

AMENDED AND RESTATED BYLAWS OF THE
WEST COLUMBIA GORGE CHAMBER OF COMMERCE

ARTICLE I
GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Oregon and shall be known as the West Columbia Gorge Chamber of Commerce (“WCGCC”, “Chamber”).

Section 2. Purpose

The purpose of the Chamber is to provide leadership in the promotion and development of a positive economic and living environment for our membership and our community. The West Columbia Gorge Chamber of Commerce is organized for the advancement of economic, civic, commercial, cultural, industrial and educational interest of the communities it serves. Its objectives are to:

- 1) Aid business and promote economic growth;
- 2) Educate Chamber Members on issues;
- 3) Facilitate community growth and prosperity;
- 4) Act as a resource for information and a referral service;
- 5) Increase the visibility and promote area assets;
- 6) Create a better understanding and appreciation of the importance of the business community and represent it in city, county, state and national legislative issues.

Section 3. Area

The Service Area of the Chamber shall be the State of Oregon communities of Bridal Veil, Multnomah Falls, Cascade Locks, Corbett, Springdale, Fairview, Troutdale and Wood Village.

Section 4. Limitation of Methods

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 and Regulations issued pursuant thereto.

ARTICLE II
MEMBERSHIP

Section 1. Members

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Any person, association, corporation, partnership, or municipal corporation, or estate holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its membership, and shall have the right to change its membership nomination upon written notice.

Section 2. Application & Establishment

Applications for membership shall be in writing on forms approved by the Board of Directors and signed by the applicant. Applicants whose business falls within the list of business categories previously approved by the Board are immediately accepted for membership. The Board may add

or delete categories as it sees fit, to retain consistency with the desired directions and spirit of the Chamber. For applicants whose business does not fall within an approved business category, the Chamber's membership representative shall forward that application to the Board for their timely consideration. In such cases, the Chamber's representative shall notify the applicant of the need for a Board review, and payment shall not be accepted from such applicants until their application has been accepted by the Board. An accepted applicant shall become a Member upon payment of the required dues.

Section 3. Dues

Membership dues shall be set per a rate schedule established by the Board of Directors, and shall be invoiced in accordance with the membership-management policies and procedures of the Chamber.

Section 4. Termination

The resignation, non-payment of dues or termination for cause by any Member shall terminate their membership and all rights, privileges or obligations of said membership without refund of dues as follows:

- a) Any Member may resign from the Chamber upon written request to the Board of Directors;
- b) Any Member shall be expelled by the Board of Directors for non-payment of dues (after ninety (90) days from the date due) unless otherwise extended for good cause;
- c) Any Member may be expelled by a majority vote of all members of the Board of Directors, at a regularly scheduled meeting thereof for cause after fifteen (15) days notice of the charges against the Member and opportunity for a hearing before the Board of Directors not less than five (5) days before the effective date of the expulsion are afforded the Member to be expelled. There shall be no appeal from the decision of the Board. Reinstatement of membership will be referred to the Membership Committee.

Section 5. Voting Rights

In any proceeding in which voting by Members is called for, each Member in good standing shall be entitled to cast one (1) vote. Allotted votes shall be applied in whole to one voting option. Only one participating individual from each Member organization may cast their vote on behalf of their organization. For Member organizations with more than one participating individual, that Member's one vote shall be accorded to the participating individual who is identified to the Board in writing. Each voting Member may cast their vote, or they may abstain from voting. Votes not cast shall not be counted.

Section 6. Annual Meeting

The annual meeting of the Members shall be held in June of each year at a time and place designated by the Board of Directors.

Section 7. Special Meetings

A special meeting of the Members may be called at any time by the President, by a majority of the Board of Directors, or by the written request delivered to the President and Executive Committee of at least ten percent (10%) of the Members, provided such request shall state the purpose of the meeting. All special meetings shall be held at a time and place designated by the Board of Directors.

