

# **Menifee Valley Chamber of Commerce**

## ***Bylaws***

- *Amended May 17, 2018*

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## **Article I - General**

### **1. Name**

The name of this California nonprofit mutual benefit corporation is Menifee Valley Chamber of Commerce. The Menifee Valley Chamber of Commerce shall abide by all local, state, and federal laws pertaining to a 501(c)-(6), mutual benefit organization.

### **2. Principal office**

The principal office of the Chamber for the transaction of its business shall be located in the Menifee Valley area of Riverside County, California.

### **3. Purpose**

The Menifee Valley Chamber of Commerce is dedicated to supporting and promoting local business enterprise, encouraging communication and cooperation between businesses and residents within the area, and initiating programs for the development and economic growth of the community which enhance the quality of life and welfare of all who live and work within the Chamber's sphere of influence. Otherwise, the general purpose of this corporation is to engage in any lawful act or activity for which a nonprofit mutual benefit corporation may be organized under the law. This corporation shall conduct its activities in a non-partisan, non-sectarian manner. Investigation and discussion of public issues are within the proper purview of the Chamber, but involvement in purely partisan political issues is not.

## **Article II – Membership**

### **1. Eligibility**

Any person or organization interested in fostering the objectives, mission, and purposes of the Chamber and whose membership in the Chamber would not adversely affect the legal or tax status of the Chamber may apply for membership in the Chamber.

### **2. Application process**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Upon approval by the Board and payment of the current membership fees, the applicant shall be a member in good standing.

### **3. Designation of representative(s)**

Organizations, other than sole proprietorships, shall designate a representative to exercise the rights and prerogatives of the organization's membership in the Chamber. Such designation shall be in writing on a form provided for that purpose. An organization may change its designated representative at any time by written notice to the Chamber Executive Director/CEO.

### **4. Multiple memberships**

Organizations may apply for more than one membership. Each such membership will be assessed separate membership fees, and require a separate designation of a different individual as representative. Such organization shall be entitled to one vote for each membership regarding matters voted upon by the

membership. Each such vote shall be cast by the representative designated to represent the respective organization membership. No more than one designee of a company with multiple memberships is eligible to serve on the Board of Directors at any given time.

## **5. Honorary membership**

The Board of Directors shall have the authority to grant honorary memberships to those individuals, non-voting and non-paid-who have distinguished themselves in service to the Meniffee Valley community. The Board shall likewise have the authority to revoke any such memberships.

## **6. Termination of membership**

### **A. Expiration:**

Membership is issued for a period of one year and shall expire when such period of time has elapsed unless the membership is renewed within the grace period established from time to time by the Board.

- ### **B. Expulsion:**
- Members may be expelled from membership should a member fail in a material and serious degree to observe the Chamber's rules of conduct, or should a member engage in conduct materially and seriously prejudicing the purpose and interests of the Chamber. Should such an expulsion be proposed, such member must be notified in writing of the pending action, and the reasons therefore, at least 15 days prior to the date the action will be taken. No member may be expelled without the opportunity of a hearing, orally or in writing, before the Board of Directors at a designated time and place at least five (5) days before the action is to become effective. (CA Corp. Code § 7341). A three-fourths (3/4) vote of all Directors present at a quorum meeting of the Board shall be necessary to expel a member.

## **7. Voting privileges**

No member shall be entitled to vote unless they are in good standing. A member in good standing is defined as one who is current in the payment of their dues.

## **Article III – Membership Meetings**

### **1. Time, date and place**

The Board of Directors shall, from time to time, designate the time, date and place of the annual membership meeting and the other periodic general membership meetings of the Chamber.

### **2. Quorum**

A quorum for the conduct of business at any general or special meeting of the membership shall be established by the presence of one third of the members who are entitled to vote as of the date of the meeting notice. If the number of voting members present is less than one-third of the voting membership, but more than twenty-five members' representatives, then only those matters that were announced in the notice of the meeting may be addressed at the meeting.

