

LOS MOLINOS CHAMBER OF COMMERCE BYLAWS

A California Nonprofit Mutual Benefit Corporation
Tax Exempt under IRS Section 501(c)(6)

PREAMBLE

These By-laws shall take the place of any and all previous by-laws, and all amendments thereto, which are hereby annulled and set aside.

The Los Molinos Chamber of Commerce is a non-profit organization that promotes the community's economic vitality, quality of life, and provides a united base for the community to advance and prosper.

ARTICLE I NAME

I. 1_ This organization is incorporated under the laws of the State of California and shall be known as the Los Molinos Chamber of Commerce, a California non-profit mutual benefit corporation (referenced as "The Chamber" from this point forward), and its principal business office shall be maintained in Los Molinos, County of Tehama, State of California.

ARTICLE II PURPOSE

II. 1_ The purpose of The Chamber is to develop, encourage, promote and protect the agricultural, commercial, industrial, financial and general business interests of Los Molinos, as well as promote the civic interests and general welfare of the community.

ARTICLE III MEMBERSHIP

III. 1 ELIGIBILITY Any firm, individual, partnership, association, corporation, limited liability Company, or estate, or other organization which subscribes to, and agrees to support, the objectives of The Chamber shall be eligible to apply for membership.

III. 2 ELECTION TO MEMBERSHIP Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant or chief executive officer thereof. Upon receipt of payment of the regularly scheduled investment, any applicant for membership shall be submitted to and acted upon at any regular meeting by those members present.

III. 3 INVESTMENTS Membership investments are on a year-by-year basis and shall be at such a rate or rates, schedule or formula, as may be from time to time prescribed by the Board of Directors, payable in advance on the first of January.

III. 4 VOTING Each member or membership is entitled to one vote.

III. 5 PLURAL MEMBERSHIP Members of The Chamber shall be entitled to subscribe for more than one membership. In the event of plural membership, each separate membership shall be assigned to an employee or associate of the member and the individual to whom the assignment was made shall exercise all the rights and privileges, which attach to the membership

III. 6 EXERCISE OF PRIVILEGES Upon written notice, any firm, association, corporation, partnership, or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscriptions. Any transfer of membership, by reason of sale of a business, must be with the approval of the Board of Directors.

III. 7 HONORARY MEMBERSHIP Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

III. 8 TERMINATION OF MEMBERSHIP (Resignation, Expulsion or Death)

- A. Any member may resign from the Chamber upon written request to the Board of Directors.
- B. Any member may be expelled for non-payment of dues with sufficient notice (unless otherwise extended for good cause).
- C. Any member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded the member.
- D. Death shall terminate membership. The substitution of a new assignee for the holder of a membership shall in no case terminate the particular membership.

ARTICLE IV MEETING OF MEMBERS

IV. 1 ANNUAL MEETING The Annual Meeting of the Corporation, in compliance with State law shall be held during each calendar year, the time and place shall be fixed by the Board of Directors and notice thereof presented to each member at least ten days before said meeting. During the annual meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors, approval of the annual budget proposed by the Board and approval of any amendments to the Bylaws that may be proposed by the Board. Voting on all other matters is expressly reserved for the Board of Directors.

IV. 2 REGULAR MEETINGS Regular meetings of the members shall be held at such hour and place and at such regular intervals as the Board of Directors designates.

IV. 3 SPECIAL MEETINGS Special meetings may be called by the Board President or upon the written request of at least five members of The Chamber, in good standing. Members shall be notified of special meeting at least five days before the meeting either orally or by written notice. The Board of Directors may act for or on behalf of the members but shall be accountable to the members for its actions. Committee meetings may be called at any time by the Board President or Vice President, or by the Committee's Leader.

IV. 4 QUORUM At any duly called general meeting of The Chamber, ten percent (10%) of the members shall constitute a quorum; five (5) Officers and/or Directors shall constitute a quorum of the Board of Directors; at committee meetings a majority shall constitute a quorum.