Section 8. Notice of Meetings

Notice will be disseminated not less than ten (10) nor more than fifty (50) days before any annual or special meeting. Notices of a special meeting shall state the purpose for which the meeting is called. Notices of such meeting shall be mailed by first class mail or electronic data transfer by the Secretary to all Members stating the place, time and hour of the meeting. For the purposes of these Bylaws, "electronic data transfer" shall be construed to mean any standard digital form of dissemination, such as fax, email, website posting, or internet survey.

Section 9. Quorum

A quorum shall consist of any number of members appearing, physically or by written proxy, at any duly noticed annual or special meeting of the general membership. Any act taken by the majority of the Members present in person or by proxy at such meeting shall be considered as the act of the Members.

Section 10. Proxy

All proxies shall be in writing, executed and dated by the Member or his/her duly authorized agent. No proxy shall be valid after six (6) months from the date of its execution unless otherwise provided in the proxy.

ARTICLE III BOARD OF DIRECTORS

Section 1. Make-up of the Board

The Board of Directors shall consist of not less than six (6) and no more than twenty-one (21) Directors, that exact number to be determined by the Board of Directors, who shall be divided into three classes in respect to term of office, each class to contain as near as may be one-third of the whole number of the Board. Of the first Board of Directors, the Directors of one class shall serve until the annual meeting of Members held in the year following their election, the Directors of the second class shall serve until the annual meeting of Members held two years following their election, and the Directors of the third class shall serve until the annual meeting of Members held three years following their elections; provided, however, that in each case Directors shall continue to serve until their successors shall be elected and shall qualify, subject to death, resignation or removal.

At each annual meeting of Members following the election of the first Board of Directors, one class of Directors shall be elected to serve until the annual meeting of Members held three years next following and until their successors shall be elected and shall qualify, subject to prior death, resignation or removal. Each Director shall be an employee or agent, or an individual nominated by a Member organization of the Chamber that is in good standing.

In addition to those Directors elected from the membership, up to eight (8) non-voting, Ex-Officio members of the Board may be selected by the elected Directors. Ex-Officio members are to name a staff member or elected official from their respective entity as an alternate, to facilitate regular participation in Board meetings by the Ex-Officio or alternate. Other entities deemed by the Board to provide the Chamber with key links to the community may also be offered a non-voting, Ex-Officio seat on the Board of Directors, without regard to membership status.

If deemed necessary, the Chairman of any Board meeting may request the absence of staff and or Ex-Officio members during deliberation of specific issues to allow the free discussion of said issue.

Section 2. Duties

The government and administration of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, set the policies, and direct its affairs.

Section 3. Nomination and Election

Prior to April 1 of each year, the President, subject to approval of the Board of Directors, shall appoint a Nominating Committee of no less than five (5) Members in good standing to be chaired by the Board Secretary. The Nominating Committee shall present its list of nominees for Board of Directors, who must be Members in good standing who have agreed to accept the responsibilities of directorship, to the President no later than May 1. The President shall direct the Secretary to include such list in the Notice of annual meeting disseminated to the Members.

Ballots listing the nominees shall be included with the Notice of the annual meeting of Members. Members may vote by returning a completed ballot to the Chamber's office no later than 5:00 PM the day prior to the annual meeting or by submitting their ballot at the Annual Meeting. Ballots not received in a timely manner shall be null and void and shall not be counted in the tally of votes.

Section 4. Meetings

The Board of Directors shall meet regularly once each month at such time and place as the Directors may appoint, and special meetings may be called at any time upon a minimum of twenty-four (24) hours oral, electronic, or written notice by order of the President, or upon the written request of two Directors of the Board. The Board of Directors shall hold its annual meeting within 1 month of the annual meeting of the Members, to ensure timely selection of Officers. Presence of a Director at any meeting shall constitute a waiver of any notice required for such meeting, except as otherwise provided under the Oregon Non-Profit Corporation Act.

