

# ***LAKE OSWEGO CHAMBER OF COMMERCE***

## **BYLAWS**

### **ARTICLE I**

#### **GENERAL**

##### **Section 1 – NAME**

This organization is incorporated under the laws of the State of Oregon as a non-profit corporation and shall be known as the **Lake Oswego Chamber of Commerce**. The corporation has no voting members and is managed by its board of directors.

##### **Section 2 – PURPOSE**

The Chamber exists to “actively promote business success in partnership with the Lake Oswego community”.

##### **Section 3 – AREA**

The Term “Lake Oswego” shall include the City of Lake Oswego and the surrounding business community.

##### **Section 4 – LIMITATIONS OF METHODS**

The Lake Oswego Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c) 6 of the Internal Revenue Code.

### **ARTICLE II**

#### **MEMBERSHIP**

##### **Section 1 – ELIGIBILITY FOR REGULAR MEMBERSHIP**

Any person, agency, public or private, association, corporation or business entity having an interest in the aforementioned objective shall be eligible to apply for membership. Since members have no voting rights, the rights and obligations of members are governed solely by these bylaws.

##### **Section 2 – APPLICATION FOR MEMBERSHIP**

- a. Applications for membership shall be made in writing on an application form and submitted to the Chamber with the appropriate membership dues.
- b. Any person, association, corporation, partnership, estate or other entity that provides goods and services shall be eligible to apply for regular membership. Honorary Life Members shall be regular members.

### Section 3 – **ELIGIBILITY FOR ASSOCIATE MEMBERSHIP**

- a. Any person, corporation, partnership, estate or other entity other than those entities that provide goods and services in pursuit of a profit may apply for membership in the Chamber.
- b. Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have the privileges of members and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

### Section 4 – **MEMBERSHIP DUES**

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors. Membership investments shall be payable annually in advance and shall be due on the anniversary of the member’s election to membership.

### Section 5 – **TERMINATION**

- a. Any member may resign from the Chamber upon written request to the Board of Directors;
- b. Membership shall cease for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- c. The membership of any member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. This would occur after notice and opportunity to be heard are afforded the member complained against. The member may also be given the opportunity to respond to any allegations in writing.

### Section 6 – **ORIENTATION**

From time to time, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers, committee chairs and members, and new members. A detailed outline for orientation of each of these groups shall be part of this organization’s procedures manual.

## **ARTICLE III**

### **THE BOARD OF DIRECTORS**

#### Section 1 – **GENERAL POWERS**

The Board of Directors shall manage the affairs of the Chamber. The Board of Directors is responsible for establishing procedure and formulating policy of the organization. The Board is also responsible for adopting all policies of the organization.

#### Section 2 – **COMPOSITION OF THE BOARD**

The Board of Directors shall consist of up to twenty-four (24) active members and no less than sixteen (16) active members, composed as follows: the President, the President Elect, three Vice Presidents, a Secretary (generally the CEO) and a Treasurer, each of whom shall be elected for a one-year term, the Immediate Past President, who shall serve in that capacity for one year, and up to thirteen (13) directors-at-large, one-third of whom shall be elected annually for three-year terms and a member designate from each of the Lake Corporation, the City of Lake Oswego and the Lake

Oswego School district provided that these organizations maintain a membership in good standing. The Board of Directors may designate a City Council Liaison, selected by the Mayor, as a non-voting, ex-officio member for a term of one year. They may also designate any person representing a non-member organization as a non-voting, ex-officio member for a term of one year. The President shall also appoint from among the vice presidents or directors a Treasurer whose duties are described in Article V. Section 3c. Board members shall assume their duties on October 1 of each year, except the President, whose term shall run from July 1<sup>st</sup> through June 30<sup>th</sup>.

### Section 3 – **SELECTION AND ELECTION OF DIRECTORS**

- a. A nominating committee of five members shall be appointed by the President on or before the May board meeting of each year. Two members shall be directors whose terms will not expire, two shall be Past Presidents, and one shall be a Chamber member in good standing.
- b. The nominating committee shall nominate at least one member of the Chamber for each vacancy on the Board. The report of nominees shall be made no later than the board meeting in July.

Upon receipt of the report of the nominating committee, the CEO shall notify the membership of the persons nominated and the right of petition as provided in paragraph “c” below.

- c. Candidates for an officer or director may be nominated by petition bearing the genuine signatures of at least twenty (20) members of the Chamber. Such petition shall be filed with the nominating committee within ten (10) days after mailing of the notice specified in paragraph “b” above. The determination of the nominating committee as to the legality of the petition shall be final. Candidates nominated by petition shall indicate their consent in writing.
  1. If no petitions are filed within the designated period, the nominations shall be closed August 31 of each year and the nominated slate of officers and directors shall be declared elected by the Board of Directors no later than the September board meeting.
  2. If a petition complying with the above conditions shall present additional candidates for a particular position, the names of all candidates for that position shall be arranged on the ballot in alphabetical order. Identification shall be made on the ballot to identify those candidates nominated by the nominating committee.
  3. At the September Board Meeting each year, the balloting by the Board of Directors shall be closed. The nominees who receive the highest number of votes for the existing vacancies or new terms of office shall be declared elected.

