

Lake Almanor Area Chamber of Commerce

BYLAWS



Revised: May 10, 2023

## **ARTICLE I**

### **OFFICES**

The principal office for the transaction of business of the corporation is hereby fixed and located in Chester, Plumas County, California. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another in said region of said county.

## **ARTICLE II**

### **NAME**

The name of this nonprofit corporation shall be the Lake Almanor Area Chamber of Commerce, hereinafter referred to as the "Chamber".

## **ARTICLE III**

### **OBJECTIVE**

The three primary objectives of the Chamber are:

- A1. Educational: To serve the general public and the members of the area business community through planned educational programs, services, social and recreational potential for development of the Chamber's Lake Almanor Basin service area.
- A2. Promotional: To inform the general public about the residential, recreational, and economic advantages of the area as a place to live, work, visit, and invest.
- A3. Developmental: To be a collaborative partner in matters of regional planning, economic development, civic enterprise, education and cultural enrichment of the area served.

## **ARTICLE IV**

### **BASIC POLICIES**

The basic policies of the Chamber are:

- A1. To function within the framework of the provisions set forth in the Articles of Incorporation as approved by the Secretary of State of the State of California.
- A2. To neither endorse nor oppose any candidate running for public offices when such are in support or opposition to the purposes and best interest of the Chamber and the business and professional community it serves.

A3. The Chamber will not discriminate against anyone on the basis of race, color, national origin, age, sex, religion, or creed.

A4. The Chamber will function as a special interest organization dedicated to the promotion of business, commerce, and professional services within its service area. The Chamber is a federation of business, industrial and professional firms, and individuals interested in the general well-being of the community.

A5. The Chamber is organized to foster and preserve democracy and to enhance the socioeconomic health of the business and professional community.

A6. The Chamber will function solely as a non-profit, mutual benefit corporation of voluntary membership that invests time and money to carry forward programs, services, and activities relevant to member needs and development of commerce within the Lake Almanor Basin area of service.

## **ARTICLE V**

### **MEMBERSHIP**

The qualifications for membership, voting, and other rights and privileges of the members and the liability of members for dues or assessments shall be as follows:

A1. Membership in the Chamber shall be open to any individual, business, corporation, or organization without regard to race, color, national origin, age, sex, religion, or creed.

A2. In all matters that come before the members of the Chamber requiring resolution by voting, the voting power of the members shall be equal, except that

- a. Each membership in the Chamber shall confer upon the member or members holding or owning such membership the right to cast one vote for each membership held.
- b. Each member shall receive a Certificate of Membership, as stated in the Articles of Incorporation.

A3. For a membership to be considered active, all dues and assessments must be paid and not in arrears.

A4. The Board of Directors shall set categories for all types of membership

A5. There shall be three categories of membership in the Chamber: Regular and Honorary

- a. Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

- b. Honorary membership shall be awarded to individuals, businesses or associations by 50% plus 1 vote of the Board of Directors as recognition for meritorious service to the community. An Honorary membership is without fee or dues and may be made for life. Honorary members have no voting privileges.

A6. The general membership shall be responsible for electing the Chamber Board of Directors and 2 members to serve on the nominating committee.

A7. The general membership is responsible for setting the dues amount and collection schedule for membership in the Chamber.

A8. The general membership is responsible for the approval, revision and/or amending of the bylaws of the Chamber organization.

## **ARTICLE VI**

### **DUES**

Chamber Dues shall be set for one year of membership.

A1. A membership year is the fiscal year set by the Chamber and runs from July 1 through June 30.

A2. Applicants being admitted to membership after April 1 shall be required to pay the amount of dues prorated between the payment of the month through the following June 30 for the appropriate membership category.

A3. The schedule of dues for membership in the Chamber shall be set by vote of the general membership at the annual meeting or any other general membership meeting as called by the Board of Directors.

