

## Vale Chamber Mission Statement

The mission of the Vale Chamber of Commerce is to coordinate the improvement of the main street area to advance commercial, industrial, civic, and general interest in the City of Vale and its trade area.

## U. S. Chamber Statement

U.S. Chambers work to publicize, promote and develop commercial and industrial opportunities, and to improve schools, streets, housing, public works, fire and police protection, parks, playgrounds and recreational and tourist facilities

## ARTICLE I - GENERAL

### SECTION 1: NAME

This organization is incorporated under the laws of Oregon and shall be known as the VALE CHAMBER OF COMMERCE.

### SECTION 2: PURPOSE

The Vale Chamber of Commerce is organized to stimulate and improve the commercial, professional, industrial, cultural and agricultural interests of the City of Vale and the surrounding areas in order to build a better community.

To accomplish this purpose, the Vale Chamber of Commerce shall adhere to these guidelines:

1. Encourage business and community prosperity by promoting economic programs designed to strengthen and enhance the financial opportunities for all businesses within Vale and the surrounding areas.
2. Serve as an effective non-partisan, non-sectarian voice for business on legislative, business, social, governmental and community issues affecting Vale and the surrounding areas.
3. Identify and overcome obstacles that are detrimental to the business climate and to community growth.
4. Support civic, social and cultural programs designed to increase the functional and aesthetic values of the community.

### SECTION 3: LIMITATIONS

The Vale Chamber of Commerce shall observe all local, State and Federal laws, which apply to non-profit organizations recognized as defined in Section 501 (c) (6) of the Internal Revenue Code.

The Vale Chamber of Commerce shall be non-partisan and non-sectarian, and shall take no part in or lend its influence of facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office except as approved by the membership. Appearances of political aspirants or office holders as speakers in any Chamber program shall not carry the implication of Chamber endorsement of the views expressed by such individuals.

The Vale Chamber of Commerce shall not discriminate on the basis of race, creed, color, age, sex, marital, handicap or veteran status.

## ARTICLE II - MEMBERSHIP

### SECTION 1: ELIGIBILITY

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible for membership. Additionally, any person, or entity eligible for membership may acquire more than one membership by paying the annual dues of each such membership

### SECTION 2: DUES

Regular membership dues shall be at such rate or rates as may from time to time be approved by a majority vote of the board of directors. Thirty days written notice of the revised dues schedule shall be given to the membership. A regular member is in good standing when the regular member's or the membership organization's dues are paid to date. Dues shall be payable upon joining the Chamber and annual dues payable in January of each

year or as determined by the board of directors. Members who are delinquent in the payment of dues for more than ninety days may have their membership suspended, and shall have no voting rights while delinquent.

### SECTION 3: 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 4: TERMINATION

Membership may be terminated whenever the Board of Directors determines that a member has acted in opposition to the purposes of the corporation. The member shall be given written notice of the intent to terminate membership not less than fifteen (15) days prior to the effective date of termination and shall be given the opportunity of a hearing before the board.

## ARTICLE III - MEETINGS

### SECTION 1: REGULAR MEMBERSHIP MEETINGS

Regular membership meetings shall be held at least once monthly at a time, date and place to be designated by the Board of Directors.

### SECTION 2: REGULAR BOARD MEETINGS

The Board of Directors shall meet at least once monthly at a time, date and place to be designated by the President.

### SECTION 3: ANNUAL MEETING

An Annual Meeting of the membership shall be held each year during the month of January at a time and place to be designated by the Board of Directors, and shall be for the purpose of considering a report by the President or designee, showing the condition of the Vale Chamber of Commerce at the close of the last fiscal year, and for the transaction of such other business as may be brought before the meeting.

### SECTION 4: SPECIAL MEETINGS

Special meeting of the members of the Vale Chamber of Commerce may be called by any member of the Board of Directors upon petition signed by no less than 10 percent of the members. Notice of the meeting shall be made in person, or by mailing notice to his or her last known post office address, or via e-mail or facsimile to the members latest e-mail address of record or facsimile phone number at least ten (10) days prior to the meeting date.

### SECTION 5: QUORUM

At all general membership meetings, fifteen (15) percent of the members in good standing shall constitute a quorum. At all Board of Directors meetings, three (3) members of the board shall constitute a quorum.

## ARTICLE IV – BOARD OF DIRECTORS

### SECTION 1: GENERAL POWERS

The Board of Directors shall act for, and on behalf of, the membership, but shall be accountable to the membership for its actions. The Board of Directors may adopt such rules and regulations for conduct of their meetings and the management of the Vale Area Chamber of Commerce which are not inconsistent with these bylaws and the laws of the State of Oregon. The Board shall have the authority necessary for the guidance and transaction of the business of the Vale Chamber of Commerce.

