

# TWAIN HARTE AREA CHAMBER OF COMMERCE BYLAWS

Ratified on 03.03.16

## ARTICLE 1. NAME

**Section 1.** The name of this organization shall be the TWAIN HARTE CHAMBER OF COMMERCE doing business as the TWAIN HARTE AREA CHAMBER OF COMMERCE, hereinafter referred to as “the Chamber”.

**Section 2.** The Chamber is a non-profit corporation of the State of California, incorporated on January 21, 1986. The Chamber is tax exempt under Internal Revenue Code Section 501(c) (6).

## ARTICLE 2. PURPOSE AND OBJECTIVES

**Section 1.** To promote common business interests and improve business conditions in the Twain Harte Area.

**Section 2.** To unite its members and to promote high standards of conduct within the business community.

**Section 3.** To act as a spokesman for the Twain Harte Area businesses in issues that will affect their common business interests.

**Section 4.** To advocate positions that may affect the members. Unanimous approval is required by the Board of Directors.

## ARTICLE 3. MEMBERSHIP

**Section 1.** Any person, association, corporation, or partnership having an interest in the purpose and objectives of the Chamber shall be eligible to apply for membership.

**Section 2.** Applications and renewals for membership shall designate annually both a primary and alternate individual to be their voting representative and spokesperson in the Chamber. Said representative may be changed at any time by written notification to the Chamber.

**Section 3.** The general membership shall be made up of two (2) types of members:

- a) Business Members: Any person, association, corporation or partnership engaged in a trade, business, or profession having an interest in the purpose and objectives of the Chamber.
- b) Associate Members: Any person, association, corporation or partnership not engaged in a trade, business, or profession but having an interest in the purpose and objectives of the Chamber.

**Section 4.** Application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors, and made available to anyone requesting it.

**Section 5.** All applications for new membership shall be voted on at the next meeting of the Board of Directors at which a quorum is present. The applicant shall be considered accepted if receiving a majority vote of a quorum of the Board of Directors.

**Section 6.** No applicant may be refused membership based on age, sex, race, religion, ancestry, national origin, disability or sexual orientation. However, no applicant shall be admitted if the applicant advocated discrimination, boycotting, or blacklisting against any person or business based on the criteria listed above, per California Civil Code Section 51.

#### **ARTICLE 4. PRIVILEGES, BENEFITS, AND ETHICAL OBLIGATIONS OF MEMBERS**

**Section 1.** All members shall have privileges that include, but are not limited to:

- a) The right to have an active voice in promoting common business interests and improving business conditions.
- b) The right to vote on items identified in these bylaws (election of Officers, bylaw amendments, annual budgets).
- c) Eligibility for membership on the Board of Directors.
- d) Eligibility for holding office.
- e) Eligibility for chairing or serving on a Chamber committee.

**Section 2.** Members' benefits shall be identified in the form of a list which is readily available to both members and new applicants. This list will be posted in the Chamber office, on the web page, and also filed in the Policies and Procedures Manual.

**Section 3.** Members' ethical obligations shall include, but not be limited to:

- a) Abiding by these bylaws.
- b) Promoting and safeguarding the purpose, standards, interests, and welfare of the Chamber.
- c) Abiding by California Civil Code Section 51, which prohibits discrimination, boycotting, or blacklisting based on age, sex, race, color, religion, ancestry, national origin, disability or sexual orientation.
- d) Abstaining from voting at any meeting and influencing decision on issues in which they have an obvious or perceived conflict of interest.

**Section 4.** Any member who violates Section 3 may be reprimanded, suspended, or expelled after a notification and an opportunity for a hearing at an Executive Meeting of the Board of Directors. In addition:

- a) The severity of such action, if any, shall consider the nature of the offense, and shall require a majority vote of a quorum of the Board of Directors.
- b) No member may be reprimanded, suspended, or expelled based on age, sex, race, religion, ancestry, national origin, disability, or sexual orientation per California Civil Code Section 51.
- c) Members expelled shall forfeit all privileges, benefits, and interests in the Chamber.