## **ARTICLE VI**

### **MEETINGS OF THE GENERAL MEMBERSHIP**

**Section 1: Annual Meeting** - The annual meeting of the general membership shall be held in May at a date determined by the Board of Directors. The time and place of such meeting is to be set by the Board of Directors.

A1. The purpose of the annual meeting is to conduct business that requires action by the members, to elect board members and the chair of the Nominating Committee, and to act on proposals to amend the bylaws and other initiatives or referendums from the Board of Directors.

A2. Written notice of such meetings shall be given to each member entitled to vote. Such notices may be relayed either in person, electronically via email or by regular postal mail.

A3. All such notices shall be sent not less than ten days prior to the annual meeting. Notices will specify the place, day and hour of the meeting.

**Section 2: Other Meetings** - There may be other meetings of the general membership each year in addition to the annual meeting and may include voting items of the Chamber.

A1. Other meetings of the general membership, for any purpose whatsoever, may be called at any time by the President/or Co-Chairs.

A2. Notice of such other meetings shall be given in the same manner as for the annual meeting. Notices for other meetings of the general membership shall specify the place, day and hour of such meetings and the general nature and purpose of the meeting.

**Section 3: Regular Meetings** – Regular meetings shall be held once a month at a date and time determined by the Board of Directors. The Board of Directors come together at regular meetings to conduct the business of the Chamber.

**Section 4: Organizational Meeting** – This meeting is held in the place of the regular meeting in July for the purpose of the election of Chamber officers. It shall be noticed in the same manner as all other meetings as to place, day and hour.

**Section 5: Social Meetings** – Such meetings shall be for the purpose of information sharing and bringing Chamber members together in a social gathering.

**Section 6: Adjourned Meetings and Notice thereof** – Any meeting of the general membership, whether or not a quorum is present, may be adjourned from time to time by the vote of the members who are present and entitled to vote. But, in the absence of a quorum, no other business may be transacted at any such meeting.

**Section 7: Quorum** – For the conduction of business by the members, at any meeting of the general membership, a quorum shall consist of 50% plus 1 of the paid members present.

A1. Only one representative from a multiple member business or organization shall be counted to determine the presence of a quorum.

## **Section 8: Rules of Order**

A1. Parliamentary authority shall be in conformance with the most recent revision of Robert's Rules of Order.

A2. Meetings of the board of directors and the general membership shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE VIII

### OFFICERS

**Section 1: Officer Positions** – There shall be five elected offices among the seated Board of Directors representing the Chamber. They shall be the President/or Co-Chairs Vice President, Secretary, and Treasurer. While election to office adds specific responsibilities, it does not change an officer's status as one of the seated directors.

**Section 2: Annual Election** – The officers shall be elected by the sitting Board of Directors at the first regular Chamber meeting of the new fiscal year.

**Section 3: Terms of Office** – Elected officers and directors shall serve a two-year term and begin such on October 1 of the election year. Terms of office shall be no more than two consecutive.

**Section 4: Vacated Offices** – When officer positions, other than the presidency/or co-chairs, are vacated during a term, such vacancies shall be filled by a vote of 50% plus 1 of the directors present. The candidate must be an eligible and consenting member from the Chamber general membership or the seated Board of Directors.

A1. An eligible individual is defined as one who meets the eligibility of term of requirements as stated in the bylaws.

A2. Appointments may not be made of individuals who have served their maximum term limits and are currently listed as being in mandated time out of office or directorship status.

A3. Such temporary appointments shall extend through the remainder of the original term of office.

A4. In the circumstance of a seated director being voted to the position of an officer, the Nominating Committee chairperson shall provide the Executive Committee with a slate of eligible and consenting names from the Chamber general membership to fill the director vacancy. The newly appointed director shall complete the unexpired term of the recently vacated director position.

A5. After review of the slate of eligible nominees, the Executive Committee may fill the position, by consensus, with a temporary appointment. In accordance with Section 4, A3, such temporary appointments shall extend only until the next election.

