

Colfax Area Chamber of Commerce Bylaws

Amended by the
Board of Directors
June 1st, 2011

ARTICLE I Office

- Section 1.** The name of the organization shall be the Colfax Area Chamber of Commerce.
- Section 2.** The Colfax Area Chamber of commerce is a nonprofit corporation incorporated in 1951 in the state of California. The word “Chamber” shall be used throughout the Bylaws in reference to the Colfax Area Chamber of Commerce as a corporation.
- Section 3.** The principal office of the Chamber is hereby fixed and located in the City of Colfax, County of Placer, and State of California.
- Section 4.** The Chamber may have offices at other places, within the designated Chamber area as its business may require and as the Board of directors may decide.

ARTICLE II Purpose

- Section 1.** The Chamber shall be non-partisan, non-sectarian, and non-sectional; and shall take no part in or lend support to the election or the appointment of any candidate for public office.
- Section 2.** The Chamber is organized to foster economic growth and to advance the commercial, industrial and civic well being of the community through a strong and expanding business base.
- Section 3.** The Chamber will coordinate the efforts of commerce, industry, schools, civic organizations, City Council and the professions in fostering cooperation and maintaining and strengthening a sound and healthy business climate in the greater Colfax area. The Chamber will encourage and support programs and activities that will provide for full development and employment of our human and economic resources. The Chamber will create a broad understanding and appreciation of the opportunities within the Colfax area, and promote the advantages and asset of our community. The Chamber will foster the idea that an

attractive and viable trade area will attract more business activity, and that this additional business activity will benefit the overall business community. The Chamber will generate the sufficient income and member participation to carry out the Mission and Vision of the Chamber.

Section 4. The President or his/her designate shall be solely responsible for presenting approved Chamber policy. This includes legislative presentations as well as public statements. No committee, employee, volunteer or member shall represent the Chamber without specific authority from the Board of Directors. If a member wishes to make such public presentations or statements, a disclaimer must be made stressing that such a person is acting as a private citizen and is not in any way representing the Chamber or Chamber policy.

Section 5. The Board of Directors organizational structure is as follows: The general membership elects the Board of Directors, and the Board of Directors elects the officers and hires the Executive Director.

ARTICLE III

Members

Section 1. Any person, association, corporation, partnership or estate having an interest in the objectives of the Chamber organization shall be eligible for membership.

Section 2. Application for membership shall be completed in writing with appropriate signature and approval by the Chamber Board of Directors. Applicants become and remain members upon payment of regularly scheduled dues and fees.

Section 3. All members shall have the same rights, privileges, restrictions and conditions.

Section 4. Each member is entitled to one vote.

Section 5. The terms of the membership are non assessable.

Section 6. Each member shall pay annual dues in accordance with a statement of policy, established and approved by the Board of Directors.

Section 7. Nonprofit organizations including clubs, churches, educational institutions, or other associations not engaged in business are eligible for membership. Their membership fees and dues shall be established and approved by the Board of Directors.

Section 8. The Board of Directors may terminate a membership upon determination that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. If termination is warranted, the member to be terminated shall be given fifteen (15) days notice of the intended termination by means of special delivery postage, or personal delivery by the President or associate. The notice shall state the reasons for termination and shall also state

that the member has an opportunity to submit a written statement why the termination should not take place. This statement must be received not less than five (5) days before the effective date of the termination. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled or sanctioned in some other way. The decision of the Board of Directors shall be final.

Section 9. The failure by a member to renew his/her membership within ninety- (90) days after expiration, the death, resignation, or expulsion of a member shall terminate the membership. On termination of a membership all rights of the member in the Chamber shall cease.

ARTICLE IV

Membership Meetings

Section 1. Membership meetings or other annual meetings shall be held at such a place as designated by the Board of Directors whenever it may be considered necessary or desirable. The place, day, and hour of such meeting shall be fixed by the President and written notice thereof sent to the members not less than ten (10) days prior to the date fixed. Such written notice shall state those matters, which the Board of Directors at the time of the mailing intends to present for action by the members.

