

## **Rockwood Business Coalition**

**Mission Statement:** To foster participation and the growth of businesses within the Rockwood Community; creating a unified voice for political, economic and social issues.

**Objective:** Be a highly visible association representing and promoting local businesses and the community.

### **By-Laws**

#### **Article I – Name and Organization**

**Sec. 1.** This organization shall be known as the Rockwood Business Coalition, hereinafter referred to as the RBC or as the Coalition.

**Sec. 2.** The mailing address for the RBC shall be 18709 SE Stark Portland Oregon 97233. The address may be changed at the discretion of the Board of Directors.

#### **Article II – membership**

**Sec.1. Eligibility.** Any owner, partner, corporate officer or designated representative of any recognized business, business activity, profession or other legitimate business interest involving Rockwood shall be eligible for membership of the Rockwood Business Coalition.

**Sec.2. Approval** The Board of Directors shall, at its sole and absolute discretion, but consistent with the provisions of the By-Laws herein, review and act as the final approving authority for all applications for membership in the Rockwood Business Coalition.

#### **Article III – Board of Directors**

**Sec.1. General Management.** The management, direction, and control of the officers of the Rockwood Business Coalition shall be in the Board of Directors, consisting of the Chair, Vice Chair, Secretary, and Treasurer and members at large.

**Major duties of the Board:** Provide continuity for the organization, representation and advocacy. Select and appoint a Chair to whom responsibility for the administration of the organization is delegated. Govern the organization by broad policies and objectives, formulated and agreed upon by the Board members. Determine the organization's Mission and Objectives (completed). Ensure

effective organizational planning. Manage resources effectively. Determine and monitor the organization's programs and services. Enhance the organization's public image.

**Sec. 2. Regular Meetings.** Regular meetings of the Board of Directors will be held quarterly

**Sec. 3. Quorum.** The quorum for all board meetings shall be 51% board membership.

**Sec. 4. Vacancies.** Any vacancies that may occur may be filled by a majority vote of the membership present at the next regular meeting of the RBC for the unexpired term of the Board member whose seat is presently vacant.

**Sec. 5. Removal.** Any director may be removed from office for cause deemed sufficient by a vote of not less than two-thirds of the entire membership of the Board at a meeting so called for that purpose and his/her successor may be elected at that meeting, subject to the approval of the general membership.

**Sec. 6. Installation and Term of Office.** The installation of the directors shall take place on a date to be determined and they shall hold office one year or until their successor(s) shall be duly elected.

#### **Article IV – RBC Officer and Directors**

**Sec. 1.** The officers of this Business Coalition shall be as follows:

**Chair:** Is a member of the Board. Serves as Chair of the organization. Provides leadership to the Board of Directors, chairs meetings of the Board after developing an agenda, and appoints the chairpersons of committees in consultation with other Board members. Discusses issues confronting the organization. Helps guide and mediate Board actions with respect to organizational priorities and concerns. Evaluates annually the performance of the organization in achieving its mission. Performs other responsibilities assigned by the Board.

**Vice Chair:** Is a member of the Board, performs Chair responsibilities when the Chair cannot be available. Reports to the Board Chair and works closely with the Chair and other members. Performs other responsibilities as assigned by the Board.

**Secretary:** The secretary shall attend all meetings of the RBC and of the Board of Directors, and shall be responsible for recording the minutes of all proceedings of the RBC. The Secretary shall likewise be responsible for attending to all correspondence of the RBC. The Secretary shall act as liaison officer between the RBC members, officers, committee members and/or other parties having legitimate interest in the business activities of the RBC. The Secretary shall keep the general record of the RBC and present to the board or to the membership all communications addressed to the RBC.

**Treasurer:** [The Treasurer shall be responsible for the receipt, care, and custody of all funds of the RBC and shall maintain safe custody of all RBC funds and securities.] **currently there are no funds to be held by the RBC.**

**Board Member at large:** Regularly attends board meetings and important related meetings. Makes serious commitment to participate actively in committee work and volunteers for and willingly accepts assignments and completes them thoroughly and on time. Stay informed about committee matters, prepares themselves well for meetings and reviews and comments on minutes and reports. Gets to know other committee members and builds a collegial working relationship that contributes to consensus, is an active participant in the committee's annual evaluation and planning efforts. The members of the Board of Directors of the RBC shall serve without compensation.

No person may hold more than one (1) office.

**Sec.2. Nominations.** The Chair shall appoint, 3 months prior to the expirations of current office openings, a nominating committee who shall draw a ballot for the offices of the Chair, Vice Chair, Secretary, and Treasurer, and the Board of Directors, and shall present such a ballot to the general membership at the next regular meeting or special meeting. At that time, additional nominations, if any, may be made from the floor, whereupon the nomination process shall be forthwith closed. All nominations for the respective officers and directors shall be listed in the meeting notice at which elections will take place.

**Sec.3. Installation and Term of Office.** The installation of the RBC officers shall take place at the regular annual meeting and they shall hold office for one year or until their successors shall be duly elected.

## **Article V- Meetings**

**Sec. 1 Regular Meetings.** The Board shall establish a regular schedule of meetings. At the sole discretion of the Board of Directors and with ample notice to the general membership, a regular meeting may be changed. The Directors shall use reasonable discretion on changing a meeting time.

**Sec. 2. Special Meetings.** Special meetings may be called by the Chair or a majority of the Board of Directors by giving 3 business days notice to each member.

**Sec.3. Quorum.** One-third of the number of directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

**Sec.4.Parliamentary Procedures.** The rules contained in "Robert's Rules of Order" shall govern the Rockwood Business Coalition in all cases in which said Rules are applicable, and in which they are not inconsistent with the By-Laws or any special rules of the RBC.

## **Article VI – Operations**

The Rockwood Business Coalition shall operate on a calendar year basis defined as January 1<sup>st</sup> to December 31<sup>st</sup>.

## **Article VII – Amendments**

These By-Laws may be altered, amended, or repealed or revised by a two-thirds vote of the active RBC membership, in good standing, at any regular, annual, or special meeting of this RBC; provided a copy of such proposed amendments or revisions shall be discussed and acted upon. These By-Laws shall be reviewed at least annually by a committee consisting of three members, appointed by the Chair.