**Section 5: Office of the President** – In the event of a vacancy in the office of the President, the Vice-President shall succeed to the office of the President and shall serve out the unexpired term. In the event one of the Co-Chairs terms off or resigns from the Board, any elected officer may request to succeed to the position by vote.

**Section 6: Additional Officer Duties** – All elected officers shall serve as members of the Executive Committee.

**Section 7: Officer Liaison Duties** – Whenever possible, the Executive Committee shall appoint a representative to represent the best interests of the Chamber in other organizations, as determined by the Board of Directors.

## ARTICLE IX

### DUTIES OF THE OFFICERS

**Section 1: The President** – The President/Co-Chairs shall be the Chief Executive Officer(s) of the Chamber and shall preside over all general membership meetings and meetings of the Board of Directors.

A1. The President/Co-Chairs shall be an ex-officio member of all standing committees called for in these bylaws.

A2. The President/Co-Chairs shall serve as the chairperson of the Executive Committee.

A3. When presiding over meetings, the President/Co-Chairs shall vote only to break a tie.

A4. The President/Co-Chairs shall be the direct supervisor(s) of the Chamber employee(s) with responsibilities that include, but are not limited to: preparation of evaluation reports, matters of discipline, and other personnel issues. The President/Co-Chairs shall be solely responsible for the preparation of any recommended wage increases or other wage proposals. Such proposals shall be submitted to the Chamber Budget Committee for review before coming to the Board of Directors for a vote.

A5. The President/Co-Chairs shall be responsible for overseeing the day-to-day operations of the Chamber.

A6. The President/Co-Chairs shall be responsible for setting items on the meeting agendas, ensuring that actions mandated by the bylaws are included in a timely manner.

**Section 2: The Vice President** – In the absence or disability of the President/Co-Chairs, the Vice President shall perform the duties of the President/Co-Chairs and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President/Co-Chairs.

A1. The Vice President shall have such other powers and perform such other duties as from time to time may be assigned by the Board of Directors or the bylaws.

**Section 3: The Secretary** – The Secretary shall keep, or cause to be kept, a record of minutes of all meetings of the Board of Directors and general membership, with the time and place of the meetings, whether other or special, in an annual historical binder at the principal office of the Chamber. An attendance sheet shall be attached to the minutes to record the names of the members and Directors present.

A1. The Secretary shall keep, or cause to be kept, at the principal office of the Chamber and/or in electronic file a membership register in an annual historical binder.

- a. Such register shall show the names of the members, their addresses and the appropriate membership category as is relevant to voting rights.
- b. Such register shall relate the number of members held by each membership and the date of every membership cancellation and reason(s) for such.

A2. The Secretary shall keep, or cause to be kept, at the principal office of the Chamber a register of, in an annual history binder and/or in electronic file, the results of elections of all directors, officers and appointments to fill vacancies among those officers and directors.

- a. Such register shall list the starting date of each term of each officer and director.
- b. Such register shall list the date any seat or office was vacated by a director or officer.
- c. In accordance with these bylaws, the Secretary shall be responsible for monitoring the number or terms by officers or directors and shall apprise the President/Co-Chairs and Nominating Committee Chairperson, prior to any election, when an officer or director is not eligible to serve an additional term.

A3. The Secretary shall give, or cause to be given, notices of all meetings as required by the bylaws.

A4. The Secretary, with the assistance of the appointed Parliamentarian, shall be responsible for the enforcement of the bylaws.

A5. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

**Section 4: The Treasurer** – The Treasurer shall keep and maintain, or cause to be kept and maintained at the principal office of the Chamber, adequate and correct accounts of the properties and business transactions of the Chamber in a history binder format and/or electronic file

A1. The books of accounts shall, at all times, be open for inspection by any director or members of the general membership.

A2. The Executive Director shall deposit all monies and other such valuables in the name and to the credit of the Chamber. Such deposits will be made in the depository designated by the sitting Board of Directors.

A3. The Treasurer shall disperse the funds of the Chamber as ordered by the Board of Directors.

