

BAKER COUNTY UNLIMITED INC.

A Non-Profit Oregon Corporation

DBA BAKER COUNTY VISITOR & CONVENTION CENTER

DBA BAKER COUNTY CHAMBER OF COMMERCE & VISITOR BUREAU

BYLAWS

Revised April 2023

Updated 04/20/2023

BAKER COUNTY UNLIMITED INC.

**DBA, BAKER COUNTY CHAMBER OF COMMERCE
DBA, BAKER COUNTY VISITOR & CONVENTION BUREAU
DBA, MARKETING BAKER COUNTY, Inc.
BAKER COUNTY, OREGON**

BYLAWS

AS AMENDED, REVISED AND APPROVED

ARTICLE I

Name, Location, Annual Meeting, and Non-Profit

- Sec. 1) This organization shall be known as Baker County Unlimited Inc. and shall also operate as the Baker County Chamber of Commerce and Visitors Bureau.
- Sec. 2) This is a non-profit corporation and shall not engage in any activity which would endanger this status with the Internal Revenue Service.
- Sec. 3) The headquarters of this organization shall be situated at 490 Campbell Street, Baker City, Oregon.
- Sec. 4) The annual meeting shall be held within the second quarter of each calendar year and shall be the responsibility of the Board and Officers.

ARTICLE II

Objectives, Purposes and Business

MISSION STATEMENT

Baker County Chamber of Commerce is dedicated to the promotion and support of Northeast Oregon businesses through membership participation and leadership that fosters local economic growth and community involvement while embracing our heritage and providing for our future.

The following goals will provide guidance:

- Sec. 1) Act as a marketing tool for our membership using the internet, phone, media, and networking for the results of assisting in business development, growth and stability of member businesses.
- Sec. 2) Contract with the county to provide visitor bureau services for Baker County to promote and encourage tourism and economic commerce.
- Sec. 3) The encouragement of the exchange of trade and commerce between communities in Baker County, Oregon and other communities in the State of Oregon, the United States of America, and foreign countries, and encourage the “Buy Local” philosophy that will strengthen our local economy.

- Sec. 4) To engage in promotion and conduct of events and festivals that act as fundraisers that increase the Chamber's financial wellbeing and extend financial benefits to Baker County in the form of economic commerce.
- Sec. 5) To assist all member businesses with the issues related to their business by providing support through organized assistance such as referrals and networking.
- Sec. 6) Participate with city and county staff on economic development, facilitate educational opportunities to assist Baker County business growth, and network with local businesses to access resources that encourage a strong local economy.
- Sec. 7) Provide advocacy with state and local government and keep membership informed on legislative issues of concern to small business.

ARTICLE III
Board of Directors

- Sec. 1) The Board of Directors shall consist of a minimum of five members. All members will serve on a rotational basis as provided in Article IV. Directors shall serve for a term of three years or until their successors are elected and qualified.
- Sec. 2) Qualification - Members of the Board of Directors shall be residents of Baker County, Oregon, or have an active business interest in said county and be members in good standing of Baker County Unlimited Inc.
- Sec. 3) Directors shall be elected to three-year rotating terms or appointed by region.
- Sec. 4) Directors may be elected or appointed to the Board of Director for consecutive terms and re-elected to nonconsecutive terms.
- Sec. 5) Absence of a Director from three consecutive meetings of the Board of Directors, or from one-third of the meetings in a calendar year, shall conclusively in most cases constitute the resignation of such director from his/her membership on the board and upon action of the board accepting such resignation, such person shall cease to be a member of the Board of Directors.
- Sec. 6) A member of the Board of Directors can be removed from the board by a two-thirds (2/3) vote of the directors at a meeting at which a quorum is present.
- Sec. 7) Vacancy - If any office or any board position becomes vacant by reason of death, resignation, disqualification, or otherwise, the Board will appoint a replacement for the remainder of the term.
- Sec. 8) Powers of Directors - In addition to the power and authority by the Articles of Incorporation and these bylaws expressly conferred upon them, the Board of Directors may exercise all the power of the corporation, in accordance with State and Federal Law.

- Sec. 9) The Board of Directors shall hire to serve at its pleasure an Executive Director who shall be the Administrative Officer of Baker County Unlimited Inc. The Executive Director shall hire and supervise all additional employees.
- Sec. 10) The Board of Directors shall fix the compensation of the Executive Director.
- Sec. 11) New board members will be appointed by the existing Board of Directors as necessary.
- Sec. 12) Prospective new board members must be voted on and approved by the existing Board of Directors. Public notice will be given that nominations are being taken for the Board of Directors. A majority vote of the existing board members to accept the candidate shall deem the candidate duly elected and they shall serve for a period of three years.
- Sec. 13) In the event that there are more prospective new board applicants than available seats, the board of directors may call for a vote by the general membership. Board candidate names will be included on a ballot which will be submitted to the general membership for a vote.