Section 5. Quorum

A majority of the members of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Absence

Absence, without good cause as determined by the Board, from three (3) consecutive meetings of the Board of Directors shall be construed as a resignation from the Board and the absent Director shall be notified in writing by the President.

Section 7. Vacancies

In cases of death, resignation, or removal of any Director, the vacancy for the unexpired term shall be filled by a nomination and majority vote for a new Director by the remaining Directors of the Board. A vacancy that occurs by reason of an increase in the number of Directors shall be filled by a majority vote of the Board of Directors.

Section 8. Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors of the Chamber may be taken without a meeting if consent, setting forth the action so taken, shall be given by all of the Directors entitled to vote, by hard copy or by electronic data transfer. Such consent shall have the same force and effect as a unanimous vote, and may be so described in any document filed with the Corporation Commissioner of the State of Oregon, or any governmental authority or other person or entity.

Section 9. Participation in Meetings

Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Removal

The Members, at any meeting called for the purpose, may remove any Director from office, with or without cause, by a vote of two-thirds of the members present at a meeting. At least ten (10) percent of the Membership must be present at this meeting, and the attendees must be representative of all geographic member areas.

ARTICLE IV OFFICERS

Section 1. Officers of the Board of Directors

The Officers of the Chamber shall be President, Vice-President, Secretary, Treasurer, and Past-President. Such other officers and assistant officers and agents may be elected or appointed by the Board of Directors, as deemed necessary. Officers shall be Directors on the Board. Officers, other than the Vice-President and Past-President, shall be elected by the Board and shall hold office for one (1) year, unless otherwise stated in Article IV or until their successors are duly elected and qualified, subject to prior death, resignation or removal.

Section 2. President

The President shall be the chief executive officer of the Chamber and may serve up to two (2) consecutive one year terms at the discretion of the Board of Directors. The President shall preside at all meetings of the Members and Directors. If it is necessary for the President to vacate the chair, the Vice-President, if available, shall take the chair in his or her absence. If the Vice-President is not available, the President may temporarily appoint a Director to chairman pro tem, if necessary. The President shall sign, with one other Officer, all deeds, leases, contracts, mortgages, deeds of trust and other instruments binding upon the corporation, and perform such other duties as may be required from time to time by the Board of Directors. The President shall be an ex-officio member of all committees.

Section 3. Vice-President

The Vice-President is appointed by the President, shall work and perform at the discretion of the President, and shall perform all duties and responsibilities of the President in the absence or disability of the President.

Section 4. Past-President

Upon succession, the immediate past President shall serve as Past-President in the next immediate term. The Past-President may only serve for one (1) year. If the immediate Past President is no longer a Director in the next term, or in instances where the President is elected to serve a second term, the Past-President office shall remain vacant. The Past-President shall advise the Officers and Directors in matters of business, protocol, and precedence, and may perform other functions as assigned or appointed by the President.

Section 5. Treasurer

The Treasurer shall keep full and accurate books of accounts and shall make such reports of official transactions of the finances of the Chamber as may be required by the Board of Directors. Unbudgeted items shall be approved by the Executive Committee. A policy manual will govern financial reporting requirements and procedures for handling funds.

Section 6. Secretary

The Secretary shall keep the minutes and records of all meetings of the Members and Directors and other official business of the Chamber, and shall authenticate records of the Chamber. The Secretary shall give and serve all notices required either by law or by these Bylaws, or by the order of the Board of Directors, and shall perform such other duties as may be required by the Board of Directors.

Section 7. Removal

The Directors may remove any officer with or without cause, by a two-thirds majority vote of all Directors.

Section 8. Vacancies

In case of death, resignation, or removal of any Officer, the vacancy shall be filled by a nominee accepted by a majority vote of the members of the Board of Directors.

