

Hercules Chamber of Commerce
By-laws
(amended on April 19, 2011)

ARTICLE I: GENERAL

- Section 1. Name. This organization is incorporated under the state laws of California and shall be known as the HERCULES CHAMBER OF COMMERCE, herein after 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 Hercules, California, unless changed by action of the Board of Directors.
- Section 3. Mission. Our mission is to advocate the common business interests and general welfare of all members, regardless of size, to foster and promote a healthy, ethical, competitive business climate, and to enhance the quality of life in our community.
- Section 4. Limitation. The Hercules Chamber of Commerce shall observe all State and Federal laws that apply to a non-profit corporation as defined in Section 501 C (6) of the Internal Revenue Code.
- Section 5. Political Activity. The Chamber, in its activities, shall be non-partisan, non-sectional, non-political, and shall take no part in nor lend its influence to the election or appointment of any candidate for Federal, State, County, or local office.

ARTICLE II: MEMBERSHIP

- Section 1. Eligibility. Any person, firm, association, or corporation interested in the general welfare of Hercules and the surrounding territory shall be eligible for membership in the Chamber.
- Section 2. Application. Application for membership shall be in writing on the forms specified. Membership applications shall be submitted for verification to the Board of Directors.
- Section 3. Investments. Membership investments shall be such rate, or rates, schedule, or formula as may be, from time to time, prescribed by the Board of Directors. Membership investments are payable annually during the anniversary month of membership approval.
- Section 4. Exercise of privileges. Any member shall have the right, at any time, to change any and all of its representatives upon written notice to the Chamber. The number of such designated, or assigned representatives to which a member is entitled shall be the least whole multiple of the minimum membership investment that said member pays. In no event, however, shall any member be entitled to more than ten (10) representatives.
- Section 5. Honorary membership. The Board of Directors may, in recognition of outstanding service of the community, confer honorary memberships in the Chamber. Honorary members shall carry all of 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 shall be expelled by the Board of Directors for non-payment of membership investment after 90 days from the due date, unless otherwise extended for good cause. Any member may be expelled by a two thirds (2/3) 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 member. Every membership is entitled to one vote in any election, referendum, or membership meeting. Voting by proxy shall be permitted if request is submitted in writing to a Board Officer.
- Section 8. Orientation. At regular intervals, orientation on the purpose and activities of this organization shall be conducted for the following groups: new directors, officers, committee leaders, committee and new members. A detailed outline for orientation of each of these groups shall be a part of the organization's procedure manual.
- Section 9. Promotion. Business members shall have the power to promote their respective businesses at meetings and through various Chamber vehicles.

ARTICLE III: MEETINGS

- Section 1. Annual meeting. The annual, regular membership meeting of the Chamber shall be held during the first quarter of the fiscal year; the place, date, and hour to be designated by the Board of Director. i.e Installation of Officers meeting.
- Section 2. Committee meetings may be called at any time by the President, President-Elect, Vice President, or by Additional Meetings. Special meetings shall be at the call of the President of the Board, or the Board of Directors, or upon written request of five percent (5%) of the members in good standing. A) Notice of special meetings shall be e-mailed to each member at least seven (7) days prior to the date of the meeting. B) Board meetings may be called by the President, or by the Board of Directors upon written request of three (3) members of the Board. Notice of the meetings shall be given to each director at least one (1) day prior to said meeting committee's chairperson.
- Section 3. Board of Directors Meetings. Unless otherwise ordered by a majority of Directors, the Board of Directors shall meet each month: the day and time to be fixed by the Directors.
- Section 4. Quorums. At any duly called meeting of the Chamber, five percent (5%) of the members shall constitute a quorum; a majority of Directors shall constitute a quorum of the Board of Directors; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.

ARTICLE IV: BOARD OF DIRECTORS

- Section 1. Composition of the Board. The Board of Directors shall be composed of five (5) to nine (9) members, all of whom shall be elected annually to 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 as expedient to carry on the business of the corporation and to fulfill its objectives.
- Section 2. Selection and Election of Directors. A. Nominating Committee. In March, the President or Executive Committee shall submit to the Directors the names of five (5) members, who together with the President-Elect, and the immediate Past President, shall constitute a nominating committee. At least two (2) of the five (5) members appointed by the President shall come from the general membership of the Chamber. The President shall serve as the chairman of the Nominating Committee.
- A. The Nominating Committee, when so selected, shall notify the membership through the E-Blast (monthly electronic newsletter) inviting members to submit names to the committee of possible candidates for nomination to the Board of Directors. The Nominating Committee is to give full consideration, but is not to be confined to the

candidates suggested by the General membership. In April , the Nominating Committee will report to the Board of Directors the names of the 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 shall be elected to one (1) three-year term.

- B. Publicity of Nomination. Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership by e-mail of the names nominated as candidates for Director, and the member's right of petition.
- C. Nomination by Petition. Additional names of candidates for Director can be nominated by write-ins on the voting ballot.
- D. Election. It shall be the duty of the Executive Director to have printed the ballot, on which are the names of the candidates. The ballots shall then be mailed at least twenty (20) days before the regular June Board Meeting.

The ballots shall be marked and returned to the Chamber office within twenty (20) days. The Board of Directors at the regular June Board meeting shall declare the elected candidates.