IV. 5 PROCEDURES All general meetings of The Chamber shall be chaired by the Board President or designee. All meetings shall be conducted and all questions of parliamentary procedure shall be settled according to Robert's Rules of Order (Revised), except when such Rules of Order are not consistent with the Articles of Incorporation, these bylaws, or the Statutes of the State of California.

ARTICLE V BOARD OF DIRECTORS

V. 1 COMPOSITION OF THE BOARD OF DIRECTORS The corporate powers of The Chamber shall be exercised, its business and affairs directed, and its property controlled by the Board of Directors. The Board of Directors shall be composed of nine (9) members and an unspecified number of alternate members. These alternates having a vote as hereinafter provided, namely alternate members will vote only when a regular board member is absent.

V. 2 QUALIFICATION FOR BOARD MEMBERSHIP: Any member of The Chamber in good standing is eligible to hold the office of Director.

V. 3 TERM OF OFFICE Directors shall hold office for one (1) year, such term shall commence on January 1st following their election, and end on December 31st thereafter. All Directors of The Chamber shall hold office until their successors are elected and take office.

ARTICLE VI NOMINATION AND ELECTION OF BOARD OF DIRECTORS

VI. 1 NOMINATIONS The Board of Directors for the next year will be nominated at the annual meeting.

VI.2 ELECTION OF DIRECTORS Election of Directors shall be by a vote from the membership. Nominees shall be placed on ballots that will be mailed to the last address of record for each member, not less than twelve (12) days prior to the election. Each member shall vote for exact number to be elected. Said ballot, properly marked, shall then be sealed in an envelope and mailed, to the office of The Chamber or delivered in person to said office by a previously specified time.

VI. 3 INSPECTORS OF ELECTION The Board President shall appoint from members in good standing a committee of three (3) Inspectors of Election whose duty shall be to conduct and supervise the election, receive the sealed ballots and determine the validity of each, and to count the ballots. All ballots timely returned shall be counted

VI. 4 DECLARATION OF ELECTION Candidates receiving the greatest number of votes, up to the number of candidates needed to fill the open positions, shall be declared elected. The Inspectors of Election shall certify to the President the names of the candidates. The Chamber shall secure the ballots for no less than one (1) year.

VI. 5 TIE VOTE If a tie vote occurs in an election, the incumbent Board of Directors, including officers, shall vote to break the tie and declare the winner elected.

VI. 6 SEATING OF NEW DIRECTORS All newly elected Directors shall be seated at the regular December meeting of the Board and shall be participating members of the Board thereafter, with voting rights beginning on the next meeting succeeding January 1st.

VI. 7 REMOVAL OF A DIRECTOR An elected Director or appointed Officer may be removed, and their position declared vacant, by a two-thirds vote of the Directors present at a regular meeting of the Board, if the Board determines that an Officer or Director has acted in a manner which is contrary to these Bylaws or materially detrimental to the purpose of the Chamber, or such Officer and/or Director has demonstrated a lack of attendance on the Board by missing three non-excused consecutive meetings or a total of five board meetings in one year.

VI. 8 VACANCIES In the event of a vacancy created by the removal, resignation or inability to serve of any Officer and/or Director, the President may fill the vacated position, with a person who meets the qualifications for Director set forth in the previous section continuing until the expiration of vacated term.

ARTICLE VII BOARD MEETINGS

VII. 1 BOARD MEETINGS The Board shall meet not less than eleven (11) times per year, and hold additional meetings as may be called by the President. Board meetings may be called by the President or by members of the Board upon written application to the President or three (3) members of the Board.

VII. 2 NOTICE Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting. Said meeting shall be regularly scheduled at a preannounced time and place which so far as possible is standard throughout any given year. Further, said meetings shall be held in a public place, open alike to the general public and the membership.

VII.3 QUORUM Five (5) voting members of the Board of Directors shall constitute a quorum for transacting business. A meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken, other than adjournment of the meeting, shall require the vote of at least the majority specified in these Bylaws in Article IV – Section 4.