Section 2. The members shall meet annually during the first quarter, at a time specified by the Board of Directors for the purpose of electing directors and transacting other business as may come before the meeting. Ballots listing all candidates shall be mailed to each member twenty-one (21) days before the Annual Meeting and shall be returned no later than the start of the Annual Meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only.

Section 3. Special meetings of members for interests or purposes of the corporation may be called at any time by the President or by the Board of Directors or by a minimum of twenty-five (25) percent of the members signing a petition in writing.

Section 4. “Robert’s Rules of Order” will govern all meetings

Article V

Board of Directors

- Section 1.** The Chamber shall have twelve (12) directors and collectively they shall be known as the Board of Directors. There shall be One-(1) member allowed from each business or family. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. A candidate must be a member in good standing.
- Section 2.** The Board of Directors shall control all corporate powers, management and conduct of the affairs of the Chamber.
The Board of Directors shall protect its interests and advance the purpose of the Chamber.
- Section 3.** Members of the Board of Directors are eligible for two (2) consecutive three (3) year terms. A one (1) year lapse must occur before a Director can be considered for re-election.
- Section 4.** One third of the Board of Directors will be eligible for election each year. To help stabilize the Chamber Board membership and the Board's operations, the 2003 Board will remain in office and not rotate three members until the end of the 2004 calendar year.
- Section 5.** The Board of Directors may fill an open position by a majority vote. If the Board of Directors is unable to fill the vacancy within the period of sixty- (60) days after the vacancy, they may call a special membership meeting. The board shall vote by secret ballot on personnel issues. New Board Members shall attend two (2) Board meetings before being elected to the Board.
- Section 6.** The Board of Directors will meet on a regular basis at such a place and time as designated by the President. The President may call a special meeting of the Board of Directors upon such reasonable prior notice, as the circumstance require. Such notice need not specify the purpose of the meeting.
- Section 7.** A quorum is a simple majority of the Board of Directors.
- Section 8.** Directors shall not miss three (3) consecutive meetings of the Board of Directors without good and sufficient reason. A Director may be removed from office by a simple majority vote of the Board of Directors based on this attendance record.
- Section 9.** Any Director may resign by giving written notice to the President, the Board of Directors or the Executive Director.
- Section 10.** Directors shall serve without compensation.

ARTICLE VI

Election of Directors

- Section 1.** Sixty- (60) days prior to the Annual Meeting, a nominating committee shall be formed and will prepare a list of candidates to be voted on by the general membership. The minimum number of nominees submitted should be at least the number of vacancies created by term limits, rotating status and/or resignations. The nominating committee shall file a list of candidates with the President no later than thirty-one- (31) days prior to the election period before the Annual meeting as established in Article IV, Membership Meetings, Section Two-(2).
- Section 2.** No additional nominations may be made.
- Section 3.** One third of the board of Directors shall be elected at the Annual General Meeting as established in Article IV, Membership Meetings,(Section Two- (2).
- Section 4.** The President or designee shall mail to all members, or present in writing by the December Meeting, a list of the nominees recommended by the nominating committee.
- Section 5.** The President shall appoint a committee of three (3) judges who are not candidates for election, to supervise the election. Such committee shall count and verify the ballots.

ARTICLE VII

Officers and Executive Committee

- Section 1.** The elected officers of the Chamber shall be President, Vice President, Secretary, and Treasurer.
- Section 2.** Officers will be elected from the Board of Directors and shall serve for a period of one (1) year or until a successor assumes the duties of the office. Officers shall be voting members of the Board of Directors.
- Section 3.** New Officers will be elected at a Board of Directors meeting to be held after the Annual Meeting.
- Section 4.** The President shall serve as the Chairperson of the Board of Directors. The President shall preside at all meetings of the membership and the Board of Directors. The President shall work closely with the Executive Director to facilitate the activities of the Chamber. The President shall determine all committees and select chairpersons, subject to approval of the Board of Directors. The President shall be non-voting member of the Board of Directors unless his/her vote is needed to break a deadlock.
- Section 5.** The Vice President shall act in the absence of the President.