### SECTION 2: NUMBER AND TERM

The Board of Directors of the Vale Chamber of Commerce shall consist of the President, Vice President, Trea-

sure, Secretary and two (2) officers, one-third of whom shall be elected annually for a term of three years. A Manager may be appointed and/or hired by the Board of Directors as deemed necessary.

### SECTION 3: NOMINATIONS

The President shall appoint a nominating committee which will provide a slate of candidates equal to at least one candidate for each position to be filled. The nominating committee will present the candidates during a November meeting. Further nominations may be made from the floor. Any member in good standing shall be eligible.

### SECTION 4: ELECTIONS

Elections shall take place by a majority vote of the membership by mail-in ballot, electronic voting via e-mail or facsimile in December. The term of office shall be from January 1st to December 31st of the ensuing year.

### SECTION 5: DUTIES OF OFFICERS

Officers for the coming year shall be installed at the annual meeting in January. Duties of Officers will be as follows:

a. The President shall be the recognized head of the Chamber and preside at all meetings of the membership. He or she shall appoint all standing committees, not otherwise provided for, and shall perform such other duties as are the prerogative of the presiding officer. He or she shall be an ex-officio member of all committees.

b. The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

c. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. It shall be the duty of the Treasurer to receive all monies and funds of the Chamber and to disburse the same, to account for all of the transactions of the Treasurer's office and make a full report of the same at each regular meeting.

d. The Secretary shall keep accurate minutes of all meetings, provide the agenda, keep a membership list and perform all other duties general to the position.

e. At large board members shall participate in developing and executing Chamber of Commerce policies and programs, and shall perform other duties as may be agreed upon by the President or a majority of the Board of Directors.

### SECTION 6: COMPENSATION

No officer of the Chamber shall, as such, receive any compensation for services rendered or expenses incurred, unless authorized and fixed by the Board.

### SECTION 7: VACANCIES IN OFFICE

Any officer or member of the board of directors who is absent for three (3) consecutive meetings for reasons which the board deems insufficient, shall be deemed to have tendered his resignation and the same may be accepted by the board of directors.

Any vacancy occurring in any office or of a board member shall be filled by the board of directors until the next election.

## ARTICLE V - COMMITTEES

### SECTION 1: APPOINTMENT AND AUTHORITY

The President shall appoint all committees and committee chairpersons. The President may appoint such ad hoc

committees and their chairpersons as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless different term is approved by the Board of Directors.

## SECTION 2: LIMITATION OF AUTHORITY

No action by any member, committee, director, or officer shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved and ratified by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of a majority of the board of directors, it is deemed wise to discontinue the committee.

## SECTION 3: STANDING COMMITTEES

The following standing committees shall be appointed at the beginning of the President's term of office:

(a) Budget and Finance Committee: Consists of the Board of Directors and is chaired by the treasurer.

(b) Membership Committee: The chair will be appointed by the President and have a minimum of three members who will work continuously to increase the membership of the Chamber and in addition shall from time to time advise the board with respect to ways and means of enlarging and conserving the membership and revenues of the Chamber.

(c) Special Events Committees: These committees shall coordinate festivals, celebrations & parades, and other similar activities.

(d) Special Committees: All other committees are to be appointed to fit the program of work as determined by the officers of the board.

## ARTICLE VI - FINANCES

### SECTION 1: BUDGET

As soon as possible after the annual meeting of each year, the Finance Committee shall compile a budget of estimated expenses, including a stated amount for each committee and submit it to the Board of Directors. As passed by the Board and approved by the membership 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: DISBURSEMENTS

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by check.

### SECTION 3: FISCAL YEAR

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

### SECTION 5: AUDIT

The accounts of the Chamber may be audited at the discretion of the board of directors. Accounting practices shall follow generally accepted accounting principles (GAAP) as set forth by the Financial Accounting Standards Board (FASB).

### SECTION 6: INSURANCE

The Board of Directors shall arrange sufficient directors'/officers' liability insurance as well as general liability

insurance.

## ARTICLE VII - DISSOLUTION

### SECTION 1: PROCEDURE

The chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall benefit 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 IRS Section 501C (3).

## ARTICLE VIII - 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 charter or By-Laws of the Chamber.

## ARTICLE IX - AMENDMENTS

These By-Laws may be amended or altered by a majority vote of the membership. Notice of proposed amendments shall be given to the membership via mail, e-mail, or facsimile ten (10) days prior to a vote being taken.  
return to main page