

By-Laws

ARTICLE I: GENERAL

Section 1. NAME and ADDRESS. This organization is incorporated under the laws of the state of California and shall be known as the Orangevale Chamber of Commerce. The organization shall be referenced as the "Chamber" hereafter. The official mailing address of the Chamber shall be 9267 Greenback Lane, Suite B-91, Orangevale, CA 95662-4864, unless changed by vote of the Board of Directors.

Section 2. MISSION and GOALS. The mission of the Orangevale Chamber of Commerce is to promote responsible business development and growth in the overall best interest of the Orangevale area through services and representation of the business community.

This will be accomplished by:

- a). Building a strong, diverse representative constituency of business persons into the Chamber membership.
- b). By promoting the business development in the community, which shall be performed at the discretion of the Board of Directors.
- c). Providing services to the Chamber membership, this shall be performed at the discretion of the Board of Directors.
- d). Developing and reviewing the Chamber goals by a committee appointed by the President to evaluate the past year and make recommendations for the ensuing year.
- e). Promoting and supporting businesses in the Orangevale area.
- f). Advocating and providing resources to our community.
- g). Forming cooperative relationships with Sacramento county and state governments as well as the local civic and service organizations.
- h). Promoting the benefits of networking and of interactive activities associated with Chamber membership.
- i). Promoting family-oriented commerce, events and activities to local residents and surrounding communities.

ARTICLE II: MEMBERSHIP

Section 1. ELIGIBILITY. The Orangevale Chamber of Commerce shall be composed of active members and honorary members. Individuals interested in commercial industrial, agricultural, professional, and civic progress of the Orangevale area shall be eligible for membership.

Section 2. APPLICATION for MEMBERSHIP. Application for membership shall be in writing, on forms provided by the Chamber for that purpose and signed by the applicant or the applicant's designee. All applications will be subject to approval by the Board of Directors. Any approved applicant shall become a member upon payment of the specified annual dues.

Section 3. MEMBERSHIP DUES. The Board of Directors shall have the authority to set the schedule of the annual investment for membership dues. Each member shall pay annual dues, according to the current dues schedule, to be used toward the maintenance of the Chamber as established and approved by the Board of Directors. New members and renewing members shall pay dues prior to one calendar year anniversary of joining or be subject to dismissal.

Section 4. TYPES of MEMBERSHIPS.

- a). BUSINESS MEMBERS. Business members shall be legally established business, individual

(self-employed), corporations, or partnerships who are (1) actively engaged in conducting business enterprise in the Orangevale Chamber of Commerce primary service area, the periphery area, or any other area whose interests shall be enhanced by membership in our local Chamber, (2) who are interested in the goals and objectives of the Orangevale Chamber of Commerce, (3) who will agree to abide by the by-laws, and (4) have paid all current dues for the year in which they desire to be listed as members. These shall be deemed business members with full rights and privileges, including the right of their representative to vote and hold office in the Chamber and serve as a director, if so elected.

b). ASSOCIATE MEMBERS. There are (2) two types of Associate Members and each may be considered separately when setting dues. Associate Members shall be deemed members with full rights and privileges including the right to serve as a director or officer. They shall be entitled to serve and vote within appointed committees.

1). SERVICE ORGANIZATIONS: Non-profit associations, clubs, churches, or societies who are not directly engaged in a business enterprise of any nature who are individually or collectively interested in working with the Chamber of Commerce, and its purposes.

2). INDIVIDUAL ASSOCIATE: Those individuals who are not engaged in business, but desire to dedicate some of their energies toward the betterment of the Chamber of Commerce and surrounding area.

c). HONORARY MEMBERSHIP. A person may be given a complimentary honorary membership in the Chamber as a reward for public distinction and meritorious service to the Chamber by 2/3 vote of full Board. Honorary members shall have all the privileges of regular members and shall be exempt from payment of dues during the period of their Honorary membership.

