

Tillamook Area Chamber of commerce

Policies & Procedures Development

The Tillamook Area Chamber of Commerce (TACC) Board of Directors (Board) makes an important distinction between policies and procedures. Policies establish the broad parameters within which Board, management and staff will operate.

Procedures, developed and implemented by the Executive Director, outline the specifics of how the organization and staff will operate within policy. The Board is not directly involved with developing procedures other than to review and approve as well as ensure that the Executive Director is acting within policy.

I. TACC BYLAWS

II. TACC POLICIES

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TACC Bylaws

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ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of Oregon and shall be known as the Tillamook Area Chamber of Commerce (“Chamber”).

Section 2: Purpose

The Tillamook Area Chamber of Commerce is organized to promote tourism, business, and economic development in the Tillamook area by:

- a. Developing and maintaining strong Chamber leadership and fiscal management practices;
- b. Supporting our member businesses through value-added training, marketing, and information services;
- c. Facilitating employer and small business development, offering opportunities for professional and community development, working closely with other agencies to develop and execute cohesive business recruitment and retention strategies;
- d. Promoting the greater Tillamook area, generating a consistent media presence inside and outside of Tillamook County, attracting out-of-town visitors to area businesses and natural recreation attractions; and,
- e. Strategically attracting out-of-town visitors through events.

Section 3: Area

The Tillamook Area includes the cities of Tillamook, Netarts, Oceanside, Bay City, and Garibaldi. The Area may also include the full County of Tillamook and areas beyond.

Section 4: Limitation of Methods

The Chamber shall observe all local, state and federal laws, rules, and regulations that apply to a non-profit business incorporated under Oregon Revised Statute chapter 65 and exempt from income tax under Section 501(c)(6) of the Internal Revenue Code. The Chamber shall comply with Internal Revenue Code section 501(c)(6) and rules and regulations there under prior to lending its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for public office or engaging in legislative activities on a federal or state-wide basis.

ARTICLE II

Membership

Section 1: Eligibility

Any person, association, corporation, partnership, government division or subdivision, entity, or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership. No single person, association, corporation, partnership, government division or subdivision, entity, or estate may apply for more than one membership.

Section 2: Classes of Membership

This organization shall have two classes of membership. The designation of such classes and the qualifications and rights of membership of such classes shall be as follows:

- a. Active Membership - Any association, business, corporation, partnership, government division or subdivision, entity, or estate shall be eligible to be admitted as an active member. Active members are entitled to vote to elect the Board of Directors and on all matters that the Board of Directors makes subject to vote by members.
- b. Affiliate Members – All individuals, including but not limited to retired persons, persons holding public office, educators, ministers, business owners, and non-business owners shall be eligible for affiliate membership. Affiliate members are not entitled to vote.

All members, both active and affiliate, shall be entitled to receive all publications of the Chamber, use the visitors center meeting room (in compliance with Article 1 Section 4), to attend all regular and special meetings (but not closed meetings), and to display the Chamber's emblem. Moreover, such members shall be eligible to serve on any of the Chamber's standing and special committees.

Section 3: Application

Applications for active and affiliate membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Such written application for membership shall be submitted to the Board of Directors via the Chamber's staff. The Board of Directors may from time to time prescribe or modify the content of the application for membership, but if not so prescribed, such application shall contain the name, physical address, email address, and telephone number of such prospective member and, if the application is one for active membership, the individual authorized as the voting representative for the prospective member.

Section 4: Acceptance

Acceptance of members shall be made by the Board of Directors, after receipt of an application for membership. Any acceptance of an applicant for membership is made on the condition that the applicant accepts the terms and conditions of membership, described in Article II, Section 11 below, and agrees to abide by these bylaws. Any applicant so accepted shall become a member upon payment of all required dues.

Section 5: Denial of Application

Denial of any application for membership must be based on just cause and shall be determined by the Board of Directors in a closed meeting, after an evaluation of the applicant's ability and willingness to abide by the purposes of the Chamber, the terms and conditions of membership, and these Bylaws. Matters considered by the Board in making their determination shall be recorded, sealed and maintained by the Secretary of the corporation. The applicant may present written testimony for the Board's consideration. A two-thirds majority is required to deny an applicant membership. If an application for membership is denied, the Chamber shall return to the applicant all dues, if any, that the applicant paid with the submission of the application.

Section 6: Membership Dues

Dues for active and affiliate members shall be at such rate or rates, schedule or formula as prescribed by the Board. The Board may modify all such dues as it deems appropriate upon a majority vote. Annual membership dues shall be due and payable on July 31st of each year.

Section 7: Termination (Resignation, Expulsion and Suspension)

- a. Any member may resign from the Chamber upon submission of written notice (see Article VII, Section 1) to the Board of Directors.
- b. Any member shall be expelled or suspended by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- c. Any member may be expelled or suspended by a two-thirds vote of the Board of Directors, at a regular or special meeting thereof, for conduct unbecoming a member or prejudicial to the purpose and reputation of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.
- d. Any suspended member may be reinstated upon a two-thirds vote of the Board of Directors.
- e. All resigned, expelled, and suspended members (until reinstated by the Board of Directors) shall lose the rights, interests, and privileges of membership, described in Article II, Section 2 above.
- f. Any resigned, expelled, and suspended member shall have no right to recover any dues previously paid by the member.

Section 8: Appeal Process

The President shall appoint an odd number of Directors, not less than three (3) in total, to hear and decide the member's appeal, if any. A two-thirds vote of such Directors is required to expel or suspend such member.

The effective date of any such expulsion or suspension shall be no sooner than five days following the directors' receipt of the member's oral or written testimony. Any written notice of expulsion or suspension shall be sent pursuant to Article VII, Section 1. An active or affiliate member who has been expelled or suspended will continue to be liable to the Association for all dues, assessments or fees incurred by such member prior to the date of expulsion or suspension.

Section 9: Voting

In any meeting in which voting by active members is permitted, each active member present at the meeting in good standing shall be entitled to cast one (1) vote.

Section 10: Orientation

At regular intervals and upon request, orientation on the purposes and activities of the Chamber may be conducted for new officers and directors, current officers and directors, committee chairmen, committees and new members.

Section 11: Terms & Conditions

The terms and conditions of membership of the Chamber are designed to maintain the good reputation of the Chamber. Membership of the Chamber is a privilege and not a right, and the Chamber shall consider new and continued membership on a case-by-case basis. Membership may be revoked, denied, or suspended for actions not in accordance with the Chamber's purposes, including but not limited to the following:

- a. Fraudulent business activities;
- b. Untruthful, fabricated or deceptive information on membership applications;
- c. Repeated consumer complaints that are made in good faith and supported by substantial evidence;
- d. Findings by any government subdivision, consumer advocate or watchdog group, or the Better Business Bureau of Oregon of irregular, false, criminal or deceitful business practices or activities by the member as either a current or past business owner;
- e. The member's loss of its Better Business Bureau of Oregon rating;
- f. Using the Chamber or its name for subversive, deceitful or illegal activities, or for any other activities that, in the Board of Directors' sole opinion, may ultimately harm the reputation of the Chamber;
- g. Harassment of Chamber members via marketing solicitations;
- h. Disruptive or offensive behavior at Chamber meetings; or,
- i. Threats of violence to the Chamber staff or its members.

ARTICLE III Meetings

Section 1: Membership Meetings (Annual and Special)

- a. Annual Meeting: The annual meeting of the Chamber shall be held during January of each year. All directors, officers, and members in good standing shall have the right to attend the annual meeting. The time and place shall be fixed by the Board of Directors and written notice (*see* Article VII, Section 1) thereof shall be provided to each member and director at least thirty (30) days before the scheduled meeting. The officers and Executive Director will present an annual report to the membership at the annual meeting. The new Board of Directors elected pursuant to subparagraph c of this Section 1 will be introduced and installed during this meeting.
- b. Special Meetings: Special meetings of the Chamber may be called by the President of the Board at any time, or upon petition in writing of any 25 % of members in good standing. All directors, officers, and members in good standing shall have the right to attend the special meeting. Notice of special meetings pursuant to Article VII, Section 1 shall be provided to each member and director at least five (5) days prior to such meetings.
- c. Regular Election Meeting: A regular meeting of the membership shall be held each December for the sole purpose of electing directors to the Board. No other membership business shall be conducted at this meeting. All directors, officers, and members in good standing shall have the right to attend and vote for the slate of directors at the regular election meeting. The time and place shall be fixed by the Board of Directors and written notice (*see* Article VII, Section 1) thereof shall be provided to each member and director at least thirty (30) days before the scheduled meeting. Nominations for directors shall be in accordance with Article IV, Section 2. At the regular election meeting, the President will present the slate of candidates to the members who will vote on such slate of candidates by a show of

hands or ballot as determined by the Board. A majority approval by the members present shall elect the slate of directors to the Board.

Section 2: Board of Directors Meetings (Regular, Special, Closed and Electronic)

Regular Board meetings shall occur at least once a month. Additionally, special Board meetings may be called at any time by the President of the Board, or the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) pursuant to Article VII, Section 1 for all meetings shall be given to each director at least two (2) days prior to the meeting.

The President may designate any Board Meeting as a “Closed Meeting” by stating so in the notice of the meeting given to each director. If properly designated as a “Closed Meeting,” no Chamber members, members of the general public, or members of the press shall be permitted to attend the meeting.

At all Board meetings, Board decisions are made by a majority vote of the directors present provided that a quorum is present, except as specifically provided otherwise by Oregon Revised Statute chapter 65 or as set forth in these bylaws (Article II, Sections 5, 7, 8 and Article VII, Section 2 require a 2/3 Board vote). A Board meeting may be conducted in a manner whereby all directors participating may simultaneously hear or read each other’s communications through electronic means such as a conference telephone call or web based conferencing. Alternatively, a Board meeting may be conducted through an electronic meeting (email) if all directors participating may transmit and receive electronic messages to each other as permitted by Oregon Revised Statute 65.337. The procedure for electronic meetings will be set forth in a procedures and policy manual.

Section 3: Committee Meetings

Committee meetings may be called at any time by the President of the Board or by the committee's chairman. Chamber members do not have the right to attend Committee Meetings.

Section 4: Quorums

Membership Meetings:

- a. At any duly called annual or special membership meeting, attendance of 25% of all active members then in good standing shall constitute a quorum.
- b. At the duly called regular election membership meeting, those members present shall constitute a quorum for purpose of electing directors;
- c. At any Board meeting, a majority of directors shall constitute a quorum; and
- d. At any committee meeting, a majority of committee members shall constitute a quorum.

Section 5: Agenda and Minutes

An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the Chamber’s policies and procedures manual.

Section 6: Record Date

For purposes of determining members entitled to notice of, or to vote at, any annual, special or regular election meeting, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

- a. For purposes of determining members entitled to notice of an annual or special meeting, the record date shall be the day before the day on which first notice is transmitted to members pursuant to Article VII, Section 1, or if such notice is waived, the day preceding the day on which the meeting is held.
- b. For purposes of determining the members entitled to demand a special meeting, the record date shall be the date upon which such demand is made to the Chamber's Secretary.
- c. For purposes of determining the members entitled to take action without a meeting, the record date shall be the date that the first member signs the consent.
- d. For purposes of determining the members entitled to vote at a regular election, annual or special meeting, the record date shall be the date of the meeting.
- e. For purposes of determining the members entitled to exercise any rights and respect to any other lawful action, the record date shall be the date on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later

Section 7: Voting Lists

The Chamber shall prepare and maintain an alphabetical list of the names, physical addresses, email addresses, membership dates, and the designated voting representatives, if any, of all its members.

The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice of an annual, special or regular election meeting and continuing through the meeting, at the Chamber's principal office.

Subject to ORS 65.774 through 65.782, and upon written demand setting forth a proper purpose, any member is entitled to inspect and copy the list at a reasonable time and at the members' expense, during the period it is available for inspection.

Section 8: Action without Formal Meeting (Board of Directors)

Action required or permitted by law to be taken at a Board of Directors meeting may be taken without a formal meeting. The action must be evidenced by one or more written consents describing the action taken, signed by all the directors on the Board to acknowledge unanimous consent to the action and delivered to the Chamber for inclusion in the minutes or filing with the corporate records. Such written consents may occur via email or via an alternative electronic method.

Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting notice and formal Board vote.

Section 9: Action by Written Ballot (Members)

Any action which may be taken at any annual, special or regular election meeting of members may be taken without a meeting, if so determined by the Board of Directors. Upon a determination to take action without a meeting, the Board of Directors shall cause to be delivered by mail, physical delivery, or email a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Such votes may occur via email or via an alternative electronic method. Approval by written ballot pursuant to this section shall be valid only when the total number of votes cast equals or exceeds any quorum required to be present at a meeting

authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast. All solicitation for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the Chamber – by email or otherwise – in order to be counted. Delivery herein shall be completed by a mailing, physically delivering, or emailing to the member at the member’s last physical address or email address of record.

ARTICLE IV Board of Directors

Section 1: Powers

Subject to these Bylaws and applicable law, all powers of the Chamber shall be vested in the Board of Directors. The Board of Directors shall be responsible for the Chamber’s policies and procedures, control over the Chamber’s property, including its finances, and shall direct all of the Chamber’s affairs.

Section 2: Composition

The Board of Directors shall be composed of between seven (7) to eleven (11) directors (inclusive), approximately one-third of whom shall be elected annually to serve for three (3) years or until their successors are elected and installed. In the event that a nomination vote of any director on the slate of candidates results in a tie, the Executive Director shall cast the tie-breaking vote.

Section 3: Selection and Election of Directors

All current members and directors may recruit and nominate new directors to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibility of a directorship. No Board director who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored. All nominations shall be delivered in writing to the Board of Directors within the 30 days prior to the October Board meeting.

At either the regular November Board meeting or at a special meeting held prior to December, the Board may make additional nominations, and shall review all nominated directors and vote to nominate a number of new directors equal to the number of directors then in the final year of their term.

Election of directors by the members shall occur pursuant to Article III, Section 1 c. Installation of the elected directors shall occur pursuant to Article IV, Section 4.

Section 4: Seating of New Directors

All newly-elected and appointed Board directors shall be seated and installed at the Determination of Officers banquet, held contemporaneously with the annual January meeting (see Article III, Section I). Appointment of the new directors shall be effective as of the conclusion of this banquet.

Section 5: Vacancies

A member of the Board of Directors who shall be absent from three (3) unexcused regular meetings of the Board of Directors shall be dropped from his or her directorship on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. The Board shall declare any vacancy hereunder by an approval of the majority of directors then in office.

A director may be removed from office only by a vote of membership in accordance with Oregon Revised Statute 65.324 at a special meeting of the membership called for that purpose with notice as provided by Oregon Revised Statute 65.324(5) and in compliance with these bylaws.

The Board shall fill any vacant director or officer position by appointing from the membership a replacement director or officer. The appointment shall extend until the end of the term of the vacant position. Such appointment shall be by majority vote of the Board.

Section 6: Policy

All Chamber policies and procedures established or modified by the Board of Directors shall be maintained in a procedures and policies manual, to be reviewed annually and revised as necessary.

Section 7: Executive Director

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment, in the Board's sole discretion. The title for the Executive Director may be "Chief Executive Officer (CEO)" or "President," or any other title, if so provided by the Board.

Section 8: Committees

Subject to the approval of the Board of Directors, and with the assistance of the Executive Director, the President of the Chamber shall have the authority to establish any committees, assign or modify any purpose of a committee, and assign committee members, as is necessary in the opinion of the President to further the Chamber's purpose.