### Section 4 – **TERM LIMITS**

- a. Directors may serve a maximum of two terms of three years each.
- b. Members that join the Executive Committee may serve a maximum of three terms of three years each, including their service on the Executive Committee.

- c. All Directors are subject to review and re-nomination at the end of each term by the Nominating Committee for the next three year term.
- d. Any Director that completes full service within these term limits may rejoin the Board after a one year absence.

## ARTICLE IV

### MEETING OF THE BOARD OF DIRECTORS

#### Section 1 – MEETINGS

- a. **Regular Meetings:** The Board of Directors shall meet once a month on a day prescribed at the beginning of the fiscal year.
- b. **Special Meetings:** the President or any two Directors may call special meetings of the Board of Directors. The person or persons authorized to call special meetings of the Board shall fix the time and place and shall give written notice to all other Board Members not less than two days prior to such meeting. Written notice may be by personal delivery, regular mail, facsimile, or electronic mail or electronic transmission to the address or electronic address of the Director.
- c. **Notice of Regular or Special Meetings:** Notice of any meeting shall be given at least (2) days previously thereto by written notice delivered personally or mailed, or fax or e-mailed to each Board Member at his or her business or residential address, or by telegram. If mailed, such notice shall be deemed to be given when deposited in the United States mail so addressed, with postage thereon prepaid. If given by telegram, such notice shall be deemed given when left at the telegraph office for transmittal.
- d. **Waiver of Notice:** Whenever any notice is required to be given to any Director of the Corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Oregon, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

#### Section 2 – QUORUM

A quorum shall consist of a simple majority of the Board of Directors. Once a quorum has been established the affirmative vote of a majority of the directors present and voting at any regular or special meeting shall be the act of the Board of Directors.

#### Section 3 – VOTING

Voting Rights: Each member of the Board of Directors shall be entitled to one vote on each matter submitted.

#### Section 4 – **ACTION BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation, these Bylaws, or by the laws of the State of Oregon, to be taken at a meeting of the Board of Directors of the Corporation, may be taken without a meeting provided all the members of the Board of Directors then holding office are given notice thereof and a consent in writing, setting forth the action so taken, is signed by a majority of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as an action of the Board of Directors at a regular or special meeting.

The term “Writing” shall mean all methods of communication where a written or electronic record can be reproduced including but not limited to an electronic transmission, electronic mail, an electronic signature, a facsimile signature, or handwritten signature. All such writings shall be deemed “signed” if they are identified as being sent by the Director executing the consent

#### Section 5 – **ABSENCES AND VACANCIES**

- a. **Absence of Board Members:** Absence from three consecutive regular meetings of the Board of Directors without an excuse deemed valid and so recorded by the Board of Directors shall be construed as a resignation.
- b. **Vacancies:** A vacancy occurring in the Board because of death, resignation, removal, disqualification, or otherwise shall be filled by appointment by the president, subject to a majority vote of the Board of Directors. The officer appointed to fill a vacancy shall complete the unexpired term of his or her predecessor.
- c. **Removal:** Any officer or Board member, elected or appointed, may be removed by the Board of Directors whenever in its judgement the best interests of the Chamber would be served thereby.
- d. **Resignation:** Any officer or Board Member may resign at any time upon written notice to the President. The resignation shall be effective upon receipt or of written notice by the President unless otherwise specified in the notice.

### **ARTICLE V**

#### **OFFICERS**

##### Section 1 – **OFFICERS**

The officers of the Chamber shall be a President, a President-Elect, a Secretary (generally the CEO), a Treasurer, three Vice-Presidents, and the Immediate Past-President.

##### Section 2 – **SELECTION AND ELECTION OF OFFICERS**

- a. The Nominating Committee for directors shall also nominate officers each year, whose selection is governed by Article III, Section 3 of these Bylaws.
- b. All officers shall be voting members of the Board of Directors, and shall comprise the Executive Committee.

### Section 3 – DUTIES OF OFFICERS

- a. **President:** The President shall preside at all meetings of the Chamber Board of Directors, and perform all duties incident to this office. The President shall, subject to the approval of the Board of Directors, appoint all the chair of each committee and be an ex-officio member of all committees. The President shall assign to the President-Elect and each of the three Vice Presidents the responsibility to oversee committees.
- b. **President-Elect and Vice Presidents:** The President-Elect shall perform the duties of the President in his or her absence.