## **ARTICLE 5. FINANCIAL OBLIGATIONS OF MEMBERSHIP**

**Section 1.** The financial obligations of the membership will be defined in the Policies and Procedures Manual. Any changes shall be proposed and approved by the Board of Directors.

**Section 2.** Financial obligations shall become due on November 15<sup>th</sup>, and considered delinquent on January 1<sup>st</sup>. A late charge may be assessed and charged according to the Policies and Procedures.

**Section 3.** Financial obligations not met by January 31<sup>st</sup> shall subject the non-paying member to automatic termination, and require the member to apply for reinstatement, if desired, in the same manner as prescribed for new applicants.

**Section 4.** Members whose financial obligations are paid in full before becoming delinquent shall be considered “Members in good standing” and shall be entitled to the privileges and benefits identified in ARTICLE 4.

**Section 5.** New members incur the full financial obligation when their application is accepted. However, amount of the obligation shall be prorated by one-half if accepted during the period of July through December for all members.

## **ARTICLE 6. MEETINGS**

**Section 1.** The annual meeting of the Chamber shall be held during the month of March. The date, time, and place shall be fixed by the Board of Directors. Notice thereof shall be mailed or emailed to each member at least thirty (30) days prior to said meeting.

**Section 2.** Board of Directors meeting shall be open to all members. Written notice of these meetings shall be posted at least ten (10) days prior to the meeting. This may be satisfied by posting of all meeting dates, with time and location, at the beginning of each calendar year on the Chamber’s website.

**Section 3.** Board of Directors meetings shall be held monthly. A majority of the Board of Directors shall constitute quorum.

**Section 4.** Special meetings of the Board of Directors may be called by the President or by written petition of four (4) Directors upon twenty-four (24) hours’ notice.

**Section 5.** Committee meetings shall be held as necessary or as directed by the President.

**Section 6.** Closed Board meetings of the Chamber may be called as necessary for discussions limited to sensitive issues, such as personnel, salaries, complaints, disciplinary hearings, and new activities not yet sufficiently defined for general membership consideration.

**Section 7.** All meetings of members, including the Board of Directors, shall be conducted and all questions of Parliamentary procedure shall be settled in accordance with Roberts Rules of Orders (Revised) whenever such rules of order are not inconsistent with these bylaws or the statutes of the State of California.

## **ARTICLE 7. GOVERNMENT**

**Section 1.** The government of the Chamber shall be vested in the Board of Directors, which shall control its property, manage its finances, and direct its affairs.

**Section 2.** The Board of Directors shall be responsible for formulating policy, establishing procedures, and adopting same for the Chamber. These policies and procedures shall be maintained in a Policy and Procedures Manual, which shall be kept in the Chamber office, reviewed annually, and revised as necessary.

**Section 3.** The Board of Directors may employ administrative personnel to assist in the duties of the Board. The Board shall prepare job descriptions and shall fix the salaries or other considerations of employment.

## **ARTICLE 8. BOARD OF DIRECTORS AND OFFICERS**

**Section 1.** The Board of Directors, hereinafter referred to as the Board, shall be composed of a minimum of nine (9) members in good standing. Directors shall be appointed to serve an initial term of three (3) years and then may be re-appointed to a one (1) year term for each year after their initial term or until their successors are appointed. As many Directors shall be appointed each year as required to fill the Board vacancies.

**Section 2.** Duties of the Directors shall include, but not necessarily be limited to the following: a) be responsible for serving as a Committee Chair, Co-Chair, or member of a committee. Officers shall be exempt from serving on committees if they so choose.

**Section 3.** Directors and Officers shall serve without compensation.

**Section 4.** The Secretary shall mail or email any Director who has failed to attend two (2) consecutive meetings of the Board a copy of this section of the Bylaws. The office of any Director absent from three (3) consecutive meetings of five

(5) meetings in a twelve (12) month span, unless excused by the President and confirmed by the Board, shall automatically be declared vacant, and a new Director shall be appointed.