It shall be the function of committees to carry on any and all such activities that may be delegated to them by the Board, including conducting investigations, studies and hearings, and making recommendations to the Board of Directors.

Any committee shall be discharged by the President when their work has been completed, or when, in the opinion of the Board of Directors, it is otherwise appropriate to discontinue the committee.

Section 9: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any current or former officer, director, or employee against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of being or having been an officer, director, or employee of the Chamber.

Section 10: Limitation of Authority

No action by any member, committee, employee, director or officer shall be binding upon, or constitute an expression of the policy of, the Chamber unless or until it has been approved or ratified by the Board of Directors.

ARTICLE V Officers

Section 1: Determination of Officers

At the Chamber's annual Retreat, or at any special meeting prior to the annual Determination of Officers banquet (which occurs contemporaneously with the annual meeting in Article III, Section 1), the Board of Directors shall elect the President, Vice President, and Secretary by majority vote. The Board shall have the option to give to the President the title of "Chairman of the Board" or an alternative title, if the Board so provides. All Board Members (Retiring, Continuing and New) shall vote for the new officers. If any vote results in a tie, the current President of the Chamber shall provide the tie-breaking vote. Both continuing and newly elected Board Members may be considered for election as an officer of the Board. All officers shall take office at this meeting and serve for a term of one (1) year.

Section 2: Duties of Officers

a. President of the Board:

The President of the Board shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The President shall have powers to establish and appoint committees, pursuant to Article IV, Section 8 above. At the end of the President's tenure, the President is expected to accept the position of Past President and act as Past President for a period of one year.

b. Vice President:

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. If the Vice President is not willing or able to perform the duties of the President in the absence or disability of the President, the Board may elect a new President to serve the remainder of the absent or disabled President.

The Vice President is responsible for ensuring that the activities of the Chamber are in compliance with the Chamber's purpose (see Art. I, Section 2 above), and shall report to the Board of Directors if, in the opinion of the Vice President, any activity does not further such purpose.

The Vice President shall also undertake at least a quarterly review of the Chamber's financial matters, and is also subject to Article VI, Section 6 below. The Vice President shall report to the Board of Directors any findings or concerns found in this review.

c. Secretary

The Secretary shall be responsible for taking and compiling minutes of all Member and Board meetings, and maintain all records of the chamber.

d. Executive Committee:

If appointed by the Board of Directors, 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. It shall be composed of the President, immediate Past President, Vice President, and Secretary. The President of the Board will serve as chairman of the Executive Committee.

e. Ex-Officio Members:

The ex-officio members of the Board may consist of a representative or representatives of the City of Tillamook and/or any other persons approved by the Board. Ex-officio members may advise the Board, but are not entitled to vote on any matter.

Section 3: Other Officers

Notwithstanding any provision contained herein to the contrary, the Board shall have the authority to create or continue officers that are not listed in Section 1 or 2 of this Article, and provide such officers with any delegable authority that the Board so desires. Such officers could include Past President, among others.

ARTICLE VI Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating account. All specifically designated funds shall be placed in their respective accounts. All unused funds from the current year's budget will be carried over to the following fiscal year.

Section 2: Disbursements

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Additionally, the Executive Director may make expenditures not allowed for in the budget for amounts up to \$500.00 for any single expenditure, unless a greater amount is allowed or ratified by the Board of Directors.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close at midnight of June 30th of each year.

Section 4: Budget

The Executive Committee or Budget Committee shall create the budget for the coming year and submit it to the Board of Directors for approval. The Committee and Board shall endeavor to complete the budget process by June 30th. The Board of Directors is authorized to review and/or revise the annual budget, on a quarterly basis, to conform to any limitations, or expansions, allowed or created by changes in the Chamber's gross income and/or expenses.

Section 5: Annual Compilation and Tax Filing

The Executive Director, with review of the Vice President, shall gather together and submit all necessary financial information to a Chamber Board approved Accountant as soon as possible after the end of the Chamber's fiscal year. A "Compilation" and IRS form 990 (Exempt Return) shall be completed and filed with the IRS. Extensions are permitted as necessary if approved by the Board of Directors. The Compilation shall be a single volume with all of the Chamber's financial records.

Section 6: Periodic Review

Periodically but at least once every fifth year beginning in 2015, the Vice President shall, in addition to the normal annual compilation and tax filing, request a "Review" by a Chamber Board approved accountant. The Review shall consist of testing to reveal obvious material errors or discrepancies in the Chamber's financial records.

Section 7: Bonding

The Executive Director and such other officers and staff, as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 8: Contracts and Obligations

All contracts, except as otherwise provided herein, shall be approved by the Board of Directors and, if approved, the President or Secretary shall sign all contracts and obligations on behalf of the Chamber. However, the Executive Director may enter into contracts or obligations that bind the Chamber, but only if such contracts or obligations comply with Article VI, Section 2 above and in no event span for a period longer than the end of the then-current fiscal year.

ARTICLE VII Miscellaneous

Section 1: Notice by Email

Notwithstanding any notice requirements to the contrary in these bylaws, proper notice to any member, director, officer, or committee member may be effectuated by emailing such notice to the email address on record for that member, director, officer, or committee member. Proper notice may also be had by mailing or physically delivering such notice to the physical address on record for that member, director, officer, or committee member.

All members, directors, officers, and committee members must immediately notify the Chamber of any change to their physical or email address.

Section 2: Modification

These bylaws may be modified by a two-thirds (2/3rds) vote of the Board of Directors at any meeting other than a closed meeting, or by a majority of the members at any special meeting, providing that the notice for the meeting includes the proposals for modification. Any proposed modifications shall be submitted to the

Board or the members in writing pursuant at least ten (10) days in advance of the meeting at which they are to be acted upon.

Section 3: Repeal of All Previous Bylaws

Any and all previous bylaws, as well as any and all previous amendments or modifications, are hereby declared to be null and void in their entirety. These Amended Bylaws are the complete and sole bylaws of the Chamber.

Section 4: Dissolution

The Chamber shall only use its funds to accomplish the purpose specified in these bylaws, and no part of these funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, the Chamber may purchase its membership in accordance with Oregon Revised Statute 65.554 and as permitted by Internal Revenue Code 501(c)(6). Any funds remaining after such purchase and after payment of all debts and claims shall be distributed as determined by the then-current Board of Directors in compliance with Oregon Revised Statute chapter 65 and Internal Revenue Code 501(c)(6).

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Policy Overview

Purpose of policies

The Board, as the Tillamook Area Chamber of Commerce's (TACC) governing body, is entrusted with the authority to establish policy for the governance of TACC. Board policy establishes the parameters and guidelines for Board members, committees, and management and staff. The purposes of our policies are to:

- Inform everyone of Board intent, goals and aspirations;
- Promote consistency of Board action;
- Establish a baseline operating manual for the TACC;
- Ensure consistent public relations; and
- Clarify Board member, Executive Director and staff roles.

Source of policies

Policies may be recommended to the Board by committees of the Board, individual Board members or the Executive Director. If approved by the Board, policies will be written, coded, dated at time of approval and included in all copies of the Board policy manual.

Considerations for all policies

All policies proposed to the Board should be tested; is the policy:

- Necessary for operation of the TACC?
- Consistent with the TACC mission statement?
- Within the scope of Board authority?
- Consistent with local, state and federal law?
- Compatible with other policies of this Board?
- Practical and enforceable?
- Broad enough to cover the subject completely?

Accountability for carrying out policies

The Executive Director will be accountable to the Board for ensuring that all policies are effectively explained to the employees and making every reasonable effort to see that they are understood, accepted and complied with.

The President will ensure that all policies and procedures are effectively explained to the Board, and Executive Director, and making every reasonable effort to see that they are understood, accepted and complied with.

Chapter 1

Public Relations

1.1 Requests for information

All requests and complaints shall be made through the Executive Director.

1.2 Public disclosure

The Chamber of Commerce must make available to any individual for in-house review, without charge, the following:

- Tax exempt application and notice of acceptance from the IRS;
- The three most recent Form 990's filed with the IRS; and
- Most current list of member's names.

1.3 Public comment at meetings

All open meetings must have a "forum" available for public comment. Groups, or individuals, whom are not on the agenda, are required to follow proper procedure.

Chapter 2

Executive Director

2.1 Executive Director job description

The Executive Director is responsible for seeing that their actions follow policy and procedure set forth in TACC bylaws and operations manual. The Executive Director Job Description (Operations Manual Section V.) will act as policy and procedure to establish clear roles within the organization.

Chapter 3

Board Members

3.1 Board member job description

A Board member is responsible for seeing that their actions follow policy and procedure set forth in the TACC bylaws and operations manual. The Board Member Job Description (Operations Manual Section V.) will act as policy and procedure to establish clear roles within the organization.

Chapter 4

Organizational Finance & Risk Management

4.1 Fiscal year

TACC fiscal year will be the first day of July to the last day of June.

4.2 Financial management

Financial resources of TACC are the responsibility of the Board of Directors. The Board will:

- Have a clear plan for acquisition of financial resources to pay for the programs and services provided by TACC;
- Provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve; and
- Monitor and evaluate the financial plans and guidelines of TACC to ensure the financial integrity of TACC.

4.3 Accounting

The accounting system used by TACC will be maintained in accordance with generally accepted accounting principles and those practices that may be required by regulatory agencies, lending institutions and TACC's independent auditors.

The internal controls of the TACC must provide for adequate protection of TACC's assets and insure observance of limitations and restrictions on the use of financial resources.

Internal controls will include, but are not to be limited to, the following:

- Authorized signers on TACC bank accounts will be limited to Board officers and Executive Director;
- All incoming mail is to be opened and distributed by a staff person other than the person providing book keeping;
- A log of all received cash and checks is maintained by the Office Manager;
- Each accounts payable invoice for goods and services must be approved by the Executive Director;
- All cash disbursement, to include supporting documentation, will be reviewed by the Executive Director; and
- Staff expense reports will be approved by the Executive Director. Expense reports of the Executive Director must be approved by a Board Officer.

Other controls may, from time to time, be implemented as required by the operations or recommended by the party responsible for TACC's financial review.

4.4 Financial reports

Reports reflecting the results of operations and the financial condition of TACC will be presented to the Board monthly. These reports will include, but are not limited to, the following:

- Balance sheet;
- Profit and Loss Statement for the month with previous year comparison;
- Profit and Loss Statement for year with budget comparison (by class if applicable); and
- Explanation of each 'variance from budget' in excess of \$1,000.

Each year, a semi-annual review will be done by the Finance Committee, as appointed by the Board Vice President. TACC's balance sheet as of December 31st and June 30th shall be reviewed in relation to statements of revenue, expenses, changes in fund balance and cash flows.

4.5 Signing checks

The Executive Director may issue checks up to \$500 with one signature should it meet spending authorizations outlined in TACC Bylaws Article VI Section 2.

Authorized checks over \$500 for all general fund accounts must include signatures from two of the following: the Board President, Board Vice President, Board Secretary or Executive Director.

It is the responsibility of the Executive Director to ensure that signatures can be obtained from appropriate signatories so that payment can be made on obligations of TACC. It is also the responsibility of the Executive Director to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes. It is the responsibility of all check signers to ensure that there is adequate documentation, consistent with good internal controls, for valid payment of checks they sign.

4.6 Use of credit cards

The Executive Director will determine those staff members authorized to use TACC's credit card. TACC credit cards will only be used for appropriate TACC business, and all uses will be appropriately documented. The TACC credit card will not be used for personal expenditures.

4.7 Investment practices

Funds not required for current operations will be invested according to an investment plan approved by the Board. Investments must be government-secured and guaranteed. Investments may be made at the discretion of the Executive Director within the plan adopted by the Board. The Executive Director will present reports to the Board at least quarterly which show the status of all investments, including the rate of return and current market value.

4.8 Line of credit/Borrowing

TACC will retain a minimum \$5,000 line of credit. The Executive Director must request authorization from the Board to draw on this line of credit for any purpose. Should the Board approve any draw; the Executive Director may make a drawdown of cash into a TACC checking account.

4.9 Grant funding and applications

The Executive Director shall notify the Board at regular Board meetings of the progress of any submitted grant applications that are not yet closed. The Executive Director will report on active grants at regular Board meetings.

4.10 Charitable donations by TACC

Because of the nature of the mission of this organization, TACC does not make charitable cash donations.

4.11 Personnel files

All personnel files contain the following documents:

- Application and/or resume;
- Date of employment;
- Position and pay rate;
- Authorization of payroll deductions;
- W-4 withholding authorization;
- Termination data where applicable;
- A signed confidentiality agreement;
- A signed acknowledgement of receipt of the Employee Handbook;
- An emergency contact form; and
- Other forms as deemed appropriate by the Executive Director.

4.12 Directors' and officers' errors and omissions insurance

It is the policy of TACC to provide directors and officer's liability insurance. The continuing need for such insurance will be reviewed each time the policy is due for renewal.

4.13 Business liability insurance

It is the policy of TACC to maintain business liability insurance to protect and meet the needs of the organization. The continuing need for such insurance will be reviewed each time the policy is due for renewal along with an annual risk assessment review.

Chapter 5

Operational Policy

5.1 Maintenance of TACC documents

All major TACC organizational documents, such as the articles of incorporation, real estate titles, building blueprints and any other historical or archived documents will be held in a safe and secure location within the TACC offices.

5.2 Document retention / destruction

In accordance with the Sarbanes-Oxley Act this policy provides for the systematic review, retention and destruction of documents received or created by the TACC in connection with the transaction of organization business. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate TACC operations by promoting efficiency and freeing up valuable storage space.

I. Document Retention

TACC follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

II. Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
By-laws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

Accounting and Corporate Tax Records	
Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
IRS 1099s	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	7 years
Petty Cash Vouchers	7 years
Cash Receipts	7 years
Credit Card Receipts	7 years

Bank Records	
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years

Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years
Employee Records	
Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	3 years after termination
Time Cards	2 years
Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion
Legal, Insurance and Safety Records	
Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

III. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

IV. Emergency Planning

Records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping the TACC operating in an emergency will be duplicated or backed up at least every week and maintained off site.

V. Document Destruction

Tillamook Area Chamber's Executive Director is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

VI. Compliance

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against Tillamook Area Chamber and its employees and possible disciplinary action against responsible individuals. Board Vice President and finance committee chair will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

5.3 TACC equipment

All items purchased belong to TACC and are to be used for TACC needs. When practical, and approved, some items may be used by employees, Board members or members, outside of TACC operations provided that:

- there is insurance covering the "non-deductible" value of the items;
- does not cost TACC additional expense; and
- being unavailable does not prevent TACC from using the equipment for the reason purchased.

Prior permission must be granted by the Executive Director before any equipment is borrowed from TACC.

5.4 Protection of corporate logo

The logo of the corporation constitutes a trademark, and no member shall make use of the logo without the consent of the Executive Director or the approval of the Board of Director.

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TACC OFFICIAL COMPLAINT FORM (1PG)

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Chapter 1

Public Relations

1.1 Requests for information

From time to time the public/members will request information or records from TACC. To protect the corporation and those we serve, information will be released only under the following conditions:

- All requests for information, other than routine public information, about TACC will be routed to the Executive Director for a decision about releasing that information;
- If there is question about the appropriateness of releasing any information; the Executive Director will seek guidance from the Board of Directors;
- Information about personnel matters will not be released to anyone outside the organization.
- Information discussed in executive session of the Board will not be revealed;
- Proprietary information that could have an adverse effect on TACC finances will not be released; and
- Matters considered confidential under state and/or federal law will not be released.
- Information about legal matters that might have an adverse effect on TACC will not be released; and
- TACC mailing list (in one-time use format) may be provided as a member benefit. Electronic distribution of the list may be given to a third party mailing house.