The President-Elect and each Vice President shall also perform such other duties as may be assigned to him or her by the President or Board of Directors.

- c. **Executive Committee:** The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, President-Elect, Past President, Vice Presidents, the Treasurer and the Chief Executive Officer. The President will serve as the head of the Executive Committee.

Between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber, and shall meet as it decides. It shall have authority to order disbursements for necessary expenses, may delegate responsibility of paying items within the budget to the Chief Executive Officer, and may grant any committee a reasonable amount of money for special work as previously approved by the Board. Two months prior to the beginning of each fiscal year, it shall submit to the Board of Directors a budget for the general expenses of the Chamber for that year.

- d. **Secretary:** The Secretary shall keep or cause to be kept correct and accurate minutes of duly called meetings of the Executive and full Board of Directors and other such minutes as required. The Secretary of the Corporation shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President. This is non-voting and will generally be filled by the Chief Executive Officer.
- e. **Chief Executive Officer:** The Chief Executive Officer shall be the chief administrator of the Chamber. The Chief Executive Officer shall at all times be subject to the supervision of the Board of Directors and the Executive Committee and shall perform such duties as may be determined by the Board of Directors. The Board of Directors shall approve the salary and benefits negotiated by the President and the Chief Executive Officer. The Chief Executive Officer shall keep all necessary records to so manage the affairs of the Chamber as to promote the purposes for which the Chamber was organized. The Chief Executive Officer shall be responsible for all funds and securities of the Chamber, and shall make arrangements for the deposit of all funds received in the name of the Chamber, in such accounts and under such conditions as shall be determined by the Board of Directors and the Executive Committee.

The Chief Executive Officer shall be an active, non-voting member of the Board of Directors, the Executive Committee and all committees.

With the assistance of the Vice Presidents, the Chief Executive Officer shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Chief Executive Officer shall be responsible for hiring, discharging, directing, reviewing and supervising all employees.

The Chief Executive Officer, assisted by the Treasurer, shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. The Chief Executive Officer shall also be responsible for all expenditures within the approved budget allocation.

- f. **Duties of the Treasurer:** The Treasurer shall keep or cause to be kept correct and accurate accounts of the property and financial transactions of the corporation and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President. The Treasurer shall assist the Chief Executive Officer in the establishment of an annual operating budget for the Chamber.

#### Section 4 – VACANCIES AND INDEMNIFICATION

- a. **Vacancies:** Vacancies in Officers shall be filled by appointment by the President, subject to a majority vote of the Board of Directors. The officer appointed to fill a vacancy shall complete the unexpired term of his or her predecessor.
- b. **Indemnification:** The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers as spelled out in Article XII.
- c. **Removal:** Any officer or Board Member, elected or appointed, may be removed by the Board of Directors whenever in its judgment the best interests of the Chamber would be served thereby.
- d. **Resignation:** Any officer or Board Member may resign at any time upon written notice to the President. The resignation shall be effective upon receipt of written notice by the President unless otherwise specified in the notice.

### ARTICLE VI

#### COMMITTEES

##### Section 1 – APPOINTMENT AND AUTHORITY

- a. The President, with the approval of the Board of Directors, shall establish or discontinue any and all committees. The President shall appoint or discharge all Committee chairs for the term of his or her office.
- b. It shall be the function of committees to make investigations, conduct studies and hearings, and make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

##### Section 2 – LIMITATION OF AUTHORITY

Each committee shall conduct its designated function within guidelines established by the Board of Directors. No committee shall take any binding action or officially express or interpret any policy or position of the Chamber without approval of the Board of Directors; or in the event of an emergency, the approval and signature of the President. Committees are advisory only and shall not have the authority to enter into any agreements or contracts on behalf of the Chamber.

## **ARTICLE VII**

### **FINANCES**

Section 1 - **CONTRACTS** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or confined to specific instances.

Section 2 – **LOANS** No loans shall be contracted on behalf of the Chamber and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3 – **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidenced of indebtedness issued in the name of the corporation, shall be signed by the Chief Executive Officer or such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

#### **Section 4 – FUNDS**

- a. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select. All money paid to the Chamber, including committee fund-raising events shall be placed in the general operating fund, unless otherwise specifically designated by the Board of Directors. Except for restricted or dedicated funds, (at the end of the fiscal year), funds unused from the current year's income shall be applied in accordance with the budget or the direction of the Board of Directors.
  1. In no case shall appropriations of Chamber funds be made for any purpose other than to defray legitimate expenses, except by approval of the Board of Directors.
  2. In no case shall appropriations of Chamber funds be made in furtherance other than its exempt purposes except by approval of the Board of Directors

#### **Section 5 – DISBURSEMENTS**

Upon approval of the budget, the Chief Executive Officer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All disbursements shall be by check. The Board of Directors must approve expenses in excess of budgeted amounts on line item expenditures.

