

**TIGARD AREA CHAMBER OF COMMERCE, INC.**  
**BYLAWS**

**ARTICLE I**  
**GENERAL**

**Section 1: NAME**

The name of the organization shall be Tigard Area Chamber of Commerce Inc., hereafter referred to as TACC. The TACC shall operate as a non-profit organization. The TACC will include the operation of the Tigard Area Farmers Market (TAFM).

**Section 2: OFFICES**

The TACC shall maintain in the State of Oregon a registered office and a registered agent located in the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may have additional offices as determined by the Board of Directors.

**Section 3: PURPOSE**

The TACC is a forward thinking membership organization with a mission to provide opportunities for business growth in the Tigard area. TACC shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of the TACC shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the Oregon Revised Statutes and the Internal Revenue Code.

The TACC's primary objective shall be the promotion and maintenance of a sound local economy. This objective shall be pursued by

- a) Ongoing provision of information and consumer assistance in response to public inquiries in regard the Tigard area business community.
- b) Promotion of public awareness concerning the contributions of business to the well-being of the community as a whole.
- c) Promotion of concepts and proposals that tend to enhance the economic strength and vitality of the Tigard area.
- d) Promotion of ethical business practices and responsible conduct in all dealings between area businesses and consumers.
- e) Encouragement of civic awareness and involvement by an informed business community.
- f) Additional methods deemed necessary and/or beneficial by the TACC Board of Directors.

**Section 4: LIMITATION OF METHOD**

The TACC shall observe all local, state and federal laws and regulations which apply to a non-profit organization as defined by the Internal Revenue Code and by the Oregon Revised Statutes

**Section 5: SEPARATE ENTITY**

The TACC shall have authority to establish a separate 501(c)(3) non-profit organization for charitable purposes to be determined by the Board of Directors. The Board of Directors shall approve formation of that entity by a two-thirds vote of the full board.

**ARTICLE II**  
**MEMBERSHIP**

**Section 1: ELIGIBILITY**

Any person, agency, association, corporation, or business entity having an interest in the objectives of this organization shall be eligible to apply for membership.

**Section 2: APPLICATION PROCESS**

Applications for membership shall be completed on forms provided for that purpose, and signed by the applicant. Election of members shall be by the affirmative vote of the majority of the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment. Membership is restricted to those willing to adhere to a reasonable code of business or professional conduct and to those demonstrably able to promptly pay membership investment dues. The Board of Directors reserves the right to reject any application. The Board of Directors also reserves the right to reject new applications of former members who were previously expelled.

**Section 3: MEMBERSHIP INVESTMENT**

Membership investment shall be at such rate or rates according to schedule or formula as may be from time to time prescribed by the Board of Directors. Membership dues shall be payable annually in advance and shall be due on the anniversary of the member's initial dues payment.

**Section 4: TERMINATION OF MEMBERSHIP**

TACC Membership may be terminated for the following reasons:

- a) Any member may resign from TACC upon written notice to the TACC Staff.
- b) Any member shall be expelled by the Board of Directors by a two-thirds (2/3) vote for nonpayment of membership investment due after 90 days from the date due, unless otherwise extended for good cause.
- c) Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors for actions detrimental to the Chamber or the business community, moral turpitude or other crime
- d) If the Board of Directors by a two-thirds (2/3) vote, determines that a member should be expelled, the member to be expelled shall be given fifteen days written notice of the intended action by first class mail, postage prepaid, addressed to the member at the member's last known address shown on the records of the Chamber. The notice shall state the reason for the member's expulsion and also state that the member has an opportunity to submit a written statement why the expulsion should not take place, which statement must be received in the Chamber Office not less than five days before the effective date of the termination. The Board of Directors shall consider the member's statement, if any, and may order that the expulsion shall not take place or that it shall take place as stated in a notice to the member.

**Section 5: VOTING**

Each member shall be entitled to one (1) vote. Corporations, associations, and partnerships shall register each year with TACC one individual who shall be entitled to cast one vote on behalf of such entity.

**ARTICLE III**  
**MEETINGS**

**Section 1: ANNUAL MEETING**

The annual meeting of the corporation shall be held during the last month of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof sent electronically to each member at least ten (10) and not more than sixty (60) days in advance of the meeting.

**Section 2: ADDITIONAL MEMBERSHIP MEETINGS**

Meetings of the Chamber of Commerce may be called by the Chairperson or CEO at any time, or upon petition in writing to the Chairperson of ten percent (10%) or more of the members in good standing. Notice of special meetings shall be communicated to each member at least ten (10) and not more than sixty (60) days prior to such meetings.

**Section 3: BOARD OF DIRECTORS MEETINGS**

Board meetings of the Chamber of Commerce may be called by the Chairperson, the CEO, or upon written application of three (3) members of the board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to such meeting. Committee meetings may be called at any time by the Board of Directors Chairperson, the CEO, or by the committee chairperson.

**Section 4: COMMITTEE MEETINGS**

Committee meetings may be called at any time by the Committee Chairperson, the Board Chairperson, or by the CEO. A majority of committee members shall constitute a quorum of each committee.

