

BYLAWS

CHINO VALLEY CHAMBER OF COMMERCE

ARTICLE I

General

Section 1. NAME. This organization is incorporated under the laws of the State of California and shall be known as the CHINO VALLEY CHAMBER OF COMMERCE, hereinafter referred to as the Chamber.

Section 2. PURPOSE. The Chino Valley Chamber of Commerce is a membership organization supporting local businesses, both large and small, and promoting economic development and retention and legislative advocacy.

Sections. LIMITATIONS OF METHODS.

- a. The Chamber shall observe all local, state and federal laws, which apply to non-profit organizations as defined in section 501(c)(6) of the Internal Revenue Code.
- b. The Chamber shall not discriminate in its membership because of age, race, creed, color, sex or national origin or any other classification prohibited by law.
- c. The Chamber may, with Board approval, endorse business friendly candidates running for State or Federal public office.

ARTICLE II

Membership

Section 1. ELIGIBILITY. Any person, association, corporation, partnership or entity having an interest in the objectives of the organization shall be eligible to apply for membership; hereinafter referred to as "member".

Section 2. APPLICATION. Applications for membership shall be in writing to the Board of Directors. Application and payment of annual membership dues shall constitute an agreement on the part of the applicant, if approved, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors. Non-approved applicants will be notified in writing.

Section 3. ADMISSION. The Board of Directors shall review the admission of an applicant to membership for approval within 60 days of receipt of application and full payment of membership dues.

Section 4. TERMINATION (Resignation - released - delinquency).

- a. Any member may resign from the Chamber upon written request to the Board of Directors;
- b. Any member may be released by the Board of Directors by a two-thirds (2/3) vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for a good cause.
- c. Any member may be released by two-thirds (2/3) vote of the Board of Directors, at a regular scheduled meeting thereof, for conduct unbecoming a member prejudicial to the aims or repute of the Chamber. Previous to this, the member complained against must be afforded notice and opportunity for a hearing with the Executive Committee of the Board.

Section 5. CLASSIFICATIONS. There shall be three classifications of membership.

- a. Active members are any association, corporation, partnership or entity that shall pay the investment schedule set by the Board of Directors and shall enjoy all the rights and privileges of the Chamber, including the right to vote and to hold office.
- b. Individual memberships are persons who wish to have full benefit of the Chamber including the right to vote and to hold office. Individual members will not represent any association, corporation, partnership or business entity.
- c. Honorary Memberships may be given to any person of distinction who has rendered outstanding service to the Chamber, the city or the community at large. Honorary members shall have all the privileges of members except the right to vote and hold office and shall be exempt from payment of dues. Election to honorary membership shall

require a two-thirds (2/3) vote of directors present at any meeting thereof. Honorary membership shall be for one year.

Section 6. VOTING. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote in writing.

Section 7. DUES. Members shall pay annually in advance and in accordance with the schedule adopted by the Board of Directors and currently in effect. Membership rights shall not exist until dues have been paid.

ARTICLE III

Meetings

Section 1. ANNUAL MEETING. The annual meeting of the corporation, in compliance with the State Law, shall be held in May. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2. ADDITIONAL MEETINGS. (General, Special, Regular Board, and Committee) Meetings may be called and notice of same given as follows:

- a. General and Special meetings may be called by the Chairman of the Board, the Board of Directors, or by written request of 5% of members in good standing. Notice thereof shall be mailed to each member at least five (5) days prior to such meeting.
- b. Board of Directors meetings may be called by the Chairman of the Board or by the Board of Directors upon written request of three (3) members of the Board. The Board of Directors will have no less than six monthly meetings per year, with the regular monthly meetings to be held at a place, date and hour to be designated by the Board of Directors. Notice thereof, including the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting.
- c. Committee meetings may be called at any time by the Chairman of the Board, respective division vice-president, or by the Committee's Chair.

Sections. QUORUMS.

