

# LAKE COUNTY CHAMBER OF COMMERCE

## REVISED AND RESTATED BYLAWS

JANUARY 2022

### ARTICLE I - GENERAL

Section 1: Name. This organization is incorporated under the laws of the State of California as the Greater Lakeport Chamber of Commerce, and does business as the Lake County Chamber of Commerce (the “Chamber”).

Section 2: Purpose. The Chamber of Commerce is organized to promote the general welfare and prosperity of the area business community.

Section 3: Area. The area business community shall include all areas of Lake County, California.

Section 4: Limitation of Methods. The Lake County Chamber of Commerce shall observe all local, state and federal laws that apply to non-profit organizations as defined by Section 501(c)(6) of the Internal Revenue Code.

### ARTICLE II - MEMBERSHIP

Section 1: Eligibility. Any individual, association, or business, whether a corporation, partnership, or sole proprietorship, having an interest in the objectives of this organization shall be eligible for membership.

Section 2: Approval. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Approval of each membership shall be by an affirmative vote of the Board of Directors (the “Board”) at any meeting thereof. Any applicant so approved shall become a member upon payment of the regularly scheduled investment described in Section 3 of this Article.

Section 3: Investments. Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board, payable in advance.

Section 4: Representation. Any member may designate in writing an individual of the organization as its representative in all matters concerning the Chamber. The member may change its designated representative upon written notice to the Chamber.

Section 5: Termination. a) Any member may resign from the Chamber upon written request to the Board; b) Members shall be terminated for non-payment of dues after ninety (90) days from the date due by a majority vote of the Board, unless otherwise extended for good cause; c) Any member may be terminated by a majority vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or conduct prejudicial to the aims or repute of the Chamber. If the Board determines that such a termination is warranted, the member to be terminated shall be given written notice of the intended termination within three (3) business days of the Board's decision to terminate, sent by first-class mail to the last address shown on the records of the Chamber. The notice shall give the reason for the termination and shall provide the member with an opportunity to submit a written statement as to why the termination should not occur. The written response must be received by the Chamber not less than five (5) business days prior to the next regularly scheduled Board meeting. The Board shall consider the member's statement at that meeting and conduct another vote to determine whether the membership will be terminated or sustained.

Section 6: Honorary Memberships. Members of the Chamber may nominate individuals who have demonstrated distinction in public affairs and in promoting the general welfare and prosperity of the area business community for honorary membership. Honorary members shall have all the privileges of membership, except the right to vote, and shall be exempt from payment

of any investment. The Board may confer or terminate an honorary membership by a majority vote.

Section 7: Official Member Addresses for Notice. Each member shall designate an “Official Mailing Address” for delivery of U.S. Mail on its initial application and annual renewal form. In addition to a designated mailing address, each member shall provide the Chamber with an email address designated as that member’s “Official Email Address” for receipt of all required notices from the Chamber. It is the responsibility of the member to advise the Chamber of any change in its Official Mail or Email address.

### **ARTICLE III – MEMBER MEETINGS**

Section 1: Annual Meeting. The annual meeting of the Chamber shall be held during January of each year. The time and place shall be fixed by the Board and notice of the meeting shall be given by email to each member’s Official Email Address at least ten (10) calendar days before said meeting.

Section 2: Special Meetings. Special member meetings of the Chamber may be called whenever the Board deems it desirable. A special meeting shall also be called upon the request of the President or upon the request of at least three members of the Board, or upon written petition of at least ten (10) percent of the members in good standing. The petition must state the general nature of the business to be conducted at the meeting. The time and the place of such special meetings shall be fixed by the Board no sooner than ten (10) business days or more than thirty (30) business 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 resolution offered at any meeting must be in writing, copies of which shall be provided to the Executive Board (as defined below) 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 3: Quorums. At any duly called general or special member meeting of the Chamber, the presence of five (5) percent of the members in good standing as of the “Record Date for Notice” shall constitute a quorum for the transaction of business at the meeting. The members present at such a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. The “Record Date for Notice” is defined as the business date immediately preceding the day on which notice for the meeting is given.

Section 4: Notices of Meetings. Written notice of all Chamber meetings must be sent to each eligible member’s Official Email Address at least ten (10) calendar days in advance of the meeting unless otherwise stated herein. The notice shall specify the place, date and time of the meeting, and (a) in the case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board, at the time of giving the notice, intends to present for action by the members.

Section 5: Voting. In any proceeding in which voting by members is called for, each member or that member’s designated representative shall be entitled to one vote. If a quorum is present, the affirmative vote of the majority of the voting members present at the meeting shall be the act of the members.