- E. In addition to persons so elected by the membership, as herein provided for the office of Director, the retiring President, President-Elect (Vice President), and the Treasurer, if not elected members of the Board, shall ex-officio become members of the Board of Director for the ensuing one (1) year with the same rights, powers, and duties as if elected by the membership of the corporation
- F. Judges. In May, the president shall appoint, subject to the approval of the Board of Directors, at least three (3), but no more than five (5) judges who are not members of the Board of Directors of candidates for election. Such Judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors at the regular June Board meeting.
- G. 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 August Board Meeting and shall be participating members thereafter.
- Section 4. Vacancies- Board of Directors. 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 or Officer's position vacated, and approved by a majority vote of the Board of Directors, except in the case of a vacancy in the President-Elect position. Should a vacancy occur in the position of President-Elect, the most recent nominating committee will be reconvened for the purpose of presenting a new candidate for approval by a majority vote of the Board of Directors.
- Section 5. Policy. The Board of Directors is responsible for establishing procedures of the organization. The Board is 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 6. Compensation. No member of the Board of Directors, or Officers, shall receive any compensation whatsoever for his/her service as a Director or Officer, but any Director or Officer may be reimbursed for expenses incurred in connection with the activities of the Chamber. However, in the future, should the activities of the Chamber and its Board of Directors be such that the Directors or Officers should be compensated for their services as such directors, in that event, compensation for the services rendered shall be fixed by a proper resolution by the Board of Directors.

Section 7. Management. The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 8. Ex-Officio Members of the Board. The President may, with the concurrence of a majority of the Board, appoint up to five (5) ex-officio members of the Board of Directors with the same rights, powers, and duties as if elected by the membership. The term of any ex-officio member so appointed shall be limited to the term of the President who appoints him/her.

ARTICLE V: OFFICERS

Section 1. Determination of Officers. The Nominating Committee for Directors shall also nominate officers each year. At the regular June Board Meeting the Board of Directors shall elect from their number, or from the membership, the President, the President-Elect (or Vice president), the Secretary, and the Treasurer. The President and the President-Elect (or Vice president) shall serve for one (1) year or until their successors assume the duties of the office. The Secretary and the Treasurer may serve more than one (1) year but no longer than three (3) years.

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 meetings of the membership, Board of Directors and Executive Committee. The President shall prepare and submit to the Board of Directors plans and suggestions for the activities of the Chamber, shall direct its general policies and correspondence, and shall present recommendations to the Board of Directors in each case in which action, or decision by the Board of Directors may be required. The President shall sign and execute in the name of the Chamber such instruments as the Board of Directors may require or authorize, and shall perform such other duties as may be assigned to the President by the Chamber. The President shall have the power to appoint and remove subordinate employees.

The President shall be the legal custodian of all property of the Chamber whose custody is not otherwise provided for. The President shall supervise the expenditure and disbursement of all funds of the Chamber in accordance with the directions of the Board of Directors. The President shall submit to the Board of Directors, at its annual meeting, a written report of the operations and the activities of the Chamber for the preceding year. The President shall also submit for approval or amendment by the Board of Directors an estimate of the costs of administering and operating the Chamber for the current fiscal year.

B. President-Elect or Vice President. 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 appoint committee chairpersons for the coming year at least thirty (30) days before the end of the fiscal year. Other duties shall be such as those assigned by the President and the Board of Directors. The President-Elect will have under their immediate jurisdiction all committees pertaining to their general duties.

C. Secretary. The Secretary, under the supervision of the President shall have the care and custody of all records of the Chamber other than those in the specific custody of other officers or directors, exercise the duties and functions usual to such office, and perform such other duties as the Board of Directors and the President may direct.

D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for proper distribution. 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 assistance of the Executive Director and the Executive Committee.

E. Executive Director. The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as advisor to the President and the Program of Work

Committee on planning and shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber.

The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees.

With assistance of the Executive Committee, the Executive Director shall be responsible for the administration of the program of work in accordance with the policies and regulations of the Board of Directors.

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

Section 3. Executive Committee. At the direction of the Board, the Executive Committee can be formed and 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, President-Elect (Vice President), Secretary, Treasurer, Immediate Past President, and the Executive Director. The President shall serve as the head of the Executive Committee.

ARTICLE VI: COMMITTEES AND DIVISIONS

Section 1 Appointment and Authority. The President-Elect shall appoint all committee chairpersons, with the approval of the Board of Directors, at least thirty (30) days prior to the start of the next fiscal year. The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber during his/her term of office. Committee appointments shall be for one (1) year.

It shall be the function of the committees to make investigations, to 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.

Section 2. 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 3. 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. Disbursements. Upon approval of the budget, the Executive Director is authorized to make distributions on accounts and expenses provided for in the budget, with a limit of \$500.00 without

additional approval of the Board of Directors. A monthly financial statement will be submitted to the Board of Directors for their review and approval. Disbursements shall be by check. Checks shall be signed by the Executive Director, and counter-signed by an officer who has been authorized by the Board of Directors.

Section 3. Fiscal year. The fiscal year of the Chamber shall be from July 1st to June 30th.

Section 4. Budget. At the regular meeting in June, the Executive Committee shall submit the Budget, for the coming fiscal year, to the Board of Directors.

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 available for inspection by Chamber members at the Chamber office.

Section 6. Bonding. All employees of the Chamber shall be covered by bond with the 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: SEAL

Section 1. The seal of the Chamber shall be circular in form and shall have inscribed thereon in the margin the following words and figures: HERCULES CHAMBER OF COMMERCE.

ARTICLE IX: DISSOLUTION

Section 1. Procedure. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws 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 and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors as defined in Section 501 C (6) of the Internal Revenue Code.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1. The current edition of Robert's Rules of order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the by-laws of the Chamber.

ARTICLE XI: INDEMNIFICATION CLAUSE

Section 1. No member, officer, or director of the 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 the corporation.

ARTICLE XII: AMENDMENTS

Section 1. Revisions: The By-laws may be amended or altered by a two-thirds (2/3) vote of the members of the Board of Directors present. 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.

ADOPTED: _____

AMENDED: April 19, 2011

BOARD OF DIRECTORS: