

**ASTORIA-WARRENTON AREA
CHAMBER OF COMMERCE**

BYLAWS

ARTICLE I
NAME

Section 1. This organization is incorporated under the laws of the State of Oregon and known as the Astoria - Warrenton Area Chamber of Commerce hereafter known as Chamber. Its operating area shall include the cities (town and/or communities) of Astoria, Warrenton, and serving the communities of the Lower Columbia River including the communities of Knappa and Svensen. The Chamber 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
PURPOSE

Section 1. The Chamber is organized to advance the general welfare and prosperity of the Astoria-Warrenton area so that its citizens and business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 2. This organization, in its activities, shall be non-partisan, non-sectional, and non-sectarian. It shall not by resolution or otherwise be committed to the support or endorsement of any candidate for public office.

ARTICLE III
MEMBERSHIP

Section 1. Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization, regardless of place of business shall be eligible for membership.

Section 2. In any proceeding in which voting by member is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 3. Membership fees 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.

Section 4. Any member may resign from the Chamber upon written request to the Board of Directors. If any member fails to pay their dues within (90) calendar days from the date due, they shall be considered delinquent. Written notice of their status shall be given by the (Secretary/Executive Director). If at the end of 15 calendar days they remain delinquent, their membership will be considered canceled, unless otherwise extended upon request of the member for good cause or by action of the Board.

ARTICLE IV
MEETINGS

Section 1. General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any ten percent (10%) of members in good standing: a) Notice of special meetings shall be mailed to each member at least five (5) calendar days prior to such meetings; b) Board meetings may be called by the President or by the Board of Directors upon written application of five (5) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) calendar day prior to said meeting; c) Committee meetings may be called at any time by the President or by the committee's chair.

Section 2. The annual meeting of the corporation, in compliance with State law, shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each members at least ten (10) calendar days before said meeting.

Section 3. Quorum Requirements

The members present at any duly called general meeting of the Board of Directors shall constitute a quorum for the transaction of business, and shall have power to decide all questions not governed by the By-Laws.

The members present at any committee meeting shall constitute a quorum for the transaction of committee business.

ARTICLE V BOARD OF DIRECTORS

Section 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in a board of fifteen elected directors and in such advisory directors as herein provided. Nominees to the Board must be Chamber members in good standing and Directors must maintain their memberships throughout their terms. One-third of said fifteen elected directors, with the exception of the Advisory Directors, shall be elected annually for a term of three years. A member of the Board shall serve no more than six consecutive years. The term of offices shall begin with the first regular meeting of the fiscal year. After two consecutive terms, no member of the Board of Directors shall be eligible for re-election until after the lapse of one year from his/her term as director or officer. The directors shall have the power to fill all vacancies on the board. They shall meet not less than once a month, at such regular time and place as shall be determined by them. They shall submit a full report of the work and the finances of the organization annually. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. Removal. A member of the Board of Directors who shall be absent from three (3) meetings of the Board of Directors during the calendar year shall automatically be dropped from membership on the Board of Directors unless there is a majority vote of those voting at any meeting to reverse this clause due to extenuating circumstances. Vacancies of the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote, for the remaining term.

Section 3. The members of the Board of Directors shall be protected from errors and omissions by a policy of insurance arranged for and paid for by the Chamber.

ARTICLE VI OFFICERS

Section 1. The officers shall consist of President, Immediate Past President, President Elect, Secretary, and Treasurer. The President, President Elect, Secretary, and Treasurer shall be elected by the Board, shall be in good standing, will be members of the Board and have all rights and privileges of an elected member of the Board, including the right to vote.

Section 2. President. The president shall serve as chairperson of the executive committee and preside at all general membership meetings, meetings of the board of directors and executive committee.

The president shall appoint, with the counsel of the Board, and executive committee and executive director, committee members.

Section 3. President-Elect. The president-elect shall perform the duties of the president in his/her absence. The president-elect shall participate in those standing committees and ad-hoc committees that are assigned by the board or as determined by chamber policy.

Section 4. Secretary. The secretary shall be technical custodian of the minutes, and all records of the organization; and in general perform all duties incident to the office that are assigned to the secretary by the board of directors or as determined by chamber policy.

Section 5. Immediate Past President. The immediate past president shall serve as a voting member of the board of directors and the executive committee for one year. The immediate past president's role shall be that of special consultant to the president drawing upon his/her knowledge as a past president for advice and guidance.