Section 5. VOTING.

a). Every member in good standing shall be allowed one vote during elections of officers and directors. A member shall be defined under Section 4.

b). Other voting that takes place at the meetings of the Chamber shall be by a show of hands of the persons assembled at the meeting.

Section 6. TERMINATION.

a). Any member may resign from the Chamber upon written notice to the Board of Directors. In the event said member should want to re-enroll the decision shall be at the discretion of the Board of Directors.

b). Any member may be terminated from the Chamber if dues are (30) thirty days delinquent. Said delinquent member shall be notified of his delinquency, in writing, at the end of the (60) sixty days.

c). Any member shall be dropped from membership by the Board of Directors by a two-thirds (2/3) vote for non payment of dues after ninety (90) days from the due date unless otherwise extended for good cause.

d). The Board of Directors shall confer or revoke an honorary membership by a 2/3 vote of full board.

ARTICLE III: GENERAL MEETINGS.

This section pertains to General Membership meeting only and does not apply to meetings of the Executive Committee or the Board of Directors.

Section 1. ANNUAL MEMBERSHIP MEETING. The annual meeting of the corporation, in Saturday of February of each year. 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. The

annual meeting shall be a dinner meeting unless decided differently by a majority vote of the Board of Directors.

Section 2. ADDITIONAL GENERAL MEETINGS. Special meeting of the Chamber may be called whenever the Board of Directors deems it desirable. A special meeting shall also be called upon request of the President or upon the request of at least three members if the Board of Directors, or upon written petition of at least 10% of the members in good standing. The time and the place of such special meetings shall be fixed by the Board of Directors no later than thirty (30) days after receipt of such petition.

- a). At all special meetings called for a specific purpose, only such business as the meeting was called to consider shall be discussed and acted upon.
- b). A Chairperson may call committee meeting at any time.
- c). The Board of Directors as deemed shall set general membership meetings necessary.
- d). A resolution offered at an meeting must be in writing, copies of which shall be provided to the Executive Committee prior to the meeting. No member shall read or offer for action any communication or resolution without first making a general statement of subject matter thereof.

Section 4. QUORUM.

- a). At any duly called general meeting of the Chamber, ten (10) percent of members in good standing shall constitute a quorum.
- b). At committee meetings, a majority shall constitute a quorum.

Section 5. NOTICES and AGENDAS. Written notice of all general meetings of the Chamber shall be mailed, emailed, or faxed to each member at least five (5) days in advance of the meeting. Such notice shall indicate an outline for the agenda of the meeting. If the meeting is for the purpose of networking, a statement of that fact shall be considered sufficient.

Section 6. PROXIES. Every member entitled to a vote shall have the right to do so either in person or by an agent member authorized to do so in writing. Such proxy to be valid only at the meeting designed thereon and said proxy to be surrendered to the Secretary at the meeting. This section does not apply to the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. BOARD COMPOSITION and TERM of OFFICE.

- a). The Board of Directors shall be composed of Chamber members in good standing, representing a wide variety of expertise and a fair representation of the general membership.
- b). The Board of Directors shall be composed of seven (7) members. Terms of the elected members of the board shall be for three years, commencing July 1st each year. Board members of the board shall serve until their successors have been elected. The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. The Board shall engage the services of such individuals as are necessary to carry out these responsibilities.

Section 2. RESPONSIBILITIES of the BOARD.

- a). To authorize the program of work and provide general direction for the Chamber.
- b). To ensure that actions and decision are consistent with mission and goal statements. Members shall demonstrate an understanding of, and actively seek to implement the mission and goals of the Chamber.
- c). To ensure that committees are in place and actively functioning to accomplish the mission and

goals of the Chamber.

- d). To provide general fiscal oversight of the Chamber on not less than an annual basis.
- e). To establish a general budget and methods of raising income to insure responsible leadership and to promote the general welfare of the chamber.
- f). To understand the Chamber's budget, budget process and financial situation.

