

ARTICLES OF ASSOCIATION & BYLAWS OF THE JEFFERSON AREA CHAMBER OF COMMERCE

ARTICLE I – NAME & FISCAL YEAR

- Section 1: The name of this organization shall be the Jefferson Area Chamber of Commerce, hereinafter referred to as **JACC**.
- Section 2: The fiscal year of **JACC** shall be from January 1 of each year, ending on the 31st day of December.

ARTICLE II – PURPOSE & OBJECTIVES

- Section 1: The chamber will contribute to the community through: the promotion of existing businesses, recruitment and support of the new businesses, and the creation of a strong sense of community.
- Section 2: The **JACC** shall be nonpartisan and nonsectarian.

ARTICLE III – MEMBERSHIP

- Section 1: The members of the **JACC** shall consist of businesses residing in or doing business in the Jefferson-Scio area and who are interested in the purposes and objectives of the **JACC** and who have fully paid all stipulated dues prescribed for the then current fiscal year. Individual memberships are available for individuals not associated with a business.
- Section 2: **MEMBERSHIP APPLICATION:** Application for membership may be made by completing the regular membership application form of the **JACC**. Such application shall be signed by the applicant giving the name, address and indicating the business, position or profession. Any applicant admitted to membership automatically agrees to adhere to the Bylaws, rules and regulations of the **JACC**. All applications for membership shall be filed with the Treasurer.
- Section 3: **MULTIPLE MEMBERSHIPS:** Any member firm, association, or corporation may obtain additional "associate" memberships for individual employees by payment of the annual dues for each "associate" membership and by designating the person to whom the "associate" membership applies (e.g., Individual Realtors may have associate memberships when the realty office or firm has an active membership). Associate membership dues shall be 50% of full membership dues.
- Section 4: **VOTING RIGHTS:** Each member in good standing shall be entitled to cast one vote.
- Section 5: **TERMINATION:** Membership in the JACC may be terminated for misrepresentation or illegal act, or upon written request of member, or non-payment of dues after 90 days unless extended or waived for good cause.
- Section 6: **HONORARY MEMBERSHIP:** An honorary membership may be offered to a existing member after two years membership in good standing, upon review of a

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nomination form detailing the nominee's offering to JACC submitted by another member, and an affirmative vote of the general membership. Honorary membership shall be free, permanent and shall retain voting rights

ARTICLE IV – DUES & OTHER INCOME

- Section 1: **RATE:** The Board of Directors shall fix the amount of annual dues. Thirty days written notice of the revised dues schedule shall be given to the membership by publication in the minutes.
- Section 2: **WHEN PAYABLE:** Dues of members shall be payable upon application for membership and may be authorized by the board in annual or semiannual installments. Business members joining after July 1 of each year will only be charged half of the annual dues if they hadn't been a member in the previous calendar year or a monthly prorated amount.
- Section 3: **OTHER INCOME:** No part of the net earnings will benefit any member or individual. The **JACC** is not organized for profit and will not engage in any activity that is ordinarily carried out for profit. Other income (any other than dues) will only be generated from activities substantially related to the exempt purpose.

ARTICLE V – MEETINGS

- Section 1: **GENERAL MEMBERSHIP MEETINGS:** Regular meetings of the general membership of the **JACC** shall be held at least monthly at the hour and day designated by the Board of Directors.
- Section 2: **BOARD OF DIRECTORS MEETINGS:** Board meetings shall be held quarterly. The President shall designate the date and place of each meeting.
- Section 3: **ANNUAL MEETING:** The annual meeting of the **JACC** shall be held during the month of November each year and shall have as an item of business, the election of officers and board members for the following year. Notice of the annual meeting shall be mailed to each member at least 10 days before the meeting.
- Section 4: **QUORUM:** At all membership meetings, a quorum will consist of three current officers and fifteen per cent of the members in good standing, or two current officers, the immediate past president, and fifteen per cent of the members in good standing.
- Section 5: **SPECIAL MEETINGS:** At the President's discretion, special meetings of the membership of the **JACC** may be called. Special general membership meetings may be called when requested in writing by two members of the Board of Directors or by five members in good standing of the general membership. Notice shall be given at least 7 days in advance of the meeting date. Notice shall be generally publicized by posting at the Jefferson and Scio Post Offices and publishing in the Scio Community News and Jefferson Review.