1.2 Document disclosure

If requested in person, copies of documents required to be available by law must be provided the same business day of request. A small fee may be charged; not to exceed \$1 for first page and \$.15 for each subsequent page. If the request for copies is made in writing (e-mailed, faxed, or mailed), copies must be provided within 30 days of the request.

1.3 Public comment at meetings

It is the decision of TACC to allow 15 minutes of each meeting for a forum. If persons other than those on the agenda wish to speak they may do so during the "forum" section of the agenda. Persons who wish to speak must complete the "Non-Agenda Forum Request" form and present it to the presiding officer prior to the meeting. Only persons who have completed the form and given it to the presiding officer prior to the convening of the meeting will be allowed to speak.

When the Board reaches the "forum" section of the agenda, the President is to divide the 15-minute segment by the number of persons who have requested to speak to the Board to determine the amount of time allocated to each person. The President will then call on those people one at a time to stand and address the Board for no more than the allocated time.

The Board is not required, or expected, to answer questions, requests for information or requests for action. The Board is to note the request and respond at a later appropriate time after Board members have an opportunity to deliberate about the request.

The Non-Agenda Forum Request form is to be made available at all open meetings.

(Non-Agenda Forum Request form can be found in the back of this manual section)

1.4 Public complaints

From time to time situations may occur that create legitimate complaints on the part of the public or constituents relative to TACC. Complaints must be aired so that all sides of the issue may be heard and a rational procedure/solution found.

Anyone having a complaint, therefore, is encouraged to file a complaint. All complaint forms must be completed and follow the outlined step procedure. Each step in this procedure will give consideration to the complaint and will be a review of facts. If remedy is not achieved through the steps, the TACC Board is the final hearing body.

STEP I - The formal process begins with the person filing the complaint. He/she prepares a written statement containing his/her name, address, and telephone number; the condition, situation, or individual being complained about and why; the requested remedy. S/he will complete TACC Official Complaint form; the form should be signed, dated and filed with the Chamber of Commerce.

STEP II - The Executive Director shall respond to the complainant, and if the complainant is not satisfied with the decision of the Executive Director, he/she may submit a copy of the complaint to the TACC Board President within (10) days of receiving the Executive Director's deposition.

STEP III - The Board will conduct a meeting, from which it has gathered enough testimony and/or other pertinent information on which to base its decision. Once able to reach a majority decision, it will do so in writing to the complainant. This decision is final.

(TACC Official Complaint form can be found in the back of this manual section)

Chapter 2

Executive Director

2.1 Monitoring Executive Director performance

Oversight of the Executive Directors performance is the responsibility of the Board of Directors as stated in the Board Member Job Description. Any, and all, immediate concerns of the Executive Directors performance are to be communicated to the President of the Board. Follow up on the concern will be handled at the Presidents discretion.

2.2 Executive Director Performance evaluation

Upon annual review of the Executive Director the President will:

- Establish a timeline that allows full evaluation process to be completed by May 30th and notify full Board and Executive Director;
- Provide full board with the criteria for the Executive Directors evaluation for any input they choose to give; feedback will be reviewed and considered in Executive Committee evaluation process. Any information is to be submitted to the President prior to the review meeting of the Executive Committee;
- Direct Executive Committee members to individually complete the form and provide at review meeting;
- Convene Executive Committee for review meeting. At this meeting all submitted material from the Executive Committee is to be compiled by the president for discussion of committee to decide average scoring for each set criteria;
- Simultaneous to the Executive Committee Review the Executive Director must complete a self-evaluation;
- One week prior to review the executive director will provide the president with the self-evaluation and the President will provide the Executive Director with his/her completed evaluation for review; and
- Conduct the performance evaluation of the Executive Director with the Vice President. In the absence of either the President or Vice President another member of the Executive Committee may be chosen by the President to carry out the performance evaluation.

The executive committee in its sole discretion the amount and type of increase, if any, in the salary and/or benefits for the Executive Director. Any salary increase will be effective July 1 following the performance evaluation. And any bonuses will be paid within 30 days of review completion.

Upon completion of the evaluation process the President and ED shall sign the evaluation form and place in personnel file at the Chamber office. Any responsibilities set forth during evaluation are to be carried out by the appropriate person(s) by May 30.

2.3 Executive Director exit interview

The President of the Board may conduct an exit interview in circumstances that allow for such action. The exit interview shall follow procedures set forth in the Exit Interview Form and accompanied checklist of all items, physical and proprietary, that are to be returned as Chamber property.

(Exit Interview Form can be found at the back of this manual section)

2.4 Executive Director Succession

The process for replacing a resigning or retiring Executive Director will be as follows:

- The Board will determine the exact retirement date of the current Executive Director;
- The Board will determine a specific target date to bring on a new Executive Director. This target date will be flexible to allow the selected candidate some latitude in the beginning date;
- The Executive Committee will appoint an interim Executive Director to serve for the time between the ending date of the current Executive Director and the beginning date of the new Executive Director. Priority consideration will be given, in order, to qualified staff, Board members and outside prospects. Board members are not eligible to remain on the Board and serve as the Interim Executive Director;
- The President will nominate a Search Committee of not less than three Board members and not more than five Board members. If possible, the current Executive Director will be an ex-officio member of the Search Committee. The President may appoint up to two additional Search Committee members from outside the Board such as former Board members, community leaders or other persons who would be would be valuable resource to the committee. The President will seek Board approval of the nominees;
- The Search Committee will begin as soon as possible to:
 - Update the job description for the Executive Director;
 - Develop a profile of the preferred candidate;
 - Determine the feasibility of utilizing a search firm (i.e. Western Association of Chamber Executives) to assist the Board in the search;
 - Determine salary range and terms of employment to be offered;
 - Identify appropriate advertising media to be used;
 - Establish a schedule to complete interviews, reference checks and final selection;
 - Determine who will conduct the interviews and what questions will be asked;
 - Determine the extent of staff and community involvement in the search process; and
 - Establish a process for communicating search progress to the Board and staff;
- The Search Committee will seek approval of the full Board for all of the above;
- The Search Committee will interview qualified candidates and recommend candidates for Board review;
- The Board will interview the final candidates and select the new Executive Director; and
- External candidates and current employees will be invited to apply for the position

Chapter 3

Board of Directors

3.1 Board recruitment

It is the responsibility of the Executive Committee and Executive Director to actively recruit Board Members in an organized and intentional manner. To maintain a diverse and well-rounded Board the following the President shall carry out the following procedures when a vacancy is projected or has occurred:

- Use Board Master Grid to assess current Board needs;
- Present master grid to full Board and request potential nominees on Board of Directors Nomination form;
- Review Candidates and contact potential nominees;
- Host interview reviewing Board Member Job Description and compiling a personal grid to compile with master grid; and
- Carry out procedures accordingly to elect/appoint. Notify candidate should the not be chosen.

Board Master Grid is a compiled grid of skills, abilities, contacts, influence and demographics of every current Board member. Should a recruit become a Board member the information from their personal grid is to be added to the master grid. Maintenance of the master grid is the responsibility of the Board President and shall be filed in the Chamber office.

(Board of Director Nomination form can be found at the back of this manual section)
(TACC Board Skills Assessment Grid can be found at the back of this manual section)

3.2 Election/Appointment

The procedure in which Board Members are elected and/or appointed shall follow that set forth in TACC Bylaws Article IV.

3.3 Board member orientation and development

TACC Board believes that professional development for Board members is vital to good governance of TACC. Therefore, new Board members will be given, within 60 days of election, a thorough orientation about Board operations, finance, Board ethics, responsibility and liability by the Executive Director.

The following will be the guide for orientation of all new Board members:

I. Mission/values of TACC

II. Term of office

- Board meeting schedule
- Board/committee structure
 - Expectations of attendance
 - Appointments/removal

III. Responsibilities

- Board member job description
- Board bylaws
- Board officers and responsibilities
- Election of officers
- Meetings of the Board (regular/special)
- Conduct of meetings
- Conflict of interests

- Code of ethics
- Liability insurance
- Expectations of Executive Director
- Abbreviations/acronyms used at TACC
- Quorum
- Board goals

IV. Organizational overview

- Organizational chart and chain of command
- Annual reports
- Financial audits
- Monthly financial reports
- Relationship to other organizations
- Target constituency

V. Board policies

3.4 Board legal counsel

The Board will designate legal counsel to serve the needs of TACC as needed. Legal counsel may be requested to attend Board meetings by request of a majority of the Board members or at the mutual agreement of the President and the Executive Director.

Only the President, the Executive Director or their designee may contact legal counsel on behalf of the Board. Costs billed to TACC and associated with individual Board members contacting legal counsel, auditors or other professional consultants without specific authority from the Board of Directors, will be billed to the Board member making the unauthorized contact.

3.5 Enforcement of policies

Any Board member who believes that a fellow Board member has acted unethically should first review current Board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect TACC.

If the Board member continues to believe a fellow Board member has acted unethically he/she should seek resolution by discussing his/her concerns with the colleague if such discussion is likely to be productive and does not violate any individual's right to privacy.

If informal attempts to address the concern, fail to resolve the problem, the Board member should bring the concern to the attention of the President. If the concern relates to the President the issue should be brought to the attention of the Board Vice President.

The President may choose to address the concern individually with the member in question or refer the concern to the executive committee. Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

Chapter 4

Board Meetings

4.1 Conduct of meetings

Discussion of agenda items will be limited to communications among Board members; between the Board and the Executive Director and those that the Board and Executive Director request to make presentations; so that meetings may be conducted in the most orderly manner. Meetings of TACC Board will be governed by parliamentary rules in all cases where current bylaws and current Board policies do not apply.

4.2 Board calendar

A calendar of agenda items will be established by the Board annually before the beginning of the Board year. The calendar will list agenda items that regularly require Board action during specific time frames each year, such as approval of the budget, renewal of contracts, evaluation of the Executive Director, the Board planning retreat and other standard annual events. At its organizational meeting each year, the Board will determine the regular meeting dates, time and place for the next year.

4.3 Open Board meetings

TACC Board welcomes and encourages members of the organization (visitors) to attend regular meetings of the Board. However, those attending Board meetings, other than the Board and the Executive Director, may be asked to sit away from the Board table in an area designated for visitors to the meeting.

Visitors will also be asked to refrain from taking part in the Board's deliberations except upon request from the Board, and otherwise not disrupt the Board's work.

Visitors may ask for time on the Board agenda if the request is made to the Executive Director at least three days in advance of the Board meeting. The Executive Director and the President will determine if the request to be on the agenda is honored, and how much time will be allocated to the agenda item.

On occasion, the Board deliberations may include sensitive issues not appropriate for discussion with visitors present. At that time, the Board will vote to close the meeting to anyone other than the Board and the Executive Director, and the President will request that visitors leave the meeting. In the closed session, the Board may continue to do business as it would in open session.

4.4 Closing of Board meeting

All regular meetings of the Board will be open to members. The Board will close its meetings only when:

- discussion by the Board could harm the reputation and character of any person;
- information discussed by the Board could have an adverse legal impact on the organization's legal position if the information were public knowledge;
- information discussed by the Board could have an adverse financial impact on the organization if the information were public knowledge; and
- information discussed by the Board pertaining to matters relating to the job performance of, compensation of, health records of, or specific complaints against an individual employee of TACC.

To close a meeting, a motion must be made and approved by a majority of the Board stating the specific reasons for closing the meeting. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting.

4.5 Meeting agenda packet

All matters to be considered by the Board at the meeting will be included on the agenda and in the Board packets delivered to Board members at least five days prior to the meeting.

Meeting agendas will be developed by the Executive Director. All Board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for Board information, and only by consensus of a majority of the Board members. A Board member or the Executive Director may request changes to the agenda during the item on the agenda that asks the Board to approve the agenda. Agendas will be published at least 5 days in advance of the meeting.

Should the Board meeting fall prior to the 6th of the month the financial reports may not be provided prior to 24 hours before the Board meeting. This is due to closing out the prior month.

The TACC Board meeting agenda will approximate the following outline:

1. Call to order by the President or other presiding officer and determination of a quorum. Pledge of Allegiance and Prayer
2. Consideration, correction of consent agenda (approval of minutes of the previous meeting, financial report, and Directors report)
3. Public forum or member forum
4. Standing committee reports and recommendations for Board action
5. Special committee/task force reports and recommendation for Board action
6. Directors Report
7. Old business
8. New business
9. Adjournment

4.6 Meetings by conference call

It is not the practice of the TACC Board to hold meetings by conference telephone calls. However, circumstances may dictate that some Board members cannot attend the meeting in person, but may attend via telephone conference call. In those cases, any or all of the Board members may participate in the meeting by conference telephone.

4.7 Electronic Board action

It is the policy of TACC that action may be taken electronically under provisions of Oregon State Law. The President may make a motion through electronic means and it shall be approved with the result of a unanimous vote. This is not an electronic meeting and requires a unanimous vote. This vote shall be recorded, discussed and filed with the next full Board meeting.

Although permitted by law it is not the practice of TACC Board to hold electronic meetings that require discussion or deliberation by any Board member. However, emergency situations may dictate that this action take place. Should this be the case, an electronic meeting must follow the following guidelines:

- The president will call the meeting to order and put the action on the table;
- Board President will set a time the meeting will close upon calling the meeting to order;
- All meeting attendees are to reply with a vote or discussion using the “reply all” email feature; and
- At the close of the meeting all votes must be cast. Action may only be taken if a quorum was present in the discussion and proper majority was reached.

4.8 Staff attendance at Board meetings

Since it is the policy of the TACC Board to hold our Executive Director accountable for all management of TACC, it is left to the Executive Director to invite any staff to the Board meeting that the Executive Director needs as resource for issues the Board will consider during the meeting.

4.9 Electronic recordings of Board meetings

To ensure the greatest amount of discussion and debate at Board meetings and committee meetings, no electronic recording devices will be permitted for use by individual Directors or guests at the meeting. Recording devices may be used by the staff to ensure accurate meeting minutes at the direction of the Board.

4.10 Minutes of the Board meeting

Records of all actions of the Board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the TACC Board. The Secretary of the Board will be author of the minutes. The Secretary will forward all minutes the Executive Director for review and filing.

Minutes of the meeting are a record of the actions of the Board, not a record of discussion.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting. Minutes must include, but are not limited to:

- The date, time and place the meeting was called to order;
- The type of meeting--regular, special or continued;
- The name of the presiding officer;
- A statement that a quorum was or was not present;
- The names of those Board members present and the names of those Board members absent from the meeting;
- The exact wording of all motions, whether passed or failed;
- Disposition of each motion made--passed or failed. (If the vote is by roll call, each Board member's vote will be recorded by name. When a ballot vote is taken, the number voting for and the number voting against will be recorded. No views, protests or explanations from Board members about the vote will be recorded in the minutes unless the full Board votes to allow such entries);
- Notation of each committee report; and
- Notation of time of adjournment of the meeting.

Chapter 5

Committees of the Board

5.1 Committee purpose

It will be the purpose of any committee appointed by the TACC Board to assist the Board of Directors to govern more efficiently. A Board committee is designed to be active in developing, investigating, deliberating and carrying out special issues on behalf of the Board.

5.2 Committee authority

Any committee established by the Board will have only the powers specifically delegated to it by the Board. Functions of each committee will be in writing as part of Board policy or recorded in the minutes of the meeting at which the committee was established.