### **3. Special meeting**

A special meeting of the membership may be called by a majority of the Executive Committee. More than twenty-five members, by written request, may compel the Board to conduct a special meeting of the membership. Notice shall be given by first class mail, or email, to the membership not less than seven (7) days prior to any special meeting of the membership. Such notice shall explain the purpose of the meeting. Notice of the Special Board Meeting shall be sent with a proposed agenda and no other action shall be taken, or voted on, that was not stated on noticed Agenda.

## **Article IV – Board of Directors**

### **1. Number and length of terms**

The management of the Chamber, the direction of its work and the control of its property, shall be vested in a Board of Directors consisting of not more than fifteen (15) and no less than eleven (11) members or no more than (16) should Immediate Past Chair remain as designee. No member shall be elected to serve more than two (three year) consecutive terms as a Director. Terms shall be staggered so that approximately one-third of the Directors terms shall expire each year. A member, who has served two consecutive three-year terms on the Board, shall not be eligible for election to the Board again until at least one year has elapsed since the member's prior term of office ended. Except as provided herein, under no circumstances shall a Director serve more than seven and one half (7 ½) consecutive years as a member of the Board (accounting for time spent both as an elected and appointed member of the Board). This limitation shall be expanded to eight and one half (8 ½) years, only in the event that the Immediate Past Chair has exhausted his or her seven and one half (7 ½) years of eligibility following the year he or she serves as the Chairman of the Board. Eligibility to serve as a *Director* shall be limited to members and representatives of members, in good standing.

### **2. Regular meetings of the Board**

Regular meetings of the Board of Directors shall be held, at a minimum, quarterly at such time and place fixed by the Board.

### **3. Special meetings of the Board**

Special meetings of the Board may be called by the Chairman of the Board solely, or any four (4) Directors, upon 4 days notice by first class mail or upon forty-eight (48) hours notice delivered personally by telephone, or by email, and shall be in conformance with the California Corporations Code. Notice of the Special Board Meeting shall be sent with the proposed Agenda, and no other items will be voted on or action taken, other than stated on the noticed Agenda.

### **4. Quorum for Board meetings**

One (1) more than half of the currently seated members of the Board of Directors shall constitute a quorum

for the transaction of business. Every decision done or made by a majority of the director's present at a meeting duly noticed and held, at which a quorum is present, shall be regarded as an act of the Board, unless a greater number is required by law, these bylaws, or by the articles of incorporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors beyond the number required to establish a quorum so long as any action taken thereafter is approved by at least a majority of the required quorum for such meeting.

### **5. Excessive absences**

Absence by a Director from three (3) consecutive, or four (4) total Board meetings in a calendar year, may be construed by the Board as a resignation from the Board by such Director.

### **6. Voting by proxy prohibited**

A Director may not grant a proxy or absentee ballot of any type to any other person, including another Board member, for the purpose of voting on any matter before the Board.

### **7. Vacancy on Board**

Any vacancy on the Board, whether by reason of death, resignation, removal, or otherwise, shall be filled by a majority vote of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Such appointment shall not count as an elected term, but shall be included in calculating the seven and one half (7 ½) year eligibility restriction.

### **8. Confidentiality Agreement**

All Directors elected, or appointed, to the Board agree to sign a Confidentiality Agreement each year at the first Board meeting, and disclose any conflicts as defined in the Chamber's Policies and Procedures Manual.

### **9. Insurance**

The Chamber shall at all times maintain in full force and effect a policy of Director's and Officer's Errors and Omissions Insurance with the minimum coverage of \$1,000,000 per incident and \$2,000,000 annual coverage and any other such insurance deemed necessary.

## **Article V Election of Directors**

### **1. Nominating Committee**

A nominating committee shall be appointed prior to the September Board meeting. Said committee shall consist of three voting members appointed by the Board. One member shall be a director currently on the Board, but not seeking reelection. The election shall be held in November, with results announced to the membership immediately thereafter.

