

**AMENDED AND RESTATED BYLAWS OF  
MOUNTAIN VIEW CHAMBER OF COMMERCE**

A California Nonprofit Mutual Benefit Corporation

**ARTICLE 1 - NAME**

The name of this corporation is Mountain View Chamber of Commerce.

**ARTICLE 2 - PURPOSE**

The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under the California Nonprofit Mutual Benefit Corporation Law (the "Corporation Law").

Within the context of the general purposes stated above, this corporation shall work for the mutual benefit of its members and the community by enhancing and enabling an environment in which business can succeed. Without limiting the foregoing, this corporation shall promote its members' interests in the following areas:

- **Build:** attract, support, grow and retain businesses
- **Promote:** economic development and community
- **Connect:** through professional networking & educational partnerships
- **Advocate:** for business through legislative advocacy

**ARTICLE 3 - MEMBERSHIP**

**Section 1.** Except as otherwise provided in these Bylaws, any retired person, independent contractor, business, sole proprietor, company, firm, association, corporation, partnership, or estate may apply for membership in this corporation.

**Section 2.** Applicants who qualify, and have paid their initiation fee and annual dues may be elected to general membership at any meeting of the Board of Directors. A vote of two-thirds of the Directors present shall be necessary to elect an applicant to membership.

**Section 3.** The dues of members shall be determined by the Board of Directors.

**ARTICLE 4 – RETIRED INDIVIDUAL MEMBERSHIP**

This corporation may have Retired Individual Memberships. Such memberships shall be available to individuals, not presently engaged in business, who may desire to help promote the civic and business interests of this corporation and the community. Retired Individual members shall neither have voting rights nor be entitled to hold any office, but may serve and participate on all committees, and each retired individual member may cast one vote on any referendum ballots of this corporation. A vote of two-thirds of the Directors present shall be necessary to elect an applicant to a retired individual membership.

## **ARTICLE 5 – HONORARY MEMBERSHIP**

The Board of Directors may award honorary (courtesy) membership to any person, business, firm, association, corporation, or partnership that has distinguished him/her in public affairs. Honorary membership shall include all the privileges of active membership, except that of holding any office, with exemption from the payment of dues. Election as an honorary member shall require the affirmative vote of two-thirds of the Board of Directors present. An Honorary membership may be revoked at any time by two-thirds vote of the Board of Directors.

## **ARTICLE 6 – TERMINATION OF MEMBERSHIP**

**Section 1.** Any member may be expelled by a two-thirds vote of the Board of Directors for non-payment of dues if such non-payment continues for not less than three (3) months.

**Section 2.** After written notice and an opportunity for a hearing before the Board of Directors, a member may be expelled for conduct unbecoming a member upon a two-thirds vote of the Board of Directors.

**Section 3.** Any member may, by written request to the Board of Directors, resign from this corporation.

## **ARTICLE 7 - VOTING**

Each member in good standing shall be entitled to one vote. A member is in good standing if it has paid its dues in full for at least 90 days in the current year, and is not in arrears in paying its dues for any previous year or years.

## **ARTICLE 8 - REFERENDA**

The Board of Directors may, from time to time, submit a question to the members of this corporation for a mail or email non-binding referendum vote. Also, at any time, a member may request that the Board submit a question to the membership. A majority vote of the Board is required to accept this request. When submitting a question to the membership, the Board shall decide what methodology and criteria will be used in conducting a vote of the membership, and the effect of such vote by the membership.

## **ARTICLE 9 – POWERS OF THE BOARD OF DIRECTORS**

The governing and policy-making responsibilities of this corporation shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs in accordance with and to the full extent permitted by Section 7210 of the Corporation Law. The Board of Directors shall be responsible for establishing procedure, formulating, and adopting all policies of this corporation.

## **ARTICLE 10 – QUALIFICATION AND REMOVAL OF DIRECTORS**

**Section 1.** Any natural person who is a member or an employee of a member shall be eligible to be a Director of this corporation.

**Section 2.** The Board of Directors shall consist of no less than fifteen (15) and no more than twenty-one (21) elected members. No Director shall serve more than two (2) three-year consecutive terms provided, however, that (a) a director appointed to fill a vacancy on the Board of Directors may serve for two (2) additional full terms if the remainder of the unexpired term that he or she was appointed to fill was less than one and one-half (1 1/2) years; and (b) a director's term of office may be extended by resolution of the Board of Directors beyond two (2) three-year consecutive terms as deemed necessary by the Board of Directors in its sole discretion.