Section 3. NOMINATIONS/ELECTION COMMITTEE

- a). The Directors shall be nominated for election by the Nomination/Election Committee, elected by the Board of Directors, at least sixty (60) days prior to the end of the fiscal year, consisting of two (2) Board members and three (3) other members of the Chamber. The committee shall elect its own Chairperson. The committee shall nominate at least as many candidates as are to be elected, all of whom shall have expressed their willingness to serve and are eligible votes.
- b). Any Chamber member in good standing is eligible to be nominated, but all nominees must agree in advance to serve if elected.

Section 4. ELECTION. Election of all Board Members must be voted on by a majority of a full board.

Section 5. TERMS for ELECTED OFFICERS AND DIRECTORS. The elected Officers -- President, Vice President, Secretary, and Treasurer shall be for the term of one year. The Directors shall be elected to a term of one year with a maximum of two consecutive years.

Section 6. DUTIES OF OFFICERS.

- a). **PRESIDENT.** The President shall attend all meetings of the General Membership, the Board of Directors. The President shall be the Chief Executive officer of the corporation and shall preside over all meetings of the membership and the Board of Directors. The president shall perform such duties and exercise such powers as are necessary or incidental to the supervision and management of the business and affairs of the Chamber. The President and one other officer shall sign all contracts, mortgages, deeds, bonds, or other instruments requiring officer's signatures, subject to the Board approval. In the absence of the President, the Vice President shall assume the duties of the President. The President shall have other duties as assigned or directed by the membership or the Board of Directors. The President shall be an ex-officio member of all committees. Term of office is one year with a maximum of two consecutive years.
- b). **VICE PRESIDENT.** The Vice President shall attend all meetings of the General Membership, the Board of Directors, exercising general duties. In the absence of the President, the Vice President shall assume the duties of the President. The Vice President shall have other duties as assigned or directed by the President or the Board of Directors, and may hold a dual position as a committee representative if so elected or assigned by the committee or the Board of Directors. The duties of the Vice President shall be such as its title by general usage would indicate, and such as required by law, as well as those that may be assigned by the Board of Directors and will also have jurisdiction of all division and committees pertaining to the general duties. Term of office is one year with a maximum of two consecutive years.
- c). **TREASURER.** The Treasurer shall be the Chief Financial Officer of the Chamber and shall attend all meetings of the General Membership, the Board of Directors. The Treasurer shall oversee and insure that accurate records of all financial transactions of the corporation, both income and expenses. The Treasurer shall have the power to endorse all deposits.
 - 1). Checks are to be signed by the Treasurer and the President, or in the absence of either or both, by any two (2) members of the Board on behalf of the Chamber.
 - 2). The Treasurer shall prepare a monthly report on the status of the funds.
 - 3). The Treasurer shall complete an annual budget for presentation to the Board of Directors each end of the fiscal year. The Treasurer shall perform such other duties as directed by the Board of Directors, or the President. Term of office shall be one year with a maximum of two consecutive years.

d). **SECRETARY.** The Secretary shall attend all meetings of the General Membership, the Board of Directors and shall record the proceeds of those meetings to be preserved by the Chamber. The Secretary shall work with the President and shall prepare meeting agendas for the Board of Directors meetings. The Secretary shall post notice of meetings of the membership and meeting of the Board of Directors. The Secretary will work with the Board of Directors to preserve and maintain a permanent record of all Chamber meetings. The Secretary shall cause to be maintained a policy manual regarding the salaried personnel of the Chamber. The Secretary shall perform other duties prescribed by the Board of Directors or the President. The term of office shall be one year with a maximum of two consecutive years.

Section 7. BOARD MEETINGS. The Board of Directors shall meet monthly, at a designated time and place. Such meetings shall be open to all members in good standing and their invited guests unless specified as a closed meeting ahead of time. Special meetings of the Board may be called as needed by the President or requested by three (3) Board members or petitioned notifications to all Board members at least 24 hours before the meeting.