A4. The Treasurer shall render to the President/Co-Chairs and Board of Directors, at all regular, other or annual meetings, an accounting of all transactions made during the past month.

- a. At such meetings, the Treasurer shall render a verbal accounting and present to the Board of Directors and members of the general membership, a written report for approval that includes, but is not limited to: a profit and loss statement, balance sheet, and a report that accurately presents the year-to-date budget.

A5. The Treasurer shall act as chair to the annual Budget Committee and shall ensure the following actions are completed:

- a. That a draft budget for the upcoming fiscal year is completed and presented at the annual general membership meeting.
- b. That any corrections or other recommendations made during the annual general membership meeting are completed in a second draft form for presentation to the Board of Directors for a vote of approval at the first Board of Director meeting following the annual general membership meeting.
- c. That the budget is approved and in effect on July 1 of each new fiscal year.



A6. The Treasurer shall make a report on the financial condition of the Chamber at the annual membership meeting.

A7. The Treasurer shall have such other duties as may be prescribed by the Board of Directors and in accordance with the bylaws.

## **ARTICLE X**

### **BOARD OF DIRECTORS**

**Section 1: Powers of Directors** – Subject to the limitations of the Articles of Incorporation, of the bylaws and other state and/or federal laws, and subject to the duties of the directors as prescribed by the bylaws, all powers of the Chamber shall be vested in and exercised by, or under the authority of the Board of Directors without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to with:

A1. To select and remove all other officers, agents, and agents of the Chamber and to prescribe such powers and duties for them may not be inconsistent with law, with the Articles of incorporation or the bylaws, fix their compensation and require assurance of faithful service.

A2. To conduct, control and manage the affairs and business of the Chamber and to make rules and regulations therefore not inconsistent with the law, with the Articles of Incorporation, or the By-Laws, as they deem best.

A3. To change the principal office for the transaction of business of the Chamber from one location to another in the Lake Almanor Basin and to designate any place within the Chester/Lake Almanor service area for holding of meetings.

A4. To authorize the issue of memberships to persons, corporations or organizations as shall be eligible for membership as specifics in Article V of these bylaws.

A5. To borrow money and incur indebtedness for the purposes of the Chamber and to cause to be executed and delivered therefore, in the name of the Chamber, promissory notes, bonds, debentures, deeds of trust, mortgages , pledges, hypothecations, or other evidences of debt and securities therefore.

A6. To authorize the signing of contracts and agreements with other parties for the provision of goods and services, use of facilities, and the lease of equipment or other properties necessary for the conduct of Chamber business and activities.

A7. To appoint the Executive Committee and to delegate to such committee the powers noted in Article XII, Section 2, Item A3 under Actions of the Executive Committee. Such committee shall be composed of the elected officers of the Chamber and the immediate past President/Co-Chairs The Executive Committee acts only in the intervals between meetings of the board and shall be subject at all times to the control of the board.

**Section 2; Number of Qualifications of Directors** – The Board of Directors shall consist of no less than five (5) and no more than fifteen (15), as stated in the Articles of Incorporation. Only persons who are members of the Chamber shall be qualified to serve as directors.

**Section 3: Election and Terms of Office** – The directors shall be elected at each annual meeting, but if any such meeting is not held, or the directors are not elected thereat, the directors must be elected at a special meeting held for that purpose. Directors shall be elected for a two-year term and shall not hold office for more than two consecutive terms.

**Section 4: Vacancies** – When a director's seat is vacated during a term, such vacancy shall be filled by the Executive Committee consensus with the appointment of an eligible and consenting member of the Chamber general membership. Such director shall hold office until a slate of candidates is presented at the next annual meeting or a special election is called for that purpose.

A1. A vacancy or vacancies shall be deemed to exist in case of death, resignation, or removal of any director or in case the members fail at any time to elect the full number of authorized directors.