ARTICLE VI – BOARD OF DIRECTORS STRUCTURE & RESPONSIBILITIES

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- Section 1: **ELECTED MEMBERS:** The government and administration of the **JACC**, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of the elected officers (president, Vice-President, Secretary and Treasurer), and not more than four (4) elected members and the immediate Past-President. The elected officers shall serve a one-year term and will not be any of the elected directors.
- Section 2: **TERM OF OFFICE:** The elected directors shall serve for a term of two (2) years. One-half of the directors shall come up for election each year.
- Section 3: **EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the currently elected officers of **JACC**.
- Section 4: **QUALIFICATIONS OF DIRECTORS:** All members of the **JACC** in good standing shall be eligible to act as directors. No two representatives of the same business may serve on the Board of Directors at any one time.
- Section 5: **LACK OF ATTENDANCE:** Any board member with an unexcused absence for three (3) consecutive regular meetings of the Board of Directors may be terminated by the Board and the President may declare a vacancy. An unexcused absence shall mean that prior notice of inability to attend has not been given to any executive officer.
- Section 6: **SPECIAL MEETINGS:** A special meeting of the Board of Directors may be called by the President or by any three (3) Board members, provided that when called by other than the President, a written notice shall be issued to every board member stating the purpose of the meeting and postmarked at least five (5) days prior to the date of the meeting. When immediate action is required, the President may request a telephone poll of the Board.
- Section 7: **QUORUM:** Seventy five percent (75%) of the members of the Board of Directors shall constitute a quorum at any regular meeting, for special meetings or telephone polls.
- Section 8: **VACANCIES:** Any vacancy on the Board may be filled by the President, with the concurrence of the Board, from the membership of the **JACC** for an expired term .
- Section 9: **RULES:** The board shall have power and authority to make, alter, amend and enforce rules regulating the use of the **JACC** properties. It shall have the power and authority to make, alter, amend, and enforce rules for its own government and shall have the power to decide all questions not governed or determined by the Articles of Association and the Bylaws.

ARTICLE VII – COMMITTEES

- Section 1: **STANDING COMMITTEES:** The Board of Directors shall authorize and define the powers and duties of all Special Committees and Standing Committees: The President shall appoint all chairpersons unless otherwise noted. An opportunity shall be provided for all members in good standing to volunteer for participation in all committee activities. Such bodies have no power to commit the **JACC** on any matter of general policy.

The terms of the committees shall be one year and run during the regular year of the **JACC**. The Standing Committees shall be: 1) Budget Committee, 2) Nominating, 3)

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Public Relations, 4) Program, 5) Membership & Marketing. Any special committees appointed shall be a subcommittee of a Standing Committee.

All resolutions, reports and other communications adopted by committees which reflect the attitude of the **JACC** shall first be approved by the Board of Directors before being made available either to the membership of the **JACC** or to the public, except such as shall be approved or authorized in advance.

Section 2: **BUDGET COMMITTEE:** The Budget Committee shall be chaired by the Treasurer, and have 2 other members appointed by the President in October. The Budget Committee shall receive and consider, prior to the beginning of each fiscal year, estimates of expenditures for the ensuing year, as prepared and filed by the Standing Committees. Upon completion of the budget the Budget Committee shall recommend to the Board of Directors a budget appropriating the funds and controlling the expenditures of the **JACC** during the fiscal year. This budget may be approved, amended or rejected by the board. After the final adoption of the budget, no indebtedness shall be incurred or expenditures made contrary to the provisions thereof, unless approved by the Board of Directors.

Section 3: **NOMINATING COMMITTEE:** The President shall at the regular membership meeting in September announce a Nominating Committee consisting of three members of the **JACC** in good standing, one of whom shall be the Past President. The Nominating Committee shall indicate the date of its meeting. Any member of the **JACC** in good standing may submit suggestions for nomination to the committee prior to the date of such meeting.

METHOD OF NOMINATION: The Nominating Committee shall select nominees for each office and the number of directors to be elected from the membership. In selecting nominees, the committee shall endeavor to select diversified representatives of the membership.

Any member of the **JACC** in good standing may nominate a qualified member for any office or as a director, providing the person placing the name in nomination has previously obtained the agreement of the person so nominated.

REPORT OF NOMINATING COMMITTEE: The Nominating Committee shall announce to the membership the nominees at the regular November Membership meeting and these shall be printed in the announcement of the regular November meeting. Nominations from the floor may be added as provided above.

Section 4: **MEMBERSHIP MARKETING COMMITTEE:** Promote and maintain a favorable image of **JACC** in the eyes of the local committees. Prepare and submit media releases to the publicize **JACC** activities and achievements as required. Plan and prepare communication (meeting notices, newsletter) for the membership.