5.3 Committee accountability

Committees are a subsidiary of the Board, and will be expected to report their work to the full Board on a regular basis. The TACC Board will annually review the work of each committee and determine which committees will be reappointed and which committees will be abandoned as no longer necessary.

5.4 Appointment of committees

The President of the Board or the Executive Director will appoint the chairperson of each committee. All committee members, taking into consideration the preference of the Board members for committee assignment, will be selected by the committee chairman. Board members will be polled as to their committee preference.

5.5 Duties of committee members

Duties of the members of individual Board committees will vary, but certain basic committee member responsibilities remain the same for all committees. Those responsibilities include:

- Attending all meetings of the committee to which the Board member is assigned;
- Preparing for committee meetings by studying the agenda and researching issues to be discussed at committee meetings;
- Actively participating in discussions at committee meetings;
- Following through promptly on any assignments for the committee; and
- Supporting committee recommendations before the full Board.

5.6 Committee meetings

The committee chairperson will convene all meetings of the committee or a majority of the committee members may call a committee meeting. Meeting dates will be coordinated with the Executive Director to avoid conflict and to ensure completion of staff support and research for the committee. Committees will submit a summary of committee actions and recommendations to the Board at the Board meetings.

5.7 Guidelines for the committee chairperson

The committee chairperson will be expected to lead the committee just as the President is expected to lead the Board. The committee chairperson is accountable for ensuring the productivity of the committee by:

- Planning the agenda for the committee meetings;
- Ensuring that all members of the committee are notified of committee meetings;
- Convening committee meetings, and keeping meetings on track;
- Appointing a member of the committee to keep a written record of committee actions;
- Encouraging the committee to take action on the issues discussed by the committee;
- Ensuring that reports and recommendations for action from the committee are presented to the full Board; and
- Leading the committee to evaluate its own operations.



Non-Agenda Forum Request

The TACC Board welcomes you to this meeting. We conduct our meetings in strict compliance with the State of Oregon open meetings law. That law requires that the Board meetings be open for public observation, but it does not require that the public be allowed to participate in the meetings.

We value the ideas and insights of others. The policy of the Board to allow 15 minutes of each meeting for a forum. If you wish to speak to the Board during the "forum" section of our agenda, please complete the form on the bottom of this paper and hand it to the presiding officer prior to the meeting. Only persons who have completed the form and given it to the presiding officer prior to the convening of the meeting will be allowed to speak.

When the Board reaches the "forum" section of the agenda, the President will divide the 15-minute segment by the number of persons who have requested to speak to the Board to determine the amount of time allocated to each person. The President will then call on those people one at a time to stand and address the Board for no more than the allocated time.

Do not expect the Board to respond at this meeting to your questions, requests for information, or requests for action. The Board will note your request and respond at a later appropriate time after Board members have an opportunity to deliberate about the request.

At other times during this meeting, Board members may wish to ask for information from persons in the audience, but please refrain from comment unless the Board asks you to comment. Board members are always anxious to hear from constituents outside the meeting, but the meeting agenda is usually full and does not allow time for a continuous open forum. Thanks for helping to conduct an open and orderly meeting.

Request to speak to the TACC Board during the forum

This form must be completed and handed to the presiding officer prior to the meeting if you wish to speak to the TACC Board during the "forum" section of the meeting agenda. The forum will be conducted according to the format explained above.

Your name: _____

Group/organization you represent, if any: _____

Subject about which you will speak:



TACC Official Complaint Form

Date: _____

Person filing complaint: _____

Phone: _____

Contact Information: _____

Explain nature of complaint:

Requested remedy:

Response #1: (Level -Executive Director)

Response #2: (Level -Board of Directors)



Board of Directors Nomination

The Chamber is looking for members who are interested in serving on the Tillamook Area Chamber of Commerce Board of Directors for a **three year term**. Directors of the Board are vested the responsibility to oversee and guide the work of the Chamber and are also the policy making body for the Chamber.

_____ Yes, please consider me as a candidate for the position of Director for the Tillamook Area Chamber of Commerce, because I want to be an **active member**. I have read and fully understand the commitments as a Director of the Tillamook Area Chamber and wish to do my best to fulfill my duty.

Name: _____

Title: _____

Business: _____

Address: _____

Office Phone: _____

Home/Cell Phone: _____

E-Mail: _____

Thank you for your interest in serving on the Board of Directors for the Tillamook Area Chamber of Commerce. After review of your application a member of the Nominating Committee will contact you with further information regarding your interest.

Please return this nomination to the Chamber office:

3705 Hwy 101 N.
Tillamook, OR 97141
503-842-7525
Justin@GoTillamook.com

Personnel Policies & Procedures

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This is the official handbook for employees of the Tillamook Area Chamber of Commerce, hereinafter called TACC. **This handbook and the guidelines it contains are not intended to be a contract and do not create any contract rights of employment or a promise or guarantee of specific treatment in specific situations.** The management employs at will, and both employer and employee may terminate the employment relationship at any time for any reason, with or without notice. No agreement to the contrary will be recognized unless such an agreement is in writing and signed by the Executive Director and Chair of the Board of Directors. The TACC Board of Directors reserves the right to make changes to its employee handbook at any time.

Chapter 1

Organizational Structure

1.1 Communication protocol

The Board of Directors of this nonprofit organization is responsible for setting policies for its employees. The Board employs the Executive Director, to whom it delegates responsibility for the day-to-day administration of TACC. The Executive Director in turn hires all other staff. All employees report directly to the Executive Director.

All employee communication with the TACC Board of Directors must be channeled through the Executive Director (unless there is a conflict with the Executive Director, when the procedure outlined in the problem-solving section of this handbook is to be followed).

An employee who does not follow this stated communication protocol is subject to disciplinary action.

1.2 Responsibilities for employee handbook contents

The Board of Directors will review the handbook every two years or as needed. Every employee will receive a copy of the handbook. The contents of the handbook apply to all employees located at the Tillamook main office. The Executive Director will participate with the Board in planning, administration, and implementation of policies.

Chapter 2

Nondiscrimination and Harassment

2.1 Nondiscrimination

TACC is committed to providing fair employment practices to all persons and will not discriminate on the basis of race, color, religion, sex, including pregnancy, childbirth, or related medical conditions, national origin, marital status, disability, veteran or uniformed service status, injured-worker status, age, sexual orientation, "whistleblowers" (those who report legal violations), victims of domestic violence, sexual assault or stalking, or any other characteristic protected by applicable law. Discrimination and/or harassment are inconsistent with our philosophy and will not be tolerated.

2.2 Unlawful harassment

TACC will not tolerate unlawful harassment of our employees by anyone - co-workers, managers, vendors or clients. Any incident of unlawful harassment should be reported immediately to a supervisor or to the Executive Director or if it involves the Executive Director, to the Board President so that it can be investigated and prompt corrective action can be taken, up to and including termination of TACC's relationship with the harasser. This includes conduct which has

the purpose or effect of unreasonable interference with an individual's work performance or creating an intimidating, hostile or offensive work environment. TACC will not allow any retaliation for a good-faith complaint about harassment.

Sexual Harassment: Sexual harassment includes unwelcome sexual advances, request for sexual favors, and other verbal or physical conduct of a sexual nature if (1) submission to the conduct is in any way made a term or condition of employment; (2) submission (or rejection) is used as the basis for any employment-related decisions; or (3) the conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment, as described above.

Other Forms of Unlawful Harassment: In addition to TACC's policy prohibiting sexual harassment, TACC strives to maintain a working environment that is free from all forms of unlawful harassment, whether based upon race, color, religion, sex, including pregnancy, childbirth, or related medical conditions, national origin, age, disability, marital status, veteran or uniformed service status, injured worker status, sexual orientation, "whistleblowers" (those who report legal violations), victims of domestic violence, sexual assault or stalking or any other characteristics protected by law. Not only will TACC not tolerate discrimination based on any of these factors, but TACC also expects all managers and employees to refrain from any words—whether spoken, written or electronically communicated or conduct—including ethnic jokes, religious slurs, slang terms denoting race, age, national origin, disability, sexual orientation, and the like, derogatory comments, cartoons, graffiti, cyber-bullying, or other behavior or displays—that might create a hostile or offensive working environment.

2.3 Reasonable accommodations

Disability

TACC will make reasonable accommodation for the known physical or mental disabilities of an otherwise qualified employee, unless an undue hardship would result for TACC or it endangers health and safety as provided by law. A disability is a physical or mental impairment that substantially limits one or more major life activities. Any employee who requires accommodation to perform the essential functions of a job should contact the Executive Director and advise of what accommodation he or she believes is needed.

Victim of Domestic Violence

TACC will make reasonable accommodation for the safety of any employee who is a victim of domestic violence, sexual assault, stalking or harassment unless to do so imposes an undue hardship on the operation of TACC as provided by Oregon law. Any employee who requires accommodation for safety should contact the Executive Director and advise of what accommodation he or she believes is needed.

Religious Observances or Practices

TACC will make reasonable accommodation for an employee for religious observances or to wear religious clothing unless to do so imposes an undue hardship or safety concern on the operation of TACC as provided by Oregon law.

2.4 Reporting incidents: No retaliation

If an employee believes he/she has been harassed, discriminated against or not reasonably accommodated, or has witnessed harassment or any violation of a law, or suspect any violation of TACC's policy, an employee must immediately report the matter to the Executive Director or Board President if the incident involves the Executive Director. TACC is responsible for ensuring that all complaints are promptly and thoroughly investigated without prejudice or retaliation. The investigation will be conducted promptly, but no specific timeframe can be guaranteed because each situation is likely to be different, and individuals may have varying schedules. Every effort will be made to complete the investigation within two weeks. In all cases, an employee who reports will be notified of the outcome of the investigation. Confidentiality will be maintained to the extent possible in regards to the investigatory process.

TACC will not retaliate in any way against any employee who reports discrimination or harassment or any other matters involving possible violations of the law.

Chapter 3

Confidentiality of Personnel Information

3.1 Personnel file

Employee personnel files are regarded as confidential information and are treated as such. The only person with access to the file is the Executive Director or her/his designee. TACC recognizes the responsibility for safeguarding data about employees; however, TACC also reserves the right to release any and all personnel information to its insurance providers, regulatory agencies, benefit administrator or other individuals/entities as required by law or on a need-to-know basis.

Employees may request, in writing, to view their personnel file except for limited confidential information as provided by Oregon law. The Executive Director will respond to the request within 10 days, unless s/he is absent from the office during that time, and in any event not more than 45 days as required by law. Employees must view the file and make any necessary copies in the presence of the Executive Director or her/his designee.

3.2 Employment verification

Any request for employment information about current or former employees must be directed to the Executive Director or his/her designee. Personnel information, including evaluations, will not be released to anyone other than the employee or authorized persons unless the employee authorizes, in writing, the release and distribution of such material. If a separating employee wishes TACC to act as a reference or recommendation for his/her future job applications, then that employee must sign a reference release form. Employee information is confidential. Any violation of this provision by an employee will subject the individual to discipline.

(Reference Release form can be found at the back of this manual section)

Chapter 4

Employment

4.1 Job openings

Selection Process

The Executive Director oversees the selection process for all employment openings (with the exception of an opening for the position of Executive Director). Board members, employees and volunteers may serve on the hiring committee as determined by the Executive Director (or the Board for the hiring of the Executive Director.)

The Executive Director and the appropriate program manager will screen applications according to job qualifications. Work and/or personal references will be checked on final candidates. Depending on job duties and state and federal law, criminal background checks, testing for the presence of illegal drugs, and/or driving record checks may also be required.

Hiring the Executive Director

The Executive Director will be hired in accordance with TACC bylaws, policies, procedures and this handbook. The Board of Directors oversees the selection process. Board members, employees and volunteers may serve on the hiring committee, as selected by the Board, which shall make a recommendation for hire to the Board of Directors. The Board makes the final determination of hire. Applicants will be screened to determine who should become candidates for this job according to the job's qualifications. References will be checked on all candidates before offers of employment may be made. Depending on job duties and state and federal law, criminal background checks, testing for the presence of illegal drugs, and/or driving record checks may also be required.

4.2 Approval of Hiring and Salary

Only the Executive Director can offer employment and set the starting salary for all new employees based on the current approved budget. The Board of Directors offers employment and sets the salary for the Executive Director as described in the Executive Directors terms of employment. The offer of employment will be in writing and a copy will be placed in the employee's personnel file on date of hire.

Wages for each job title are based on TACC's finances, commensurate with the nature of the position, taking into account the following; the diversity and complexity of duties, the amount of responsibility and judgment exercised, prevailing rates for similar work in other organizations, and applicable legal requirements.

4.3 Job description

TACC will maintain written job descriptions for all positions, both paid and volunteer. In the event new paid positions are created through expansion or reorganization, written job descriptions will be prepared and then approved by the Executive Director prior to filling the position.

Job descriptions are to be as detailed and explicit as possible. However, employees occasionally may be required to perform related duties not specified in the job description. In the event new major responsibilities or other significant changes occur the Executive Director will rewrite job descriptions to reflect these changes.

4.4 New employee orientation

New employees will undergo an orientation to acquaint them with this organization's history, its policies and procedures, their job duties, and their internal and external working relationships. The Executive Director will coordinate this orientation. As part of the orientation, the employee will receive a copy of this handbook and be asked to sign a document stating s/he has received and understands the material in it. The employee will also receive a packet with the following, plus any additional material required by the individual project:

- Letter of hire
- Employee's withholding certificate (W-4)
- Job Description
- Employee professional Standards agreement
- Current agency literature
- I-9
- Confidentiality agreement

4.5 Introductory period

The first 90 days of employment is the introductory period. During initial introductory status an employee is not eligible for medical or dental insurance or personal leave. The Executive Director may shorten or extend the duration of the introductory period under special circumstances such as re-hire of a previously laid off employee, questionable

performance or organizational changes. As always, TACC may terminate the employment of an employee at any time for any reason during this period and for any time after the Introductory Period.

4.6 Annual review

The Executive Director or program manager will conduct at least one written performance review annually based on the employee's job description and any relevant workplace goals and objectives.

Written performance reviews will be signed by the Executive Director or supervisor and the employee, indicating that they have communicated on the subject matter even though they may not have agreed. Written reviews will be placed in the employee's personnel file and the employee will be given the opportunity to make a copy for their own files. The Executive Director will develop the evaluation process for all employees, except the Executive Director. As stated in Policy and Procedures, it will be the responsibility of the Board of Directors to review the Executive Director's performance annually.

Each employee's salary is reviewed annually, generally as part of TACC's budgeting process for the next fiscal year. These reviews take into account the employee's performance, comparisons between similar types of positions, national trends and TACC's financial position. Any requests for compensation changes must be submitted to the Executive Director through the Compensation Adjustment form to be authorized by the Executive Director. All employee positions and wages are dependent on funding being available for them. Annual reviews or any requests do not guarantee a salary increase or compensation change.

*(Performance Review form can be found at the back of this manual section)
(Compensation Change form can be found at the back of this manual section)*

4.7 Volunteers and trainees

It is the policy of TACC to provide opportunities for volunteers and students to gain practical and professional experience or so that they may simply have an outlet for helping the people TACC serves. All volunteers and students serve at the discretion of the Executive Director, either of whom can terminate their relationship with this organization, at any time for any reason.

When TACC wishes to use trainees (Experience Works, JOBS program, et cetera) provided by other agencies, an appropriate agreement will be negotiated by the Executive Director with the agency for the services of the trainees, with a report to the Board of Directors.