ARTICLE V **Officers**

- Sec. 1) Officers of this Corporation shall consist of a President, Vice-president, Secretary, Treasurer, and Executive Director, all of whom, except the Executive Director, shall serve without compensation.
- Sec. 2) Qualification - The President, Vice-president, Secretary, and Treasurer must be members of the Board of Directors and be in good standing in the Chamber.
- Sec. 3) Election of Officers - The Board of Directors shall, at the regular January Board Meeting, hold an election for the purpose of electing officers for the ensuing year.
- Sec. 4) Vacancies - If the office of President, Vice-president, Secretary or Treasurer becomes vacant for any reason, the Directors shall choose a successor or successors to hold office for the unexpired term.
- Sec. 5) Term-The President, Vice President, Secretary, and Treasurer shall hold office for one calendar year, or until the successor in office of each is selected and assumes office.
- Sec. 6) Powers and Duties of President-The President shall be the Executive Officer of the Corporation and shall preside at all meetings of the members and directors and shall be ex-officio member of all committees. The President shall have general management of all affairs of the Corporation and shall see that all orders or resolutions of the members and of the Board of Directors are carried into effect. The President has the authority to sign corporate checks.
- Sec. 7) Powers and Duties of Vice-president-The Vice-president shall be charged with the duties of the President whenever the President cannot discharge the duties of his/her office. In the absence of both the President and the Vice-president, the Secretary shall act as President temporarily for that meeting. The Vice-President has the authority to sign corporate checks in the absence of the President.

- Sec. 8) Powers and Duties of the Secretary-The Secretary shall be responsible for seeing that accurate minutes are taken at all corporate meetings, to maintain the history of the Corporation, and to do other corporate duties as required. The Secretary has the authority to sign corporate checks in the absence of the Vice President.
- Sec. 9) Powers and Duties of the Treasurer-The Treasurer shall be custodian of all the funds of the Baker County Unlimited Inc., The Treasurer will be responsible for oversee accounting for corporate assets. The Treasurer shall make written reports on at least a quarterly basis to the Board of Directors and for the annual meeting of the membership. All disbursements over \$500 shall be made by checks signed only by the President, Vice-president, or Secretary.
- Sec. 10) An officer of the Board of Directors can be removed from Office by two thirds (2/3) vote of the directors at a meeting at which a quorum is present.
- Sec. 11) Powers and Duties of the Executive Director-The Executive Director shall be the chief administrative official of the corporation. It shall be the duty of the Executive Director to conduct official correspondence, preserve books, documents, and proceedings for the corporation, the Board of Directors, and all committees in general, to so manage the affairs of the corporation as to promote its objectives and purposes. He/she shall be an ex-officio member of all committees. He/she shall have general supervision over all employees of the corporation. At the expiration of his/her term, he/she shall deliver to the Board of Directors all books, papers, and property of the corporation.

The position of the Executive Director and his/her assistants shall be insured with errors and omissions coverage in an amount approved by the Board of Directors and the corporation shall pay the fee, therefore.

ARTICLE VI **Membership and Dues**

- Sec. 1) Composition-Baker County Unlimited Inc. shall be composed of regular tiered membership, civic, and associate members.
- Sec. 2) The term “regular members” means any business or professional person, and any corporation, partnership, rancher, or association municipalities, ministers, retired businessmen and women or individual who chooses to join the Chamber at the appropriate membership tier.
- Sec. 3) The Board of Directors shall set the dues of regular members.
- Sec. 4) Voting – All members shall be entitled to one vote, as determined by the Board of Directors.
- Sec. 5) Payment of dues - Dues of new members shall be payable upon election to membership and renewed yearly. Renewal dues shall by payable upon each calendar year.
- Sec. 6) Suspension - If any member shall fail to pay his/her dues within three months from the due date, notice of his/her delinquency shall be given to him/her.
- Sec. 7) The Board of Directors has the right to remove members for cause by two thirds (2/3) vote.

ARTICLE VII

Meetings

Sec. 1) Time and Place of Meeting - The Board of Directors shall hold regular meetings each month or as otherwise agreed on a day and hour and at such place in Baker County, Oregon, to be determined by them provided that the Board at its discretion may dispense with any regular meetings.

