or she shall be ineligible for election or appointment to the Board for a period of not less than one year. If a board member is appointed to fulfill a term of less than one year that board member would also be eligible to be elected to two additional three year terms. Terms of the newly elected President, President-Elect/First Vice-President, Treasurer, and Secretary shall be for one year and shall begin after the regular January Board of Directors meeting or at the special meeting held in accordance with Article VIII Section 1. Officers with unexpired time as Board Members shall remain on the Board until their term as a Board Member expires.

ARTICLE VIII OFFICERS

Section 1 SELECTION OF OFFICERS: Immediately following the certification of the new Directors, the current President shall notify the full Board of Directors that an election shall be held at its regular January meeting or at a special meeting prior to that date for the ensuing year for the purpose of the election of its officers for the ensuing year. Such a meeting shall be within one month preceding the Annual meeting.

Section 2 ELECTION OF VICE-PRESIDENT/PRESIDENT ELECT: The Board shall elect from its members a Vice-President/ President-Elect and as deemed necessary by the Board of Directors.

Section 3 ELECTION OF TREASURER and SECRETARY: The Board shall elect from its members a treasurer and secretary.

Section 4 DUTIES OF OFFICERS:

- a) **DUTIES OF THE PRESIDENT:** The President shall be the principal Executive Officer of the Chamber of Commerce, and subject to the control of the board of Directors, shall in general, supervise the Executive Director of the Chamber of Commerce. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. In the event of a tie vote, before the board of Directors or the membership, the President shall cast a vote to break such a tie. He or she shall perform such other duties and responsibilities as are set forth elsewhere in these Chamber by-laws.
- b) **DUTIES OF THE VICE PRESIDENT:** In the absence of the President or due to a potential conflict of interest, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President
- c) **DUTIES OF THE TREASURER:** The Treasurer, as directed by the Board of Directors, shall oversee and verify the monthly financial reports. Shall work with the Executive Director monthly, on bank reconciliation and month end reports as well as the preparation of Annual Budget. He or she shall perform such other duties and responsibilities as are set forth elsewhere in these Chamber by-laws.
- d) **SECRETARY:** The Secretary shall review the minutes of all meetings of the Board of Directors to verify their accuracy and assure they are complete. In the absence of the Executive Director at regular meetings and during Executive Sessions, the Secretary shall be responsible for keeping minutes of the meetings.
- e) **DUTIES OF THE EXECUTIVE DIRECTOR:** The Executive Director shall perform such responsibilities, general management and public information activities as may be assigned by the Board. He or she shall serve to assist the Board of Directors. The Executive Director shall prepare agendas for and keep minutes of the meeting of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; and

be the custodian of the corporate records. The Executive Director shall also serve as financial Officer of Chamber of Commerce, and in such capacity shall be responsible for all funds of the chamber of commerce, to include approving the accounts receivable, setup and collect all accounts receivable; approve all bills of payment, and accounts payable, receive and give receipts for monies due and payable to the chamber from any source whatsoever, deposit all such moneys in the name of the Chamber in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Executive Director shall serve as an advisor to the President and the Board of Directors on any matters of proposed or established policy of the chamber. He or she shall be responsible for employing and supervising the administrative staff of the Chamber and be accountable to the Board of Directors for overall administrative responsibility of the Chamber.

- a. **Compensation for Executive Director:** The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and expenses as a director and for attending meetings of Board and Board Committees
- b. **Executive Compensation Review:** The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the Chief Executive Officer, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of the employment of such officer is renewed or extended, (not to exceed an annual review), and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.
- f) **VACANCY OF AN OFFICE:** A vacancy in any elected office occurring by resignation or otherwise, shall be filled by appointment of the President with board approval following replacement of the Board position left vacant as specified in Article V, Section 5 hereof. The Board member so appointed shall hold the office for the unexpired term of the office whose position is vacant. Upon expiration of a term, the appointed Board member is eligible for re-election, if the President's office becomes vacant prior to the end of his or her term, the President-Elect will assume the President's office for the unexpired term.
- g) **CONFLICT OF INTEREST POLICY** A Conflict of Interest policy is established to govern the activities of the board and staff of the Woodburn Area Chamber of Commerce. It is the duty of all board members and staff to be aware of this policy, and to identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/ or potential conflicts to (i) the employee's supervisor, (ii) the executive director, (iii) the Chair of the Board, or other designated person, as appropriate. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist WACC manage conflicts of interest and situations that may result in the appearance of a conflict.

ARTICLE IX DISBURSEMENT OF FUNDS

Section 1 AUTHORIZATION BY BOARD: Each year the Board of Directors shall authorize a budget of expenditures. All disbursements shall be made by check or EFT, and shall not exceed an amount yearly approved by the Board of Directors. Checks and EFTs shall be signed by the Executive Director and if over \$1,000 countersigned by a designated officer as authorized by the Board of Directors. In the absence of the Executive Director, checks may be signed by any two (2) authorized Executive Committee members.

Section 2 EXPENDITURE WITHOUT BOARD APPROVAL: Upon the approval of the budget, the Executive Director may be authorized to make disbursements on account of expenses provided for in the budget without additional approval by the board of Directors, if funds are available for that purpose.

**ARTICLE X
BUDGET AND AUDIT**

Section 1 PREPARATION: At the beginning of each calendar year, the Treasurer shall compile a budget of estimated revenue and expenses and submit it to the Board of Directors. Upon approval by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

Section 2 AUDITING: Prior to the Annual Meeting, the President may appoint an audit committee to review the financial records of the Chamber. Generally accepted accounting procedures shall be followed. The auditing committee shall certify to the President in writing, signed by each member of the auditing committee, the results of the audit, including budget expenditure control, discrepancies and recommendations.

**ARTICLE XI
FISCAL YEAR**

Section 1 FISCAL YEAR: The Chamber of Commerce shall operate on a calendar year.

**ARTICLE XII
RULES OF PROCEDURE**

Section 1 PROCEDURE: The proceedings of the Chamber meetings shall be governed and conducted according to the latest edition of Robert's Rules of Order.

**ARTICLE XIII
AMENDING BY-LAWS**

Section 1 AMENDING BY-LAWS: These by-laws may be amended or altered by a two-thirds vote of members in good standing present at any regular or special meeting of the Chamber membership. Notice of the proposed change shall be provided by the Secretary or Executive Director to each member not less than ten (10) days prior to the meeting.

**ARTICLE XIV
DISSOLUTION**

Section 1 USE OF FUNDS: 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, unless a business relationship has been established. On dissolution of the Chamber, any funds remaining shall be distributed to the City of Woodburn for public purposes.