

Lake Almanor Area Chamber of Commerce

BYLAWS



Proposed Revision: May 19, 2026

Revised: February 6, 2025

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 may relocate the principal office within the Lake Almanor Basin service area by majority vote.

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

PURPOSE

The Chamber is organized as a nonprofit mutual benefit corporation under the laws of the State of California and operated as a business league under Section 501(c)(6) of the Internal Revenue Code.

The 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

MEMBERSHIP

A1. Membership in the Chamber shall be open to any individual, business, corporation, or organizations that support the Chamber's purpose.

A2. Members must be current in dues to vote or hold office. One vote per membership.

A3. Membership shall

- a. Elect Directors
- b. Elect two members to the Nominating Committee
- c. Approve bylaw amendments
- d. Approve changes to annual membership dues

ARTICLE V

DUES

Chamber Dues shall cover a one-year membership period, running from July 1 through June 30. Dues for new members joining after July 30 will be prorated on a monthly basis.

ARTICLE VI

MEETINGS OF THE GENERAL MEMBERSHIP

A1. Annual Meeting: The annual meeting of the general membership shall be held in May on a date, at a time, and in a place determined by the Board of Directors. Notice of meeting shall be provided to membership at least ten days prior. The purpose of the annual meeting is:

- a. Election of board members,
- b. Elect two members to the Nominating Committee,
- c. Approve any amended bylaws

A2 Special Meetings: Special meetings of the general membership, which may include voting items, may be called at any time by the President. Notice for these meetings must be given in the same manner as for the annual meeting and must specify the place, day, hour, and the general nature and purpose of the meeting.

A3 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 shall conduct the regular business of the Chamber at such meetings.

A4 Organizational Meeting: This meeting is held in the place of the regular meeting in August 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.

A5. 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.

A6. Quorum – For the conduct of business by the members at any meeting of the membership a quorum shall be 30% of the paid members being present or virtual attendance and voting.

A7. Rules of Order - Meetings of the Board of Directors and the general membership shall be conducted in accordance with the most recent version of Robert's Rules of Order.

ARTICLE VII

BOARD OF DIRECTORS

Section 1: Powers of Directors – Subject to the Articles of Incorporation, these 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:

A1. To appoint and remove officers, employees, agents, and contractors of the Chamber; to prescribe their duties and responsibilities consistent with applicable law, the Articles of Incorporation, and these bylaws; to fix compensation as appropriate; and to require assurance of faithful performance of duties when deemed necessary.

A2. To conduct, control, and manage the affairs and business of the Chamber and to adopt rules, regulations, policies, and procedures consistent with applicable law, the Articles of Incorporation, and these bylaws.

A3. To change the principal office of the Chamber from one location to another within the Lake Almanor Basin service area and to designate locations within the Chamber service area for meetings and other official functions.

A4. To approve memberships for individuals, businesses, corporations, partnerships, and organizations eligible for membership in accordance with Article IV and V of these bylaws.

A5. To borrow money and incur indebtedness on behalf of the Chamber and to authorize the execution and delivery of promissory notes, contracts, bonds, deeds of trust, mortgages, pledges, or other evidences of indebtedness consistent with Board-approved policies and applicable law.

A6. To authorize the execution of contracts, agreements, leases, and other instruments necessary for the operation and activities of the Chamber, including the provision of goods, services, facilities, and equipment.

A7. To appoint the Executive Committee and delegate to it such authority as permitted under these bylaws and applicable law, provided that all actions of the Executive Committee remain subject to review and oversight by the Board of Directors.

Section 2: Number of Directors – The Board of Directors shall consist of no fewer than five (5) and no more than fifteen (15) directors.

Section 3: Terms of Office - Members of the Board of Directors shall serve an initial term of two (2) years and may be reelected to one additional term of three (3) years, for a maximum of five (5) consecutive years of service. Board terms shall run from July 1 through June 30. Following a break in service of at least one (1) year, an individual may again be eligible to serve on the Board of Directors.

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 August, 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.

A1. If the President is 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 – majority (50% plus1) of the Board of Directors, as fixed by the bylaws, 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 majority (50% plus1) quorum of the directors shall be regarded as an official act of the Chamber.

ARTICLE VIII

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 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 meetings without notifying the President or Vice President in advance of the reason for such absence or a total of 5 meetings.

Section 3; Vacancies Due to Relinquished or Removal of a Director– The candidate must be an eligible and consenting member from the Chamber membership. Other 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 membership to the vacated seat. At the next annual meeting of the 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 IX

OFFICERS

Section 1: Officer Positions – There shall be five elected officers among the seated Board of Directors representing the Chamber. They shall be the President, Vice President, Secretary, Treasurer and Director at Large. The immediate Past President may serve as an advisory member of the Executive Committee.

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

Section 3: Terms of Office – Elected officers shall serve through June 30 of their term year. No individual may serve more than two consecutive terms in the same office position.

Section 4: Officer Vacancies and Succession – In the event of a vacancy in the office of the President the Vice President shall succeed to the office of President and shall serve out the unexpired term. When officer positions, other than the Presidency, are vacated during a term, such vacancies shall be filled by a vote of the Executive Committee. The candidate must be an eligible and consenting member of the Chamber membership or a current member of the Board of Directors. The appointed officer shall serve the remainder of the unexpired term, and such service shall not count toward the two-consecutive-term limit for that office.