4.8 Volunteering with TACC

Non-exempt, hourly, employees are not to volunteer at TACC. The only exception is if the Executive Director has granted permission. For an employee to qualify as a volunteer under state law, these four criteria must be met (1) the request to volunteer must be at the employee's initiative; (2) the volunteer duties must be outside normal or regular work hours; (3) the volunteer duties must be for a charitable or other community service and the employee must not be expecting payment and (4) the volunteer tasks must not be the same as the employee's regular job functions performed for TACC. The Executive Director will determine if these criteria are met if an employee requests to volunteer at TACC.

Chapter 5

Working Conditions

5.1 Staff member status

Regular Full Time: An individual employed to work a full basic work week of 40 hours and is not classified as “temporary”. Regular full time employees are classified according to their individual jobs, under relevant state and federal wage and hour laws, as either exempt or non-exempt.

Exempt employees, including most administrators or professionals meeting certain legal criteria, are those who are exempt from overtime pay.

Non-exempt employees must be paid time-and-one-half for more than 40 hours worked in any single work week.

Regular Part Time: An individual who works 20 or more hours in a work week, but fewer than 40 hours and is not classified as “temporary”. Employees who work less than 20 hours in a work week are referred to as Hourly Part-Time employees.

Temporary: An individual employed for a specified, limited period of time, not to exceed one year, either on a full or part time basis. Temporary employees are entitled to certain mileage reimbursement and any required state or federal employment benefits (such as workers compensation, social security taxes, etc.), but no other benefits.

5.2 Work schedule

The work week of the Chamber begins Sunday at 12:01am and runs through Saturday at 12:00am. Employees assigned work hours will be determined by the Executive Director to fulfill the mission and obligations of the Chamber and Visitors Center. Exempt staff members may be required to work beyond the designated work schedule in order to adequately fulfill their duties.

5.3 Unauthorized work time

All nonexempt employees are eligible for overtime compensation. All overtime, however, must be approved by the Executive Director prior to working the overtime hours. Working overtime without prior authorization can subject an employee to discipline. For purposes of calculating overtime, hours worked do not include sick leave, vacation time, holidays and the like.

Work week schedules are based on the needs of the program for tasks to be performed at certain times. An employee’s schedule can be flexible within limits agreed upon by the Executive Director in advance.

5.4 Lunches and breaks

Nonexempt employees are entitled to a paid break period of 10 minutes for each segment of 4 hours worked in a day. Nonexempt employees also are entitled to an unpaid meal period for not less than 30 minutes during which the employee does not work if s/he works 6 hours or more in a day. Employees will be paid during break periods, and breaks will be regularly scheduled and regularly taken except when the nature of the services provided by TACC doesn't permit taking a regularly scheduled break. At times, the unpredictability of client services, unavailability of other employees or volunteers to provide relief and other factors does not allow for a regularly scheduled break. In these circumstances, an employee will take the 10 minute break when the circumstances allow. Any employee who needs a rest period and a private location to express breast milk should discuss this with the Executive Director.

5.5 Timekeeping

Hourly and non-exempt employees must record all hours worked on a timesheet. Timesheets must be submitted to the Executive Director by the 25th of the month. Exempt employees are to keep an accurate record of any variations of the regular work schedule for accurate review.

5.6 Payday and advances

Payday is the last business day of the month. Payroll will be distributed by the Executive Director at the TACC office by 5pm on payday. If payday falls on a Saturday, Sunday or holiday, pay will be distributed on the last full working day prior to payday.

Employees may request an advance on their paycheck in emergency situations. It is under the discretion of the Executive Director whether to grant this request.

5.7 Keys

All staff will be issued building keys. Keys are not to be lent or given to any person other than those designated to have them. Lost keys should be reported immediately to the Executive Director who will notify the appropriate parties.

5.8 Outside activities

Employees may have outside business interests and outside employment so long as these do not interfere or conflict with job performance. Employees may not earn profit from the outside employment or business interests that directly results from affiliation with TACC and doing so may result in termination of employment.

To avoid an actual or perceived conflict of interest, any employee who engages in any field directly related to TACC work must have the prior approval of the Executive Director.

Outside consulting by any employee during normal working hours requires prior approval of the Executive Director. Outside consulting includes paid teaching, private practice, and consultation with outside organizations.

No use of TACC's facilities, materials or personnel will be allowed for outside consultation without prior approval of the Executive Director, or for the Executive Director, approval of the Board.

5.9 Copyright

TACC owns the copyright to any material developed by employees in the course and scope of their employment here. It is the policy of TACC to copyright written materials, photographs, drawings, prints, and other materials.

5.10 Training

In-service training is designed to provide employees with the skills, training and experience necessary for their continued development. Attendance at conferences, educational meetings, workshops and institutes must have the prior approval of the Executive Director. If the Executive Director wishes to attend out-of-office trainings or conferences over three days in length, s/he must get the prior approval of the Board.

5.11 Travel

From time to time, staff members will be required to travel on official business in their own vehicles. Employees will notify the Executive Director if transporting clients or others for services connected to TACC. All staff members and their passengers are required to wear seat belts during official business, the driver of the vehicle may not text or talk on their cell phone without a hands-free device while driving, and the driver of the vehicle must engage in safe driving practices. Mileage on personal vehicles should be reported by using the travel reimbursement forms. Mileage will be reimbursed at the federal standard mileage rate. Proof of current automobile insurance and a copy of the staff

member's driver's license will be maintained in each staff member's personnel file. Accidents while using personal vehicles must be immediately reported to the Executive Director.

(Travel Reimbursement forms can be found at the back of this manual section)

5.12 Expenses and reimbursements

All employee expenses must be recorded and receipts presented in order to be reimbursed. TACC's ability to reimburse certain expenses may be determined by various factors that include the availability of scholarships, the funding source being used for training, or other, expenses, and the current state of TACC's financial position. In some instances a per diem may be available and in others expenses will be paid upon submission of receipts. An employee should discuss with their supervisor the reimbursement prior to incurring the expense. All reimbursements for meals must include both the bill for the meal and a receipt describing the food ordered. Reimbursement for mileage (see above), motels, and meals will be paid at the federal standard mileage rate.

Employees must not seek or retain dual reimbursement for expenses. Any dual reimbursements for employee expenses from outside organizations must be turned over to TACC. All speaking fees and honoraria collected for activities performed connected to employment with TACC must be turned over to TACC.

Chapter 6

Safety Standards and Emergency Procedures

Because TACC strives to ensure a safe workplace, it will be the responsibility of all employees to work according to good safety practices and refrain from any unsafe act that might endanger ones-self or those TACC serves. TACC holds safety meetings with all employees at least annually to discuss safety rules and regulations, employees' safety and health concerns and accidents, investigations, causes and suggested corrective measures. If any employee is absent from a safety meeting, minutes will be taken and made available to absent employees. TACC also educates employees about workplace hazards and the proper and safe methods to use in performing job tasks.

6.1 Fire prevention and safety

Employees should familiarize themselves with the location of the Emergency Action and Fire Prevention Plans, fire exits, alarms and extinguishers. If evacuation is called for, employees should use the closest unaffected exit, move as far away from the building as possible for safety and make room for emergency vehicles.

Employees should notify the Executive Director of any equipment that has cracked or exposed wiring, is causing a shock or emitting sparks, or otherwise appears to be a potential fire hazard.

6.2 Accidents

An employee should report to the Executive Director all injuries or accidents while working. Worker's compensation coverage is required by law to protect employees who are injured on the job. If an injury or accident is serious, or if in doubt of the seriousness, call 911 and report it to the Executive Director. Obtain names, addresses and phone numbers of all witnesses and a written statement of what happened if witnesses must leave before police or emergency personnel arrive.

Any employee or volunteer involved in a serious accident, emergency or fatality must not make any statement orally or written, which could be interpreted either as an assumption or rejection of responsibility for the accident until all facts are known.

6.3 Exposure to bodily fluids

Employees should avoid direct skin contact with body fluids (blood, vomit, saliva, et cetera) using body fluid clean-up kits. Gloves should be worn when direct contact is anticipated. Gloves and other materials used for this purpose should be put in a plastic bag and disposed of at Tillamook County General Hospital. When skin contact or contamination occurs from unanticipated skin contact with bodily fluids, proper cleaning techniques must be used.

Chapter 7

Work Rules

7.1 Speaking to the media

An employee may not speak to the news media as an official or unofficial spokesperson of TACC without prior clearance from the Executive Director. All inquiries from the media must be referred to the Executive Director. Should an employee receive a media inquiry, s/he should respond, "I have no authority to respond to your request. You should refer your question to the Executive Director."

No employee should make a public appearance, news release, or public speech representing TACC without the specific knowledge and prior authorization of the Executive Director. Employees must distinguish clearly between statements and actions made as a private individual and as a representative of TACC.

7.2 Attendance

Employees are not permitted to leave during their working hours without permission from the Executive Director. Time off must be arranged in advance.

Employees finding they are unable to report to work on time or unable to report for a full day must inform their supervisor no later than within 15 minutes of the beginning of their work shift.

7.3 Drug-free work environment and smoking

It is the policy of TACC to ensure a drug-free work environment. The unlawful manufacture, distribution, dispensation, possession or use of a controlled substance is prohibited in the workplace. Any unlawful manufacture, distribution, dispensation, possession or use of a controlled substance in the workplace can result in immediate termination.

Smoking is permitted outdoors and more than 10 feet from public access points only.

7.4 Confidentiality

The guarantee of confidentiality is essential for TACC to provide quality services. It is every employee's responsibility to maintain this confidentiality by not sharing information about our clients to anyone outside of TACC and by safeguarding files and other written information. Employees will be required to sign a confidentiality statement upon employment. Failure to comply with the statement can subject employees to immediate termination.

(Confidentiality Statement can be found at the back of this manual section)

7.5 Company credit card

TACC may issue credit cards to certain employees who may require them in the course of business. Credit cards will be issued at the sole discretion of the Executive Director. Employees who have been issued TACC credit cards must return them at the time of their separation from employment.

Credit cards must not be used for any unauthorized, personal, or undocumented (no acceptable receipt) use. All receipts must be submitted to the Executive Director within 2 business days. Violation of this policy can result in termination of employment.

7.6 Personal property

Any personal property brought into TACC for use or display must be marked with the employee's name. TACC is not responsible for loss or theft of an employee's personal property.

7.7 Use of TACC property

TACC property cannot be used for any purpose outside of regular business without prior approval of the Executive Director. Please be aware that all property provided to employees belongs to TACC. This means that TACC has access at any time and without reason to an employee's computer, desk, file cabinets, telephone messages, email and web access.

7.8 Public areas

TACC desires to project a competent and professional image to the public. It is therefore necessary that all employees maintain good housekeeping in public areas.

7.9 Incoming mail and deliveries

The employee assigned this task is responsible for picking up and processing the mail. Bank statements, correspondence from attorneys, legal firms, or anything marked Personal or Confidential is not to be opened, but routed to the Executive Director.

7.10 Acceptable use of the internet

Internet access is available to employees of TACC. Use of the Internet is intended for TACC business. Employees are permitted to use the internet for personal use only during breaks. Employees are prohibited from downloading programs and files from the Internet except as approved by the Executive Director. Employees have no right or expectation of privacy in any telecommunications including internet use, emails and phone messages when TACC property is used for personal reasons. All phones, faxes, computers, internet, email and their messages are the property of the organization. Employees should not act as a representative of TACC on any website, list serve, blog, social media or similar sites without the consent of their Executive Director.

Chapter 8

Employee Conduct

The conduct of employees is governed by the TACC Employee Professional Standards, and in specific ways as presented below. Employees are expected to understand the Employee Professional Standards and to conduct themselves at all times in accordance with its guidelines. Violations of the Codes can become the basis for termination.

Employee Professional Standards

- We will strive to recognize the dignity and value of each individual person we serve; we will refrain from labeling the people we serve in a negative fashion.
- We will try to treat each person as courteously and respectfully as the person allows; we will try to treat each person as we ourselves wish to be treated.
- We will strive to reduce dependency and foster self-reliance in the people we serve.
- We will work to realistically understand the barriers to self-reliance which each person has, and attempt to help them acknowledge and work to overcome those barriers.
- We will respect the privacy and confidentiality of information which a person shares with us; we will refrain from inappropriately sharing personal information about those we serve with our co-workers and others outside TACC.

Chapter 9 *Benefits*

9.1 Health insurance benefits

The TACC does not offer any form of health insurance benefit to any employee. However, an employee may put in a request for health insurance, or stipend in lieu of, by submitting a compensation review form to the Executive Director.

9.2 Retirement

The TACC does not offer any form of retirement benefit to any employee.

9.3 Unemployment insurance

State law provides for unemployment compensation benefits if employees lose their job through no fault of their own, such as a layoff due to lack of work. This benefit provides a temporary income until other employment is found. The eligibility requirements and waiting period are determined by state law. All costs of unemployment insurance are paid by TACC.

Chapter 10 *Leave*

10.1 Holidays

Full-time and part-time TACC employees will be eligible for holiday pay 31 calendar days from the date of hire. Full-time employees are entitled to holiday pay at a rate of time and one half (1½) for the hours worked. Part-time employees in regular budgeted positions are entitled to holiday pay on a prorated basis based on hours normally worked in a 40 hour work week. If a TACC holiday falls on a day TACC is not regularly scheduled to be open, there will be no holiday compensation. Holidays falling during personal leave will not be charged against personal leave.

Holidays include:

New Year's Day

Memorial Day

Independence Day

Labor Day

Thanksgiving Day

Christmas Eve

Christmas Day

Personal Floating Holiday*

* Employees must have floating holiday approved prior to the day of

An employee who observes a religious holiday or practice on days which do not fall on TACC’s Holidays may be entitled to such days off from his/her employment for such observance unless to do so would impose an undue hardship on TACC as provided by Oregon law. Such days shall be taken off without pay except where the employee has accumulated personal leave time or uses a personal floating holiday.

10.2 Request of leave

Leave is to be requested in advance by providing the Executive Director with a Leave Request Form. Submission of this form shall serve as record of time off requested. All forms will be filed and placed in employees personnel file for record. Should circumstances not allow for a Leave Request form to be filled out (i.e. sick, no-show, ect.), the form shall be filled out and submitted on date of return.

(Leave Request form can be found at the back of this manual section)

10.3 Personal leave

TACC provides a personal leave benefit program that is designed to allow the employee to manage their scheduled time away from the job, providing flexibility in the use of the time. TACC provides personal leave in lieu of “vacation leave” and “sick leave.”

Personal leave will accrue monthly at a rate determined by the years of continuous service and may be used as the employee chooses for vacation, illness, medical appointments, personal business, family needs, inclement weather, or it can be saved for future use. Time-off can be taken by the half day (4hr) or by the full day (8hr) with approval of the Executive Director.

All permanent full-time and part-time employees are eligible for personal leave. Part-time employees will accrue leave at a rate on a prorated basis of the chart below based on hours normally worked in a 40 hour work week. Personal leave will begin to accrue at the end of the employee’s introductory period and will be retroactive to the date of hire for calculating years of employment.

Time is accrued as follows:

Years of Employment	Monthly Accrual Hours	Annual Accrual Days	Maximum Carryover
1 st year	10	15	96
2 nd year	14	21	120
3 rd year	15	22.5	120
4 th year	16	24	120
5 th year & beyond	17	25.5	120

The maximum total personal leave any employee may carry over between fiscal years (July 1 through June 30) will be 120 hours. Personal Leave time will be cashed out upon termination or resignation at the employee’s final pay rate.