- a. General and Special: At any duly called meeting of the Chamber, 5% of the members in good standing shall constitute a quorum;
- b. Board: A majority of Directors shall constitute a quorum of the Board of Directors;
- c. Committees: A majority shall constitute a quorum, except when a committee consists of more than nine (9) members, then (5) constitutes a quorum.

Section 4. COMMENTS. Excluding members of the Board of Directors, or committee members, any member wishing to speak on any item included on the agenda will request permission to speak from the presiding officer. At the discretion of the presiding officer, comments will be limited to three (3) minutes.

Section 5. PARLIAMENTARY PROCEDURE. The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

ARTICLE IV

Board of Directors

Section 1. COMPOSITION. The affairs of the Chamber shall be vested in the Board of no less than fifteen (15) Directors and no more than twenty-one (21) Directors elected from the membership at large.

- a. The Immediate Past Chairman and all Officers shall be elected members of the Board.
- b. The Chairman of the Board, subject to Board approval, may appoint an attorney at law, licensed to practice in California, to serve as General Counsel of the Chamber. The General Counsel shall provide the Board with legal interpretations and advice on matters designated and may attend all meetings of the Board and the Executive Committee as a non-voting member.

c. Participation in the Board of Directors shall be limited to one (1) representative per dues paying member.

Section 2. TERMS. Up to seven (7) members of the Board of Directors shall be elected annually for a period of three (3) years at the May Board meeting. No director shall serve on the Board for more than six (6) consecutive years in accordance with State law. Following two (2) consecutive three (3) year terms, or subject to time served to fill a vacancy of more than eighteen (18) months, one (1) year must elapse before the board member shall be eligible to serve for more than six (6) consecutive years.

Section 3. NOMINATIONS.

a. By December of each year, the Chairman of the Board shall appoint a Nominating Committee to nominate Directors to be elected from the membership. The Nominating Committee shall consist of six (6) members. The five (5) voting members, of whom one shall be appointed Chairperson, will include the Chair Elect, and four others, two of which are not on the Board of Directors; the President/CEO/Executive Director shall be an ex-officio, non-voting member of the committee. Three voting members shall constitute a quorum.

b. The committee, in carrying out its function with respect to Directors, shall nominate, in writing, members in good standing who have consented to serve equal in number to the Directors whose terms expire. The slate of nominees shall be given to the Chairman of the Board in time for the Board of Directors to confirm the individual nominees at the January Board Meeting. The Chairman of the Board shall advise the general membership of the proposed slate of nominees within fifteen (15) days of the confirmation.

c. The membership has until the first business day in March to file a petition nominating other qualified members who have consented to serve. Only one nominee per petition will be accepted and it must have the legible signature, business name, and telephone number of 25 members in good standing. No members are eligible for election to the Board of Directors unless nominated and his/her name filed with the Chamber on or before the first business day in March. If no nominations are filed, other than those filed by the official Nominating Committee, or before the first business day in March, as herein provided, those members nominated by the Nominating Committee shall be declared elected. Should one or more qualified members be nominated by petition, they, along with the nominee presented by the Nominating Committee, shall be submitted to a vote of the membership by mail ballot. Names shall be arranged on the ballot in alphabetical order. Instructions will be to vote for an equal number as the Directors whose terms expire. Ballots shall be mailed to the membership no later than the first business day in April. Completed ballots shall be returned to the Chamber and must be received by the first business day in May.

Section 4. ELECTION COMMITTEE. The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three, but no more than five, tellers who are not members of the Board of Directors or candidates for election; one will be designated Chairperson by the Chairman of the Board. The President/CEO/Executive Director will be an ex-officio member of the committee. The Election Committee shall have complete supervision of the election, including the auditing of the ballots. The Election Committee shall meet at the Chamber offices on the second business day in May to begin to verify and tally the votes. Immediately upon completion of the tally, and prior to the May Board meeting, the Election Committee shall report the results of the election to the Board of Directors.

Section 5. TIES. In case of a tie, selection shall be made by draw under the direction of the Board of Directors.