**Section 5: QUORUMS**

At any duly called special meeting of the Chamber, a simple majority of the members present shall constitute a quorum. Simple majority of committee members and board members shall constitute a quorum before Committee meetings and Board of Director meetings respectively. Committee meetings may be held by telephone, telecommunications, or email and are subject to the quorum guidelines set forth above. Board of Directors meetings held by telephone, telecommunications, or email require 100% participation of all Board Members.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1: AUTHORITY**

The Board of Directors (BOD) shall be the governing body of the TACC and shall establish and maintain a written policy statement for the direction of this organization and its contribution for the benefit of its members. The government and policy-making responsibilities of the TACC shall be vested in the BOD, which shall control its property, be responsible for its finances, and direct its affairs.

**Section 2: COMPOSITION**

- a) The Board of Directors shall consist of no less than six (6) members. The Board shall have the following voting positions: Immediate Past Chairperson, Chairperson, Chairperson-Elect,

Vice-Chairperson of Finance, Vice-Chairperson of Membership, and Ambassador Liason (Ambassador Chair). The non-voting Secretary position will be held by the CEO.

- b) Every two years, the Board of Directors will vote to determine which individuals will fill the role of Board Chairperson and Chairperson-Elect.
- c) All TACC Board Members must be in good standing when nominated, elected, and serving.
- d) Board members shall be elected by the membership. The Immediate Past Chairperson who is still a member in good standing shall automatically be a member of the Board of Directors with full voting powers.
- e) The CEO shall serve as a non-voting member of the Board.
- f) The BOD may appoint a non-voting note-taker to record minutes.

### Section 3: TERM OF OFFICE

Terms begin on July 1 of the elected year. Board members are elected to serve a two (2) year term. Board members selected as the Chairperson-Elect will fulfill that role for two years and transition to the position of Chairperson and then Immediate Past Chairperson.

### Section 4: BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet as often as necessary to ensure the efficient operation of the TACC. Meetings shall be called by the Chairperson at the Chairperson's sole discretion or by the Chairperson upon request of any two members of the BOD. Each Director shall be notified of meetings at least 24 hours in advance. A majority of the Board of Directors in office immediately before the meeting begins shall constitute a quorum at all meetings. Any regular or special meetings of the BOD may be held via phone with the presence of a quorum or e-mail if a quorum is respondent.

### Section 5: SELECTION AND ELECTION OF DIRECTORS

On or before April 15<sup>th</sup> of each year, the Board of Directors shall propose a slate of Directors for the Membership to approve by election during the Annual Meeting.

### Section 6: FILLING OF VACANCIES

The office of any Board of Director may be declared vacant when a Director has been absent from three regularly scheduled meetings in a calendar year. Vacancies shall be declared by a majority vote of the Board. Any Board of Director or Officer may be replaced by a majority vote of the Board. Vacant positions may remain unfilled at the discretion of the Board, so long as the total number of Board of Directors does not fall below five. In the event of the Chairperson's resignation, dismissal, or inability to perform the duties of office, the Board shall designate an Acting Chairperson with succession to proceed in the following order: Chairperson-Elect, Vice Chairperson of Membership.

### Section 7: FEES AND COMPENSATION

Directors shall not receive salaries for their Board services, but may be reimbursed for approved expenses directly related to Board service.

### Section 8: BOARD OF DIRECTORS RESPONSIBILITIES

The Board of Directors shall meet at the request of the Chairperson to keep informed of all Chamber activities and shall assume responsibility for the following:

- A) Supervision of the CEO.
- B) Negotiation of wages and establishment of compensation of CEO.

- C) Efficient operation of TACC in the event of the CEO's resignation, dismissal or inability to perform duties.
- D) Efficient response to timely issues or emergency situations which may confront the TACC during the interim periods between Board meetings.
- E) Attendance at Board of Directors meetings.
- F) Involvement in various TACC events and/or committees.

Section 9: INDIVIDUAL DIRECTOR ROLES AND RESPONSIBILITIES

- A) CHAIRPERSON: The Chairperson shall advise and direct such action(s) as may be necessary to fulfill the objectives of the TACC. The Chairperson shall perform all duties incident to the office including, but not limited to:
  - a. Presiding over all meetings of the general membership and the Board of Directors
  - b. Preparing of matters to be presented for Board consideration
  - c. Serving as an ex-officio member of all TACC committees
  - d. Providing guidance to other Directors in the performance of their duties
  - e. Monitoring the activities of all Chamber divisions and committees
- B) CHAIRPERSON-ELECT: The Chairperson-Elect shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. Upon confirmation by the Board of Directors, the Chairperson-Elect will succeed the Chairperson in office.
- C) VICE CHAIRPERSON OF FINANCE (VCF): The VCF shall be responsible for the safeguarding of all funds received by the TACC, and shall maintain an accurate record of the Chamber's financial condition. The VCF shall chair the Finance Committee, which will meet at least once per month. The VCF shall cause a monthly financial report to be made to the Board.
- D) Chief Executive Officer (CEO): The CEO shall serve at the discretion of the Board.
  - a. The CEO shall be the chief administrative and executive officer of the Chamber. They shall prepare notices and minutes of meetings of the Board.
  - b. The CEO shall serve as advisor to the Chairman and Past Chairman. They shall assemble information and data and cause to be prepared special reports as directed by the Chairman of the Chamber.
  - c. The CEO shall be a non-voting member of the Board of Directors and all committees.
  - d. The CEO, with the assistance of the designated chair of each committee, shall be responsible for administration of the Business Plan, which will be determined at the Board of Directors' Annual Planning Retreat or at any official Board Meeting in accordance with the policies and regulations of the Board of Directors.
  - e. The CEO shall be responsible for the hiring, discharging, directing and supervising of all employees.
  - f. With the cooperation of the Budget and Finance Committee, they shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. They shall be responsible for all expenditures within approved budget allocation.