**Section 5.** If a Director or Officer, after his or her election or appointment, shall cease to be a member in good standing, his or her office shall become immediately vacant without action other than to record such fact in the official minutes of the Board meeting, and he or she shall cease to be a Director or Officer of the Chamber.

**Section 6.** The elected Officers of the Chamber, also referred to as the Executive Board, shall be President, President-Elect, Secretary, Treasurer and Past President and such other officers as the Board may deem necessary.

All Officers shall be elected annually by the general membership and shall hold office until the end of the fiscal year or until their successors are elected.

**Section 7.** At the expiration of the term of office of the President, he or she shall automatically hold the office of Past President, and the President-Elect shall automatically be nominated to the office of President.

**Section 8.** Duties of the officers shall include, but not necessarily be limited to, the following:

a) President

- 1) Insure that the Bylaws and Policies and Procedures of the Chambers are adhered to and enforced
- 2) Sign all documents and contracts and co-sign checks as required on behalf of the Chamber. If the President and Treasurer are in the same business or household, the President shall identify other officers who shall co-sign checks.
- 3) Represent the Chamber at functions, meetings or business and social affairs as authorized by the Board and customary to the office of President.
- 4) Cause meetings of the membership and the Board to be called as provided in these articles and preside at all such meetings.
- 5) Render reports on the activities and status of the Chamber at any meeting of the membership, and make such recommendations for the future conduct and activity of the Chamber as is deemed necessary.
- 6) Serve as an ex-officio member of all committees.
- 7) Advise and support the Office Manager in the implementation of his or her duties and direct and coordinate the activities of other administrative personnel and the other officers.

- 8) Appoint active members in good standing, with the approval of the Board, to serve on governing boards or committees as representatives of the Chamber.
- 9) Recommend to the Board the appointment of committee chairpersons.
- 10) Perform all other duties incident to the office of the President and/or as assigned by the Board.

b) President-Elect

- 1) In the event of the absence or inability of the President to act, the President-Elect shall serve in the same capacity as the President and shall be granted the same powers and duties as granted to the President by these Articles.
- 2) Supervise the activities of the Standing Committees and of any such other committees as may be assigned by the President.

c) Secretary

- 1) Record and maintain, or cause to be recorded and maintained, an accurate record of the minutes of the proceedings of all meetings of the Board and General Membership.
- 2) Co-sign all documents and contracts required on behalf of the Chamber.
- 3) Be custodian of the permanent records of the Chamber or cause records to be kept in a secure location.
- 4) Perform all duties incident to the office of Secretary and/or assigned by the Board.

d) Treasurer

- 1) Keep and maintain, or cause to be kept and maintained, accurate and correct accounts of the properties and business transactions of the Chamber.
- 2) Cause an audit of the book of account of the Chamber to be made annually by a three (3) member audit committee not composed of the President or Treasurer. The results of the audit shall at all times be available to the members of the Chamber for their review.
- 3) Receive and deposit all monies and other valuables in the name of, and to the credit of, the Chamber in such depositories as may be ordered by the Board.
- 4) Sign all checks as required.

- 5) Prepare and submit, or cause to be prepared and be submitted, annual Federal and State Income Tax Returns for the Chamber, and make same available to members of the Chamber for their review.
- 6) Prepare an annual balanced budget to be submitted and approved by the Board at the January meeting. The approved budget will then be mailed or emailed to the general membership. If there are no issues presented by members of the general membership by the end of the month in which the Budget was presented, the Budget shall stand as approved.
- 7) Prepare and present monthly and quarterly financial reports at Board of Directors monthly meetings.
- 8) Perform all other duties incident to the office of Treasurer and/or assigned by the Board.

e) Past President

- 1) To assist in any matter established by the Board of Directors.
- 2) To be available to replace any Officer who is unavailable or whose term of office is not completed for any reason, at the request or appointment of the Board.