## **2. Report of the Nominating Committee**

The report of the Nominating Committee stating a slate of nominees shall be presented to the Executive Director/CEO prior to the next general Membership meeting. The Executive Director/CEO will present the slate of nominees at said Membership meeting. Nominations from the floor may be submitted by a voting member at said meeting. Each nominee must have consented in writing prior to his or her name being placed in nomination. The names on the Nominating Committee slate and those nominated from the floor, if any, will be submitted to the Board to review and/or qualify said candidates.

## **3. Elections**

Elections shall be conducted in accordance with California law and may be by written or electronic ballot. A policy and procedure must be in place, approved in the Chamber 's policies and procedure manual for written or electronic voting, with reasonable rules for conducting the elections so long as they are consistent with these Bylaws and California law. The board shall adopt such policies as it deems fair to provide the members with other information regarding each candidate. Each candidate may reflect their qualifications and picture on Chamber's website.

## **4. Election results**

The Executive Director/CEO shall safeguard the returned ballots prior to the counting of the ballots on Election Day. On Election Day, at least three (3) appointed observers who are not candidates shall process, or cause to be processed, all returned ballots, tabulating the votes and preparing a list of all candidates and the total number of votes each candidate has received. Such list shall be submitted to the Board, via email, for review and the Executive Director/CEO shall then make the election results public. The election results shall be published in the next distributed copy of the Chamber newsletter and shall be read at the first Chamber general meeting following the election. The ballots shall be retained and available for inspection in the offices of the Chamber for a period of three (3) months, after which they shall be destroyed, in accordance with the Chamber's Policies and Procedures.

## **5. Date of seating of newly elected directors**

All newly elected Board members shall be invited to attend the December Board meeting and shall be participating members of the Board thereafter. and shall be entitled to vote for the limited purpose of electing *the Officers for the ensuing calendar year. The newly elected Board members shall not be entitled to vote on any other matter at the December Board meeting.*

## **Article VI - Officers of the Board**

### **1. Election of Officers**

At the December Board meeting, Officers shall be elected by the Board for the ensuing calendar year. A Director shall have served one year on the Board to be eligible to be elected an Officer of the Board.

Nevertheless, for good cause, the Board may waive this requirement. The Officers and Directors shall serve at the will of the Board. Officers and Directors shall hold office commencing January 1, irrespective of any later formal installation ceremony.

## **2. Chairman of the Board**

The Chairman of the Board shall preside at all meetings of the Membership, Board of Directors and Executive Committee. The Chairman shall submit for the approval of the Board of Directors all items requiring Board approval. The Chair shall be an ex-officio member of all committees except the Nominating Committee. The Chairman shall preside at any other meetings of the Chamber. Furthermore, the Chair shall recommend to the Membership through the Board of Directors such matters and make such suggestions as tend to promote the prosperity and increase the usefulness of the Chamber.

## **3. First Vice Chair**

The First Vice Chair shall, as appropriate, perform the duties of the Chairman of the Board in the absence of the Chair. In the event the Chair is no longer able to perform the duties of Chair, or resigns, the First Vice Chair shall assume the position of the Chairman of the Board, for the remaining term.

## **4. Second Vice Chair**

The Second Vice Chair shall, as appropriate, perform the duties of the Chairman of the Board in the absence of the Chair and the First Vice Chair. In the absence of the Chair, the First Vice Chair, and the Second Vice Chair, the Secretary shall act as Chair.

In the event, the First Vice Chair is no longer able to perform the duties of First Vice Chair, or resigns, the Second Vice Chair shall assume the position of First Vice Chair, for the remaining term.

## **5. Secretary**

The Secretary shall be responsible for maintaining a record of all meetings, including, but not limited to minutes of all Membership, Board and Executive Committee meetings. Also, the Secretary shall perform all duties required to maintain a proper flow of incoming and outgoing correspondence. The Board may also direct the Secretary to perform such other duties as are deemed appropriate to that office.