VII. 4 CLOSED SESSION MEETING Meetings to discuss confidential matters, such as personnel, shall be closed to non-Board members. Proceeding shall be kept confidential.
No Old Content

ARTICLE VIII DIRECTORS

VIII. 1 DUTIES AND AUTHORITIES OF THE BOARD The Board of Directors shall govern the activities and programs of the Chamber in all respects including appointment of Officers and shall have final authority over policies and budgets of the Chamber. All actions, policies and budgets of the Board shall be recorded and maintained in minutes or other appropriate records.

VIII. 2 CONDUCT OF DIRECTORS No Director shall speak for the Board or the Chamber except in accordance with direction or policies approved by the Board. No Director shall act in any way which is contrary to the purpose of the Chamber or which brings discredit to the Chamber. No Director shall vote, or participate in the debate, on any issue wherein there is a conflict between the interests of the Chamber and the interests of the individual Director.

**ARTICLE IX
OFFICERS OF THE CORPORATION**

IX.1 OFFICERS QUALIFICATIONS AND TERMS OF OFFICE The officers of The Chamber shall be a President, Vice-President, Secretary and a Treasurer. Other Officers may include Director of Membership, Legislative Reporter, Parliamentarian, Sergeant-at-Arms and such other Directors as the Board may from time to time determine, all of whom shall have been appointed by the Board of Directors, appointed pursuant to Section VI.8. Officers shall serve a one (1) year term commencing on January 1st and ending on the next succeeding December 31st.

**ARTICLE X
DUTIES OF OFFICERS**

X. 1 PRESIDENT OF THE BOARD The President shall be the chief officer of The Chamber; shall preside at all meetings of The Chamber's membership, the Board and the Executive Committee, and oversee all business and affairs of the corporation. The President shall, with the approval of the Board and/or in accordance with these Bylaws, or policies, budgets and programs approved by the Board, assign and define the duties of the Officers and Committees of the Chamber. The President shall have the authority to fill Board vacancies, appoint Directors for, and shall assist in the selection of members to serve on, the various standing and special committees of the Chamber. The President shall also sign all of the contracts and obligations of the corporation and shall assist in formulating and shall promote the general activity programs of The Chamber; subject to approval by the Board. He/she shall be chairman of the executive committee and a member ex-officio of all other committees. He/she shall submit an annual report of the activities of The Chamber to the membership.

X. 2 VICE-PRESIDENT_ The Vice-President shall exercise the powers and duties of the President in the absence of the President. The Vice President shall be responsible for and oversee the planning of the Chamber's activities and programs, as delegated by the President.

X.3 The Secretary will be responsible for the proper making and maintenance of all official records of the Chamber and for the preparation and submission or distribution of such reports as the law may require of the Chamber. The Secretary will be responsible for official correspondence, as requested by the Board. He/she shall also conduct ~~the~~ meetings during the absence of the President and the Vice-President and shall exercise the powers and duties of the President and/or Vice President in their absence.

X.: TREASURER The Treasurer shall receive all monies paid to The Chamber and shall deposit the same in the bank or banks designated by the Board of Directors as depositories for this corporation. The treasurer shall carefully account for all transactions of his/her office on a monthly basis and upon demand of the President. The Treasurer shall chair the Chamber's Finance Committee and shall oversee the performance of its responsibilities. The Treasurer shall provide monthly, a year to date financial report and annually, a yearly budget. Subject to the approval of the Board, the President may appoint one or more assistant treasurers to assist the Treasurer or to act in his or her place, stead or resignation.

X. 5 DIRECTOR OF MEMBERSHIP The Director of Membership shall chair the Chamber's Membership Committee and shall oversee the performance of its responsibilities. The Director of Membership shall be responsible for maintenance of all membership records, for preparing and distributing membership mailings, and for soliciting new members of the Chamber.

X.6 PARLIAMENTARIAN The Parliamentarian shall advise the President, the presiding officer and/or other officers, committees, and members on matters of parliamentary procedure. All meetings shall be conducted and all questions of parliamentary procedure shall be settled according to Robert's Rules of Order (Revised), except when such Rules of Order are not consistent with the Articles of Incorporation, these bylaws, or the Statutes of the State of California.

X.7 LEGISLATIVE REPORTER The Legislative Reporter shall prepare monthly, a report on legal and legislative news.

