

ARTICLE I

GENERAL

Section 1 NAME

The name of this corporation shall be Cloverdale Chamber of Commerce.

Section 2 PURPOSE

The Cloverdale Chamber of Commerce is an association of businesses organized to encourage a strong local economy and quality of life by promoting positive business activities, local community events, and sound government practices through an informed and committed membership, and to do all things that may be done by 501(C)(6) corporations of the State of California.

Section 3 OBJECTIVE

This corporation shall establish and maintain objectives through membership meetings, committees, and other appropriate modes, in such areas as described below.

1. Member education, to provide current business-oriented information to members, and to conduct informational activities including meetings and distribution of printed materials.
2. Member information regarding local and regional legislative and regulatory process, including proposed legislation and regulation which may impact the business operations of the members.
3. Public relations, so as to develop a positive public image through a dynamic and ongoing program for increased recognition of the organizations by government and the business community.
4. Member opportunities for networking and social activities, to encourage members to maintain and improve their business in the community, and to improve their awareness of other Chamber members.

ARTICLE II

MEMBERSHIP

This corporation shall have no capital stock and no certificates of stock shall be issued, and there shall be no stockholders; but each member of the corporation shall have and enjoy the rights and privileges, and shall be subject to the duties and obligations of the Corporation.

Section 1 ELIGIBILITY

There shall be four classes of membership: Regular, Second Business, Non-Profit, Friends of the Chamber:

1. Regular membership is available to any owner, operator or manager of a business who resides within the Cloverdale area, or any firm or organization that transacts business in the Cloverdale area. No Firm or organization shall designate more than one Regular member. Regular members shall be eligible to vote and to hold office, and shall have such other rights and privileges that are decided by the Board of Directors.
2. Associate Membership is available to all persons who reside in the City of Cloverdale or vicinity and who are in harmony with the purposes and projects of the corporation; and who pledge themselves to support the Constitution of the United States and the Constitution of the State of California. Associate Members shall have the rights and privileges that are decided by the Board of Directors.
3. Non-Profit Membership is available to non-profit clubs and organizations who will enjoy the rights and privileges that the Board of Directors decides.

Section 2 ELECTION

1. Any person or firm eligible for membership may be admitted as a member of the corporation by filing with the Chamber an application (Membership application provided by Chamber), accompanied by the membership fee as determined by the Board of Directors.
2. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

3. If application fails to receive the approval required, then the membership fee shall be returned to the applicant, along with an explanation as to non-acceptance.

Section 3 INVESTMENTS

1. Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance, annually or other manner prescribed by Board Policy. Membership dues will normally be for a one-year term, renewed on the anniversary date of application.

Section 4 TERMINATION

1. Any member may resign from the Chamber upon **written request** to the Board of Directors.
2. Any member shall be expelled by the Board of Directors by a two-thirds vote for **non- payment of dues** after ninety (90) days from the date due, unless otherwise extended for good cause.
3. 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 are afforded, the member complained against.
4. The death of a member shall forthwith terminate his/her membership.
5. If membership of any member at any time terminates, such termination shall not in any manner relieve such member or his representatives (in the event of his/her death) from any obligation therefore incurred and for which he/she may be liable.

Section 5 VOTING

1. Each Regular Member in good standing, present at any annual, regular, special or called meeting shall be entitled to one vote on any question arising. No proxies shall be allowed. A simple majority of votes cast shall determine the out-come of the question. No Regular Member shall be entitled to vote unless his/her dues and all other obligations are paid to the date of such vote.
2. Each Regular Member in good standing shall be entitled to vote for the Board of Directors as described in Article IV, Section 2.

ARTICLE III

MEETINGS

Section 1 ANNUAL MEETING

The annual meeting of the corporation, in compliance with State law, shall be held no later than thirty days after the end of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least (10) days before said meeting. Should coordinate with election of directors. The general membership meeting should elect the directors from the slate chosen per Article 4, Section 2.

Section 2 ADDITIONAL MEETINGS

1. **General meetings** of the Chamber of Commerce may be called by the President of the corporation, or a majority of the Board of Directors, or at the written request of any 5% (five percent) of the Members in good standing.

