

BAKER COUNTY UNLIMITED INC.

A Non-Profit Oregon Corporation

BYLAWS

Revised May 29, 2024

BAKER COUNTY UNLIMITED INC.

DBA, BAKER COUNTY CHAMBER OF COMMERCE

**DBA, BAKER COUNTY CHAMBER OF COMMERCE
AND VISITOR'S BUREAU**

DBA, VISIT BAKER

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 each calendar year and may be held separately or paired with a Baker County Unlimited Inc. event.

ARTICLE II

Objectives, Purposes and Business

MISSION STATEMENT

Baker County Unlimited, Inc. 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) 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.
- 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 serve for a term of three years or until their successors are elected and qualified.
- Sec. 4) Directors may be elected or appointed to the Board of Directors for consecutive terms and re-elected or re-appointed 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 may 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 IV **Officers**

- Sec. 1) Officers of the 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) Officers of the Board and Executive Committee - The President, Vice-president, Secretary, and Treasurer must be members of the Board of Directors and be in good standing in the Chamber. The Executive Committee shall be composed of the President, Vice-president, Secretary, and Treasurer.
- 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 the 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.

- 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.
- Sec. 9) Powers and Duties of the Treasurer - The Treasurer shall be custodian of all the funds of 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. The Treasurer has the authority to sign corporate checks.
- 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 termination of employment, he/she shall deliver to the Board of Directors all books, papers, and property of the corporation.

ARTICLE V **Membership and Dues**

- Sec. 1) Composition - Baker County Unlimited Inc. membership shall be composed of, but not limited to, any business or professional person, any corporation, partnership, rancher, association municipalities, civic associates, ministers, retired businessmen and women or individual who chooses to join the Chamber, upon the approval of the Board of Directors.
- 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 members shall be payable upon election to membership and renewed yearly.
- Sec. 6) Suspension - If any member shall fail to pay his/her dues within three months from the due date, their membership shall be terminated.
- Sec. 7) The Board of Directors has the right to remove members for cause by two thirds (2/3) vote.

ARTICLE VI **Meetings**

- Sec. 1) Regular Meetings - 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 a majority of the Executive Committee or a majority of the Board of Directors. Request to attend a special meeting of the Board of Directors may be given to the Executive Director, as determined by a majority of the Executive Committee

Baker County Unlimited Inc. is not subject to Public Meeting Law, as defined by the Oregon Department of Justice. As such, Regular and Special Meetings do not require notice and are not required to be open to the public.

Sec. 3) Quorum - A majority of the Board of Directors shall constitute a quorum. The action of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VII **Committees**

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

ARTICLE VIII **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 IX

Liability and Indemnification

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).

Sec 3) 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 X
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 XI
Nondiscrimination Clause

Baker County Unlimited, Inc. 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, Baker County Unlimited, Inc. 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.

Baker County Unlimited, Inc. 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, Baker County Unlimited, Inc. 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 Baker County Unlimited, Inc.
- 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 Unlimited, Inc. 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.

Baker County Unlimited, Inc. 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 XII
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.