10.4 Jury duty

Employees will be granted leave with pay for up to one week based on regularly scheduled hours during a work week any time they are required to report for jury duty. Jury Duty leave beyond one week is granted without pay unless an employee chooses to use personal leave. Any employee who is released from jury duty will be expected to report to work on that day for the remainder of the employee’s shift. When an employee receives a summons for jury duty, s/he should immediately provide a copy to his/her supervisor and discuss the terms and conditions of such leave. If

requested by the supervisor due to circumstances at TACC, the employee will ask the court for considerations of the time period to serve.

10.5 Emergency leave

An employee may request from the Executive Director up to five days of paid emergency leave (paid at the employee's normal rate) for a sickness or death in the employee's self-defined family. Notification and request for leave must be submitted to the Executive Director as soon as possible. The Executive Director has discretion about granting emergency leave. Should the Executive Director require emergency leave the request must be submitted to the Board President who shall have discretion about granting emergency leave.

10.6 Military leave

Employees who serve in the armed forces and National Guard will be granted unpaid leaves of absence if called to duty, and will be reinstated in accordance with applicable state and federal laws and regulations.

10.7 Family leave

TACC is not subject to state or federal family leave laws; however, all employees may request up to twelve weeks of unpaid leave for the purpose of a birth or adoption of a child or to care for a sick child or family member of the employee's self-defined family unless to do so would subject TACC to an undue hardship. Notification and request for leave must be submitted to the Executive Director as soon as possible (Board of Directors in the case of the Executive Directors request of leave). Personal leave will not accrue while the employee is on family leave.

10.8 Unpaid leave of absence

Unpaid personal leave is subject to the Executive Director's approval.

An employee may request a leave of absence without pay up to three months in length. The request must specify the duration of the leave and must be approved by the Executive Director prior to commencement of the leave. The request must be made at a minimum of 90 days prior to the date the leave would begin unless there are extreme circumstances. The following considerations will be used to determine whether such a leave is granted:

- The intended purpose of the leave;
- The length of service of the employee;
- The duration of the requested leave;
- The practicality of replacing the particular skills of the employee will be weighed against the urgency of the request;
- The source of funding for the employee's position and how it may be affected by the leave; and
- Whether such leave has been taken previously, and if so, the duration of such leave and how recently it was used.

An employee who is on an unpaid leave of absence will not accrue personal leave benefits for any portion of their unpaid leave. Arrangements must be made in advance of the leave regarding how the employee will pay for medical and/or any other benefits normally paid by TACC.

10.9 Crime victim and domestic violence victim leave

An employee who has been the victim of a crime, or whose family member has been the victim of a crime, is entitled to a leave of absence to attend criminal proceedings. An employee or an employee's dependent who is a victim of domestic violence, sexual assault, stalking or harassment may be entitled to take reasonable leave to seek legal or law enforcement assistance, to seek medical treatment for related injuries, to obtain counseling or services or to relocate or secure a home.

Employees must provide reasonable notice to the Executive Director of their intention to take leave under this policy, discuss the approximate length of the leave with the Executive Director, and provide copies of scheduling notices upon request.

Crime Victim and Domestic Violence Victim leave is unpaid, however, employees may use any accrued paid time off to receive pay for all or part of their absence. If the employee's leave would create an undue hardship on TACC, the leave may be limited. If TACC limits leave and the employee as a victim is involved in a criminal proceeding related to the crime, the employee may request that the court take the employee's work schedule into account when scheduling the proceedings.

Chapter 11

Problem-Solving Procedure

TACC recognizes that problems, interpersonal conflicts, and communication barriers can occur in the workplace. It is important these issues are discussed and resolved as soon as possible.

The following steps should be followed:

1. The employee is to try to resolve the issue with the other employee by talking about the issue. If not resolved:
2. The employee then seeks a meeting with the Executive Director. If not resolved:
3. The employee with the issue documented mails a request with documentation to the Board Chair for the Board to review the issue. The address of the Board Chair may be obtained from the Executive Director.
4. The Board of Directors will review the issue and take action as appropriate. The Board's decision is final for resolution.

(In the event the conflict is with the Executive Director, step 2 would not apply.)

Chapter 12

Discipline and Termination

All employees are hired for an indefinite period and may resign or be terminated without cause or notice at any time. This is what is meant by "at will" employment. Normally, the Executive Director try to give employees a chance to correct what are considered to be minor performance problems before being terminated. In any given case, however, the Executive Director (or the Board, if the situation involves the Executive Director) can decide that the nature of the problem or the employee's overall record calls for immediate termination.

Chapter 13

Resignation

13.1 Layoffs

TACC intends to minimize the negative impact on current employees if a reduction in the work force becomes necessary. In determining which employees are laid off, the Executive Director may implement a system giving consideration of factors such as special training, performance evaluations, and job specialty. Special funded positions are subject to the terms of the terms and conditions of the special funding.

13.2 Resignation

Employees who voluntarily resign from their positions are requested to give at least two weeks' notice in writing of their intent to resign. The Executive Director is asked to give at least four weeks' notice in writing of his/her intent to resign.

13.3 Abandonment of Job

Employees who miss work for three consecutive days without notifying the Executive Director are considered to have resigned their jobs.

13.4 Exit Interview

The Executive Director may conduct an exit interview with each terminated or resigning employee on or prior to their separation date.

The employee must return any assigned keys, credit cards and equipment before their separation. An Employee Separation Checklist is to be completed at the end of employment, signed and placed in personnel file.

(Employee Exit Interview form can be found at the back of this manual section)

(Employee Separation Checklist can be found at the back of this manual section)

End of Policies

*Next and final page of Employee Handbook:
Acknowledgment Page for Employee Handbook*



Employee Reference Release Form

I, _____, agree to the release of the following information concerning my employment with the Tillamook Area Chamber of Commerce, as may be requested by prospective employers:

Job Reference Information	May Be Released	May Not Be Released
1. Dates of Employment	_____	_____
2. Job Title(s)	_____	_____
3. Salary At Time of Termination	_____	_____
4. Attendance Record	_____	_____
5. Performance Review Ratings	_____	_____
6. Reason for Termination	_____	_____
<input type="checkbox"/> Resignation	<input type="checkbox"/> Resignation by Mutual Agreement	
<input type="checkbox"/> Retirement	<input type="checkbox"/> Downsizing	
<input type="checkbox"/> Discharged For _____		
<input type="checkbox"/> Other (Be Specific) _____		
7. Eligible for Rehire? <input type="checkbox"/> Yes <input type="checkbox"/> No		
8. Other information that may be requested (be specific) _____		

Employee Signature: _____

Supervisor Signature: _____

Date: _____



Employee Performance Evaluation Form

Employee Name _____

Title _____

Reason for Review Annual Promotion Other _____
 Merit Unsatisfactory Performance

Date employee began present position ___/___/_____ Date of last appraisal ___/___/_____

Scheduled appraisal date ___/___/_____

Instructions: Carefully evaluate employee's work performance in relation to the essential functions of the job. Check rating box to indicate the employee's performance. Indicate N/A if not applicable. Assign points for each rating within the scale and write that number in the corresponding points box. Points will be totaled and averaged for an overall performance score.

Definitions of Performance Ratings

O - Outstanding - Performance is exceptional in all areas and recognizable as being far superior to others.

I - Improvement Needed - Performance is deficient in certain areas. Improvement is necessary.

V - Very Good - Results clearly exceed most position requirements. Performance is of high quality on a consistent.

U - Unsatisfactory - Results are generally unacceptable a consistent basis and require immediate attention. No merit increase will basis.given to individuals with this rating until further review.

G - Good - Competent and dependable level of performance. Meets performance standards of the job.

N/A - Not Applicable or too soon to rate.

General Factors	Rating		Supportive Details or Comments	
1. Quality – The extent to which an employee's work is accurate, thorough and neat.	O	100-90	Points	
	V	89-80		
	G	79-70		
	I	69-60		
	U	Below 60		
2. Productivity – The extent to which an employee produces a significant volume of work efficiently in a specified period of time.	O	100-90	Points	
	V	89-80		
	G	79-70		
	I	69-60		
	U	Below 60		

<p>3. Job Knowledge – The extent to which an employee possesses the practical/technical knowledge required on the job.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>4. Reliability – The extent to which an employee can be relied upon regarding task completion and follow-up.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>5. Attendance – The extent to which an employee is punctual, observes prescribed work break/meal periods and has an acceptable overall attendance record.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>6. Independence – The extent to which an employee performs work with little or no supervision.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>7. Creativity – The extent to which an employee proposes ideas, finds new and better ways of doing things.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>8. Initiative – The extent to which an employee seeks out new assignments and assumes additional duties when necessary.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>9. Adherence to Policy – The extent to which an employee follows safety and conduct rules, other regulations and adheres to company policies.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>10. Interpersonal Relationships – The extent to which an employee is willing and demonstrates the ability to cooperate, work, and communicate with coworkers, supervisors, subordinates, and/or outside contacts.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>
<p>11. Judgment – The extent to which an employee demonstrates proper judgment and decision-making skills when necessary.</p>	O V G I U	100-90 89-80 79-70 69-60 Below 60	Points	<hr/> <hr/> <hr/> <hr/> <hr/>

Rate employee's overall performance in comparison to position duties and responsibilities.

- Outstanding 100 - 90
- Very Good 89 - 80
- Good 79 - 70
- Improvement Needed 69 - 60
- Unsatisfactory Below 60

Total Points _____ ÷ Number of Factors Rated _____ = _____ Overall Rating

Complete all of the following sections.

1. Accomplishments or new abilities demonstrated since last review: _____

2. Specific areas of needed improvement: _____

3. Recommendations for professional development (seminars, training, schooling, etc.): _____

4. Absences: Number of incidents _____ Number of days _____

Additional Employee Comments _____

Discussed with individual on ___/___/___ Employee's Signature* _____
*I acknowledge that this Performance Appraisal was discussed with me.

Follow-up requested/desired Yes No Follow-up Date ___/___/___

Evaluator's Signature _____ Date ___/___/___

THE COMPANY IS AN AT-WILL EMPLOYER, MEANING THAT EITHER THE COMPANY OR EMPLOYEE CAN END THE EMPLOYMENT RELATIONSHIP AT ANY TIME AND FOR ANY OR NO REASON. THE RATINGS REFLECTED BY THIS FORM DO NOT ALTER THE PARTIES' AT-WILL RELATIONSHIP.



Compensation Change Recommendation Form

Employee Name: _____

Current position: _____ Date of hire: _____

Current Wage: _____ Recommended Wage: _____

Amount/ Percent/Date of Increase _____ / _____ / _____

Amount/Percent/Date of Previous Increase _____ / _____ / _____

Reason for Increase: Merit Promotion Equity Other _____

Status: Exempt Non-exempt

Comments: _____

Employee Signature: _____ Date: _____

Authorization

Approved; as recommended. Effective Date: _____

Approved; as amended
Amendments: _____ Effective Date: _____

Denied

Supervisor Signature: _____ Date: _____

Employee Signature: _____



Travel & Meals Reimbursement Form

Name: _____

Month/Year: _____

DATE	PLACE	PURPOSE	MILAGE	AMOUNT

TOTAL:

APPROVED BY: _____

DATE PAID: _____

CHECK #: _____



Employee Confidentiality Agreement

As an employee of the Tillamook Area Chamber of Commerce (TACC), I acknowledge the importance of confidentiality with respect to the affairs of TACC. In light of this acknowledgement, I agree to keep confidential, during and after employment, all confidential information acquired pertaining to TACC and any related activities in the course of employment.

I particularly recognize the sensitivity of information regarding capital decisions, real estate purchases, decisions regarding closures, mergers and other strategic plans that may have impact on TACC's competitive position relative to other organizations.

I agree that this confidentiality agreement includes, but is not limited to:

- a. information pertaining to performance of TACC employees or volunteers including evaluation data, compensation, and grievances.
- b. issues related to the legal, moral and regulatory responsibility for the oversight of statistical data, risk management information and litigation information, and reviews of attitudes and opinions from those who work or volunteer at TACC.

I understand that it is the Executive Directors responsibility to address infractions of confidentiality by individuals and to take action to remedy the problem. I also understand that if infractions of confidentiality by individual employees continue, it is the expectation that the Executive Director will ask for the resignation, at their discretion, of the employee who has violated this confidentiality agreement.

Signature: _____

Print name: _____

Date: _____



Leave Request Form

The Tillamook Area Chamber of Commerce works to accommodate all employees requests for time off. Please be advised that availability of paid or un-paid time off will be subjective the nature of the business and highly affected by seasons.

Employee Name: _____

Current position: _____

Dates requested off: _____

Type: Paid Non-paid (Please refer to TACC Personnel Policies & Procedures)

Comments: _____

Employee Signature: _____ Date: _____

Authorization

Approved; as requested.

Approved; as amended
Amendments: _____

Denied
Reason(s) given: _____

Supervisor Signature: _____ Date: _____

Employee Signature: _____ Date: _____



Employee Exit Interview Form (Employee)

Name: _____

Address: _____

Hire Date: _____ Last Day Worked: _____

Are you moving or planning to move? Yes No

New Address: _____

Is written resignation attached for voluntary separation? Yes No

If not, please attach same.

Why are you leaving? _____

Were you satisfied with:

Your Job? (fit with interest and abilities, opportunities, work load, etc.) _____

Supervision & Management? (fairness, competence, supportiveness, etc.) _____

Chamber Policies & Practices? (fairness, working environment, etc.) _____

Salary & Employee Benefits? (fairness, working environment, etc.) _____

What did you most like about working at the company? _____

What do you feel needs to be improved at the chamber? _____

Were you treated fairly while with the chamber? Yes No If no, what was your complaint? _____

My reason for leaving the Chamber has nothing to do with a work-related problem or grievance:
 Yes No

Is there a problem that you know about or you have heard others talking about concerning the chamber? Remarks:

Must something change for you to come back? If yes, what? _____

Do you plan to return to work at the Chamber? Yes No If Yes, when? _____

Other comments/interviewer's assessment: _____

Interviewer: _____ Date: _____

Supervisor: _____ Date: _____



Employee Exit Interview Form (Employer)

Employee Name: _____

Hire Date: _____ Last Day Worked: _____

Employee Forwarding Address: _____

Has Employee Separation Checklist been completed and signed? Yes No

Does the employee's personnel file contain a confidential information agreement? Yes No

Has the employee been reminded of his/her obligation under the agreement? Yes No

Reason for employee's termination: _____

What could have been done to retain employee?

What is employee's attitude towards chamber pay policies, benefits, and working conditions?