ARTICLE X

DUTIES OF THE OFFICERS

Section 1: The President – The President shall be the Chief Executive Officer of the Chamber and shall preside over all general membership meetings and meetings of the Board of Directors.

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

A2. The President shall serve as the chairperson of the Executive Committee.

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

A4. The President shall be the direct supervisor of all 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 shall be responsible for the preparation of any recommended wage increases or other wage proposals. Such proposals shall be submitted to the Executive Committee for review before coming to the Board of Directors for a vote.

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

A6. The President 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, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of the President and be subject to the same restrictions. The Vice-President shall also have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors or these 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 membership, with the time and place of the meetings, whether other or special, in an annual historical binder at the principal office or in digital storage of the Chamber.

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

- 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 level of membership and the date of every membership cancellation and reason(s) for such.

A2. The Secretary shall keep, or cause to be kept, the results of elections of all directors, officers and appointments to fill vacancies among those officers and directors in an annual historical binder at the principal office or in digital storage of the Chamber.

- 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 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 adequate and correct accounts of the properties and business transactions of the Chamber in an annual historical binder at the principal office or in digital storage of the Chamber.

A1. The books of accounts shall be open for inspection at all reasonable times by any Director or member of the membership.

A2. The Treasurer shall ensure deposits that all monies and other such valuables of the Chamber are deposited in the name and to the credit of the Chamber in financial institutions designated by the Board of Directors.

A3. The Treasurer shall ensure that the funds of the Chamber are disbursed as authorized by the Board of Directors.

A4. The Treasurer shall provide the Board of Directors with a monthly accounting of all financial transactions at each regular meeting. The Treasurer shall present a verbal and written financial report to the Board of Directors for approval of a profit and loss statement, balance sheet, and a year-to-date budget report.

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

- a. A draft budget for the upcoming fiscal year is prepared and presented at the annual general membership meeting.
- b. Any corrections or recommendations made during the annual general membership meeting shall be incorporated into a revised draft and presented to the Board of Directors for approval at the June meeting.
- c. The approved budget shall take effect on July 1 of each fiscal year.

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

A7. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors and as provided in these bylaws.

ARTICLE XI

PARLIAMENTARIAN

Section 1: Purpose and Authority – The purpose of the appointed position is to assist the President 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 XII

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

A5. Membership 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 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 July 1 - June 30.
- c. One of the three independent members from the 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 membership.

A2. The Budget Committee shall be composed of the President , Vice President, and Treasurer and up to three appointed members from the membership.

- a. Committee members from the membership shall be appointed from a slate of nominees during the annual organizational meeting.
- b. Committee members shall serve a one-year term effective July 1 - June 30.
- c. The Treasurer shall chair the Budget Committee.

A3. The Executive Committee is composed of the President , Vice President, Secretary, Treasurer and Director at Large.

- a. The President shall chair the Executive Committee

A4. The Legislative Committee is composed of the President , Secretary, Parliamentarian and one member of the Chamber membership.

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

A5. The Membership Committee may be composed of any number of officers, directors, and volunteers from the membership

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

A6. The Nominating Committee is composed of two members from the membership and one director.

- a. The two members from the 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 in August.
- c. One of the two elected members from the membership shall chair the Nominating Committee.
- d. Members elected to the Nominating Committee shall serve a term beginning July 1 - June 30.

- 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 vacant for any reason, the Board of Directors shall appoint a Chamber member to fill the seat for the remainder of the unexpired term.

A7. The Research and Development Committee may be composed of any number of officers, directors and volunteers from the membership.

- a. Committee members shall act as volunteers and do not require a formal appointment.
- b. Any director may chair the 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 August.
- 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 and/or in digital storage of the Chamber.
- 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.

A2. 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 membership at the annual meeting and invite comment for a period of 10 days following the annual meeting.
- d. Comments from the 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.

A3. 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 or on digital storage 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 be in accordance with the provisions of these bylaws and within the framework of policy as approved by the board of directors.
- f. 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.
- g. The Executive Committee is authorized to approve or reject routine operational expenditures and administrative requests consistent with the approved budget .

A4. Legislative Committee – The Legislative Committee shall review the bylaws and other policy documents including, but not limited to, bylaws, personnel manuals, policies, procedures, and code of ethics of the Chamber each year and make recommendations for change in accordance with the bylaws.

A5. Membership Committee – The sole purpose of this Committee is to complement commerce within the Chamber service area and to increase the overall general membership.

A6. Nominating Committee – The purpose of the Nominating Committee is to present to the 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.

A7. Research and Development Committee – This committee has the purpose of creating sustainability for the Lake Almanor Area community through a long range planning process.

ARTICLE XIII

VOTING

Section 1: Member and Proxy Votes – Each member shall be entitled to one vote when present in person or virtually 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 XIV

QUORUM

Section 1: General Membership Business – For the conduct of business by the members at any meeting of the membership a quorum shall be 30% of the paid members being present or virtual attendance 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 majority (50% plus1) of the directors present in person or virtually..

Section 4: Quorum for General Elections – 30% of the membership shall be required to elect directors to the board and members to the Nominating Committee.

Section 5: Quorum for Contract Signature – Majority (50% plus1) 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 board of directors.

Section 7: Quorum for By-Law Amendment – 30% of the general membership present in person or virtually and voting is required to amend the bylaws.

ARTICLE XV

AMENDMENTS TO THE BYLAWS

Section 1: 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 ten days prior to the date set for voting.

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