Section 6. Action by Written Ballot. Any action that may be taken at a regular or special meeting of members may be taken without a meeting and without notice, if a written, confidential ballot is distributed to every member that is entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be made by U.S. Mail at least fifteen (15) calendar days prior to the election date included in the ballot. The written ballot shall: (i) set forth the proposed action; (ii) provide an opportunity to specify approval or disapproval of any proposal; (iii) provide an election date that provides a reasonable time within which to return the ballot to the Chamber; (iv) indicates the number of responses needed to meet the quorum requirement; (v) state the percentage of approvals necessary to pass the measure submitted; and (vi) specify the time on the election date by which the ballot must be received by the Chamber to be counted. The Chamber will include a confidential ballot envelope for use by each member to insure confidentiality, one member, one vote during the balloting.

A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by the Chamber may not be revoked. All written ballots shall be filed with the administrative office of the Chamber. The results of the written ballot shall be stated in the Chamber's next mailing to members.

Section 7. Action by Electronic Ballot. The Board may authorize the use of an electronic balloting system if such technology conforms with the requirements outline in the preceding

Section 6 to insure member confidentiality during the balloting process, and the existence of a voting quorum.

## **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Authority. The government of the Chamber, direction of its work, control of its finances and property, and, control and direction of its Chief Executive Officer (CEO), shall be vested in a Board consisting of not less than nine (9) nor more than eleven (11) members.

### Section 2. Composition of the Board.

Elected Members: Three (3) members of the Board shall be elected annually by the membership to serve a three (3) year term.

Appointed Members at Large. Following the annual election of Directors, the President of the Board shall nominate subject to the approval of the Board, two (2) members of the Chamber to serve a one (1) year term as a member of the Board. Appointed board members may not serve more than two (2) consecutive one (1) year terms. The immediate past president of the Board may serve as an appointed member of the Board for a period not to exceed one a (1) year term as a Board member.

Section 3. Compensation. Directors shall serve without compensation.

### Section 4. Board Meetings.

Regular Meetings: The Board shall meet monthly at a time and place determined by the Board. Any meeting, whether regular or special, may be held without the physical presence of some or all Directors. Directors may participate telephonically or by similar communication equipment, as long as all Directors participating in the meeting can hear one another.

Special Meetings. Special Board meetings may be called by the President or upon written application by three (3) Board members. Notice shall include the purpose of the meeting and

shall be given to each Director at least one (1) day prior to said meeting.

Section 5. Quorum. A majority of the authorized number of Directors is a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number of votes may be required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

Section 6. Voting by Electronic Mail. When a matter requires approval of the Board before the next regularly scheduled meeting, the Board President may, in his or her discretion, request a vote by electronic email (“e-mail”). Each Director shall receive notification by group email from the CEO explaining the matter to be voted upon. The notification shall state that the voting must be completed by a date and time certain that gives the Directors two (2) business days to cast their vote. Each Director is entitled to cast one (1) vote by “reply all” email that is copied to all members of the Board. Voting by proxy is not permitted. A majority vote of all seated Directors is required for approval of any matter by email.

Section 7: Election of Directors.

A. Nominating Committee. At the regularly scheduled August Board meeting, the President shall appoint, subject to approval by the Board, a Nominating Committee consisting of one (1) Board member and two (2) other members of the Chamber. The President shall designate the chairman of the committee.

At the regularly scheduled September Board meeting, the Nominating Committee will present a slate of at least three (3) candidates to serve three (3) year terms, replacing directors whose regular terms are expiring. Each candidate must be an active member in good standing

and must have agreed to accept the responsibility of a directorship. Board members may serve a second term, but no Board member may serve for more than six (6) consecutive years. A period of one (1) year must elapse following the Board members term before his or her eligibility is restored.

- a. This shall not apply to a Director who is elected President or President-Elect of the Board for the coming year, even though he/she is a previously elected and retiring Director.
- b. This shall not apply to an outgoing Director who has been nominated by the President and confirmed by a majority vote of the Board of Directors to fill a vacancy of eighteen (18) months or less.
- c. This shall not apply to an outgoing Director who has been nominated by the President and confirmed by a majority vote of the Board of Directors to fill a vacancy.

B. Notice of Nominations. Upon receipt of the Nominating Committee Report, the CEO shall promptly notify the membership of: 1) the names of the persons nominated as candidates for Directors; 2) the procedure for making additional nominations by petition; and, 3) the time by which petitions must be received to be valid. Notice to the membership shall be made by email to each member's Official Email Address.