Interviewer's comments:

Interviewer: _____

Date: _____



Employment Separation Checklist

Employee Name: _____ Last Day Worked: _____

Department: _____ Social Security Number: _____

Department Checklist	
If Voluntary, Written Notice From Employee	<input type="checkbox"/>
If Involuntary, Management Approvals & Documentation	<input type="checkbox"/>
Remind About Confidentiality Agreement	<input type="checkbox"/>
Final Change of Status Notice.....	<input type="checkbox"/>
Return of Company Property	
Keys/Card Keys	<input type="checkbox"/>
Credit Cards	<input type="checkbox"/>
Phone Cards	<input type="checkbox"/>
Employee Identification.....	<input type="checkbox"/>
Manuals	<input type="checkbox"/>
Documents	<input type="checkbox"/>
Safety Equipment.....	<input type="checkbox"/>
Library Material.....	<input type="checkbox"/>
Tools	<input type="checkbox"/>
Computer Diskettes	<input type="checkbox"/>
Company Vehicle	<input type="checkbox"/>
Parking Card Key	<input type="checkbox"/>
Other	<input type="checkbox"/>
Department Clearance _____	_____
(Manager/Date)	

Personnel Department Checklist	
Expense Account	<input type="checkbox"/>
Advances; Loans	<input type="checkbox"/>
Continuation of Insurance.....	<input type="checkbox"/>
Insurance Conversion Privilege	<input type="checkbox"/>
*Accumulated Vacation Pay	<input type="checkbox"/>
*Notice Requirement Fulfilled.....	<input type="checkbox"/>
Release of Reference Information Form.....	<input type="checkbox"/>
Personnel Department Clearance (Personnel Manager/Date) _____	
Retirement Benefits (profit sharing, 401(k), stock plans, etc.).....	<input type="checkbox"/>
Final Paycheck	<input type="checkbox"/>
Authorization for Deduction(s).....	<input type="checkbox"/>
Address Verification	<input type="checkbox"/>
Exit Interview.....	<input type="checkbox"/>
Other _____	

Employee:	
I have turned in all Company property assigned to or held by me.....	<input type="checkbox"/>
I have received my final paycheck, which contains all final wages due to me.....	<input type="checkbox"/>
The Company explained and I understand my COBRA rights.....	<input type="checkbox"/>
Signature of Employee/Date _____	

Distribution: One copy to employee personnel file and one copy to employee



**Acknowledgment of Receipt of
Tillamook Area Chamber of Commerce Personnel Policies & Procedures Manual
(2013)**

I acknowledge that I have received and will read a copy of the Tillamook Area Chamber of Commerce's 2013 Personnel Policies & Procedures Manual. I also understand that a copy of the Personnel Policies & Procedures Manual is available to me at any time to review in the Executive Directors office.

I understand that the Tillamook Area Chamber of Commerce has adopted the Personnel Policies & Procedures Manual only as a general guide about policies, procedures, work rules and the work environment, and that they are subject to change at any time at the Tillamook Area Chamber of Commerce's sole discretion. I also understand that the Personnel Policies & Procedures have control over any other contradictory statements. I acknowledge that the Personnel Policies & Procedures are not an employment contract and are not intended to give me any express or implied right to continued employment or to any other term or condition of employment.

I understand that either the Tillamook Area Chamber of Commerce or I may terminate my employment relationship at any time, for any or no reason, with or without cause, and with or without advance notice. I acknowledge that no promises have been made to me that are inconsistent with this "at-will" statement.

I understand that the Tillamook Area Chamber of Commerce complies with all applicable laws regarding equal employment opportunity and provides a workplace free from unlawful harassment and discrimination. I will bring any questions or concerns I have regarding equal employment opportunities, discrimination, retaliation or harassment to my supervisor, the Executive Director, or President of the Board.

During my employment with the Tillamook Area Chamber of Commerce, I understand that it is my responsibility to remain informed about the policies as revisions, updates and new polices as issued.

I have read this acknowledgement carefully before signing.

Employee Signature

Date

The original of this document will be kept in the Employee's personnel file. A copy will be provided to the Employee upon request.

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TACC Board Member Job Description

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Chapter 1

Overview

1.1 Board member commitment

Serving as a Board member of the TACC involves a very special commitment. To ensure proper communication of that commitment, Board members are required to read and sign the Board Member Commitment form and complete the Board orientation session.

(Board Member Commitment form can be found in the back of this manual section)

1.2 Board member responsibilities

Board members are responsible for determining TACC policy in human resources, planning, finance, community relations, and organizational operations.

Human Resources - Board members have three key responsibilities in this area:

- Board membership, which includes recruiting new Board members, recognizing and nurturing existing Board members, and providing existing Board members with opportunities to grow and develop as leaders;
- Executive Director oversight, which includes hiring, termination, disciplining and ongoing evaluation of the Executive Director;
- Personnel policies, which includes policies relating to the Executive Director's employment, and ensuring that the Executive Director has complete and up-to-date policies in place for staff management.

Planning - Board members have three key responsibilities in this area:

- Establishing and reviewing TACC mission/philosophy/goals;
- Planning which services/programs TACC provides; and
- Evaluating TACC services/programs and operations on a regular basis.

Finance - Board members have four key responsibilities in this area:

- Ensuring financial accountability of TACC;
- Overseeing an ongoing process of budget development, approval and review;
- Raising funds and/or ensuring that adequate funds are available to support TACC's policies and programs; and
- Overseeing properties or investments of TACC.

Community Relations - Board members have three key responsibilities in this area:

- Ensuring that TACC's programs and services appropriately address the needs of those we serve and follow TACC's mission;
- Advocating for TACC's services/programs, which includes an awareness that Board members are always emissaries of TACC in the community; and
- Cooperative action, which includes determining occasions when TACC could/should take part in coalitions, joint operations, etc.

Organizational Operations - Board members have four key responsibilities in this area:

- Ensuring that TACC's management systems are adequate and appropriate;
- Ensuring that the Board's operations are adequate and appropriate, which includes writing policies for conduct of meetings and operation of Board business;
- Ensuring that organizational and legal structure are adequate and appropriate; and

- Ensuring that TACC and its Board members meet all applicable legal requirements.

1.3 Meeting attendance requirement

It is the policy of TACC Board that Board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make.

If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the President or the Executive Director as soon as the need to be absent is known. If a Board member is absent from three consecutive Board meetings, the President may ask the Board to consider removing the Board member from membership on the Board.

1.4 Performance expectations for Board members

In performing duties as a member of the TACC Board, every Board member is expected to:

- demonstrate a strong belief and commitment to TACC's mission;
- devote the necessary time to prepare for and participate in Board and committee meetings;
- exhibit high ethical standards and integrity in all Board actions;
- be an enthusiastic advocate for TACC;
- take responsibility and accountability for TACC and all decisions made by the Board;
- spend the time necessary to learn how to do the job, and maintain an ongoing schedule of in-service to learn how to do the job better; and
- demonstrate willingness to work as a team member with other Board members and the Executive Director.

1.5 Public Relations on behalf of TACC

Individual Board members may not speak to the public or the media on behalf of the Board unless authorized by the Board to do so. The executive committee and the Executive Director act as spokespeople for the Chamber.

When speaking about TACC or about Board action, Board members should be careful to define when their remarks represent personal opinion and when their remarks represent official Board position. Board members must be aware that they are always seen as Board members even when they designate comments as personal.

1.6 Public relation opportunities

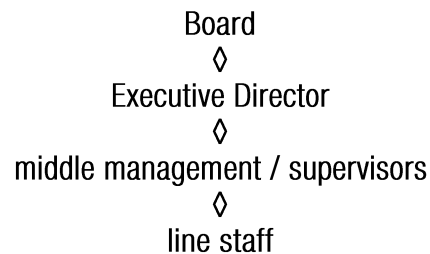
Board members are potentially the most powerful advocates for TACC programs and services, and are expected to take an active role in promoting TACC.

The Executive Director will regularly bring opportunities for Board member advocacy to the Board, such as:

- requests for TACC presentations to service clubs and other organizations;
- invitations to display TACC programs at county fairs, home shows and other events;
- public events and gatherings; and
- appearances before funding bodies.

The Executive Director will work diligently to keep the Board up-to-date on current chamber operations to ensure that members of the Board are knowledgeable in the services and programs of the TACC.

1.7 Chain of command



Board members must respect and follow the chain of command when communicating with staff about the business of the organization. Staff will not take complaints, suggestions, requests or demands to the staff except through the Executive Director. Should a Board member receive a complaint or suggestion from a staff member other than the Executive Director, the Board member is encouraged inform the staff to follow the chain of command. The Board member will also report the staff communication to the Executive Director.

1.8 Board/Executive Director relationship

The Board of directors recognizes and maintains the following guidelines in the Board's relationship with the Executive Director:

- Good management is recognized as one of the key factors in the success of the organization. The Board reserves the authority to establish policies, approve plans, and programs and delegate authority to the Executive Director;
- The Board will approve policies and long-range plans and programs for TACC, and delegate authority to the Executive Director to execute and carry out the policies, plans and programs. The Executive Director will be responsible for hiring capable personnel within the limitations of Board policy and budget constraints, determining the appropriate compensation, training, supervising, disciplining and terminating if necessary;
- Board members will refrain from individually discussing management and personnel issues with TACC personnel other than the Executive Director. The Board, in consultation with the Executive Director, may confer with key personnel at regular or special meetings of the Board;
- Authority for management of TACC will be through the Board of directors to the Executive Director, then to other personnel. The Board will require full and timely information from the Executive Director concerning pertinent matters that relate to the management of TACC;
- The Board recognizes that efficient management of TACC can exist only through mutual understanding and cooperation between the Board and the Executive Director. The Board also recognizes that the Executive Director is accountable to the Board to show results, but the Executive Director cannot perform well and show good results if not given latitude to exercise independent judgment in executing Board policy. Therefore, the Board grants that latitude of judgment and discretion and expects full accounting of performance from the Executive Director. The Executive Director shall provide full accounting through written documentation and communication to executive committee or full Board as necessary. The Executive Director shall be held accountable for decisions made in this regard;
- The Board recognizes its position as the employer of the Executive Director and will be responsible for a systematic annual evaluation of the Executive Director's performance. The evaluation will be for the purpose of improving the Executive Director's performance and to provide a basis for consideration of the Executive Director's salary for the next year; and
- The Executive Director's employment with TACC may be terminated for cause upon written notice to the Executive Director and in accordance with Oregon State law.

Chapter 2

Legal

2.1 Legal requirements of Board members

In carrying out board responsibilities, the law generally imposes three duties of trust. They are regularly described as the duties of due care, loyalty to the corporation and obedience to the law.

Duty of Due Care - This responsibility generally requires that a director must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. ORS 65.357. Directors need not always be right, but they must act with common sense and informed judgment. To exercise this duty properly, boards must pay particular attention to the following:

- Active participation. A director must actively participate in the management of the organization including attending periodic meetings of the board, evaluating reports, reading minutes and reviewing the performance of the executive director.
- Reasonable inquiry. Directors should request and receive sufficient information so that they may carry out their responsibilities as directors. When a problem exists or a report on its face does not make sense, a director has a duty to inquire into the surrounding facts and circumstances. The director also has a duty to investigate warnings or reports of officer or employee theft or mismanagement.

Duty of Loyalty - Directors have a duty to give their undivided loyalty to the corporation. Decisions regarding the organization's funds and activities must promote the organization's public purpose rather than private interest. Any potential conflict transactions should be scrutinized closely by the board with the realization that the public will predictably be skeptical of such arrangements. There are some general principles which will serve to guide boards faced with conflict of interest situations.

- Conflicts in general. While transactions between the corporation and individual board members, their families and businesses they own or operate should be avoided, they are not absolutely prohibited. Under certain circumstances, a contract or transaction between a nonprofit corporation and its director or an organization in which the director has a material or financial interest is acceptable. However, if the transaction is challenged, the director will have the burden of establishing that the contract or transaction is fair and reasonable, that there was full disclosure of the conflict and that the contract or transaction was approved by members or other directors in good faith. ORS 65.361. The board should only approve the transaction if it is clearly in the best interest of the organization.
- Written policy. The board should establish a written policy for dealing with conflicts of interest. The policy should address disclosure of financial interest and withdrawal from discussion and voting by interested directors. Due to the sensitivity of conflicts of interest, the board may want to require that transactions benefiting a director may be approved only by a greater than majority vote. Also, requiring an annual disclosure by all board members of their business involvement with the nonprofit organization is recommended.
- Loans. In general, a nonprofit corporation may not lend money to an officer or director. There is one statutory exception. The law allows loans for executive relocation expenses under certain circumstances. ORS 65.364.
- Corporate opportunity. Directors of business organizations are under a trust obligation not to divert a corporate business opportunity for their personal gain. A director of a nonprofit corporation is also subject to this duty. This duty means that a director may not engage or benefit from a business opportunity that is available to and suitable for the corporation unless the corporation decides not to engage in the business opportunity and conflicts of interest procedures are followed.

Duty of Obedience - Directors have a duty to follow the organization's governing documents (Articles of Incorporation and Bylaws), to carry out the organization's mission and to ensure that funds are used for lawful purposes. Also,

directors must comply with other state and federal laws that relate to the organization and the way in which it conducts its business. For example, directors should be familiar with:

- ❑ Federal law. Nonprofit corporations usually apply to the Internal Revenue Service for exemption as a tax-exempt organization. Corporations which fail to do so may have their income taxed at normal rates, and contributors to the corporate charity may not be able to deduct their contributions on their income tax returns.
- ❑ State law. In general, nonprofits must register and file an annual financial report with the Attorney General's office. If an organization contemplates using bingo or raffles to raise revenue, it may need to obtain a gaming license from that same office. A nonprofit corporation must also file an annual renewal with the Corporation Division of the Secretary of State's office.
- ❑ Mission and procedures. Directors should be familiar with the organization's governing documents and should follow the provisions of those documents. Directors should be sure proper notice is given for meetings, that regular meetings are held, that directors are properly appointed and that the organization's mission is being accomplished.

2.2 Board member conflict of interest

Due to the broad nature of operation at the TACC, and diversity of Board members, conflicts of interest are occasionally recognized. Annually, all Board members are required to review the Conflict of Interest Policy and sign the Annual Statement of Directors. All incoming Board members shall review the Conflict of Interest Policy and sign the Annual Statement of Directors at their orientation.

(Conflict of Interest Policy form can be found at the back of this manual section)

(Annual Statement of Directors form can be found at the back of this manual section)

2.3 Board member confidentiality

As a requirement for service on the TACC Board, all Board members will be required to read and sign the following confidentiality agreement annually.

(Board Member Confidentiality Agreement can be found in the back of this manual section)

Chapter 3

Ethical

3.1 Ethical obligations of Board members

The Board will bi-annually approve a Code of Ethics for Board members. All Board members will be given a copy of the code of ethics and will be expected to adhere to the provisions of that code.

3.2 Compensation of Board members

Board members will not be compensated for service on this Board.

3.3 Political contributions

Members of the TACC Board must never make political contributions on behalf of TACC. If a Board member takes an active part in the political process, it must be done at the Board member's personal expense.

Board members must not make any direct or indirect political contribution in cash, property or service on behalf of TACC.

3.4 Duty of Board members not to compete

A Board member may not use his/her position on the TACC Board to prevent TACC from competing with the Board member's business. It is expected that Board members, even after they complete Board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the Board.

3.5 Soliciting or receiving gifts

Members of the TACC Board must never offer, give, solicit or receive any form of bribe or kickback through their connection to TACC. Board members must never solicit a personal gift of any kind from anyone who does business with TACC. This restriction applies to both actual and proposed business transactions involving TACC.



Commitment to the Board of Directors

In accepting the position as a Director of the Tillamook Area Chamber of Commerce (herein after referred to as Chamber), I recognize that with this position comes a commitment to support the organization, its programs and policies and to assist in meeting the mission and vision of the Chamber.