## **ARTICLE 9. NOMINATIONS AND ELECTIONS**

**Section 1.** During the regular meeting of the Board in September of each year, the President shall appoint, subject to approval of the Board, a nominating committee of a minimum of three (3) members in good standing. The President, as soon as possible following the September meeting shall cause to be mailed or emailed an announcement of such appointment, and shall extend an invitation to all members who are interested in serving on the Board, or in any office, to make such interest known to the nominating committee. The committee shall elect its own Chairperson and shall prepare and submit to the Board at its first regular meeting in October of each year, a report containing the name and business affiliation of at least one candidate for each vacancy to be filled. The report shall be mailed or emailed to all Chamber members. Each candidate shall have agreed to accept the responsibility of the office to be held should he or she be elected.

**Section 2.** Additional nominees may be placed in nomination from the floor at the October Board meeting. Those nominated from the floor must be present at this meeting. All nominees, including those nominated in Section 1, shall submit a brief (100 words or less) statement of their qualifications.

**Sections 3.** If there is only one (1) candidate running for each vacancy, Chamber members will receive notification of those running for office by mail or email. If they do not approve those running, they must contact the Chamber office by letter, e-mail, or phone message stating that they are in disagreement with those nominated. They are not required to give their name. If there are more candidates running than vacancies available, the ballot voting procedures will be evoked where a post card will be sent for members to vote. In either case, the members will be informed that the Candidate Statements are available for viewing at the Chamber Office. The candidates receiving the highest number of votes of the general membership who cast votes in the election shall be declared Officers for a one (1) year term. In the event of a tie, the candidates receiving the same number of votes shall have the issue decided by lot, supervised by the Board.

**Section 4.** Officers may be elected from the Board or the membership at large. President nominees shall have previously served on the Board for at least one (1) year. The Board has the option to nominate a President from the general membership.

**Section 5.** Members on an election ballot cannot be part of the election committee.

#### **ARTICLE 10. FINANCES**

**Section 1.** All monies paid to the Chamber from member financial obligations shall be placed in a general operating fund.

**Section 2.** Each standing committee shall prepare a budget for its coming year's activities and present it to the Board no later than the January Board meeting for approval. Once approved, committees may not exceed said budgets without approval.

**Section 3.** All disbursements of monies by the Chamber shall be by check only, issued by the Treasurer or other designated Director or designated office staff against all approved budgets. All bills and disbursements over and above the approved budget shall be reviewed and approved by the Board.

**Section 4.** The Fiscal year of the Chamber shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

#### **ARTICLE 11. COMMITTEES**

**Section 1.** Standing Committees shall be: Mixers, Administration, Membership, Publicity, Ambassador, Concerts in the Pines, Wines in the Pines, Pints in the Pines, Golf Tournament and Car Show.

**Section 2.** Special Committees: The Board shall designate special Committees as deemed necessary.



**Section 3. Organization:** All committees shall be of such size and shall have duties, functions, and powers as may be assigned to them by the President and/or the Board, except as otherwise provided in the bylaws.

## **ARTICLE 12. AMENDMENTS**

**Section 1.** Any member may suggest amendment(s) changes regarding the By Laws to the Board. Upon the Board's recommendation, the Secretary shall prepare and deliver by mail or email to the general membership the proposed amendment(s). If they do not approve of the proposed changes, they must contact the Chamber office by letter, e-mail, or phone message stating they are in disagreement with the proposed amendment(s) by a given date. They are not required to give their name.

**Section 2.** These bylaws may be temporarily waived by a two-thirds (2/3) vote of the Board of Directors only for emergencies, and for no more than 30 days.

## **ARTICLE 13. INDEMNIFICATION**

**Section 1.** To the fullest extent permitted by law, this Chamber shall indemnify its Officers, Directors, employees and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of The Chamber, by reason of the fact that the person is or was a person described in that section.

## **ARTICLE 14. DISSOLUTION**

**Section 1.** The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, as defined in Section 501 (c) (3) of the Internal Revenue Code, and as selected by the Board.