C. Nominations by Petition. The names of additional candidates for Director can be nominated for election, by submission of a petition signed by at least five active members of the Chamber. Such petition must be filed with the Nominating Committee within ten (10) calendar days after the notice described in the preceding paragraph has been given with the names of candidates nominated by the Nominating Committee. The Nominating Committee shall verify each petition and its determination as to the validity of the petition(s) shall be final.

E. Election. If no petition is filed within the designated period, the nominating

shall be closed, and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular November Board meeting.

If a legal petition shall present additional candidate, the names of all the nominated candidates shall be arranged on the election ballot in alphabetical order. The CEO shall deliver the confidential ballot to the Official Mailing Address and/or the Official E-Mail Address of all Chamber members in good standing no later than November 1<sup>st</sup> of each year. Each member shall mark each ballot in accordance with the instructions and must be completed and returned by the “due date” indicated on the ballot. The “due date” will be a date ten (10) business days after November 1. The Board of Directors shall, at their regular November Board meeting, identify and confirm the election of the three candidates who receive the greatest number of votes.

H. Seating of Directors. All newly elected or appointed Directors shall be installed at the regularly scheduled January member meeting and shall be seated at the regular Board meeting in January of each year.

Section 8: Absences. A member of the Board who is absent from three (3) consecutive regular meetings of the Board shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board. A member of the Board who is absent from more than six (6) regular meetings of the Board during one (1) year shall be automatically dropped from membership on the Board, unless the absences have been excused by the Board.

Section 9: Resignation. Any Director may resign, effective immediately or at a later time specified by that Director, by a written notice to the President of the Board. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the

resignation becomes effective.

Section 10: Vacancies. Members to fill vacancies on the Board will be nominated by the Board President and confirmed by a majority vote of the Board, except that a vacancy created by the removal of a Director by Chamber members may be filled only by the members, in the manner provided for the election of a Director. A Director elected in either manner to fill a vacancy on the Board shall complete the balance of the term of the Director whose vacancy is being filled.

Section 11: Removal: Any director may be removed from office with or without cause by a vote of a majority or greater vote of the Board of Directors. A director may not be removed by the members at a meeting unless the notice of such meeting states that the purpose, or one of the purposes, of the meeting is removal of the director.

## **ARTICLE V - OFFICERS**

Section 1: Officers. The officers of the Chamber shall be the President, President Elect, Secretary (CEO), Financial Officer, and Immediate Past President. The Chamber may also have, at the Board's discretion, such other officers as it considers necessary pursuant this Article. No person may hold more than one office at a time. The office of corporate secretary for the Chamber shall always be held by the Chief Executive Officer.

Section 2: Election of Officers. At the regularly scheduled November Board meeting a Nominating Committee for the election of officers, consisting of not less than three (3) Board members, shall be appointed by a majority of the Board. Nominations for President, President Elect, and Financial Officer will be made from among the Board members who will serve during the subsequent calendar year.

At the regularly scheduled December Board meeting, the Nominating Committee will

present its report and additional nominations may be made by other Directors for specific offices. The officers shall be elected by a confidential written ballot by majority of the Board. Elected officers shall serve for a period of one (1) calendar year.

### Section 3. Duties of Officers.

A. President. The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the members, Board and the Executive Board (as described below). The President shall, with the advice and counsel of the Executive Board, determine all committees and select all committee chairpersons subject to approval of the Board. The President shall be an ex-officio member of all Board committees.

B. President Elect. The President Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President Elect shall also serve on the Executive Board and perform such duties as may be assigned to the office by the President or by the Board. After serving one term as President Elect, the incumbent will then serve as President for the following term.

C. Financial Officer. The Financial Officer shall be responsible for oversight of the finance committee. The Financial Officer shall cause a monthly financial report to be made to the Board and shall assist the CEO in preparing the annual operating budget for the Board.

D. Immediate Past President. By virtue of past service as President of the Board, the Immediate Past President will serve as a voting officer for one year following the end of his or her term as President.

E. Chief Executive Officer. The Chief Executive Officer (CEO) shall serve as the chief administrative and executive officer of the Chamber. The CEO shall serve as secretary to the Board and the Executive Board, shall serve as advisor to the President, and shall cause to be

prepared notices, agendas and minutes of meetings of the Board and the Executive Board. The CEO shall be a non-voting member of the Board, the Executive Board and all committees.

The CEO shall be responsible for hiring, discharging, directing and supervising all employees. The CEO is responsible for execution of the Chamber's business plan in accordance with the Board's direction, and shall assemble data and information for use in preparing reports as required by the Board.

With the cooperation of the finance committee, the CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board. The CEO shall also be responsible for all expenditures within approved budget allocations.

Section 4: Executive Board. The Executive Board shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, Financial Officer, immediate Past President and the CEO. The President will serve as chairperson of the Executive Board.

Section 5: Other Officers. The Board may create positions and appoint other officers as the Chamber may require. Each such officer shall perform the duties specified by the Board and shall serve no longer than a period of one (1) calendar year.

Section 6: Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 7: Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner described in these Bylaws for

the regular appointment of officers.

Section 8: Policy. The Board is responsible for establishing procedure and formulating policy of the Chamber. These policies shall be maintained by the CEO in a policy manual, to be reviewed annually and revised by the Board as necessary.

Section 9: Management. The Board shall employ the CEO and shall fix the CEO's salary and other considerations of employment.

## **ARTICLE VI - COMMITTEES**

Section 1: Appointment and Authority. The President, subject to the approval of the Board, shall appoint all committees and committee chairpersons. The President may appoint such ad hoc committees and chairpersons as are deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the appointing President and the term of such appointments shall run concurrently with the term of the appointing President, unless a longer term is approved by the Board.

It shall be the function of committees to make investigations and studies, hold hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board. Committees may also be known as Teams.

Section 2: Limitation of Authority. No action by any committee, member, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is necessary to discontinue the committee.

Section 3: Quorum. A majority of the authorized members of a committee is a quorum for the transaction of business. Every act or decision done or made by a majority of the committee

member present at a meeting duly held at which a quorum is present is the act of the committee. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a committee member, if any action taken is approved by at least a majority of the required quorum for the meeting.

## **ARTICLE VII - PARLIAMENTARY AUTHORITY**

The current edition of the "Robert's Rules of Order" shall govern all questions of parliamentary procedure when such rules are not inconsistent with these Bylaws or any special rules of order of the Chamber.

## **ARTICLE VIII - FINANCES**

Section 1: Funds. All money paid to the Chamber shall be placed in a general operating fund except that money subscribed or contributed for a special, designated purpose shall be placed in a separate account specifically for that designated purpose.

Section 2: Disbursements. Upon approval of the budget, the CEO is authorized to make disbursements on accounts and incur expenses provided for in the budget without additional approval of the Board. Recommendations for expenditures outside the budget shall be submitted to the Board for approval. Disbursements shall be by check that shall be signed by the CEO for payments in the amount of \$2,500 or less. All checks in excess shall be signed by the CEO and countersigned by an officer authorized by the Board.

Section 3: Fiscal Year. The fiscal year of the Chamber shall end December 31.

Section 4: Budget. The finance committee shall recommend an operating budget for the coming fiscal year and submit it to the Board for approval at its regular meeting in December.

Section 5: Bonding. The Executive Board and such other officers and staff as the Board may designate, if any, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 6: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records.

A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any member at any reasonable times during office hours.

The Chamber's books and records of accounts and minutes of the proceedings of its members, Board and committees of the Board shall be kept at the office of the Chamber. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form.

The minutes and books and records of account shall be open to inspection upon the written request of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

A copy of the Chamber's Bylaws shall be posted on the Chamber website.

**ARTICLE IX - 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 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 regularly organized or qualified charitable, educational, scientific or philanthropic

organizations to be selected by the Board as defined in Section 501 (c)(3) of the Internal Revenue Code.

### **ARTICLE X - METHOD OF AMENDING BY-LAWS**

These Bylaws may be amended or altered by:

The Board: At the direction of the Board, the CEO may give notice to the Official E-mail Address of all Chamber members in good-standing that amendments to the Chamber's Bylaws have been proposed by the Board. The membership will have at least fifteen (15) business days to comment on the proposed changes. At its next regularly scheduled meeting, the Board will take into consideration any comments received from the members before voting on the changes. The proposed amendments to the Bylaws shall be approved by a two-thirds (2/3) vote of the Board.

#### **Dates of Amendments:**

Amended Bylaws	September 22, 2020 Added ARTICLE IV: Section 11: Removal
Amended and Restated Bylaws	May 2015 (approved at April 28, 2015 Board Meeting)
Amended Bylaws	October 2012
Amended Bylaws	July 2012
Amended Bylaws	April 2006
Amended and Restated Bylaws	October 1990