Section 6. Treasurer. The treasurer shall serve as the financial officer of the Chamber and as chairperson of the finance committee.

The treasurer shall be technical custodian of all funds of the Chamber which are kept in the name of the organization. The treasurer shall render periodic reports regarding the financial condition of the organization to the Board.

ARTICLE VII COMMITTEES

Section 1. The President shall, with the counsel of the Executive Committee and the Executive Director, establish committees and task forces, subject to the approval of the Board.

Section 2. Committee chairs shall be elected annually in January by the committee's members. A director, if elected, may serve as committee chair. An individual may not serve as chair of the same committee more than two (2) years without the approval of the Board of Directors.

Section 3. The President, with the counsel of the Executive Committee and the Executive Director, shall appoint one member of the board as a member at large and another board member as vice chair for each committee. The vice chair shall fulfill the duties of the chair in his/her absence and both shall serve as liaison with the board of the chamber.

Section 4. It shall be the function of the Committees to investigate and make recommendations to the Board of Directors. No Committee, standing or special, shall have power to commit the Chamber on any matter of general policy or to obligate funds unless previously authorized by the Board of Directors. It is the intent of this section to provide that Committees shall have the authority to recommend actions on matters pertaining to that Committee and to recommend to the Directors for decision all matters affecting the Chamber as a whole.

Section 5. All resolutions adopted by committees and all reports and other communications shall first be approved by the Board of Directors, before being made available either to the membership of the Chamber or to the public, except such resolutions, reports and other communications as shall be approved or authorized in advance by the Board of Directors.

Section 6. The Executive Committee shall consist of the officers of the Board and meet subject to the call of the President. The Executive Committee shall have the power to transact all regular or emergency business of the Chamber during the period between the regular meetings of the Board, subject to any prior limitation imposed by the Board. The Executive Committee shall conduct an annual written performance evaluation for the Executive Director in accordance with established Board policy.

Section 7. The Finance Committee shall prepare the proposed budget for the ensuing year and submit it to the Board of Directors for approval and/or revision prior to the beginning of each fiscal year at a regular or special meeting held for that purpose. The Finance Committee shall be responsible for an annual audit and/or review of the books and accounts of the Chamber prior to the close of business for the fiscal year. The findings shall be reported to the Board of Directors.

Section 8. The Nominating Committee at the regular August Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Board. The President shall designate the chair of the committee. The Nominating Committee shall serve as the election board for the purpose of proper supervision of the balloting, and canvassing the ballots and report the results to the Board of Directors and/or the general membership.

Section 9. The Ambassadors Committee shall greet and welcome new businesses by attending ribbon cuttings, grand openings, open houses, business anniversary parties, Business After Hours, Chamber Forum and any Chamber function requiring the greeting arm of the Chamber. They shall recruit others to become Ambassadors.

Section 10. The Business Education Committee shall bring business and education together. The Committee will focus on projects that emphasize to the students and business leaders the importance of education. This Committee shall emphasize to business leaders the educational process and activities of the students and the importance of business involvement with students.

Section 11. The Economic Development Committee shall support and promote existing industry, encourage new businesses and support projects or lead projects that will in some way benefit this area economically. They also support and promote visitor industry development.

Section 12. The Fisheries Committee shall bring together those interested in the economic potential of the area's fishing fleets, facilities and supplies. It shall educate the membership and the community to the economical, social and cultural benefits of fishery and monitor Federal and State legislative actions affecting fisheries in the area and responds appropriately.

Section 13. The Lower Columbia Tourism Committee is the marketing arm of the Chamber. This committee shall select types and placement of advertising to promote the Astoria-Warrenton Area. It also issues grants once a year for local events and projects that promote tourism.

Section 14. The Merchants Committee shall promote businesses by developing and organizing special events such as sidewalk sales, parades and other community enhancement projects.

ARTICLE VIII ELECTION OF BOARD MEMBERS

Section 1. The Board shall notify the Membership by appropriate means that Board openings exist and that a selection process is beginning by mid-September via the September newsletter or other appropriate means.

Section 2. The Nominating Committee shall report the candidates to the Board of Directors at the October Board of Directors meeting. The Executive Director shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

Section 3. Additional names of candidates for directors can be nominated by petition bearing the signatures of at least twenty-five (25) qualified members of the Chamber. Such petition shall be

filed with the Nominating Committee within twelve (12) calendar days after notice has been given of the names of those nominated. The Nominating Committee shall determine the validity of the petition(s) and their decision shall be final.

Section 4. 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 Board of Directors at their regular November Board meeting.

If a valid 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 one candidate per open position only. The Executive Director shall mail this ballot to all members.

The ballots shall be marked in accordance with instruction printed on the ballot and returned to the Chamber office within five calendar days. The Board of Directors shall at its regular December Board meeting declare the candidates with the greatest number of votes elected.

Section 5. All newly elected Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

ARTICLE IX ADVISORY BOARD MEMBERS

Section 1. Advisory Board. The Board may, at its discretion, appoint additional advisory directors to represent such local governmental or community organizations as it shall deem proper, provided that the number of such advisory directors shall not exceed five. Advisory Directors have all the privileges of regularly elected Directors, excluding the right to vote.

ARTICLE X ADMINISTRATION

The Board shall select and appoint a competent Executive Director who shall be its representative in the management of the Chamber. The Executive Committee will determine the compensation of the Executive Director, in accordance with established Board policy.

The Executive Director shall be given the necessary authority and responsibility to operate the Chamber and its subsidiaries, if any, in all its activities and departments, subject only to such policies as may be issued by the Board or by any of its committees to which it has delegated power for such action.

The Executive Director shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act.

ARTICLE XI REFERENDA

Upon the request in writing of twenty-five members, the Board of Directors shall, or upon their own initiative may, submit a question by mail to the membership for a referendum vote. The ballot for that vote may be accompanied by briefs stating both sides of the question. When so stated in the written request, action taken thereon by the membership shall be final and shall bind the Board of Directors. A referendum submitted to the membership shall be returned within five calendar days from the date of mailing.

ARTICLE XII
AFFILIATED ORGANIZATIONS

The Board of Directors shall have the power to provide for affiliation of organizations with the Chamber in such manner and upon such terms as may be determined. Provided that no such affiliation shall confer upon non-members the general privileges of the Chamber. The Chamber shall not participate in reciprocal memberships.

ARTICLE XIII
DISBURSEMENTS

Upon approval of the budget, the Executive Committee shall be authorized to make disbursements on account of expenses provided for in the budget without additional approval by the Board of Directors. All disbursements shall be made by check and signed by two designated officers or staff as approved by the Executive Committee. Disbursements of funds of the Chamber to cover expenses not provided for in the budget shall be made only after approval by the Board of Directors.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE XV
RULES OF ORDER

All questions of parliamentary procedure shall be determined according to Robert's Rules of Order.

ARTICLE XVI
AMENDMENTS

These Bylaws may be amended by affirmative vote of two-thirds majority of the Directors present, provided that a quorum exists, at any regular or special meeting thereof, provided that full presentation of such proposed amendments shall have been published in the notice calling the meeting.

ARTICLE XVII
CONFLICT OF INTEREST

If a Director perceives a conflict of interest, the conflict shall be disclosed and the director shall abstain from voting on the issue. Nothing in this section shall be construed to prohibit a member who discloses a conflict from participating in the discussion of the issue.

ARTICLE XVIII
DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purpose specified in 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, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501(c)6 of the Internal Revenue Code of 1986.

LIABILITY OF DIRECTORS AND CERTAIN OFFICERS

To the fullest extent that the Oregon Nonprofit Corporation Act, as it now exists or may be hereafter amended, permits the limitation or elimination of the liability of directors or uncompensated officers, a director or uncompensated officer of the corporation shall not be personally liable to the corporation for monetary damages resulting from acts or omissions committed as a director or uncompensated officer.

XX

INDEMNIFICATION

Section 1. To the fullest extent permitted by the Oregon Nonprofit Corporation Act as it now exists or may be hereafter amended, the corporation (1) shall indemnify any person who is made or threatened to be made a party to any prospective, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that the person is or was a director or uncompensated officer of the corporation; (2) may indemnify any person who is made or threatened to be made a party to any prospective, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that the person is or was a compensated officer, employee, agent or volunteer of the corporation.

Section 2. This article shall not be deemed exclusive of any other provisions for the indemnification of directors, uncompensated or compensated officers, employees, agents or volunteers that may be included in any statute, bylaw, agreement, resolution of directors or otherwise, both as to action in any official capacity and action any other capacity while holding office, or while an employee, agent or volunteer of the corporation.

ADOPTION XXI

Adopted at a meeting of the Board of Directors of the Chamber on May 8, 1997

Amended and adopted January, 1999

Amended and adopted December, 1999

Amended and adopted August, 2001.