ARTICLE V COMMITTEES

Section 1. Appointment, Function and Authority

The President shall appoint all committees, subject to confirmation by the Board of Directors. It shall be the function of the committees to investigate and make recommendations. No committee, standing or special, shall have the power to commit the organization on any matter of general policy. Meetings of committees may be called at any time by the President or by the Chairman of such committees.

Section 2. Executive Committee

The Officers of the Chamber shall constitute the Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. The President will serve as head of the Executive Committee.

Section 3. Other Committees

The Executive Committee may also create committees as it deems necessary or proper for the efficient conduct of the Chamber's affairs. Any standing or ad hoc committee shall be chaired by or report to a Director on the Board.

ARTICLE VI MANAGEMENT

Section 1. Management of the organization

The Executive Committee, with the Board of Directors' approval, may employ an Executive Director and shall fix the salary and other considerations of employment. Other staff recommendations as to salary, benefits, performance, and reviews shall be determined by the Executive Director and Treasurer, subject to the approval of the Executive Committee.

Section 2. Executive Director

The Executive Director shall be the chief administrator of the organization, shall serve as an ex-officio member of all working committees, and shall at all times be subject to the supervision of the President. The Executive Director is responsible for management of the day-to-day operations of the organization. The Executive Director shall serve as advisor to the President and Executive Committee. The Executive Director shall assemble and deliver regular reports as set out in the policy manual and special reports as directed by the Executive Committee. The Executive Director will prepare and propose a work plan annually, for approval by the Board of Directors and presentation at the annual meeting of Members.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the Executive Committee and the Treasurer, the Executive Director shall prepare an annual operating budget covering all activities of the Chamber, subject to approval of the Board of Directors and presentation to the membership at the annual meeting of Members. The Executive Director shall be responsible for management and control of the approved budget.

In the absence of the Executive Director, or in the event the position remains unfilled, the Chamber Board of Directors may appoint such interim personnel as necessary, establishing what compensation, if any, will be provided for the interim appointment.

ARTICLE VII FINANCES

Section 1. Funds

All money paid to the Chamber shall be handled in accordance with the financial policy adopted by the Board of Directors.

Section 2. Testimony

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

Section 3. Budget

An annual operating budget covering all activities of the Chamber shall be prepared for approval by the Board of Directors in such time that it can be presented to the membership at the annual meeting of Members for approval.

Section 4. Annual Accountant's Review

The Board of Directors shall engage a qualified professional accountant to perform a review of the financial statements each year, with the review performed by an independent Certified Public accountant (CPA) at least every other year. The accountant shall, if needed, include a letter of recommendation for improving the Chamber's account procedures and internal control. The Board of Directors, at its discretion, may have a review of the financial statements performed.

ARTICLE VIII
RULES AND REGULATIONS

Sections 1. Notices

Any notices required by these Bylaws shall be deemed to be delivered if delivered personally, by email to the Member's email address of record, or when deposited by first class mail postage prepaid by the United States Postal Service addressed to the Member or Director at his or her address as it appears on the membership book of the Chamber.

Section 2. Waiver of Notice

Whenever any notice is required to be given to any Member or Director of the Chamber by these Bylaws or the Articles of Incorporation, or by the Oregon Nonprofit Corporation Law, a waiver thereof in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. Attendance at any meeting shall constitute a waiver of notice for that meeting.


Section 3. Compensation

No compensation for services as a Director or Officer shall be paid other than reimbursement of expenses approved by the Board of Directors.

ARTICLE IX
AMENDMENTS

These Bylaws may be amended or altered by a two-thirds (2/3) majority vote of all members of the Board of Directors, and ratified by a majority of the Members present at any meeting, providing the notice for such meeting includes the proposal for amendment. Any proposed amendments or alterations that have been approved by the Board shall be submitted to the Members in writing at least ten (10) days in advance of the meeting in which they are to be acted upon.

The foregoing Amended and Restated Bylaws were adopted by the Board of Directors on 7/9/2015, and ratified by the Members on this day, 7/28/2015.



Signature of the Board Secretary

08/04/2015

Date