Section 6. SEATING. All newly elected Directors shall be seated at the regular first meeting of the Board of Directors in July and shall be participating members thereafter.

Section 7. ABSENCES /VACANCIES/RELEASES.

a. A member of the Board of Directors who shall be absent from three (3) meetings of the Board of Directors during one year shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board.

b. Vacancies on the Board, or among the officers, shall be filled by a majority vote of the Board, to serve the unexpired term.

c. Any officer may be removed for failure to perform the duties of office or for conduct unbecoming a Chamber officer and director prejudicial to the repute of the Chamber upon a vote of two-thirds (2/3) of the Board of Directors at

any regularly scheduled meeting or a meeting called expressly for that purpose, after ten (10) days and opportunity for hearing are afforded the officer complained against.

Section 8. MANAGEMENT. The Board shall employ a President/CEO/Executive Director and shall fix the salary and other considerations of employment.

Section 9. FEES AND COMPENSATION. Directors and members of committees, which are not staff members, shall serve without compensation for their services.

Section 10. INDEMNIFICATION. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or employees 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 having been Directors or employees of the Chamber, except in relation to matters as to which such Directors or employees shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

Officers

Section 1. DETERMINATION OF OFFICERS. The Board (new and retiring directors) at its regular May meeting shall reorganize for the coming year. At this meeting, the Board shall elect the Chair-Elect, not more than three Vice Presidents, and a Treasurer. Officers will be elected from members of the new Board; however new members are not eligible to vote until July 1.

Section 2. EXECUTIVE COMMITTEE: The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Executive Vice President, not more than five Vice Presidents, and Past Chairman of the Board. The President/CEO/Executive Director will act as secretary.

- a. All officers shall serve for a term of one (1) year, and they shall be voting members of the Board.
- b. If the Chairman of the Board shall complete his/her six (6) years of continuous service on the Board of Directors, then his/her term of office will be extended to cover completion of that term of office through the position of Immediate Past Chairman of the Board, and may become an ex-officio member of the Executive Committee with all the rights of a standing board member.

ARTICLE VI

Duties of Officers

Section 1. CHAIRMAN OF THE BOARD. The Chairman of the Board shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and the Executive Committee. The Chairman of the Board shall, with the advice and counsel of the President/CEO/Executive Director, assign Vice Presidents to divisional or departmental responsibility, subject to approval of the Board. The Chairman of the Board shall, with the advice and counsel of the Vice Presidents and President/CEO/Executive Director, determine all committees, select all committee leaders, and assist in the selection of the committee personnel, subject to approval of the Board.

Section 2. CHAIR ELECT. The Chair Elect shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the President.

Section 3. VICE PRESIDENT. The duties of each Vice President shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

Section 4. VICE PRESIDENT OF FINANCE AND ADMINISTRATION. The Vice President of Finance and Administration shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Vice President of Finance and Administration shall also chair the Finance Committee and will cause a monthly financial report to be made to the Board of Directors at the regular meeting. The Vice President of Finance and Administration is responsible for filing all necessary financial and tax reports. Checks are to be signed by one of the following: the Chairman of the Board, the Vice President of Finance, or other member of the Executive Committee as assigned by the Chairman of the Board designated at the beginning of the fiscal year.

Section 5. CHAIRMAN OF THE BOARD. The President/CEO/Executive Director shall be the chief administrative officer. The President/CEO/Executive Director shall serve as secretary to the Board and cause to be prepared notices, agendas, and minutes of the meetings of the Board and the Executive Committee. The President/CEO/Executive Director shall serve as advisor to the **Chairman of the Board** on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber. The President/CEO/ Executive Director shall be a nonvoting member of the Board and the Executive Committee. The President/CEO/Executive Director shall be responsible for Chamber administration, hiring, discharging, directing and supervising all employees. With the cooperation of the Finance Committee, the President/CEO/Executive Director shall be responsible for the preparation of an operation budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President/CEO/Executive Director shall also be responsible for all expenditures with an approved budget allocation.