Sec. 2) Special Meetings - Special meetings of the Board of Directors may be called at any time by the Executive Committee or a majority of the Board of Directors. Seven days advance notice is required unless otherwise agreed by all members of the Board of Directors.

Notice of special meetings of the Board of Directors may be given by the Executive Director by letter, telephone, or e-mail.

Sec. 3) Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Sec. 4) Voting; All decisions of the board and its committees shall be reached, where possible, by consensus among the board members present, following Roberts Rules of Order to document and control the decision process.

Sec. 5) Adjourned Meetings - The directors present at any meeting wherein a quorum is not present must adjourn the meeting to such time and place as may be determined.

ARTICLE VIII

Executive Committee and Committees

Sec. 1) The Board of Directors shall have the authority to appoint committees as it deems appropriate.

ARTICLE IX

Financial Review

Sec. 1) The books of the organization shall be monitored annually by a registered accounting firm to be selected by the Board of Directors.

Sec. 2) A financial statement shall be submitted by the Executive Director to each member of the Board of Directors each month showing original budget figures, total expenses to date, expense for the month and the unspent balance of budget items, and unbudgeted items, as well as a Profit and loss and balance sheet.

ARTICLE XI

Liability and Indemnification of Directors

Sec 1) The Directors of this corporation shall not be personally liable to the corporation for monetary damages for conduct as a Director, provided that director shall be absolved from liability for any act or omission occurring prior to the date of the incorporation or for any of the acts or omissions described in ORS 65.047(2) (C) (A) through (E).

Sec 2) Consistent with ORS 65.391, this corporation shall indemnify, defend and hold harmless its directors against all claims which may arise out of or in connection with their official duties, subject to the limitations of ORS 65.391(4) and subject further to the limitation that the corporation shall not indemnify any director against any claim arising out of an act or omission described in ORS 65.047(2) (C) (A) through (E).

Article XII
Amendments Repeal and Adoption of New Bylaws

Sec.1) Powers of Directors-The Board of Directors of this corporation shall have the power to repeal or amend the bylaws of the corporation and to adopt new bylaws, by a favorable vote of two-thirds of the board members.

ARTICLE XIII
Rules of Order

Robert's Rules of Order shall be the authority for all matters of procedures not specifically Covered by these bylaws, and the order of business provided in said Rules of Order, as far as applicable, shall be followed at all meetings of the organization.

ARTICLE XIV
Nondiscrimination Clause

The Baker County Chamber is committed to cultivating an inclusive and equitable environment that values and respects the diversity of its members, employees, clients, and stakeholders. We believe that every individual should be treated with fairness, dignity, and without prejudice.

In all aspects of our operations, including membership, employment, programs, and services, the Baker County Chamber prohibits discrimination on the basis of race, color, ethnicity, national origin, gender, gender identity or expression, sexual orientation, age, marital status, disability, religion, political affiliation, or any other protected characteristic as defined by applicable laws and regulations.

The Baker County Chamber firmly opposes any form of discrimination, harassment, or retaliation against any individual or group within our organization or in connection with our activities. We are committed to creating an environment that is free from bias, prejudice, and stereotypes.

To ensure the effective implementation of this non-discrimination policy, the Baker County Chamber will:

- Promote diversity, inclusion, and equal opportunity through our programs, events, and initiatives.
- Provide equal access to membership benefits, services, and opportunities to all individuals, irrespective of their protected characteristics.
- Prohibit any discriminatory practices or behaviors by employees, volunteers, members, or any individuals associated with the Baker County Chamber.
- Address complaints of discrimination promptly, thoroughly, and confidentially, taking appropriate action to prevent further discrimination.

- Continuously review and update our policies and practices to align with all relevant anti-discrimination laws and regulations.
- All members, employees, volunteers, and participants in Baker County Chamber activities are expected to uphold this non-discrimination policy. Any discriminatory behavior or actions that violate this policy may result in disciplinary measures, including the revocation of membership or termination of employment.

The Baker County Chamber is dedicated to fostering a vibrant and inclusive community that embraces diversity, promotes equal opportunities, and facilitates the success of our local businesses. We strive to create an environment where individuals can thrive and contribute to the prosperity of Baker County without encountering discrimination.

ARTICLE XV
Liquidation of Corporation

Sec. 1) The Corporation may be liquidated by a seventy-five percent (75%) vote of all Directors.

Sec. 2) When the corporation is liquidated; all assets shall be transferred to Baker County to be used for promoting tourism and business development in Baker County.