X.8 SERGEANT AT ARMS The Sergeant at Arms shall keep order during all meetings and all other Chamber functions.

X.9 POWER TO ACT On matters that do not affect policy, the President, Vice-President, Secretary and/or Treasurer may recommend, authorize or send appropriate communication in the name of The Chamber without referring such proposal to the Board of Directors.

X.10 ANNUAL AUDIT The Board of Directors shall cause the books and accounts of the Treasurer to be examined and audited at the close of each ~~the~~ year's business by an entity to be chosen by the Board of Directors.

ARTICLE XI COMMITTEES

XI. 1 AUTHORIZATION AND APPOINTMENT The board of Directors shall authorize and define the powers and duties of all standing and special committees whose functions are set forth in these B-Laws. Subject to confirmation by the Board of Directors, the President shall appoint all committees. Committee appointments shall be for a period not to exceed the term of the appointing officer.

XI. 2 AUTHORITY OF COMMITTEES It shall be the function of the committees to make investigations, conduct hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

XI. 3 FORMAL ACTION No committee shall take or make public any formal action, or make public any resolution, or in any way commit The Chamber on a question of policy, or on matters of general public interest without having first received the approval of the Board of Directors or of the membership.

XI. 4 DISCHARGE The President shall discharge special committees when their work has been completed and their reports accepted, or when, in the opinion of the board of Directors it is deemed wise to discontinue the committee.

XI. 5 QUORUM At committee meetings a majority shall constitute a quorum.

ARTICLE XII DUTIES OF COMMITTEES

XII. 1 EXECUTIVE COMMITTEE The Executive Committee shall be composed of officers of the Chamber and the immediate Past President if possible. The Executive Committee shall act for, and stand on behalf of the Board when the Board is not in session, but shall be accountable to the Board for all its actions.

XII.2 FINANCE COMMITTEE The Finance Committee shall be responsible for the preparation of all budgets, which budgets shall require approval of the Board, and for adherence to said budgets, and for all accounting and financial reporting pertaining thereto as required by law or these Bylaws or as directed by the Board. It shall consist of not less than three (3) Directors, one of whom shall be the Treasurer.

XII.3 MEMBERSHIP COMMITTEE The Membership Committee shall be responsible for our Ambassadors and under the direction of the Director of Membership reporting directly to the President.

XII.4 OTHER COMMITTEES The Board of Directors may, as it deems necessary and appropriate to the purpose of the Chamber, and with the advice of the Executive Committee, establish any other committees or task forces of the Chamber by defining the mission, responsibilities and authorities thereof.

ARTICLE XIII FINANCES

XIII. 1 GENERAL FUND All monies received by The Chamber shall constitute a general fund. In addition to the revenue obtained from membership fees, there shall be designated funds as part of the Chamber's financial structure, whose purpose is to provide the Chamber with the total revenue necessary to enable it effectively to carry on its programs. All funds belonging to the Chamber shall be held in accounts in one or more financial institutions, as accounted for in a manner approved by the Board. Chamber funds shall be expended only for the accomplishment of the purpose of the Chamber as set forth in these Bylaws.

XIII. 2 BUDGET Prior to each fiscal year a budget of anticipated revenues and expenses shall be prepared by the treasurer and presented to the Board of Directors for approval.

XIII. 3 DISBURSEMENTS Upon approval of the budget, the treasurer shall be authorized to make disbursements on account of expenses provided for in the budget without additional approval of the Board of Directors. All disbursement of funds belonging to the Chamber shall be by check, except as may otherwise be authorized by the Board with respect to petty cash. The Board, upon the recommendation of the Financial Committee, shall establish written policies controlling the signing of checks for this disbursement.

XIII. 4 UNBUDGETED DISBURSEMENTS Disbursements of funds of The Chamber to cover expenses not provided for in the budget shall be made only after the same shall have been approved and ordered by the Board of Directors. In no case shall appropriations of money or other property of The Chamber be made for any other than to defray legitimate expenses, except by majority vote of the members present at a meeting of the Board of Directors.

