



Bylaws

Amended August, 1970
Amended May, 1972
Amended June, 1975
Amended November, 1976
Amended October, 1980
Amended August 7, 1981
Amended September 24, 1981
Amended March 18, 1982
Amended March 15, 1984
Amended July 28, 1988
Amended November 19, 1989
Amended January 26, 1990
Amended March, 1993
Amended November, 1996
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Amended October, 2001
Amended July, 2002
Amended September 20, 2006

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ARTICLE I
General

Section 1: Name

This organization is incorporated under the laws of the State of Oregon and shall be known as the Corvallis-Benton Chamber Coalition.

Section 2: Purpose

The Corvallis-Benton Chamber Coalition is organized to advance the general welfare and prosperity of Benton County and surrounding economic region so that its citizens and all areas of its business community may prosper. All necessary means of promotion may be provided and particular attention may be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3: Area

Benton County and the surrounding area shall comprise the economic region.

Section 4: Limitation of Methods

The Corvallis-Benton Chamber Coalition (hereafter the Organization) shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II
Membership

Section 1: Eligibility

Any person, association, corporation, government entity, partnership or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Approval of members shall be ratified by the board of directors or their designee. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3: 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, payable in advance in accordance with policy.

Section 4: Termination

a) Any member may resign from the Organization upon written request to the board of directors; b) Any member may be expelled by a two-thirds vote of the Board of

Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or action prejudicial to aims or repute of the Organization, after giving the member at least fifteen days prior written notice by first class or certified mail and an opportunity for a hearing not less than five days before the effective date of the termination.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, government entity, partnership or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership designation upon written notice.

Section 7: Orientation

At regular intervals, orientation of the purpose and activities of this organization may be conducted for the following groups: new officers and directors, current officers and directors, committee chair, committees and new members.

Section 8: Honorary Membership

The board of directors may confer or revoke honorary membership by a majority vote. Distinction in public affairs may confer eligibility of honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues.

Article III Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during May of each year. The annual meeting of the membership shall include the election of the board of directors, a review of accomplishments of the current fiscal year and an expression of the goals and projected outcomes for the next program year. The time and place shall be fixed by the Board of Directors and notice thereof, including all matters to be voted on by the members, communicated to each director and member at least ten (10) days before said meeting.

Section 2: Additional Meetings

General meetings of the Organization may be called by the Chair of the board at any time, or upon petition in writing of any 20% of members in good standing: a) Notice of special meetings shall be mailed to each member at least seven (7) days prior to such meetings; b) Board meetings may be called by the Chair of the board or by the board of

directors upon written application of three (3) members of the board. Notice (including the purpose of the meetings) shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the Chair of the board, Chair Elect of the Board, designated department chair, by the committee's Chair.

Section 3: Quorums

At any duly called general meeting of the Organization, members present shall constitute a quorum; at a board meeting, a majority of directors shall constitute a quorum; at executive board meetings a majority of executive directors shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written communication of all Organization meetings must be given at least two days in advance unless otherwise stated. A detailed outline for preparation of agenda and minutes shall be a part of this organization's Board of Directors Handbook.

Article IV Board of Directors

Section 1: Composition of the Board

The board of directors shall be composed of 12-36 directors, one third of whom shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. The past Chair shall serve as member of the board.

The governance and policy-making responsibilities of the Organization shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board of Directors will meet at least quarterly at the time and place identified by the Board of Directors. The Board is responsible for reviewing and approving the organization's financial reports, adopting the budget and identifying the outcomes and adopting the strategic plan. The Board of Directors will also elect the Executive Committee annually.

The Executive Committee of the Board of Directors will meet monthly at the time and location identified by the Executive Committee. The Executive Committee elects the officers, reviews and approves the organization's financial reports monthly, and recommends the budget, outcomes and strategic plan for the ensuing year. The Executive Committee is responsible for the annual evaluation of the President.

Section 2: Selection and Election of Directors

- A. Nominating Committee.** At the regular January executive committee meeting, the Chair of the board shall appoint, subject to approval by the executive committee, a nominating committee of six (6) members of the Organization.

Prior to March 1, the nominating committee shall present to the Executive Committee a slate of candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No board member who has served three consecutive three-year terms is eligible for election for a fourth term. A period of one (1) year must elapse before eligibility is restored.

- B. Publicity of Nominations.** Upon receipt of the report of the nominating committee, the president shall publish and notify the membership of the names of persons nominated as candidates for directors and the right of petition.
- C. Nominations by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 20 qualified members of the Organization. Such petition shall be filed within the nominating committee with twenty (20) days after notice has been given of the names nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.
- D. Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the members at the annual meeting in May.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for a specific number of candidates to fill the open directorships. The president shall mail this ballot to all active members at least 15 days before the annual meeting in May.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Organization office within ten days. The board of directors shall at the annual meeting declare the candidates, with the greatest number of votes, elected to fill the open seats on the Board.

