



Adopted revision date: 08/13/2021

BY-LAWS OF THE
SOUTH COUNTY CHAMBERS OF COMMERCE

Name

The name of this organization shall be the "South County Chambers of Commerce."

ARTICLE ONE

Mission

The mission of the South County Chambers of Commerce is to create partnerships and opportunities that ensure South County businesses prosper.

ARTICLE TWO

Form of Organization

The Chamber is a nonprofit corporation composed of volunteers. The officers are elected by the general membership and shall serve as the Executive Committee. This organization is incorporated under the provisions of the general nonprofit corporation law of the State of California. Its principal office shall be located within the limits of South San Luis Obispo County.

ARTICLE THREE

Limitations

The South County Chambers of Commerce shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE FOUR

Membership

1. Eligibility:

All who support the mission of the South County Chambers of Commerce shall be eligible for membership.

2. Categories, dues, voting privileges:

The membership shall be divided into four general categories:

- A. Business members shall be any person, firm, association, corporation or partnership or other business entity having an active business interest in South San Luis Obispo County and its vicinity.
- B. Associate members shall consist of individuals not affiliated with a business.
- C. Nonprofit members shall consist of those organizations not conducting a business or providing a service for fee and have a valid nonprofit status with the California Secretary of State.
- D. Organization shall be any service, civic, fraternal, or other organization. The organization shall designate three individuals as its representatives.

The annual dues of members of this Chamber shall be determined by the Board of Directors and broken down into categories.

Voting privileges:

All dues-paying members shall be entitled to one vote per membership.

3. Termination:

Any member may be terminated for non-payment of dues by a vote of the Board of Directors. Any member may be terminated 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.

ARTICLE FIVE

Membership Meetings; Regular and Special

Regular Meetings: The Board of Directors shall meet monthly. The Board of Directors may convene membership meeting whenever it may be considered necessary or desirable.

Special membership meetings of members may be called by twenty five percent or more of the members, by written request (except when called by the Board) delivered in person or mailed by first class mail, addressed to the Chairperson, the Chairperson-Elect, or the CEO, at the Chamber office. The request shall specify the time desired for the meeting, not less than 35 or more than 90 days after the receipt of the request and shall also state the general nature of the business proposed to be transacted at the meeting. At any duly called special meeting of the Chamber, twenty five percent of the members shall constitute a quorum.

Annual Meeting

The annual meeting of the members shall be held at such place and on such dates as shall be determined by the Board of Directors.

ARTICLE SIX

Board of Directors; Composition, Duties, Powers:

Section 1: Authority.

The government of the Chamber of Commerce, direction of work, the control of its finances, property and the control and direction of the CEO shall be vested in a Board of Directors consisting of not fewer than seven nor more than fifteen members, including any duly elected officer(s).

Section 2: Nomination, Election and Terms of Office for the Board of Directors.

Selection and Election of Directors. At the regular monthly Board meeting of the Directors in September and at least thirty-five (35) days prior to the election, the Chairperson shall appoint, subject to approval by a majority of the Board of Directors, a Nominating Committee consisting of at least three (3) board members, in good standing, and the CEO.

A. No later than the regular meeting in October the Nominating Committee shall nominate candidates to fill vacancies occurring on the Board of Directors.

B. All Directors duly elected shall take office at the regular meeting in November and shall serve a term of two (2) years, unless otherwise specified.

C. No Director who has served two (2) consecutive two (2) year terms is eligible for a third consecutive term. Such Directors shall retire for one (1) year from the Board of Directors before being eligible to be placed in nomination for another term. Notwithstanding the foregoing, a Director, after serving one year as a Director, may be elected as an Executive Officer (defined below) to serve a one (1) year term. The outgoing Chairperson of the Board shall serve on the Executive Board for one year following their term as Chairperson of the Board.

D. Unscheduled vacancies on the Board of Directors shall be filled by nomination by the Chairperson and approval by the Board of Directors. Any member appointed to fill an unexpired term of a Director shall hold the office until the expiration of the original vacating Director's term.

Section 3: Selection and Election of Directors and Executive Officers.

At the regular monthly Board meeting of the Directors in October and at least thirty-five days prior to the election, Executive Officers shall be elected from those nominated and shall be known as Officers Elect until the regular meeting of the Board of Directors in January. The Chairperson, Vice Chairperson, Secretary and Treasurer (hereinafter "Executive Officers") must be elected from the Board of Directors. In addition to the elected Executive Officers, the outgoing Chairperson of the Board will serve an additional one-year term on the executive committee in the capacity as Immediate Past Chairperson.

A. The term of the office of Chairperson, Vice Chairperson, Secretary, and Treasurer shall be for one (1) year commencing with the January meeting following the election of the Officers.

B. An unscheduled vacancy created in any office, for any reason, shall be filled by nomination by the Chairperson with the approval of the Board. Any member appointed to fill the unexpired term of an Officer shall hold the office until the expiration of the original Officer's term. Such appointment shall not preclude said Officer from nomination at the conclusion of the expiring term. First year Directors may be considered under special circumstances.