XIII. 5 FISCAL YEAR The fiscal year shall begin on November 1st and end on the 31st day of October.

XIII. 6 FINANCIAL REPORTS Financial reports shall be rendered to the Board, and shall be made available to all Chamber members at the office of the Chamber at any time during regular meeting hours. All financial reports shall include disclosure of the transactions between the Chamber and any of its Officers and Directors.

XIII. 7 INSURANCE, INDEMNIFICATION The Chamber shall acquire and pay for such insurance coverage on its assets and the conduct of its business, and for the protection of such Officers and Directors, as shall be from time to time determined by the Board to be prudent and consistent with good business practices. Notwithstanding any decisions the Board may make in this regard, the Chamber shall provide for the indemnification of any and all of its Directors and former Directors, and its Officers and former Officers, against expenses actually and necessarily incurred by them in connection with the defense of, or any judgment arising from, any action, suit or proceeding in which any of them are named as parties by reason of being or having been Directors or Officers of the Chamber, except, however this indemnification shall not apply when such Directors or Officers are adjudged to be liable for gross negligence or intentional misconduct in the performance of duty or enter into a settlement predicated on the existence of liability of such gross negligence or intentional misconduct.

XIII. 8 DISSOLUTION PROCEDURE The Chamber may be dissolved upon the vote of two-thirds of the voting members of the Board or a majority vote of the members of the Chamber, taken in either case at a regular or special meeting, or in a mail ballot, noticed and conducted in accordance with these Bylaws.

XIII. 9 DISPOSITION OF ASSETS UPON DISSOLUTION The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall insure, or be entrusted, to the members of the Chamber. On dissolution of the Chamber any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, non-profit business league, Chamber of Commerce or Board of Trade to be selected by the Board and defined in IRS Section 501(c) or Section 501(c)(6) and Section 23701 (e) or Section 23701 (d) of the California Revenue and Taxation Code.

ARTICLE XIV REFERENDA

XIV. 1 REFEREND A Upon request in writing of ten members in good standing the Board of Directors shall, or upon its own initiative may, submit a question by mail to the membership for a referendum vote. Ballot for that vote shall be accompanied by briefs stating both sides of the question, when so stated in the written request; action taken by the members shall be final and shall bind the Board of Directors.

XIV. 2 RETURNABLE A referendum submitted to the membership shall be returnable within a period of five (5) days from the date of mailing.

ARTICLE XV
AMENDMENTS TO THESE BYLAWS

XV. 1 AMENDMENT PROCEDURE In addition to the method of amending Bylaws as provided by the laws of this state, these Bylaws may be adopted by a simple majority vote of the Board of Directors or the members of the Chamber provided, however, that copies of the proposed amendment, alteration, or substitution shall be presented to each member of the Board of Directors before it is to be voted upon, in either case acting at a regular or special meeting called, or a mail ballot distributed in accordance with these Bylaws, provided the proposed amendment is set forth fully in writing in the notice of the meeting or in the mail ballot.

ARTICLE XVI
MISCELLANEOUS PROVISIONS

XVI. 1 NOTICES Any notice required in these Bylaws to be sent to any parties may be sent by US mail to the address currently listed in the records at the Chamber office, by e-mail provided the recipient's e-mail address is on record with the Chamber and the recipient has consented to the receipt of notices by e-mail, by facsimile provided the recipient's phone number for facsimile reception is on record with the Chamber and the recipient has consented to the receipt of notices by facsimile or by publication in a regular Chamber publication mailed to all Chamber members. In any of these methods, the date on which the notice for the publication containing the notices is actually sent shall be deemed the date of the notice.

XVI. 2 ACTION DEADLINES If the deadline for action pursuant to any notice required in these Bylaws shall fall on a Sunday or a Holiday recognized by the Federal Government, said deadline shall be extended to be the next business day thereafter.

XVI. 3 LIMITATION OF AUTHORITY No action by any member, committee, employee, director or officer of the Chamber shall be binding upon, or constitute an expression of a position of policy of, the Chamber unless it has been approved by the Board.

Revised September, 2012 Committee Members: M.Druey, C. Ortner, J. Gallagher, and B. Whitten
Adopted by membership on 10-31-12 by vote.