A2. The members may, at any time, elect directors to fill any vacancy not filled by the Executive Committee and may elect the additional directors at the meeting at which an amendment to the bylaws is voted authorizing an increase in the number of directors.

A3. If any director tenders a resignation to the Board of Directors, the Executive Committee may, by consensus, appoint a successor to take office at such time as the resignation shall become effective.

A4. No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his or her two-year term of office.

**Section 5: Place of meeting** – All meetings of the Board of Directors shall be held within the Chester/Lake Almanor area. Board members will be properly notified of the meeting place.

**Section 6: Organizational Meeting** – In July, the Board of Directors shall hold a meeting for the purpose of the election of officers and the transaction of the regular monthly business of the Chamber.

**Section 7: Regular Meetings** – Regular meetings of the Board of Directors are to be held monthly at a time to be designated by the members of the Board of Directors.

A1. The last item of business before the adjournment of any meeting of the Board of Directors will be to set the time, date and place of the next meeting.

A2. Notices and agendas for all regular meetings shall be prepared and distributed to the members of the board no later than 3 days prior to a meeting.

**Section 8: Other Meetings** – Other meetings of the Board of Directors, for any purpose(s) may be called by the President/Co-Chairs

A1. If the President/Co-Chairs is/are absent, unable to, or refuses to call such a meeting, the Vice President may call such a meeting.

A2. Other meetings may be called by any two members of the Board of Directors should the Vice President be unable or unwilling to call such a meeting.

A3. Notice of such other meeting shall be delivered to the directors stating time, place, and purpose of the meeting in accordance with the notice requirements of the bylaws.

**Section 9: Quorum** – 50% plus 1 of the Board of Directors, as fixed by the By-Laws, shall be necessary to constitute a quorum for the transaction of business, except to adjourn the meeting.

A1. Every act of decision of the board made by a 50% plus 1 quorum of the directors shall be regarded as an official act of the Chamber.

## **ARTICLE XI**

### **REMOVAL OF OFFICERS OR BOARD MEMBERS**

**Section 1: Elected Officers and Directors** – An elected officer or a member of the Board of Directors can be removed from office with or without cause, by a two-thirds majority vote of the total membership of the Board of Directors.

**Section 2: Failure to Attend Meetings** – An officer or member of the Board of Directors automatically relinquishes his or her seat by failing to attend three consecutive meetings without notifying the President/Co-Chairs or Vice President in advance of the reason for such absence.

**Section 3: Vacancies Due to Relinquished Seat** – Such vacant seats on the Board of Directors shall be filled by action of the Executive Committee who shall make a temporary appointment of an eligible and consenting member of the Chamber to the vacated seat.

**Section 4: Vacancies Due to Removal of Officer** – In the event of a vacancy in the office of the President/Co-Chairs, the Vice President shall succeed to the office of President/Co-Chairs and shall serve out the unexpired term.

**Section 5: Vacancies Due to Removal of Director** – When officer positions, other than the Presidency/Co-Chairs, are vacated during a term, such vacancies shall be filled by a vote of 50% plus 1 of the directors present. The candidate must be an eligible and consenting member from the Chamber general membership.

**Section 6: Election after Temporary Appointments** – At the next annual meeting of the general membership, an election shall be held for purposes of filling the positions held by the appointees. Board members thus elected during that annual meeting shall hold office for full two-year as specific in these bylaws.

## **ARTICLE XII**

### **PARLIAMENTARIAN**

**Section 1: Purpose and Authority** – The purpose of the appointed position is to assist the President/Co-Chairs and Secretary in ensuring that all meetings are conducted in accordance with the bylaws of the organization and Robert’s Rules of Order.

A1. The Chamber member holding the appointed position of Parliamentarian is not a seated director or officer and shall have no voting privileges except as a Chamber member during any vote put before the general membership.

**Section 2: Responsibilities** – The Parliamentarian shall have the responsibility for reviewing and updating governing documents of the Chamber that include, but are not limited to:

A1. Conducting an annual review of the bylaws and other governing documents of the organization.