#### **Section 6 – FISCAL YEAR**

The fiscal year of the Chamber shall begin on October 1 and end on September 30 of each year.

#### **Section 7 – BUDGET**

The Executive Committee shall review and analyze the annual departmental budgets drawn up and submitted by the Chief Executive Officer and Treasurer and shall submit a general budget on August 1, with recommendations to the Board of Directors for approval.

- a. The Board of Directors must approve expenses in excess of budgeted amounts on line item expenditures.



- b. In no case shall Chamber funds be spent for other than its exempt purposes under IRC 501 (c) 6, except by approval of the Board of Directors.

#### **Section 8 – ANNUAL ACCOUNTING**

There shall be an annual accounting made, as of the close of business on September 30, by the Treasurer. The accounting shall be completed and a report made to the Board of Directors by the regularly scheduled December meeting.

At its discretion the Board may, from time to time, employ the services of an Independent Certified Public Accounting firm to provide a higher level of reporting on the Chamber’s financial statements.

#### **Section 9 - NONDISCRIMINATION POLICY**

The Chamber programs shall serve persons of any sex, race, color, national and ethnic origin and all persons are entitled to the same rights, privileges, programs, and activities generally accorded or made available to persons served by the corporation's programs. The corporation does not discriminate on the basis of sex, race, color, national and ethnic origin in administration of its policies or programs.

### **ARTICLE VIII**

#### **DISSOLUTION**

#### **Section 1 – PROCEDURE**

The Chamber shall use its funds only to accomplish the objectives and purposes specified by these Bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, specific or philanthropic organizations or trade organizations to be selected by the Board of Directors as defined in the IRC, section 501(c)3 or 501(c)6.

### **ARTICLE IX**

#### **PARLIAMENTARY AUTHORITY**

#### **Section 1 – PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Chamber.

### **ARTICLE X**

#### **AMENDMENTS**

#### **Section 1 – REVISIONS**

These Bylaws may be amended by two-thirds (2/3) vote of the Board of Directors present at a meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed

amendments or alterations shall be submitted to the Board in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

## **ARTICLE XI**

### **BOOKS AND RECORDS**

#### **Section 1 – KEEPING OF RECORDS**

The Chamber shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and of the Board of Directors. Any member of the Board of Directors after reasonable notice to the Chamber President and the Chief Executive Officer may inspect all books and records of the Chamber.

## **ARTICLE XII**

### **INDEMNIFICATION**

#### **Section 1 – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The corporation shall indemnify to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or in the right of the corporation) by reason of the fact that:

- a. the person is or was a director or officer of the corporation or any of its subsidiaries;
- b. the person is or was serving as a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation or any of its subsidiaries; or
- c. the person is or was serving, at the request of the corporation or any of its subsidiaries, as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.

#### **Section 2 – INDEMNIFICATION OF EMPLOYEES AND AGENTS**

The corporation shall have the power to indemnify its employees and other agents to the fullest extent permitted by law.

#### **Section 3 – INDEMNIFICATION LIMITED TO COVERAGE UNDER DIRECTORS AND OFFICERS INSURANCE POLICY**

Notwithstanding any other provision of this Article XII, the Chamber shall not be required to extend or advance funds if the action/suit or proceeding is not covered under the Directors and Officers Liability Insurance Policy without approval of the Board of Directors.

#### Section 4 – **NON-EXCLUSIVITY AND CONTINUITY OF RIGHTS**

The rights of indemnification provided in this Article shall:

- a. be in addition to any rights to which a person may otherwise be entitled under any other provision of these Bylaws, any other Bylaws, any articles of incorporation, agreement, statute, policy of insurance, vote of the members or disinterested directors, or otherwise;
- b. continue as to a person who has ceased to be a director, officer, employee or agent; and
- c. inure to the benefit of the heirs, executors and administrators of such person.

#### Section 4 – **ADVANCEMENT OF EXPENSES**

The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, which the director or officer is made or threatened to be made a party to or witness in, shall be paid by the corporation in advance at the written request of the director or officer if the director or officer:

- a. furnishes the corporation a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the corporation; and
- b. furnishes the corporation a written undertaking to repay such advance to the extent that a court ultimately determines that he or she is not entitled to be indemnified by the corporation. Such advances shall be made without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

#### Section 5 – **AMENDMENTS TO INDEMNIFICATION**

Any repeal of this Article shall be prospective only and no repeal or modification of this Article shall adversely affect any right or protection that is based upon this Article and pertains to an act or omission that occurred prior to the time of such repeal or modification.

Bylaws  
Approved 2/97  
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