Section 8. QUORUM. At any duly called meeting of the Board of Directors, a majority of duly seated Board Members shall constitute a quorum.

Section 9. VOTING AT BOARD MEETINGS. Only duly seated Board Members shall vote on actions at the Board meetings. Visiting Chamber Members, Honorary Chamber members, and employed staff people will not have a vote during Board meetings.

Section 10. REMOVAL/REPLACEMENT OF DIRECTORS. It shall be difficult, but not impossible to remove and replace members from the Board of Directors. This safeguard is to ensure that a minimum number of Board members remain inactive, that no one individual or faction dominates the Board and that no significant sector of the general membership remains unrepresented on the Board.

a). Any Board member who misses three (3) consecutive Board meetings may be subject to removal from the Board. Such removal will require prior notification of all Board members at least five (5) days before the meeting where the vote will take place. Then the action will require approval by 2/3 majority of the full Board.

b). The Board of Directors may also remove any Board member who is determined, by a 2/3 majority of the full Board, to be unqualified, uncooperative, or unproductive. Such removal will require prior notification of all Board members at least five (5) days before the meeting where the vote will take place. Then the action will require approval by 2/3 majority of the Board.

c). In cases of death, resignation, removal or disability of any of the officers or directors, it shall be the duty of the President to appoint a replacement for the vacated seat, subject to the approval of the Board of Directors to fill such vacancy for the remainder of the term. Said approval shall require a 2/3 majority of a quorum of the full Board of Directors.

Section 11. INDEMNIFICATION. Each office, employee, or member of a committee of the Chamber, past or present, and each person who serves or may have served at the request of the Chamber as an office, employee, representative or agent of the Chamber, and their respective heirs, administrators and executors of which persons shall be indemnified by the Chamber, or its assigns, in accordance with applicable state laws. The Chamber shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by the resolution of the Board of Directors of the Chamber. The Chamber shall have the power to advance to such persons expenses incurred in defending any such proceeding to the maximum extent of the law. This section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this section by way of assignment, subrogation, or otherwise whether voluntarily, or by operation of law. The Corporation shall have the right to purchase and maintain on behalf

of its officers, directors, employees, and other agents of the corporation insurance against any liability asserted against or incurred by an officer, director, employee or director's employees of agents status as such.

ARTICLE V: COMMITTEES

Section 1. GENERAL. The Board will actively recruit committee members who are interested in the committee goals and willing to work toward accomplishing its goals. Each committee working within the Chamber shall be responsible to the Board of Directors and the membership for planning and executing all functions/activities described in this article. The Board of Directors hold final approval rights for any function that is carried out in the name of the Orangevale Chamber of Commerce. Each committee shall review the past year's mission and goals and develop same for the current year and provide meeting schedules to be reported to the Board of Directors annually, as determined by the Board. Committee programs and activities shall be self-funded wherever possible, and each committee shall work with the Treasurer to submit a budget to the Board of Directors for approval. Such committee budget shall be provided at least two weeks prior to the submission of the budget to the Board of Directors. Committees shall make monthly reports to the Board of Directors during the period of planning and execution for the project at hand. Non-event committees shall be prepared to provide a minimum of quarterly reports to the Board of Directors. The Board of Directors may appoint and dissolve Ad Hoc Committees, as needed, to investigate and make reports to the Board on subjects of interested to the Chamber.

The President, with the approval of the Board shall appoint divisions, committees, and their chairpersons for the purpose of advancing the economic, industrial, professional, cultural, and civic welfare of the Chamber membership and the Orangevale area, and may create such other divisions, committees and their chairpersons as will facilitate the work of the organization.

The President and Vice President shall be ex-officio members of the committees (except nominating) and divisions. All committee and division organizations shall be subject to and governed by these laws.

Section 2. COMMITTEE CHAIRPERSONS.