Section 6. The Treasurer shall be the Chief Fiscal Officer for the Chamber. The Treasurer will ensure that adequate and correct accounts of the business transactions of the Chamber are kept. The accounting books shall be at all reasonable times open to inspection by any Director. The Treasurer in conjunction with the Executive Director will submit a comprehensive monthly financial statement to the Board of Directors.

Section 7. The Vice President in the absence or disability of the President shall serve as the Acting President, if the Vice President is unable to assume the duties of the President, then succession will pass in descending order to the Treasurer and Secretary. The Immediate Past President shall serve as Parliamentarian for the general membership and Board of Directors.

ARTICLE VIII Executive Director

The Executive Director reports to the President of the Colfax Area Chamber of Commerce and is responsible for the orderly and successful operation of the Chamber of Commerce. The executive Director develops plans for increasing the ability of the Chamber of Commerce to serve the business community in the area along Interstate 80 from Applegate to the Summit. He/she seeks and obtains approval of the Board of Directors to implement these plans and provides the continuity necessary to carry out these plans from year to year.

The responsibilities include, but are not limited to, the successful execution of all plans for area business promotions. Including any Chamber held or controlled event; advertising in all forms, including newspaper, radio, and other media. In addition, responsibilities include recruitment of new members, finding new ways to obtain operating income, and implementing successful strategies for increasing Chamber income to support this increased activity. The Executive Director will be responsible for all income and income planning. This person will prepare a budget and get it approved by the Board of Directors and then provide comparisons to budget information to the Board of Directors on a monthly basis in conjunction with the Treasurer.

The Executive Director shall be responsible for committee development as required to carry out the approved plans and be responsible for coordinating the efforts of all elements of the Chambers activities. The Executive Director is responsible for the Visitor Information Center and will provide the best visitor service possible. He/she must work with the President, Board of Directors and other members of the Chamber to provide effective communication and cooperation with City and County government and other organizations to benefit the business community.

The Director shall perform such duties as the President and the Board of Directors may require. This position is part time only and will be an exempt position. The Executive Director will be required to attend meetings from time to time during evenings and weekends.

ARTICLE IX

Fiscal

- Section 1.** Funds for the Chamber shall be maintained in a commercial and/or savings accounts, certificates of deposits, or any other insured account or fund in an established financial institution as selected by the Board of Directors.
- Section 2.** The Fiscal Officer shall be authorized to make disbursements provided for in the approved budget with two approved signatures on the checks.
- Section 3.** The Chamber's general funds shall be used exclusively for Chamber sponsored and Chamber controlled activities including administrative operation, as specifically provided for in the budget. The Chamber may lease, purchase and/or own property to conduct its business. The Chamber is prohibited from contributing, loaning, or disbursing general funds for any other purpose whatsoever.
- Section 4.** The Board of Directors may establish a special fund or funds to promote the purposes of the Chamber. These funds shall be disposed of at the discretion of the Board of Directors by means consistent with the goals of the Chamber. Any person, association, corporation, partnership or estate may subscribe in any amount to such fund.
- Section 5.** The Executive Director will prepare a budget of estimated revenue and expenses for the coming year and present to the Board of Directors prior to the end of the fiscal year.
- Section 6.** The fiscal year will begin January 1 and end December 31.

ARTICLE X

Inspection Rights

- Section 1.** A copy of the Articles of Incorporation and Bylaws, current to date, shall be maintained at the principal office of the Chamber and shall be open to inspection by any member at all reasonable times during office hours, and be posted on our website.
- Section 2.** Every Director has the absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Chamber.

ARTICLE XI

Amendments

- Section 1.** New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the members present at a duly called meeting or by written assent of a majority of members.
- Section 2.** The Board of Directors may adopt, amend or repeal the Bylaws at any regular or special meeting of the Board by a majority vote, provided that the amendment has been submitted in writing at the previous regular meeting.

ARTICLE XII

Corporate Seal

- Section 1.** The Board of Directors shall adopt and cause to be used a corporate seal of suitable design setting forth the name of the Chamber, the name of the State, and the date of incorporation. (Art 1 Sect 2)

ARTICLE XIII

Non-liability

- Section 1.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE XIV

Liability Insurance

- Section 1.** The Chamber shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and to indemnify the agent against liability under the provisions of this.