**Section 3.** Notwithstanding the term limitations set forth in Section 2 of this Article 10, a person who is elected to serve as Chair of the Board-elect, is so serving during the final year of his or her second elected term on the Board of Directors, and is then elected to the office of Chair of the Board, may continue to serve on the Board of Directors during his or her term as Chair of the Board and one year thereafter as the Immediate Past Chair of the Board. A person who is serving as Chair of the Board during the final year of his or her second elected term on the Board of Directors may continue to serve on the Board of Directors for one year thereafter as the Immediate Past Chair of the Board.

**Section 4.** Any Director may be removed, with or without cause, by a vote of the membership at a special meeting called for such purpose. Any Director may be removed by resolution of the Board of Directors for cause if such Director has been (i) declared of unsound mind by an order of court, (ii) convicted of a felony, or (iii) absent from three consecutive meetings of the Board without an excuse deemed valid and so recorded by the Board of Directors.

## **ARTICLE 11 – ELECTION OF DIRECTORS**

**Section 1.** The annual election of Directors shall be held no later than 30 days prior to the start of the next Board term.

**Section 2.** Nominations for director shall be made prior to the election by a Nominating Committee consisting of the Executive Committee and approved by the Board of Directors. The Chair of the Nominating Committee shall announce the dates of all Nominating Committee meetings. Any member in good standing shall be admitted to the meeting, or meetings, and shall be permitted to address the Committee and give suggestions as to whom they think should or should not be nominated as a Director.

**Section 3.** Any five (5) members in good standing may nominate a candidate by filing with the Nominating Committee, at its official meeting, a petition in writing setting forth the name of the person they desire to nominate. If the Nominating Committee determines that the person nominated by petition is eligible to serve as a director in accordance with these Bylaws, that person's name shall be placed on the official ballot along with the slate of candidates as prepared by the Nominating Committee.

**Section 4.** The Nominating Committee shall prepare a list of candidates, including any names submitted by petition, and this list shall constitute the official ballot. The ballot shall list the

incumbent Directors in alphabetical order, and the proposed new Directors next in alphabetical order.

**Section 5.** At least six days prior to the annual election, the official ballot and any report of the Nominating Committee shall be made available to the members and a copy of the ballot shall be distributed to each member entitled to vote for election of Directors via effective forms of communication.

**Section 6.** The members shall vote by email, mail or in person, by secret ballot, in conformity with such additional rules and regulations as the Board of Directors may adopt. The Board of Directors may also adopt the use of facsimile, electronic mail, online or other electronic means of voting, together with appropriate rules and regulations for using such means.

**Section 7.** In the event that there is a contested election, the Chair of the Board shall appoint a Committee of Judges, consisting of an odd number of persons of not less than three (3), to supervise and conduct the elections.

**Section 8.** The candidates receiving the highest number of votes for the number of vacancies to be filled shall be declared elected.

**Section 9.** In the event of a tie in the election of Directors, the Committee of Judges shall cast lots and certify an elected person or persons on whom the selection falls.

**Section 10.** Each member shall have one vote.

## **ARTICLE 12 – HONORARY DIRECTORS**

By a vote of two-thirds of the Directors present, the Board of Directors may from time to time elect one or more persons to be an Honorary or Ex-Officio Director. Honorary or Ex-Officio Directors shall be available from time to time to perform special assignments specified by the Chair of the Board and the Board of Directors, attend the meetings of the Board of Directors, and furnish consultation and advice to the Board. The Board of Director shall prescribe the voting rights and privileges of an Honorary or Ex-Officio Director and the period during which the title shall be held. If no period is prescribed, the title shall be held at the pleasure of the Board.

## **ARTICLE 13 – MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall meet at regular intervals, as determined by the Board of Directors from time to time.

**Section 2.** A special meeting of the Board of Directors may be called at any time by the Chair of the Board or by three (3) Directors, provided that when a special meeting is called by other than the Chair of the Board, a call shall be issued to each Director, including the President & CEO, stating the purpose of the meeting not less than three hours preceding the meeting.

**Section 3.** At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum. Except as otherwise provided in these Bylaws, any action of the Board

of Directors shall require the vote of at least a majority of the Directors present at a meeting where a quorum is present. A meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

#### **ARTICLE 14 - VACANCIES**

Vacancies on the Board of Directors, by resignation or otherwise, shall be filled by appointment by the Chair of the Board and confirmed by the Board. A person appointed to fill a vacancy shall serve for the remainder of the unexpired term to which they were appointed.

#### **ARTICLE 15 – OFFICERS**

**Section 1.** The officers of this corporation shall be a Chair of the Board, a President & CEO, a Treasurer, and a Secretary. This corporation may also have, at the Board of Directors' discretion, a Chair of the Board-elect, an Immediate Past Chair, one or more Departmental Vice Chairs and such other officers as may be elected in accordance with these Bylaws. Any number of offices may be held by the same person. The Board of Directors may authorize the Chair of the Board or the President & CEO to appoint any other officers that this corporation may require. Each officer so elected shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or as determined by the Board of Directors.