Section 6. INDEMNIFICATION. The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all officers as stated in Article IV, Section 10.

ARTICLE VII

Committees

Section 1. APPOINTMENT. The Chairman of the Board, by and with the approval of the Board, shall appoint all committees consisting of not less than one (1) and no more than five (5) members of the Board. It shall be the function of committees to make investigations and carry on such activities as may be delegated to them by the Board.

- Finance Committee shall be chaired by the Treasurer. Such committee shall study the financial condition of the Chamber and its requirements for the next fiscal year.
- Bylaws and Policy Committee. Such committee shall be responsible for maintaining the Bylaws and Policy Manual for the Chamber.
- Any other committees necessary to carry out the programs of the Chamber are listed under the respective Vice-President under which said committee falls. Committee chairs shall serve concurrent with the term of the appointing Chairman of the Board, unless a different term is approved by the Board.
- Term for APPOINTMENT shall be no more than one year, but a member can be voted back in an APPOINTMENT by the Board for no more than one more additional year.

Section 2. LIMITATION OF AUTHORITY. No action by any member, committee, subdivision, employee, Director or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. No committee may exceed its budget appropriation without prior consent of the Board. Committees shall be discharged when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees. Each Board Member shall serve on at least one committee each year during their term on the Board.

ARTICLE VIII

Finances

Section 1. FUNDS: All receipts shall be placed in the general fund of the Chamber unless a special purpose account is created by two-thirds (2/3) vote of the Board.

Section 2. DISBURSEMENTS, the President/CEO/Executive Director is authorized to make disbursement on accounts and expenses provided for in the budget without additional approval of the Board if finances are available. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. No disbursements, except those from petty cash or approved bank card will be made other than by check and shall be signed by the Chairman of the Board, Financial officer or a member of the Executive Committee as appointed by the Chairman of the Board. The President/CEO/Executive Director shall have no check signing authority.

Section 3. FISCAL YEAR. The fiscal year of the Chamber shall be from July 1 through June 30.

Section 4. BUDGET. The Budget for the coming year shall be adopted by the Finance Committee and submitted to the Board of Directors for approval at the June Board Meeting. As passed by the Board, this budget shall serve as the appropriation measure for the Chamber.

Section 5. AUDIT. The accounts of the Chamber shall be reviewed by an Auditing Committee, selected by the incoming Chairman annually, or as soon as practical, after the close of the fiscal year. A special audit may be made for any purpose when authorized by the Board of Directors.

Section 6 BONDING. The President/CEO/ Executive Director and other such officers and staff, as the Board of Directors may designate, shall be Bondable by a sufficient fidelity bond in the amount set by the Board and paid by the Chamber.

Section 7. MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS AND OTHER CHAMBER RECORDS. A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any current paid member at all reasonable times during office hours.

The Chamber's books and records of account and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the office of the Chamber. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any current paid member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

Article IX

Dissolution

Section 1. PROCEDURE. The Chamber shall use its funds only to accomplish the objectives and purposes ratified in these Bylaws and in the Articles of Incorporation and no part of said funds shall inure, or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Internal Revenue Section 501(c)(6).

Article X

Parliamentary Authority

The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

Article XI

Indemnification Clause

No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

ARTICLE XII

Amendments

Section 1. AMENDMENTS. These Bylaws may be amended by two-thirds (2/3) vote of the Board of Directors, provided notice for the meeting includes the proposed amendments. Any proposed amendments shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

a. These Bylaws shall supersede all previous Bylaws and amendments thereto, which are hereby annulled and set aside. Copies of the Bylaws are available at the Chamber office upon request.

Adopted: January 8, 1997 Amended: February 4, 1998 Revised: June 14, 2000

Amended: September 12, 2001 Amended: July 13, 2004

Amended: August 10, 2004 Amended: January 11, 2005 Amended: February 8, 2005

Amended: January 15, 2008

Amended: November 20, 2013