- a). Each committee chairperson whether elected by their committee, or appointed by the membership or by the Board of Directors, shall participate in the budget process for the ensuing year. The committee chairperson shall be responsible for recruiting committee members as deemed necessary to accomplish the goals and the tasks for the committee they represent. The Chairperson shall determine committee member duties and delegate those duties to appropriate personnel.
- b). Chairpersons shall assure that minutes of the meetings shall be kept and presented to the Executive Director for inclusion in the Chamber's Meeting Record file. The Chairperson shall be responsible for providing progress notes and update information for use in the periodic membership letter.
- c). Chairpersons shall present the Board of Directors a full report regarding their budget, the plans for their event and other general information not later than 8 weeks prior to the event. No monies shall be spent except as specifically budgeted in the annual budget for the year of the event. Any additional expenditure must be approved by the Board of Directors at their regularly scheduled monthly meeting, unless the same qualifies under a special meeting called for an express purpose.

Section 3. LIMITATION OF POWERS. No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute and expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Section 4. TESTIMONY. Once a committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson, or in his/her absence, who he designates from the committee as being familiar enough with the issue to give testimony, to or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

ARTICLE VI: PAID OFFICE STAFF/VOLUNTEERS

Section 1. DUTIES AND RESPONSIBILITIES. Staff persons employed in the Chamber office shall work under the supervision of the Board of Directors. They shall carry out the work designated by the Board of Directors and in support of the various Chamber committees.

ARTICLE VII: FINANCES.

Section 1. FUNDS. All money paid to the Chamber shall be placed in a general unless designated by the Board.

Section 2. DISBURSEMENTS. No obligation or expense shall be incurred, and no money shall be appropriated or paid, except with regulations adopted by the Board of Directors. If disbursements shall be, they will be issued by check. Non-budgeted items must be approved by the Board of Directors prior to disbursement.

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

Section 4. BUDGET. At the close of the fiscal year, the Incoming Budget Committee shall have compiled a budget of estimated expenses for the current year and shall have submitted it to the Board of Directors for approval at the regular Board Meeting in July.

Section 5. ANNUAL AUDIT. The Board of Directors shall appoint an Audit- Finance Committee consisting of three (3) members, one of which must not be a board member. None of the members of the committee shall have signature over the funds Corporation. The committee shall audit the books of the Corporation each year and report their findings to the Board of Directors at the regularly scheduled meeting, no later than September 30th. Chamber accounts shall be reviewed annually, as of the close of business at the end of the fiscal year. The review shall at all times be available to members of the organization within the offices of the Chamber. Funds for this review shall be included in the annual budget for the ensuing year.

Section 6. BOND. All Chamber Directors and Staff will be bonded in such amount and in such manner as deemed necessary by the Board of Directors. The Chamber of Commerce shall pay any bond set.

Section 7. BANK. The Board of Directors shall designate a banking institution for checking, savings, and other needs as the Board decides.

ARTICLE VIII: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws 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 non-profit or not-for-profit organizations qualifying under IRS Section 501c, to be selected by the Board.

ARTICLE IX: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures. In the event the Chamber By-Laws are inconsistent with Robert's Rules of Order, our By-Laws shall prevail. In the event of dispute, the Chamber Parliamentary Officer shall have final authority for decision.

ARTICLE X: AMENDMENTS

These bylaws may be amended or altered by a vote of the general membership. Such voting will be conducted by mailed ballots, clearly indicating the changes desired and the reasons for said changes, and specifying a deadline for return of completed ballots no less than fifteen (15) days from the date the ballots are mailed to the membership. A minimum of twenty (20) percent of the members in good standing must return completed ballots to constitute a quorum. A simple majority vote shall carry the motion(s).

ARTICLE XI: ADOPTION OF BYLAWS.

These amended bylaws adopted by the members of the Orangevale Chamber of Commerce at a meeting called for the purpose of August, 18th, 2009. I hereby attest and certify that the foregoing bylaws were passed unanimously by a legally constituted quorum, duly notified, by the general membership on the 18th day of August 2009.