**Section 2.** The Board of Directors shall elect officers at each November meeting of the Board of Directors, and shall elect any officers as are deemed necessary to conduct the business and activities of this corporation at its discretion. The Board of Directors shall have the authority to determine qualifications for the corporation's officers from time to time that are not inconsistent with these Bylaws.

**Section 3.** Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board of Directors. Subject to the foregoing sentence, each officer shall serve for a term of up to two (2) years or such shorter term as determined by the Board of Directors, or until their successor assumes the duties of office.

**Section 4.** Prior to the regular November meeting of the Board of Directors, the Nominating Committee shall nominate the officers to serve for the coming year, and a list of such nominations shall be presented at the November meeting. Additional nominations may also be made from the floor at the meeting. In the event that more than one person is nominated for an office, election for that office shall be done by secret ballot of all Directors present at the meeting, and the person receiving the highest number of votes shall be elected to that office.

**Section 5.** Vacancies of any office, because of resignation, creation of a new office, or otherwise, may be filled by appointment by the Chair of the Board and confirmed by the Board of Directors. An officer so appointed shall serve for the remainder of the term of the vacant office or until his or her successor assumes the duties of office.

#### **ARTICLE 16 – DUTIES OF OFFICERS**

**Section 1. CHAIR OF THE BOARD.** The Chair of the Board shall serve as the chief elected officer of this corporation and shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee. The Chair of the Board, with the advice and counsel of the President & CEO and subject to the approval of the Board of Directors, shall assign subordinate officers of this corporation to divisional or departmental responsibility. The Chair of the Board, with the advice and counsel of the President & CEO and subordinate officers, and subject to approval of the Board of Directors, shall determine all committees, select all committee leaders, and assist in the selection of committee personnel. In addition to any other qualifications determined for such office by the Board of Directors, the Chair of the Board must be a current member of the Board of Directors.

**Section 2. PRESIDENT & CEO.** The President & CEO shall serve as the chief administrative executive officer of this corporation. The President & CEO shall also serve as advisor to the Chair of the Board and Board of Directors on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the annual plan of action for this corporation. With the assistance of the subordinate officers, the President & CEO shall be responsible for administering the annual plan of action and achieving its goals and objectives in accordance with the policies and regulations of the Board of Directors. The President & CEO shall be responsible for hiring, discharging, directing, and supervising all employees of this corporation. With the cooperation of the Finance Committee, the President & CEO shall be responsible for the preparation of an operating budget covering all activities of this corporation to be approved by the Board of Directors. The President & CEO shall also be responsible for all expenditures within approved budget allocations.

**Section 3. TREASURER.** The Treasurer shall be the Vice Chair of the Finance and Economic Development committee and responsible for the safeguarding of all funds received by this corporation 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 cause a monthly financial report to be made to the Board of Directors, and shall promptly render to the Chair of the Board, the President & CEO, and the Board of Directors, upon request, an account of all transactions as Treasurer and of the financial condition of this corporation. The Treasurer shall have such other powers and perform such other duties as the Board of Directors may prescribe.

**Section 4. SECRETARY.** The Secretary shall keep or cause to be kept, at this corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors, of committees of the Board of Directors, and of meetings of the members. The Secretary shall keep or cause to be kept, at the principal office of this corporation, a copy of this corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep or cause to be kept, at this corporation's principal office or at a place determined by resolution of the Board of Directors, a record of this corporation's members, showing each member's name, address, and class of membership. The Secretary shall give, or cause to be given, notice of all meetings of the members, of the Board of Directors, and of Committees of the Board of Directors, in each case that are required by these Bylaws to be given, and shall have such other powers and perform such other duties as the Board of Directors may prescribe.

## **ARTICLE 17 – EXECUTIVE COMMITTEE OF THE BOARD**

**Section 1.** The Executive Committee shall be a standing committee of the Board composed of the Chair of the Board, and such other members as nominated by the Chair of the Board and confirmed by the Board of Directors. If the President & CEO is then serving as a director of this Corporation, such President & CEO shall be a voting member of the Executive Committee, but otherwise will be entitled to attend each meeting of the Executive Committee in a non-voting capacity. The Chair of the Board will serve as chair of the Executive Committee and shall preside over its meetings.

**Section 2.** The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but its actions shall be subject to the approval of the Board of Directors. It shall be the duty of the Executive Committee to review and recommend all matters submitted to the Board of Directors.