I also recognize that with this commitment come certain responsibilities and duties, which require a time and financial contribution to ensure that our Board of Directors responds to the membership. In this respect, I will do my best to:

- Become familiar with Chamber policies, procedures and positions and it's Bylaws & Articles of Incorporation so that I can become an informed representative of the Chamber's Board of Directors.
- Attend all Board meetings and, as many other official Chamber meetings and functions as reasonably possible. (Please note, Article IV Section 5 of the by-laws states: A member of the Board of Directors who shall be absent from three unexcused regular meetings of the Board of Directors shall be dropped from his or her directorship on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.)
- Attend the annual Membership Meeting/banquet.
- Attend the annual Board Retreat/planning session. Participate in the development, adoption and implementation of the annual program of work.
- Review all Board materials/recommendations, in advance of the discussion, so that I can help the Board make effective and timely decisions.
- Serve on at least one Council/committee of my choosing or as may be requested by the Chair, and keep the Board informed on its progress and goals.
- Communicate with the membership to inform them of Board actions and Chamber programs. Commit to contact a minimum of 20 chamber members annually as a courtesy check-in.
- Be responsible for my own expenses for Chamber meetings and events.
- Act as a resource for the Board in defining opportunities and/or problems within the membership and business community that need to be brought to the attention of the Board.
- Commit myself to bring into the Chamber a minimum of two (2) new members per year and alert the Chamber staff to new businesses that are potential Chamber members.
- Commit to staffing the visitors center 2 weekend days during the summer for a total of 8 hours.
 - Perform other such duties as may be reasonably requested from time to time by the Chair of the Chamber and/or Board of Directors.

Signature

Date



Board Member Confidentiality Agreement

As a member of the TACC Board, I acknowledge the importance of confidentiality with respect to the affairs of TACC. In light of this acknowledgement, I agree to keep confidential, during and after service on the Board, all confidential information acquired pertaining to TACC and any related activities in the course of membership on the Board.

I particularly recognize the sensitivity of information regarding capital decisions, real estate purchases, decisions regarding closures, mergers and other strategic plans that may have impact on TACC's competitive position relative to other organizations.

I agree that this confidentiality agreement includes, but is not limited to:

- c. information pertaining to performance of TACC employees or staff including evaluation data, compensation, and grievances.
- d. issues related to the Board's legal, moral and regulatory responsibility for the oversight of statistical data, risk management information and litigation information, and reviews of attitudes and opinions from those who work at TACC.

I understand that it is the President's responsibility to address infractions of confidentiality by individual Board members and to take action to remedy the problem. I also understand that if infractions of confidentiality by individual Board members continue, it is the expectation that the President will ask for the resignation of the individual Board member who has violated this confidentiality agreement.

I agree to resign my Board membership if requested by a majority vote of the Board members for any confidentiality infraction.

Signature: _____

Print name: _____

Date: _____



Conflict of Interest Policy Adopted February 2014

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

Article II Definitions

1. Interested Person

Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, contact legal counsel about the concerns of a conflict of interest.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction
- e. or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. To determine if the transaction is fair and reasonable, the board will evaluate compensation paid to similarly situated persons of similar organizations. The board shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 2014.

SECRETARY



**Conflict of Interest Policy
Adopted February 2014**

Annual Statement of Directors

I have received a copy of the Conflict of Interest Policy adopted by the Board of directors and I have read and understood this Conflict of Interest Policy. I agree to disclose any direct or indirect financial interest in any transaction with the Tillamook Area Chamber of Commerce as described in this policy, and I agree to comply with the terms of this Policy.

Signature: _____

Print name: _____

Date: _____

TACC Executive Director Job Description

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Chapter 1

Executive Director Responsibilities & Functions

1.1 Human resources

In the area of human resources, the Executive Director relates both to the Board and to the staff of TACC, but has ultimate responsibility to the Board.

For the Board of directors, the Executive Director:

- Develops and recommends to the Board of directors, specific, written, long and short-range plans for the development of TACC programs and services;
- Maintains appropriate relations with the Board and various Board committees, and keeps them informed;
- Interprets trends in the fields of service in which TACC is engaged, by maintaining involvement in the professional field as a whole; and
- Assists with orientation and training programs for the Board.

For the TACC staff, the Executive Director:

- Supervises and directs key staff in the performance of their duties;
- Evaluates the performance of key staff members;
- Provides overall control of and direction for the personnel of TACC, including active participation in or approval of personnel actions; and
- Manages volunteer staff activities.

1.2 Organizational planning

In the area of planning, the Executive Director:

- Evaluates the services being provided by TACC in relation to specified goals and standards, and recommends modifications, where appropriate;
- Recommends new programs to the Board; and
- Has the authority to apply for and review grants deemed appropriate for the organization.

1.3 Organizational finance

In the area of finance, the Executive Director:

- Prepares TACC budgets and is accountable for control of these resources once approved; and
- Directs all financial operations of TACC.

1.4 Relations overview

In the area of constituent relations, the Executive Director manages all activities including coordinating Board activities in this area.

In the area of public relations, the Executive Director interprets the function of TACC to the community by assisting the Board, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of interagency relations, the Executive Director:

- Maintains appropriate relations with other professional and service groups in the community;
- Maintains appropriate relations with federal, state, and local government units; and
- Maintains appropriate relations with other agencies in similar fields of service.

1.5 Organizational operations

In the area of TACC organizational operations, the Executive Director:

- Recommends policies to the Board and/or assists the Board in the formulation of policies for the effective and economical operation of TACC and its programs;
- Ensures implementation of the policies adopted by the Board;
- Has chief administrative responsibility for maintenance of agency facilities, and regular reporting to various bodies; and
- Carries chief staff responsibility to ensure that legal obligations of TACC are met.

Chapter 2

Executive Director/Board of Directors

2.1 Guiding operating principles

To assist the Board and Executive Director to work as a team, the following principals will guide the team members to determine responsibilities of each part of the team:

- Responsibility for determining general policy shall be entrusted to the Board. The Executive Director shall keep the Board informed regarding the progress of all important TACC programs.
- The Board represents the public in setting the goals and establishing the basic policies and long-range goals for TACC. It shall refrain from involvement in the administrative functions except to monitor and evaluate;
- The Board shall transact official business with professional staff members and other program employees only through the Executive Director;
- The Executive Director shall be responsible for administering the program in accordance with Board policies and regulations;
- The Executive Director shall be responsible for the selection and assignment of staff. This responsibility may be delegated by the Executive Director to other supervisory personnel;
- The Executive Director and staff shall prepare, and submit for Board action, an annual program plan and budget;
- The Executive Director shall provide the Board with data and information to enable the Board to make effective decisions; and
- The Executive Director shall provide the Board with periodic reports as the Board feels is necessary to allow Board members to make accurate decisions.

Chapter 3

Terms of employment

3.1 Establishment and record of employment terms

All terms of employment are set forth in a mutual agreement between the Executive Director and the Executive committee on behalf of the full Board. Terms of Employment for the Executive Director shall follow the TACC Personnel Policies and Procedures Manual unless otherwise stated in a signed Terms of Employment Agreement or recorded in the minutes of a regular or special meeting. A copy of all terms of employment agreements are to be filed in the personnel file of the Executive Director.

3.2 Terms of employment adjustment and review

At any time the Executive Director shall be able to request a meeting with the Executive Committee to review his/her terms of employment and voice any changes or requests. All, if any, changes made to the Executive Directors terms of employment are to be recorded in that meetings minutes and provided to the full Board at the next regular meeting.

(Terms of Employment Sample Agreement form can be found in the back of this manual section)

(Executive Director Performance Evaluation form can be found in the back of this manual section)



TERMS OF EMPLOYMENT AGREEMENT

It is the intention of this agreement to set forth the terms and conditions for the employment of [Full Name] (hereinafter [First Name]) in the position of Executive Director (hereinafter ED) of the [Name of Chamber of Commerce] (hereinafter the Chamber).

This document is offered as an "employment agreement" for acceptance by both [FIRST NAME] and the Executive Committee (Chairman of the Board, Immediate Past Chairman, vice chairman) on behalf of the Chamber Board of Directors. The terms and conditions of the compensation, benefits, responsibilities, early termination and other general employment conditions are set forth below:

TERMS:

Subject to the provisions for termination and/or renewal as hereinafter provided, the term of this agreement shall begin on July 1, 2013 and shall terminate on June 30, 2014. This agreement shall be automatically renewed for one additional year following each positive performance year. It shall be the responsibility of the ED or their designee to notify the Executive Committee by March 1st of each year to hold the annual compensation and performance review of the ED. It is additionally understood that no later than April 30th of each year, the ED shall receive a compensation and performance review; any salary or benefit increase will take effect July 1st of that calendar year.

RESPONSIBILITIES:

[FIRST NAME] shall, by the power and authority granted by the Board of Directors, be the Executive Director (ED) of the Chamber of Commerce. [FIRST NAME] has overall responsibility for the complete operation of the Chamber of Commerce as it involves the program, planning, budgeting, staffing and operation. The additional details of job responsibility and authority are addressed in the Chamber's bylaws and in the position job description for Executive Director. [FIRST NAME], in consultation of the Executive Committee, shall have the authority to hire, supervise, evaluate and terminate all employees and independent contractors of the Chamber. [FIRST NAME] shall not have the authority to enter into any contracts that do not fit within the current approved budget or last beyond the current fiscal year, on behalf of the Chamber without the authorization of the Executive Committee or Board of Directors.

PERFORMANCE EVALUTION: Evaluation and assessment of the ED's performance shall be on an ongoing basis by the Chamber's Chairman and Executive Committee, resulting in a formal written evaluation annually, prior to April 30th. The evaluation shall be based on an annual performance plan to be mutually developed by the ED, the Chamber's Chairman, and the Executive Committee. The annual performance plan shall provide for and assess performance of the general management of the Chamber and measurable goals and objectives for the Chamber and the ED, taking into account the financial and staff resources made available by the Chamber. In the event that [FIRST NAME] performance is found to be unsatisfactory, the Chamber's Chairman shall describe in writing, in reasonable detail, specific examples of unsatisfactory performance; and include a work plan and timeline for improvement. Upon the conclusion of the annual evaluation, the Chamber's Executive Committee, in its sole discretion, shall determine the amount and type of increase, if any, in the salary and/or benefits of [FIRST NAME] to be made for the upcoming fiscal year.

COMPENSATION:

For fiscal year beginning July 1, 2013 through June 30, 2014, the ED annual base salary will be \$ _____, to be paid monthly.

Salary and benefits for the ED are subject to annual bonus and/or increase in such amount as the Executive Committee determines upon completion of Justin's annual performance evaluation. Salary increases will be effective July 1 following the performance evaluation and any bonuses will be paid within 30 days of the review completion. If no performance evaluation is completed and delivered to the ED within the time provided in this agreement [FIRST NAME]'s salary shall be automatically increased, effective July 1. The increase shall be based on Consumer Price Index of the Bureau of Labor

Statistics of the Department of Labor for All Urban Consumers (CPI) plus 1% or a minimum of 3%. "All Items" for the [CPI AREA] (CPI) for the month prior to each new term of this agreement over the CPI for the month prior to the effective date of this agreement. A decrease in the CPI, shall not result in a decrease in base salary.

BENEFITS: Those items not covered in "Compensation" shall include:

MILEAGE REIMBURSEMENT – [FIRST NAME] shall receive mileage reimbursement for all travel pertaining to chamber related functions and duties of his position. Mileage shall be reimbursed in accordance with TACC Personnel Policies & Procedures Chapter 5 Section 11.

BUSINESS EXPENSES – The Chamber shall reimburse the ED on a monthly basis for all business expenses incurred by Justin in the performance of his duties. Justin shall maintain, and submit to employer, records and receipts of all such expenses. All expense reimbursements shall be in accordance with TACC Personnel Policies & Procedures Chapter 5 Section 12.

MEDICAL INSURANCE: [FIRST NAME] shall receive \$450 monthly, added to salary compensation, in lieu of the Chamber providing medical insurance. During employment [FIRST NAME] must maintain an insurance policy with medical coverage. Should, for any reason, [FIRST NAME] fail to maintain a medical policy the said amount of \$450 monthly will be forfeited. This is to be reviewed annually.

DENTAL INSURANCE – No dental insurance is offered by the Chamber at this time.

LIFE INSURANCE – No life insurance is offered by the Chamber at this time.

RETIREMENT – No retirement is offered by the Chamber at this time.

SERVICE CLUB MEMBERSHIP – Chamber shall pay one (1) membership annually.

PROFESSIONAL DEVELOPMENT – [FIRST NAME] is encouraged to maintain and improve [HIS/HER] professional competence. The Chamber shall pay, or reimburse, [FIRST NAME] for the cost of membership and attendance, including travel, registration, meals and lodging at various educational seminars and conferences when such membership and attendance has been previously approved in the budget or is approved by action the Executive Committee or Board.

ASSOCIATION & ORGANIZATION INVOLVEMENT – The Chamber fully supports [FIRST NAME]'s participation in organizations such as Western Association of Chamber Executives (WACE) and Oregon State Chamber of Commerce (OSCC), etc. The cost of board fees and attendance, including travel, registration, food and lodging at the various meetings in which [FIRST NAME] serves on the board, shall be paid for by the Chamber.

PAID TIME OFF – [FIRST NAME] is entitled to paid time off as presented in the TACC Operations Manual under Personnel Policies & Procedures Manual Chapter 10 Section 3. All use and accrual of carryover shall follow these policies.

GENERAL EMPLOYMENT CONDITIONS:

Other items to be included that are not covered above are:

EARLY TERMINATION – This agreement may be terminated by the Chamber "for cause" upon 60 days written notice setting forth a statement of the charges upon which termination is based, providing copies of documents upon which those charges are based, and providing Justin an opportunity to respond to those charges prior to termination.

The term "for cause" as used in this agreement shall refer to termination based upon charges of Employee's substantial failure to perform his duties, fraud, dishonesty, willful material misrepresentation, abandonment of job responsibilities or Justin's physical or mental disability rendering his unable to effectively perform his duties. Termination "for cause" shall

require the decision of a majority of the Board in its good faith determination, based upon actual facts and circumstances are evidenced by substantial proof. In the event the Chamber chooses to terminate this agreement prior to the end of the term for any reason other than those described above, the Chamber shall give written notice of termination and non-renewal and [FIRST NAME] shall receive an amount equal to the balance of the contract or (3) three months compensation whichever is less, payable in three equal monthly payments. At the expiration of the notice period, employment shall terminate.

SUCCESSORS: This Agreement is binding upon the Chamber and [FIRST NAME], their executors, administrators, successors, and assigns. [FIRST NAME] will not assign or delegate any part of [HIS/HER] rights or responsibilities under this Agreement unless the Chamber agrees in writing to the assignment or delegation. In the event of any merger, consolidation, or reorganization involving the Chamber, this Agreement becomes an obligation of any legal successor or successors to the Chamber.

INDEMNIFICATION — The Chamber shall indemnify, hold harmless, and defend [FIRST NAME] against all claims arising against [HIM/HER, [HIM/HER] heirs, administrators, and/or executors in connection with [HIM/HER] employment by the Chamber and as permitted by law. [FIRST NAME] shall immediately notify the Chairman and legal counsel of the Chamber orally and in writing upon learning of any actual, or threatened, dispute or legal process and shall cooperate fully in defense or action.

ENTIRE AGREEMENT — This Agreement contains the entire Agreement between the Chamber and [FIRST NAME]. It may not be changed or renewed orally, but only by an Agreement in writing signed by the Chairman of the Board upon prior Executive Committee resolution and by [FIRST NAME]. This Agreement supersedes and cancels all previous agreements between the Chamber and [FIRST NAME].

HEADINGS NOT CONTROLLING — The headings of sections of this Agreement are not controlling.

GOVERNING LAW — This Agreement is governed by the laws of the State of Oregon.

OTHER TERMS — Any items not covered in this agreement may be stipulated separately at any time by mutual agreement of both parties and duly recorded in the minutes of the Executive Committee meeting where the action is taken.

Submitted by: _____
Executive Director

Date: ____/____/____

Accepted by: _____
Chairman of the Board
On behalf of the Board of Directors

Date: ____/____/____