A2. Submitting to the Executive Committee, any recommendations for change to any governing document of the Chamber and moving forward with any approved recommendations.

A3. The Parliamentarian shall be responsible for completing such amendments in accordance with the bylaw timelines for vote by the board of directors and/or general membership.

### **Section 3: Additional Responsibilities**

A1. The Parliamentarian shall chair the Legislative Committee.

A2. The Parliamentarian shall work with the Nominating Committee in the preparation of ballots, the vote count, and the published results.

## **ARTICLE XIII**

### **COMMITTEES**

**Section 1: Standing Committees** – Committees and sub-committees that are recognized and operated by the Chamber include, but are not limited to:

A1. Audit Committee

A2. Budget Committee

A3. Executive Committee

A4. Legislative Committee

- a. Bylaws
- b. Personnel manual
- c. Policy and ethics manual

A5. Member Services Committee

A6. Nominating Committee

A7. Research and Development Committee

**Section 2: Composition of Committees, Chairs and Terms of Appointment** – The President shall be an ex-officio member of all standing committees

A1. The Audit Committee shall be composed of at least three independent members from the general membership.

- a. Committee members shall be appointed from a slate of nominees during the annual organizational meeting.
- b. Committee members shall serve a one-year term effective the date of the annual organizational meeting of the current year and ending such appointments on the date of the next year's organizational meeting.
- c. One of the three independent members from the general membership shall chair the Audit Committee.
- d. Members of the Audit Committee are not seated directors or officers and shall have no voting privileges except as members of the Chamber during any vote put before the general membership.

B1. The Budget Committee shall be composed of the President/Co-Chairs, Vice President, and Treasurer and up to three appointed members from the general membership.

- a. Committee members from the general membership shall be appointed from a slate of nominees during the annual organizational meeting.
- b. Committee members shall serve a one-year term effective the date of the annual organization meeting of the current year and ending such appointments on the date of the next year's organizational meeting.
- c. The Treasurer shall chair the Budget Committee.

C1. The Executive Committee is composed of the President/Co-Chairs, Vice President, Secretary, Treasurer and Immediate Past President.

- a. The President/Co-Chairs shall chair the Executive Committee

D1. The Legislative Committee is composed of the President/Co-Chairs, Secretary, Parliamentarian and one Chamber employee.

- a. Legislative Committee members shall act as volunteers and do not require a formal appointment.
- b. The Parliamentarian shall chair the Legislative Committee.

E1. The Member Services Committee may be composed of any number of officers, directors, Chamber employees and volunteers from the general membership

- a. Membership Committee members shall act as volunteers and do not require a formal appointment.
- b. Any director may chair the Membership Committee.

F1. The Nominating Committee is composed of two members from the general membership and one director

- a. The two members from the general membership shall be elected from a slate of nominees at the annual meeting.
- b. The director member of the Nominating Committee shall be appointed during the organizational meeting.
- c. One of the two elected members from the general membership shall chair the Nominating Committee.
- d. Members elected to the Nominating Committee shall serve a term beginning effective the date of the annual meeting of the current year and ending on the date of the annual meeting of the next year.
- e. Members of the Nominating Committee are not seated directors or officers and shall have no voting privileges except as members of the Chamber during any vote put before the general membership.
- f. No member of the Nominating Committee may serve two consecutive terms.
- g. In the event that a position on the Nominating Committee is vacated, the Board of Directors shall appoint a qualified Chamber member to fill the seat for the remainder of the unexpired term.

G1. The Research and Development Committee may be composed of any number of officers, directors and volunteers from the general membership.

- a. Each of the subcommittees shall be chaired by a director
- b. There is no term limit for serving on any sub-committee.
- c. Any director may chair a sub-committee.