C. No later than twenty days (20) before the election, the Nominating Committee shall present to the CEO a slate of (number of vacancies) candidates to serve two-year terms to replace the 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. Upon receipt of the report of the Nominating

Committee, the CEO shall immediately notify the membership by e: mail/mail of the names of persons nominated as candidates for directors and the right of petition.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in randomized order. Instructions will be to vote for (number of vacancies) candidates only. The CEO shall e-mail/mail this ballot to all active members at least 15 days before the regular November Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten (10) days or via mail or in-person delivery. The Board of Directors shall at its regular November Board meeting declare the (number) candidates with the greatest number of votes elected.

If no petition is filed within the designated period, the nominating shall be closed and the nominated slate of (number of vacancies) candidates shall be declared elected by the Board of Directors at their regular November Board meeting.

Section 4: Board of Directors Meetings.

The Board of Directors shall meet no less frequently than once per month, at such regular time and place as will be determined by them. Absence from three consecutive regular meeting, without an excuse being valid and so recorded by the Board of Directors shall be construed as grounds for termination. A majority of the authorized number of Directors, 50% + 1 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.

A special meeting of the Board of Directors may be called at any time by the Chairperson or a majority of Directors provided that a call shall be issued to each Director stating the purpose of the meeting. At least 4 hours' notice preceding each special meeting shall be given. A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE SEVEN

Officers and Directors

The Chairperson acts as the chief spokesperson of the Chamber of Commerce. The Chairperson shall, with the counsel and advice of the Executive Committee, determine the need for action Committees, subject to the approval of the Board of Directors. The Chairperson is responsible to the Board of Directors and the General Membership.

The Vice Chairperson acts as the presiding officer of the Chamber of Commerce in the absence of the Chairperson.

The Treasurer serves as overseer of the financial records and statements of the Chamber of Commerce. Disbursement other than authorized payroll checks and previously approved budget allocations, in excess of one thousand five hundred (\$1,500.00) dollars shall require approval of the Treasurer. The Treasurer shall cause a monthly financial report to be prepared by the CEO and the report shall be reviewed and approved by the Board.

The Secretary shall see that all notices are duly given in accordance with the By-Laws or as required by law. Secretary shall record minutes of all meetings and confirm a quorum has been met in order to conduct business.

Directors serving on the board will help formulate policies and represent the general membership in the governance of the chamber. No director shall have the individual authority to commit the Chamber to any course of action or financial obligation.

At all times, prudent behavior should dictate actions taken or board appointments made where a potential conflict of interest is evident.

Board members must make any potential conflicts of interest known to the other members of the board. In the event of a situation where a conflict of interest could influence decision making, board members must excuse themselves from the situation. A board member's absence from a meeting due to conflict of interest issues should be noted in the minutes.

The Chief Executive Officer, who may also be referred to as the President of the Chamber, shall be appointed by the Board of Directors. The CEO shall be the chief administrative officer and chief executive officer and shall serve as advisor to the Chairperson of the Board and shall assemble information and data and cause to be prepared special reports as directed by the Board of Directors. The CEO shall be a non-voting member of the Board of Directors, the executive committee, and all other committees. The CEO shall be responsible for the administration of the Chamber in accordance with the direction and policies of the Board. The CEO shall be responsible for hiring, discharging, directing and supervising all employees.

ARTICLE EIGHT

Committees

The Board of Directors shall authorize and define the powers and duties of all committees.

Committees are the group through which the objectives of the Membership are accomplished. Committees are assigned the responsibility for carrying out various parts of the Chamber's program of action. Committees, and the chairpersons of said committees, are appointed by the CEO with the Board's consent.

The function of Committees is to reach out to the business community, volunteer at events, conduct studies and hearings, make recommendation to the Board and carry out those activities approved by the Board.

Committees are limited in authority - they cannot make policy, commit the Chamber to any action, speak on behalf of the Chamber or spend any funds without the approval of the Board.

Committees generally are established in one of two ways:

- (a) Standing Committees - to carry out the ongoing needs of the organization.
- (b) Task Forces - ad hoc committees formed to carry out a limited assignment, whose existence terminates with the accomplishment of the goal.

ARTICLE NINE

Budget

Prior to each fiscal year, the Board of Directors shall prepare and approve a draft budget of anticipated revenues and expenses for final approval by the Executive Board.

ARTICLE TEN

Disbursements

The receipts from membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the organization, from which all expenses for the maintenance and conduct of the organization, and other expenses regularly incurred by the Chamber in the prosecution of its work, shall be paid.

ARTICLE ELEVEN

Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31.

ARTICLE TWELVE

Parliamentary Procedure

The proceeding of the Chamber meeting shall be governed by and conducted according to latest edition of Roberts Manual of Parliamentary Rules or other acceptable procedures.

ARTICLE THIRTEEN

Retention of Officers on Board

The outgoing Chairperson shall be retained on the Board as a voting member, for a period of one-year following expiration of their term as Chairperson.

ARTICLE FOURTEEN

Amendments

These by-laws may be amended or altered by a two-thirds vote of the Board of Directors, present at any regular or special meeting of the Chamber of Commerce.