

**HUGHSON CHAMBER OF COMMERCE
BYLAWS
2017**

ARTICLE I GENERAL

- Section 1. Name. This organization is incorporated under the state laws of California and shall be known as the HUGHSON CHAMBER OF COMMERCE, hereinafter referred to as the Chamber.
- Section 2. Principal Place of Business. The principal place of business of the corporation shall be in the City of Hughson, California, unless changed by action of the Board of Directors.
- Section 3. Mission. The mission of Hughson Chamber of Commerce is to promote economic growth, to be the leading public policy advocate for business, to be a strategic partner in initiatives that improve the quality of life and economic well-being of our citizens and agricultural and city businesses. Chamber will encourage business development and other association networking, providing members with useful information and services. We will be action oriented, responsive, and demonstrate outstanding leadership and integrity in our community. The Hughson Chamber of Commerce is committed to promote a strong local economy, the community, our schools, business and agriculture.
- Section 4. Limitation. The Hughson Chamber of Commerce shall observe all State and Federal laws which apply to a non-profit corporation as defined in Section 501 © (6) of the Internal Revenue Code.

ARTICLE II MEMBERSHIP

- Section 1. Eligibility. Any person, firm, association or corporation interested in the general welfare of Hughson and the surrounding territory shall be eligible for membership in the Chamber.
- Section 2. Election. Application for membership shall be in writing on the forms specified. Membership applications may be acted upon at any meeting of the Board of

Directors. Applications approved by the Board shall entitle the applicant to become a member upon payment of the prescribed membership investment.

- Section 3. Dues. Membership dues shall be such rate, or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, in advance, on a mutually acceptable anniversary date.
- Section 4. Exercise of Privileges. Any person, firm, association or corporation joining the Chamber as a member shall identify an individual as a representative. Any member shall have the right, at any time, to change its representative upon written notice to the Chamber. The representative of the member is considered the voting member.
- Section 5. Honorary Membership. The Board of Directors may, in recognition of outstanding service to the community, confer honorary memberships in the Chamber. Honorary Members shall carry all the privileges of membership except that of holding office.
- Section 6. Termination. Any member may resign from the Chamber upon written request to the Board of Directors. Any member may be expelled by the Board of Directors for non-payment of membership investment after 90 days from the date due, unless otherwise extended for good cause. Any member may be expelled by a four-fifths (4/5) vote of the Board of Directors for business conduct detrimental to the aims of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.
- Section 7. Voting by Members. Every member is entitled to one vote in any election, referendum, or membership meeting. No voting by proxy shall be permitted.
- Section 8. Orientation. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers, committees and new members. A detailed outline for orientation of each of these groups shall be a part of the organization's procedures manual.

ARTICLE III MEETINGS

- Section 1. Annual Meeting. The annual regular membership meeting of the Chamber shall be held during the first two months of the fiscal year: the place, date and hour to be designated by the Board of Directors.

Section 2. Additional Meeting. Special membership meetings may be at the call of the President of the Board, or a majority of the Board of Directors, or upon the written request of twenty-five percent (25%) of the members in good standing. Notice of special membership meetings shall be mailed to each member at least seven (7) days prior to the date of said meeting.

Special Board meetings may be called by the President, or the Board of Directors upon written request of three (3) members of the Board. Notice of a Special Board meeting shall be given to each Director at least three (3) days prior to said meeting.

Special Executive Board Committee meetings may be called by the President of the Board of Directors. Notice of the special Executive Board Meetings shall be given to each Executive Board member at least one (1) day prior to the said meeting.

Committee meetings may be called at any time by the President or the committee's chairperson.

Section 3. Board of Directors Meetings. The Board of Directors shall meet each month. The location, day, and time to be fixed by the directors.

Section 4. Quorums. At any duly called Membership meeting of the Chamber, five percent (5%) of the members shall constitute a quorum. At any duly called Board of Directors Meeting a majority of Directors shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition of the Board. The Board of Directors shall be composed of between eleven (11) and seventeen (17) members, five (5) or more of whom shall be elected annually and shall serve for three (3) years, or until their successors are elected and qualified. The governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors. The Board of Directors shall have full and complete authority to do each and every act necessary and expedient to carry on the business of the corporation and to fulfill its objectives.

Section 2. Selection and Election of Directors.

Nominating Committee. The President, the First Vice President, and the immediate Past President shall constitute a nominating committee. The President shall serve as the chairman of the nominating committee.

The nominating committee shall place into nomination a number of candidates equal to the amount of vacancies on the board at that time. The nominating committee shall also notify the membership through the newsletter inviting members to submit names to the committee of possible candidates for the nomination to the Board of Directors. In October, the Nominating Committee will report to the Board of Directors of the names individuals to stand as candidates at the next annual election. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Director.

Directors must be one of the following:

1. Business Owner
2. Hughson City Council Member (two maximum)
3. A representative of the Hughson Unified School District (two maximum)
4. Elected or prior elected City, County or State Official
5. Or, a representative of the City of Hughson, whom shall be an employee or agent of the City (one maximum)

Election. It shall be the duty of the Executive Director to have printed the ballots on which are the names of the candidates. Instructions will be to vote for the number of vacancies for that year. The President shall mail the ballot to all members at least fifteen (15) days before the regular November board meeting. The ballots shall be marked and returned to the Chamber office within ten (10) days. The Board of Directors at the regular December Board meeting shall declare the candidates with greatest number of votes elected.

Suffrage. All members of the Chamber of Commerce who are clear of indebtedness to the corporation and eligible for office are entitled to vote at all elections.

Section 3. Seating of New Directors. All newly elected Board members shall be seated at the regular January Board meeting and shall be participating members thereafter.

Section 4. Vacancies-Board of Director. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings, except for valid reason to be passed upon by the Board of Directors, may be considered the equivalent of his/her resignation and the Board of Directors shall proceed to elect a successor to

fill the vacancy. Vacancies, by resignation or otherwise on the Board of Directors, or among the Officers, shall be filled by appointment by the President for the remaining term of the Director's position vacated, and approved by a majority vote of the Board of Directors, except in the case of a vacancy in the First Vice President's position. Should a vacancy occur in the position of First Vice President, the most recent Nominating Committee will be reconvened for the purpose of presenting a new candidate by a majority vote of the Board of Directors.

Section 5. Management. The Board of Directors shall appoint an Executive Director, who shall serve as non-voting member of the Board of Directors.

Section 6. Policy. The Board of Directors is responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised if necessary. The Executive Director is responsible for establishing procedures of the organization, which are to be approved by the Board of Directors.

Section 7. Terms of office. The terms of office of the Board of Directors is three (3) years. A board member may serve for two (2) consecutive terms. A third term of office may be approved by a two-thirds (2/3rds) vote of the Board of Directors.

ARTICLE V OFFICERS

Section 1. Determination of Officers. The Nominating Committee for Director shall also nominate officers each year. At the regular January Board meeting, the Board of Directors shall elect from their number, the President, Vice President, Treasurer, and Secretary.

Section 2. Duties of Officers.

- A. President. The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all the meetings of the membership, the Board of Directors and Executive Committee.
- B. First Vice President. The First Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- C. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall

be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. He/she is responsible for preparing the budget for the year with the assistance of the Executive Director and the Executive Committee.

- D. Secretary. The Secretary shall serve as secretary to the Board of Directors and cause to be prepared notices, agendas, and minutes of the Board.
- E. Executive Director. The Executive Director shall be chief administrative and executive officer. The Executive Director shall serve as advisor to the President and the Committee Chairpersons on planning and shall assemble information and data and cause to be prepared special reports as directed by the President of the Chamber. The Executive Director shall be a non-voting member of the Board of Directors and Executive Committee. With the assistance of the Executive Committee, the Executive Director shall be responsible for administration of various committee activities in accordance with the policies and regulations of the Board of Directors. The Executive Director shall, with Board approval, be responsible for the direction, supervision, hiring and discharging of employees. The executive Director shall also be responsible for the development, administration, directing, and maintenance of the annual budget. Employees are prohibited from serving on the Board of Directors.

Section 3. Executive Committee. The Executive Committee shall act for and on behalf of the Board of directors 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, Treasurer, Secretary, and the immediate past President. The President shall serve as the Chair of the Executive Committee.

Section 4. Term of Office. The term of office for Officers is 1 year. Officers may be re-elected to more than one term of office in more than one position.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 1. Appointment and Authority. The First Vice President, together with the current Second Vice President shall appoint all committee chairpersons with the approval of the Board of Directors The President may appoint ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber during his/her term of office.

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

Section 2. The Fruit and Nut Festival.

The Hughson Chamber of Commerce Board of Directors is empowered to act on behalf of the Hughson Fruit and Nut Festival for any and all activities for matters of financial and contractual obligations.

Section 3. Limitation of Authority. No action by any member, committee, division, 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 of Directors. 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 of Directors, it is deemed appropriate to discontinue the committee and/or division.

Section 4. Affiliates/Committees. The Board of Directors may create such committees, bureaus, or subsidiary corporations, as it deems advisable to handle the work of the Chamber.

The Board shall annually review and approve all activities and proposed programs of these affiliates, including quarterly reports on the collection and disbursements of funds.

Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber.

ARTICLE VII FINANCES

Section 1. Funds. All money paid to the Chamber shall be placed in a general operating fund, unless otherwise approved by the Board of Directors.

Section 2. Disbursement. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget, without additional approval of the Board of Directors. A monthly financial statement will be submitted to the Board for their review and approval.

Disbursements shall be by check. Checks shall be signed by the Treasurer and counter-signed by an Executive Board officer who has been authorized by the Board of Directors, except any that may be an employee of the Bank where the payment will be drawn upon.

- Section 3. Fiscal Year. The fiscal year of the Chamber shall be January 1 through December 31.
- Section 4. Budget. At the regular meeting in November, the Executive Committee shall submit the budget for the coming fiscal year to the Board of Directors for approval. The budget must be approved by the December board meeting.
- Section 5. Annual Review. The accounts of the corporation shall be reviewed by a certified public accountant annually as soon as practical after the close of each fiscal year. A copy of the review shall be made available for inspection by Chamber members at the Chamber office.
- Section 6. Bonding. All employees and the Executive Director of the corporation shall be covered by bond, with amount of the bond being recommended by the firm, making the annual review, and paid for by the Chamber upon approval of the Board of Directors.

ARTICLE VIII DISSOLUTION

- Section 1. Procedure. 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 member 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, or philanthropic organization to be selected by the Board of Directors as defined in Section 501 © (6) of the Internal Revenue Code.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the bylaws of the Chamber

ARTICLE X INDEMNIFICATION CLAUSE

Section 1. No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

ARTICLE XI CONFLICT OF INTEREST CLAUSE

Section 1. The board of Directors reserves the right before any vote y the Board to make a determination of any potential conflict of interest involving any board or committee member. The right of determination may be brought up by a Director of the Board and shall require a two-thirds (2/3) vote by the Board of Directors. A two-thirds (2/3) vote by the Board of Directors shall require that the member in question abstain from voting on the issue before the Board at that time. An example of a conflict of interest would include a member of the Board or a committee member awarding business, directly related to Chamber affairs, to a non-member of the Chamber without prior approval of the Board of Directors.

ARTICLE XII AMENDMENTS

Section 1. Revisions. The bylaws may be amended or altered by a two-thirds (2/3) vote of the members of the Board of Directors. Any proposed amendments or alterations shall be submitted to the Board in writing at least seven (7) days in advance of the meeting at which they are to be acted upon.

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting as Secretary of the Hughson Chamber of Commerce, a California non-profit public benefit corporation herby certify: that these bylaws, consisting of the forgoing 9 pages, are the bylaws of this corporation as amended by the Board of Directors on May 12, 2014

Executed on _____ at Hughson, California.

Victor Martino, Secretary