### **Section 3: Committee Responsibilities and Authority Limits**

#### **A1. Audit Committee**

- a. The Audit Committee shall keep itself informed of the financial affairs of the Chamber and shall make reports to the Board of Directors at the first regular meeting of each new quarter(October, January, March) of the current fiscal year and shall provide a closing report at the organizational meeting in July of the new fiscal year.
- b. Reports presented at such meetings may be a verbal summary of the submitted written report.
- c. The Audit Committee shall prepare a written report of findings each quarter that includes any discrepancies or policy recommendation deemed necessary to keep the Chamber in financial balance.
- d. Such written reports shall be provided to the President a minimum of ten (10) days in advance of the meetings for dissemination to the board of directors.
- e. Any such written reports shall be maintained on file in the annual historical binder.
- f. The Audit Committee is empowered to order an audit of the Chamber financial records whenever members of the committee agree that such an audit will serve in the best interests of the Chamber.

## B1. Budget Committee

- a. The Budget Committee may convene at any time but specifically no later than March of each year for the purposes of preparing the draft budget for the next fiscal year.
- b. The chair of the Budget Committee shall provide a draft budget updated at each Executive Committee meeting.
- c. The chair of the Budget Committee shall make available written copies of the proposed draft budget to the general membership at the annual meeting and invite comment for a period of 15 days following the annual meeting.
- d. Comments from the general membership shall be prepared in written form and added to the agenda for the Executive Committee meeting for discussion and possible change to the proposed draft budget.
- e. The final draft budget, with any changes incorporated, shall be disseminated to the board of directors for review a minimum of three days before the regular meeting in June.
- f. The vote to approve the budget for the new fiscal year shall occur during the June meeting.
- g. The Budget Committee shall review and make recommendations for Board of Director review and vote on all leases, contracts and other substantial obligations to the Chamber.
  - 1. Exceptions to this policy may be granted by Board of Director vote, to Executive Committee action, in specific areas of low cost office operational needs such as changing of internet service on in the case of other accepted utility providers.
- h. The new fiscal year budget shall be approved and in effect on July 1.

C1. Executive Committee – The purpose of the Executive Committee is to serve on behalf of the Board of Directors during periods between meetings of the board and to carry out day-to-day the routine operational affairs of the Chamber.

- a. The President of the Chamber serves as chair of the Executive Committee
- b. The Vice President shall assume the chair in the event of absence, resignation or removal of the President
- c. The Secretary shall record the proceedings of the Executive Committee and maintain a chronological record of such proceedings in an annual history binder in the primary office of the Chamber.
- d. The members of the Executive Committee shall each have responsibility to coordinate the work of the several standing committees of the Chamber.
- e. The Executive Committee shall meet at designated times when called into session by the chair for the purposes of preparing agendas and such other items as recommendations for vote by the board of directors or general membership at specified meetings. Such agendas shall be in the form of consent agendas when submitted to the board.
- f. The Executive Committee shall be in accordance with the provisions of these bylaws and within the framework of policy as approved by the board of directors.

- g. The Executive Committee is authorized to report its concerns and recommendations on personnel matters to the Board of Directors in closed session meetings set for that purpose alone.
- h. The Executive Committee, upon approval of the Board of Directors, is authorized to approve or reject requests for purchase orders, approve the payment of bills and approve the withdrawal of funds from the Chamber bank account(s) for the purpose of funding the approved and routine operational work of the Chamber office.
- i. Such approvals are not to exceed one thousand dollars. All transactions in excess of one thousand dollars must have the approval of the Board of Directors.

D1. Legislative Committee – The Legislative Committee shall review the bylaws and other policy documents of the Chamber each year and make recommendations for change in accordance with the bylaws.

E1. Member Services Committee – The sole purpose of the Member Services Committee is to complement commerce within the Chamber service area and to increase the overall general membership.

- a. Activities may include, but are not limited to, the development of a brochure, monthly newsletter, updating website, organization of social mixers and ribbon cutting ceremonies.

F1. Nominating Committee – The purpose of the Nominating Committee is to present to the general membership, prior to the annual meeting each year, a slate of nominees for the position of director and two members of the Nominating Committee.