- E. Judges.** The Chair of the board shall appoint, subject to the approval of the board of directors, at least three (3), but not more than five (5), judges who are not members of the board of directors or candidates for election. One will be designated Chair. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the board of directors.

Section 3: Seating of New Directors

All newly-elected and appointed board members shall be seated at the regular July board meeting and shall be participating members thereafter.

Section 4: Vacancies

A member of the board of directors who shall be absent from three (3) consecutive regular meetings of the board of directors shall automatically be dropped from

membership on the board unless absent by illness or other absence approved by the Chair of the Board or their designee at any meeting thereof.

Vacancies on the board of directors shall be filled by the board of director's policy.

Section 5: Policy & Procedures

The board of directors is responsible for establishing and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual and in the respective Board of Directors Handbook, Employee Handbook and Membership Handbook, to be reviewed periodically and revised as necessary. The work of the Organization shall be accomplished thru the Board of Director's Committees.

Section 6: Management

The board of directors shall employ a President and shall fix the salary and other considerations of employment.

Section 7: Ex-officio Positions

The Board of Directors may appoint ex-officio positions.

Article V

Board Officers

Section 1: 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. Policies, procedures and other guiding documents can be found in the Policy Manual and the Board of Directors Handbook.

Section 2: Determination of Officers

The board of directors at its regular fourth quarter meeting shall reorganize for the coming year. At the annual meeting, the Board shall nominate the Executive Committee. Immediately following the board of directors meeting the Executive Committee shall meet and elect the Chair of the Board, Chair-elect Treasurer-Secretary. Officers will be elected from members of the Executive Committee. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of each office. They shall be voting members of the Board of Directors. Vacancies shall be filled by the Executive Committee by majority vote.

Section 3: Duties of Officers

- A. Chair of the Board.** The Chair shall serve as the chief elected officer of the Organization and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chair of the Board shall, with advice and counsel of the President, assign Executive Committee members to divisional or departmental responsibilities, subject to Board of Directors approval.

The Chair of the Board shall, with advice and counsel of Executive Committee and the President, determine all committees, select all committee Chairs, assist in the selection of committee members, subject to approval of the Board of Directors.

- B. Chair-elect** The Chair-elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.
- C. Past Chair.** The Past Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair and Chair-elect. The Past Chair shall be responsible for planning the annual membership meeting.
- D. Treasurer-Secretary** The Treasurer-Secretary shall be responsible for the safeguarding of all funds received by the Organization and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President, or, in the absence of either or both, by any two officers. The Treasurer shall cause monthly financial reports to be made to the Board.

Article VI Committees and Divisions

Section 1: Appointment and Authority

The Chair of the Board, by and with the approval of the Board of Directors, shall appoint and terminate all committees and committee Chair. The Chair of the Board may appoint such ad hoc committees and their Chair as deemed necessary to carry out the program of the Organization. Committee appointments shall be at the will and pleasure of the Chair of the Board and shall serve concurrent with the term of the appointing Chair of the Board, unless a different term is approved by the Board of Directors.

The work of the organization shall be carried out through its committees and taskforces. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

No action by any member, committee, division, director or employee shall be binding upon, or constitute an expression of, the policy of the Organization until it shall have been authorized, approved or ratified in accordance with Board of Directors policy.

Committees shall be discharged by the Chair of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chair or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Division

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Organization.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Organization, unless approved by the Board of Directors.

Article VII Finances

Section 1: Funds

All money paid to the Organization shall be placed in the general operating fund consisting of various accounts unless otherwise designated by the Executive Committee. There must be a designated account for funds received and accepted for designated purposes. Funds unused from the current year's budget will be placed in a reserve account unless otherwise designated by the Executive Committee.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors, subject to the financial policies of the Board of Directors.

Section 3: Fiscal Year

The fiscal year of the Organization shall close on June 30th.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Review

The accounts of the Organization shall be subject to an annual review for the period ending thru the close of business on June 30th by a public accountant. Those accounts requiring audits will be audited. The review shall at all times be available to members of the organization within the offices of the Organization.

Section 6: Bonding

The President and staff, as the Board of Directors may designate, may be bonded by a sufficient bond in the amount set by the Board and paid for by the Organization.

Article VIII Dissolution

Section 1: Procedure

The Organization shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Organization. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, non-profit or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)3 or 501(c)(6).

Article IX

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the articles or bylaws of the Organization.

Article X Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors present (if a quorum), or by a majority of the members present at any regular or special meetings, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Article XI Indemnification

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification substantively, procedurally, and otherwise.

Article XII

CONFLICT OF INTEREST

Section 1 Purpose.

The corporation will adopt a conflict of interest provision to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation. This policy is intended to supplement but not replace ORS 65.361 governing conflicts of interest applicable to nonprofit corporations.

Adopted: September 20, 2006

Amended: (date)