2. **Special meetings** may be called at the order of the President, or majority of the Board of Directors, or at the written request of 5% five percent of the Members of the corporation in good standing.,
a) When a meeting is called the secretary shall forthwith cause notice to be sent by mail to all members, which notice shall be deposited in the Post Office at Cloverdale not less than 5 (five) nor more than 90 (ninety) days set prior to meeting date. If notice by mail is not by first class, registered, or

certified mail, it must be given not less than 20 days before the meeting. b) Any order of the President or of the Board of Directors, and any request of the membership for a Special meeting shall state the purpose for the meeting called and said purpose shall be set forth and noticed for said meeting. At such Special meeting no other business than that incorporated in said notice shall be transacted, unless there be actually present not less than 1/3 (one-third) of the membership;

Section 3 QUORUMS

At any duly called General Meeting of the Chamber, 10% (ten percent) of the members in good standing shall constitute a quorum.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 COMPOSITION OF THE BOARD

1. The Board of Directors shall be composed of twelve (12) members of which a supermajority (2/3 or more) of the members are made up of Regular members to serve for 4-year terms, one-third (1/3) of whom shall be elected in any given year.

2. 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.

3. Members of the Board of Directors must be willing and able to undertake such activities which support the organization, including but not limited to regular attendance at Board meetings, general membership meetings and other Chamber events.

Section 2 SELECTION AND ELECTION OF DIRECTORS

Any Regular Member of the corporation who is in good standing and has membership dues current at the time of the election shall be eligible to become a member of the Board of Directors.

1. **Nominating Committee.** At the regular **February** Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three to five (3-5) Regular Members of the Chamber, who shall also act as judges of the election. The Executive Director shall serve as head of the Committee.

2. Prior to February 28, the Nominating committee shall present to the Executive Director a single-slate of candidates. Each candidate must be an active Regular Member in good standing and have agreed to accept the responsibility of a directorship.

3. **Publicity of Nominations.** Upon receipt of the candidates from the nominating committee, the Executive Director shall immediately notify the Regular Members by mail or email of the names of persons nominated as candidates for directors, and the right to petition additional candidates.

4. **Nominations by Petition.** Additional names of candidates for Directors can be nominated by a petition bearing the genuine signatures of at least five (5) active Regular Members of the Chamber of Commerce.

5. **Determination.** The names of all candidates shall be arranged on the official ballot (which shall bear the original mark of the corporate seal, and for which no substitutes will be allowed), in alphabetical order, upon which a Regular Member may indicate his choice for number of directors to be elected. All balloting shall be done by email or in person by secret ballot, in conformity with such additional rules and regulations as the Board of Directors may adopt. No proxies shall be allowed. The Executive Director shall mail the ballot to all active Regular Members at least 15 days before the regular Board meeting. The Board of Directors shall at their March or April Board meeting (depending on whether names were added to the Ballot by petition) declare the candidates with the greatest number of votes elected. The election results shall be announced by the President at the next membership meeting.

Section 3 SEATING OF NEW DIRECTORS

The new Board will be seated with the old Board at the April Meeting, at which time the new Board will begin their term. Installation of the new Board will take place at the May Board Meeting. The June Board meeting will be the final Board meeting for departing Board members--the close of the program year.

Section 4 VACANCIES

1. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors 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 thereof.

2. Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote for the remainder of the fiscal year, or the unexpired term.

Section 5 TERM

Section 6 POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization and for monitoring the financial health of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 7 MANAGEMENT

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 8 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 9 MEETINGS

1. The Board of Directors shall meet at least ten times in each membership year, and shall meet at such additional times as it may find necessary. A quorum at a Board meeting shall consist of 50% + 1 of the current Directors in office. Any Chamber member may attend any Board of Directors meeting as an observer.

2. Board members must avoid conflicts of interest when voting on Chamber matters, and when representing the Chamber of Commerce.