- a. In the event of an officer or director vacancy, the Nominating Committee shall have the responsibility to provide the Executive Committee with a slate of eligible and consenting nominees for presentation to the board of directors for vote.
- b. The chairperson of the Nominating Committee shall be elected by the members of the committee during their first meeting.
- c. A quorum for action of the Nominating Committee shall be a simple majority of the committee members.

G1. Research and Development Committee – This committee has the purpose of creating sustainability for the Chamber and general members of its service area through a long range planning process. Areas of potential development include, but are not limited to the sub-committees of:

- a. Areas of Commerce
- b. Main Street Development
- c. Tourism Development
- d. Three year goals and objectives plan



## **ARTICLE XIV**

### **VOTING**

**Section 1: Member and Proxy Votes** – Each member shall be entitled to one vote when present in person and part of a quorum. No proxy votes are approved.

**Section 2: Member Voting Limits** – Only one member from any business or organization is entitled to vote.

**Section 3: Voting by Ballot** – Ballot measures, with the exception of a vote to adjourn, can be acted upon only when a quorum is present as specified in these bylaws.

## **ARTICLE XV**

### **QUORUM**

**Section 1: General Membership Business** – For the conduct of business by the members at any meeting of the general membership a quorum shall be 50% plus 1 of the paid members being present and voting.

**Section 2: Multiple Presentation, Count for Quorum** – Only one representative from a member business or organization shall be counted to determine presence of the quorum.

**Section 3: Directors, Conducting Business** – A quorum for the conducting of business by the board of directors, shall be 50% plus 1 of the directors present.

**Section 4: Quorum for General Elections** – 50% plus 1 of the general membership shall be required to elect directors to the board and members to the Nominating Committee.

**Section 5: Quorum for Contract Signature** – 50% plus 1 of all directors shall be required for passage of motions to expend Chamber funds and approve contracts, leases and any other form of agreement.

**Section 6: Officer or Board Member Removal** – An elected officer or a member of the board can be removed from office with or without cause by a two-thirds majority vote of the total membership of the board of directors.

**Section 7: Quorum for By-Law Amendment** – 50% plus 1 of the general membership present and voting is required to amend the bylaws

## **ARTICLE XVI**

### **MISCELLANEOUS**

**Section 1: Budget Expenditures** – All members of the Board of Directors and their appointed representatives, are required to work within the confines of the approved annual budget.

A1. No director, officer or chairperson member of any committee is authorized to expend funds beyond what has been budgeted for any category, activity or Chamber sponsored event.

A2. Any increases, decreases or other changes to any line item in the approved annual budget requires a two-thirds vote of the Board of Directors for such change.

A3. No officer, director or committee chairperson may individually over expend, contract, lease, obligate or otherwise create any form of Chamber deficit or indebtedness.

**Section 2: Fiscal Year** – The fiscal year shall be from July 1 through June 30

**Section 3: Money Deposits** – All funds of the Chamber shall be deposited to the credit of the Chamber under such conditions and in such banks or savings institutions as shall be designated by the Board of Directors.

**Section 4: Signature Authority** – Approvals for signatures on contracts, checks, orders of payment, purchase orders, deposits and withdrawals of Chamber monies and access to securities of the Chamber shall be designated by resolution by the Board of Directors during the June meeting of each year when the annual budget is approved or upon removal off any officer or director with previous signature authority. Signature authority listed on such resolution shall be limited to the Treasurer, President/Co-Chairs, and Vice President and up to two directors.

## **ARTICLE XVII**

### **AMENDMENTS TO THE BYLAWS**

**Section 1:** The bylaws may be amended by a majority of the general membership who are present and voting at any meeting of the general membership, provided that a quorum is present.

**Section 2:** Any motion to amend these bylaws must be followed by a written notice to the members explaining the proposed amendment and received by the members not less than five days prior to the date set for voting.