**Section 3.** Subject to the approval of the Board of Directors, the Executive Committee shall be responsible for the hiring and firing of the President & CEO. Within the time frame for preparing the annual budget, the Executive Committee shall also be responsible for conducting an annual performance evaluation and salary review of the President & CEO.

## **ARTICLE 18 - INDEMNIFICATION**

**Section 1.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

**Section 2.** On written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of the membership. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

**Section 3.** To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding shall be advanced by this corporation before final disposition of the proceeding, on receipt by this corporation of an

undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by this corporation for those expenses.

## **ARTICLE 19 – COMMITTEES OF THE BOARD**

**Section 1.** The Board of Directors shall authorize and define the powers and duties of all committees.

**Section 2.** Subject to confirmation by the Board of Directors, the Chair of the Board, with the advice and counsel of the President & CEO, shall assist in the appointment of all members to each committee, and shall assist in selecting the chair or co-chairs of each committee.

**Section 3.** It shall be the function of all committees to investigate and make recommendations to the Board of Directors, and carry on such activities as may be delegated to it by the Board of Directors. No committee, standing or special, and no committee member or any individual member of this corporation shall have the power to commit this corporation on any matter of general policy or any financial matter. It is the intent of this section to provide that committees shall have the authority to decide matters of interest to each committee only, and to make recommendations to the Board of Directors on all matters affecting the community or this corporation as a whole. Both majority and minority reports may be submitted to the Board of Directors from any committee.

**Section 4.** No action by any member, committee, division, employee, Director, or Officer shall be binding upon, or constitute and expression of the policy of this corporation until it shall have been approved or ratified by the Board of Directors.

**Section 5.** Meetings of a committee may be called at any time by the Chair of the Board or by the Chair of such committee.

**Section 6.** In the event any committee fails to fulfill the duties assigned to it with reasonable promptness, such committee may be discharged by the Chair of the Board, who shall report this action to the Board of Directors and appoint a new committee.

**Section 7.** A committee may be discharged by the Chair of the Board when its work has been completed and its reports accepted, or when, in the opinion of the Board of Directors, it is deemed advisable to discontinue the committee.

**Section 8.** The Chair of the Board shall be an ex-officio member of all committees of the Board of Directors.

## **ARTICLE 20 – MEETINGS OF THE MEMBERSHIP**

**Section 1.** The annual meeting of this corporation shall be held in November of each year, on a day to be designated by the Board of Directors, unless said Board shall designate another month.



**Section 2.** Special meetings of the membership may be held at such times as the Chair of the Board and Board of Directors may determine or upon written request by five (5) percent of the members in good standing. Due notice of the meeting shall be given by mail or email to every member. When a special meeting is called by other than the Chair of the Board or the Board of Directors, the notice shall contain a statement of the purpose of the meeting, and shall be issued at least two days preceding the meeting.

**Section 3.** At all membership meetings, the presence in person or by proxy of members in good standing who constitute not less than five percent (5%) of all members in good standing shall constitute a quorum.

## **ARTICLE 21 – NOTICES**

All notices required to be given under the Articles of Incorporation, the Bylaws or the Corporation Law to this corporation's directors or members may be given in any manner permitted by the Corporation Law, as may be amended, or any successor statute that governs this corporation.

## **ARTICLE 22 – PARLIAMENTARY PROCEDURE**

Each meeting of the Board of Directors or committee thereof, and each meeting of the members, shall be conducted in accordance with Robert's Rules of Order for Small Boards or such other rules not inconsistent with the Articles of Incorporation and Bylaws of this corporation as determined by the chair of such meeting in their sole discretion. Notwithstanding anything to the contrary in the foregoing, the chair of each meeting of the Board of Directors or committee thereof, and the chair of each meeting of the members, shall have sole authority to determine questions of procedure and such chair's determination shall be final and binding on the attendees of such meeting.

## **ARTICLE 23 – DISSOLUTION**

This corporation may voluntarily wind up and dissolve in accordance with Chapter 16 of the Corporation Law or any successor provision thereto.

## **ARTICLE 24 – AMENDMENTS**

These Bylaws may be amended in accordance with Section 7150 of the Corporation Law or any successor provision thereto.

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## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Mountain View Chamber of Commerce, a California nonprofit mutual benefit corporation, that the above amended and restated bylaws are the bylaws of this corporation as adopted by the board of directors on July 28<sup>th</sup>, 2020, and that they have not been amended or modified since that date.

Dated: July 28<sup>th</sup>, 2020

A handwritten signature in black ink, appearing to read 'Amine Khechfe', written over a horizontal line.

Amine Khechfe', Secretary