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

ARTICLE V

OFFICERS

Section 1 DETERMINATION OF OFFICERS

The Board of Directors (new and retiring directors) at its regular April Board Meeting shall elect officers for the ensuing year: a President, a Vice President, and a Treasurer. All of said officers must be members of the Board of Directors except the Treasurer, who may, or may not be a member of the Board. The Secretary of the corporation shall be the Executive Director (the paid staff manager of the corporation).

Section 2 DUTIES OF OFFICERS

1. President. The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The President shall, with the advice and counsel of the Executive Director, determine all committees and select all committee leaders, subject to approval of the Board of Directors.

2. Vice President. In the absence of the President to act, the Vice President is vested with all the powers, and shall perform all the duties of the President. The Vice President shall be a member of the Executive Committee and serve on at least one active committee. In the absence of the President and Vice President at a directors or members' meeting, the directors, or members respectively, present, may choose a President pro-tempore to preside at such meetings.

3. 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. The Treasurer shall serve on the Executive Committee and annually have prepared an operating budget for the following fiscal year. The Treasurer shall present to each meeting of the Board of Directors a statement of the financial condition of the organization. This statement shall be available to any Chamber member upon his/her request.

4. Executive Director. The Executive Director shall be the chief administrative and executive officer. The Executive Director or their his or her designate shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board.

The Executive Director shall serve as advisor to the President and shall be a non-voting member of the executive Committee and shall assemble information and data and cause to be prepared special reports as directed by the Board.

The Executive Director shall be a non-voting member of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Executive Committee and Budget Committee, the Executive Director or his or her designate shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures within approved budget allocation.

Checks are to be signed by the Executive Director, or in his/her absence, by the Associate Director, President or Treasurer.

Board at Large Directors shall be responsible for fulfilling special assignments, projects, committees, etc., as directed by the Board President.

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, Past President, Vice President, Treasurer, and the Executive Director. The President will serve as the head of the Executive Committee.

Section 4 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers as spelled out in Article IV, Section 8 of these bylaws.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1 APPOINTMENT AND AUTHORITY

1. The President, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the purposes and objectives of the Chamber. Committee appointments shall be at

the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

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

3. **Committee meetings** may be called at any time by the President, Executive Director, or by the committee's leader.

4. Each Regular, Second Business, Friend of the Chamber or Non-Profit member shall be eligible for service on a committee.

Section 2 LIMITATION OF AUTHORITY

1. 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. Expenditures by all Committees must have approval by the Board of Directors

Section 3 TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies, as deemed appropriate by the Board.

ARTICLE VII

FINANCES

Section 1 FUNDS

All money paid to the Chamber shall be placed in a general operating fund.

Section 2 DISBURSEMENTS

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. Disbursement shall be by check.

Section 3 FISCAL YEAR

The fiscal year of the Chamber shall close on June 30, and shall coincide with the program year.

Section 4 BUDGET

1. As soon as possible after election of the new Board of Directors and Officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

2. The Board of Directors may amend the budget at any time by a majority vote of those officer's present and voting at a duly noticed meeting of the Board of Directors.

Section 5 ANNUAL REVIEW

The accounts of the Chamber of Commerce shall be audited and reviewed annually at the close of business on June 30 by an audit committee. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6 BONDING

The Executive Director and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII

DISSOLUTION

Section 1

The Chamber may be dissolved by a majority vote of those Regular members who cast written ballots in an election called for such purpose by the Board of Directors. Such election shall be conducted in the manner specified in Article II, Section 5.

Section 2 PROCEDURE

1. 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.

2. In the event of dissolution of the Chamber, any funds remaining after provision for outstanding obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, within the Cloverdale area, to be selected by the Board of Directors.

ARTICLE IX

Section 1 PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X

AMENDMENTS

Section 1 REVISIONS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the Regular Members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or by written ballot in an election called for such purpose by the Board of Directors. In each such election, the Board of Directors shall specify the dates for distribution of ballots by the Secretary and for return of completed ballots to the address specified by the Secretary. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least (10) days in advance of the meeting at which they are to be acted upon.

Adopted: June 21, 1995

Amended: January 9, 2024