## **6. Treasurer**

The Treasurer shall receive and disburse, or cause to be received and disbursed, all funds of the Chamber, keep an accountable record of the use of these funds, and deposit, or cause to be deposited, funds in a selected financial institution. A detailed financial report of each budget category within the Treasurer's report shall be made to the Board of Directors reflecting the financial record of the preceding month's disbursements and receipts each month. The Board may require an appropriate bond for the position of Treasurer

## **7. Immediate Past Chair**

Immediate Past Chair descends from serving as Chair, and remains on the Executive Committee and Board of Directors for one year as a voting Director. In the event the position of Immediate Past Chair is vacated for any reason, it shall remain vacant and not be filled for the remaining term.

**8. Vacancy in Officer Position** Should a vacancy occur in the position of Chair or First Vice Chair, said position shall be filled as stated above in Article VI, Section 1. A vacancy in the Second Vice Chair, Secretary or Treasurer, shall be filled by vote of a majority of the Board.

## **Article VII- Calendar Year**

The Chamber shall conduct its financial affairs on a calendar year basis, ending December 31.

## **Article VIII- Signing Authority**

### **1. Control of funds and assets**

No funds of the Chamber shall be disbursed unless the same shall have been approved, authorized and ordered by any two (2) members of the Executive Committee. All disbursements are to be made by check. The Board shall authorize four members of the Executive Committee, including the Executive Director /CEO, to sign checks, any two of which shall be required to sign each check.

The foregoing notwithstanding, the Executive Committee shall establish a petty cash **account** in accordance with the Chamber's Policies and Procedures. Said account may require only one signature. Said authorized signature shall be restricted to the members of the Executive Committee and the Executive Director /CEO. The maximum balance allowable in said petty cash shall be set by the Board of Directors.

### **2. Authorization for non-budgeted disbursements**

All non-budgeted disbursements shall be approved in advance by the Board of Directors.

### **3. Surety bonds**

The Board may require an appropriate surety bond(s) for the Executive Director/CEO, staff, and any other person handling funds of the Chamber.

### **4. Authority to execute contracts**

The Chairman of the Board, the Executive Director /CEO and the Secretary or the Treasurer shall, on being directed by the Board, sign all contracts, including leases, executed on the Chamber's behalf.

## **Article IX- EXECUTIVE DIRECTOR/CEO**

### **1. Position**

The Board shall employ an executive to manage the day to day operations of the Chamber. Said executive shall be given the title of "Executive Director /CEO." The Executive Director /CEO shall

serve at the will of the Board.

## **2. Reporting relationships**

The Executive Director /CEO shall report to the Board, but the Board may delegate to the Executive Committee and/or Chairman of the Board such reporting and oversight responsibilities regarding the Executive Director /CEO as the Board deems appropriate.

## **3. Duties**

The duties of the Executive Director CEO may include, but are not limited to, the hiring and supervision of staff, the administration of all business functions, maintenance and safekeeping of all corporate books and records, and the signing, alone or in conjunction with such other signers designated by the Board, **including** all contracts and agreements, expressly authorized by the Board.

## **4. Ex-officio, non-voting member Board and Committees**

The Executive Director /CEO shall be a nonvoting member of, and shall attend meetings of the Board, the Executive Committee, and other Chamber committees.

## **5. Evaluation and compensation**

The Board, through the Executive Committee, shall annually review the performance and compensation of the Executive Director /CEO.

## **6. Termination of employment**

The Executive Director /CEO serves at the will of the Board and may be terminated by a vote of a majority of the Board.

## **Article X- Committees**

In compliance with the California Corporation Code, the Board, by majority vote, may establish, direct, or disband the following types of committees.