Section 10: EMERGENCY ACTION

If there is no quorum, but there are at least three (3) voting members present at a Board meeting and by unanimous vote of the members present, there is declared to be an emergency question pending, action may be taken upon such emergency question by unanimous vote of the members present together with the approval of such action, obtained by telephone, from a sufficient number of Board members to constitute a majority. A record of the meeting shall be

kept and the names of the Board members contacted by telephone for approval shall be made part of the record. Action taken on such emergency question shall be ratified by the Board at its next regular meeting where a quorum is present.

Section 11: CONFLICT OF INTEREST

The TACC and all Officers, Directors, Committee members and Staff shall avoid any conflict between their respective personal, professional or business interests and the interests of the TACC in any and all actions taken by them on behalf of the TACC in their respective capacities.

**ARTICLE V**  
**COMMITTEES AND DIVISIONS**

Section 1: APPOINTMENT AND AUTHORITY

The Chairman, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons and may either appoint or assist the committee chairperson in forming ad hoc committees or task forces for specific projects and programs.

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations, and submit timely written reports to the Board of Directors and to carry on such activities as may be delegated to them by the Board, utilizing the assistance and support of the ad hoc committees or task force as needed.

Mandatory Committees are as follows:

- A) Tigard Area Farmer's Market Advisory Committee – This committee must include the TAFM Manager, TACC CEO, at least one Market Vendor representative.
- B) TACC Budget & Finance Committee – This committee must include the TACC CEO, the TACC Vice Chairperson of Finance, and at least one other member.
- C) TACC Membership Committee – This committee must include the TACC CEO or alternate staff member designated by the CEO, and at least two other members.
- D) TACC Ambassador Committee – This committee shall be formed and maintained by the Ambassador Chair and shall include only TACC members in good standing.

Additional committees, task forces, and divisions can be created and approved by the Board of Directors.

Section 2: LIMITATION OF AUTHORITY

No action by any member, committee, ad hoc committee, task force, employee, Director, or officer shall be binding upon, or constitute an expression of the policy of the Board of Directors until it shall have been approved or ratified by the Board of Directors.

Committees, ad hoc committees or task forces shall be discharged by the Chairman 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 committee, ad hoc committee or task force.

Section 3: TESTIMONY

To the extent necessary once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairpersons, or in their absence, whomever they

designate from the committee as being familiar enough with the matter at issue to give testimony to, or make presentation before, civic and governmental agencies; rather than members of the staff who may be in attendance; however testimony and statements shall be cleared with the Chairman or CEO.

**ARTICLE VI**  
**FINANCES**

**Section 1: FUNDS**

All funds received by the Chamber shall be placed in a general operating fund or special accounts.

**Section 2: DISBURSEMENTS**

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

**Section 3: FISCAL YEAR**

The fiscal year of the Chamber shall close on June 30.

**Section 4: BUDGET**

The Budget & Finance Committee is responsible for presenting a budget for consideration and adoption by June 1<sup>st</sup> of each year. The annual budget will be approved at the first meeting of each fiscal year.

**Section 5: ANNUAL STATEMENT**

The Vice Chairperson of Finance and CEO shall be jointly responsible for keeping the Board of Directors advised of the financial condition of the Chamber through monthly statements and a fiscal year-end statement. The Chamber's financial statement shall be available at the Chamber office for inspection by any member with advanced notice to the CEO.

**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by Oregon law any person who has been made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, on appeal, or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of TACC; or because another corporation, partnership, joint venture, trust or other enterprise was doing business with TACC. The right to and amount of indemnification shall be determined in accordance with the provisions of Oregon law in effect at the time of determination.

**ARTICLE VIII**  
**DISSOLUTION**

The Chamber shall use its assets only to accomplish the objectives and purposes specified in these bylaws, and no part of said assets shall inure, or be distributed, to members of the Chamber. On dissolution of the Chamber, any assets 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 501 (c) 3.

**ARTICLE IX**  
**RULES OF ORDER**

The current edition of Robert's Rules of Order shall be the final authority in all questions of parliamentary procedure when such rules are consistent with the Charter or Bylaws of the Chamber.

**ARTICLE X**  
**AMENDMENTS**

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