Section 5: **PROGRAM COMMITTEE:** Plan programs that will increase your member's productivity and income. Plan and develop programs for Chapter meetings consistent with the needs of members. Carry out program plans completing arrangements for speakers, panelists, round table leaders, etc. Evaluate programs' impact and success. Inform members of business opportunities and resources offered by the governmental agencies and nearby educational institutions.

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Section 6: **PUBLIC RELATIONS:** The Public Relations Committee shall work to maintain a positive image for Jefferson-Scio businesses and perform activities to support the local businesses including, but not limited to: following legislative action and lobbying as necessary for issues support by **JACC**, offering job fairs for local schools, providing support or assistance for businesses with governmental regulation or policy issues, and supporting members in issues of community concern.

ARTICLE IX – ELECTION OF OFFICERS & DIRECTORS

Section 1: **ELECTION BOARD:** The President shall confirm the Nominating Committee as an election board to act as judge of the election.

Section 2: **BALLOT:** The names of the candidates nominated shall be prominently displayed. Each office shall be balloted separately by secret ballot beginning with the office of Vice-President. Unsuccessful nominees for one office may be nominated from the floor as provided above for subsequent offices or directorships.

Section 3: **VOTING:** Members in good standing may vote in person or by proxy the first regular **JACC** meeting in November. Voting shall be by individuals only and no member shall cast more than one vote. Persons to whom memberships have been assigned shall vote as individual members. Cumulative voting shall not be allowed. Results shall be announced immediately, in the local press, at the next regular meeting, and by publication in the bulletin.

Section 4: **PROXIES:** Any member in good standing may appoint, in writing, any other member in good standing to vote on his behalf at the regular election meeting, providing that the member casting another's vote shall publicly announce to the meeting the name of the member in whose proxy he or she is casting votes.

Section 5: **DETERMINATION OF THE VOTE:** If a tie vote occurs in the election of any officer or director, the position shall be decided by a toss of a coin.

ARTICLE X – OFFICERS

Section 1: **ELECTION:** The officers shall be elected by a vote of the general membership at the annual meeting. All of said officers must be members in good standing of the **JACC**. Officers shall serve for one year and may be reelected for not more than one additional consecutive term.

Section 2: **PRESIDENT:** The President shall preside at all meetings of the **JACC**, the Board of Directors and the Executive Committee and perform all duties pertinent to that office.

All deeds, mortgages, contracts and other instruments affecting the properties and operations of the **JACC** shall be signed by the President and countersigned by the Secretary when authorized by proper resolutions of the Board of Directors. Authority to sign the before mentioned instruments, in the name of and on behalf of the **JACC**, may also be delegated by resolution of the Board of Directors to some other suitable officer or employee of the **JACC**.

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In case of death, resignation, absence or disability of any officer of the **JACC**, the Executive Committee may appoint an individual to perform the duties of such office until the disability has been removed or until the next meeting of the Board of Directors, then the vacancy shall be filled by election in the usual manner.

- Section 3: **VICE-PRESIDENT:** The Vice-President shall act in the absence of the President; shall be a member of the Executive Committee, charged with the proper administration of the **JACC**; and shall perform such additional duties and assume such responsibilities as the President or Board may direct.
- Section 4: **SECRETARY:** The Secretary shall serve as a member of the Executive Committee and shall perform such other duties as may be assigned by the President and prescribed in Section 2.
- Section 5: **TREASURER:** The Treasurer shall serve on the Executive Committee and be responsible for verifying monthly financial reports to the Board of Directors. The Treasurer shall perform such other duties as may be assigned by the President.
- Section 6: **BONDS:** Any officer or members of the staff shall, if required to do so by the Board, give surety bonds in such sums as the Board may require. All bonds shall be for the benefit of and payable to the **JACC**.

ARTICLE XI – PARLIAMENTARY PROCEDURE

- Section 1: The rules contained in the latest edition of Robert's Rules of Order shall govern the procedure of the **JACC** in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of the **JACC**.

ARTICLE – AMENDMENT

- Section 1: These Bylaws may be amended by a two-thirds (2/3) vote of the members of the Board of Directors through the following procedure:
- a) Following a study by a specially appointed committee, amendments shall be presented to each member of the Board of Directors, in writing.
 - b) Not less than ten days thereafter, the Board shall vote on the proposed amendments, or may elect to submit the proposed changes to the next regular membership meeting.

ARTICLE XIII – DISSOLUTION

- Section 1: **USE OF FUNDS:** The **JACC** shall use its funds only to accomplish its objectives. On dissolution of the **JACC**, 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.

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