### **1. Standing committees**

These are the committees which carry responsibility for specific ongoing activities of the Chamber. Each will be comprised of at least one Board member and may include non-chamber member community members. These committees require extensive time on the part of committee members and are year-round committees. All committees will report to the full Board on a regular basis, but at least once a year. The Chamber currently has the following standing committees:

Executive Committee  
Finance Committee

Nominating Committee  
Audit Committee

## **2. Task Force**

These task forces are brought into being for a specific reason or task and remain in existence until the task is completed. They may be created and staffed by the Board, or by a standing committee.

## **3. Authority of committees**

As set forth in Corporations Code, no committee, either standing or ad hoc, shall have any powers other than those specifically designated by the Board of Directors. No committee may obligate the Chamber or sign any contract on behalf of the Chamber without specific and prior Board approval. The Board of Directors shall authorize and define the powers and duties of all committees.

## **4. Appointment to committees**

The Chairman of the Board shall appoint the individual committee chairs to all committees, subject to confirmation by the Board of Directors. The committee chair, shall select the committee members accordingly.

## **5. Executive Committee**

The Executive Committee shall be composed of the officers, including the immediate Past Chair, and Executive Director /CEO. A majority of the officers in office shall constitute a quorum for meetings and actions of the Executive Committee. The Executive Director /CEO shall serve ex-officio on the Executive Committee, but shall not be counted in determining a quorum, nor have the power to vote. The Executive Committee shall supervise the Executive Director /CEO's day-to-day operation of the Chamber. The Executive Committee derives its authority from the full Board. The Executive Committee shall report matters brought before it to the Board of Directors at each regular meeting of the Board.

## **6. Finance Committee**

The Finance Committee **shall** consist of the Treasurer, Executive Committee and Executive Director /CEO and a minimum of 4 Directors. It shall prepare and submit a proposed budget of the anticipated income and proposed expenditures for the ensuing year for approval by the Board not later than the first Board meeting held in January of the immediate calendar year. Finance Committee operates at the will of the Board and will accomplish tasks as assigned by the Board. All recommendations for expenditures outside the adopted budget shall be submitted to the Board for approval.

## **7. The Audit Committee**

The Chair shall appoint three members of the Board, shall track the finances of the Chamber, and may appoint a tax professional to serve on the Audit Committee. Said members shall not be signatories on the accounts of the Chamber, nor otherwise directly involved in the fiscal operations of the Chamber. Treasurer shall not be a member of the Audit Committee. Said Committee shall affect such audit of the financial affairs as it determines appropriate. Such audit shall be conducted in the first calendar quarter following the end of each calendar year. The audit results shall be reported to the Board as soon after the end of the calendar year as practicable.

## **Article XI Dues**

Dues shall be due and payable the first day of the month of the anniversary date of the member's joining the Chamber. Dues will be delinquent if not paid within ninety days after the date due.

## **Article XII- Rules of Order**

Roberts Rules of Order, latest edition shall be recognized as the authority governing the meetings of the executive Committee, Board of Director, committees, in its provisions do not conflict with the California Nonprofit Corporations Code or these bylaws.

## **Article XIII**

These Bylaws may be amended by a two-thirds (2/3) majority vote of those voting members present at any regular or special quorum meeting of the Chamber. Notice of the proposed amendments shall be mailed or emailed to each voting member not less than fourteen (14) days prior to any such meeting. Said notice shall include the specific language of the proposed amendment.

The foregoing amendment and restatement in total of the Bylaws of the Menifee Valley Chamber of Commerce was adopted by the membership on May 17, 2018.

This will certify that the foregoing is a true and exact copy of the document it purports to be, the original of which has been compared by the undersigned.

Dated: \_\_\_\_\_, 2018

\_\_\_\_\_  
George Mills, Secretary  
Menifee Valley Chamber of Commerce

Amended and approved by the Menifee Valley Chamber of Commerce and attested to by

\_\_\_\_\_  
George Mills, Secretary  
Menifee Valley Chamber of Commerce