

**BYLAWS OF
THE CARMICHAEL DISTRICT CHAMBER OF COMMERCE**
(Revised January 2016)

ARTICLE I

Name

Section 1: The name of this organization shall be **CARMICHAEL DISTRICT CHAMBER OF COMMERCE**.

Section 2: The principal office of the Chamber for the transaction of business shall be in the unincorporated city of Carmichael, Sacramento County, California at a location designated by the Board of Directors.

ARTICLE II

Purpose

Section 1: The mission of the Carmichael District Chamber of Commerce is to serve both the Carmichael and surrounding residential and business community joining together in networking, advocacy and education.

The Chamber exists to enhance the quality of life in Carmichael by connecting commerce with the community through proactive promotion, acknowledgement, education, and organization.

ARTICLE III

Limitations

The Chamber shall be non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in city, county, state, national or other political government.

ARTICLE IV

Memberships

Section 1: Any reputable person, business, association, corporation, partnership or estate having an interest in the geographical area covered by this organization may apply for membership in this organization as one of two types of membership:

- (a) Business
- (b) Residential

Section 2: All business or residential members shall be liable for annual dues determined by the board of directors, payable at set times and intervals. Members shall have the right to enjoy and participate in all the rights, privileges and activities of this organization.

Section 3: Any person, business, association, corporation, partnership or estate eligible for membership may acquire one or more memberships and shall designate an individual to represent each such membership, subject to approval of the board of directors.

Section 4: Any person, business, association, corporation, partnership or estate holding more than one membership shall be entitled to cast only one vote per paid membership.

Section 5: Any person, business, association, corporation, partnership or estate holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice (which includes e-mail) to the secretary of this organization.

Section 6: Applications for membership shall be in writing to the Chamber of Commerce.

Section 7: Members may be expelled by the board of directors for cause or for nonpayment of dues within a reasonable time as fixed by the board of directors.

No member may be expelled, except for nonpayment of dues, without the opportunity of a hearing before the board of directors at a proper time and place, and after a reasonable notice. A quorum of all the directors present shall be necessary to expel a member.

Section 8: The resignation or expulsion of a member shall terminate membership.

ARTICLE V

Meetings

Section 1: The board of directors shall set the time and place for holding general membership meetings.

Section 2: The annual meeting of the board of directors shall be held in the 3rd quarter of each year.

Section 3: At all membership meetings, a quorum of those in attendance shall rule. We will have an annual general membership meeting in the 4th quarter of each year.

Section 4: Notice of both regular and special meetings may be verbal or by e-mail.

ARTICLE VI

Board of Directors

Section 1: The government of this organization, the direction of its work and the control of its property shall be vested in a board of directors consisting of eleven (11) members in good standing. The board of directors reserves the right to increase or decrease the size of the board of directors as it deems fit.

Section 2: The duties of the board of directors shall be:

- (a) To meet once a month at such times and places as it may determine.
- (b) To become familiar with the by-laws of this organization and to carry out the provisions thereof.
- (c) To maintain policies and procedures.
- (d) To exercise control over all matters pertaining to the care and conduct of the organization and its finances, and over all appropriations.

- (e) To remove, for cause, any director, officer, committee chairperson, or member of this organization, and to make appointments to all vacancies occurring on the board of directors or among the officers.
- (f) Upon request at any time, a full report of the work and finances of this organization will be provided to members.

Section 3: The directors of this organization shall be elected in the following manner:

At the regular August Board meeting, the president and/or executive director shall appoint a nominating committee of three to five members of the Chamber. The president and/or executive director shall designate the committee chairperson prior to September 1st. The nominating committee shall present to the executive director by October 1st a slate of candidates to replace the directors whose normal terms are expiring.

The nominating committee shall take into account achieving a balance among industrial, retail, service and professional members to serve as board members. Additionally, the Chamber shall strive for geographical representation, and shall consider committee service when choosing nominees for the board.

Election of Directors - Each candidate must be an active member in good standing and have agreed to accept the responsibilities of directorship. A director may serve no more than two consecutive two year terms on the board. When a president's term on the board of directors expires, he/she will automatically remain as a member of the board the following year, serving as Immediate past president.

In keeping with the Chamber's policy of being non-partisan and non-sectarian (Article III), any person that is running for any type of public, elected office, or has a real and/or potential conflict of interest with respect to any Chamber-related matters, may not be a candidate of the board, or if already a member of the board, must resign immediately.

Residential members shall be represented by no more than one director elected from the associate member classification.

Section 4: The term of office of director shall be for two (2) years. A director shall serve no more than two (2) consecutive terms without a year's lapse of service on the board of directors.

Any person elected or appointed to fill a vacancy on the board of directors shall serve for the remainder of the term to which his or her predecessor was elected or appointed. After the completion of that term, they would be allowed one more term.

Section 5: Absence without excuse from three (3) regular meetings annually may be construed as a resignation, subject to majority vote of the board of directors.

Section 6: A quorum is required to constitute a majority.

Section 7: The honorary mayor is a member of the board of directors with voting privileges for the length of the honorary mayor's term of office.

Section 8: The executive director is authorized to receive funds on behalf of the Chamber of Commerce. The executive director shall conduct the official correspondence of this organization and maintain all books, documents, communications, and records of the proceedings of the Chamber, the board of directors, and all committees, and any other duties the board of directors deem necessary. At the expiration of employment, he or she shall deliver to the board of directors all books, papers and property of the organization.

ARTICLE VII

Officers

Section 1: The officers of this organization shall be president, vice-president, treasurer, secretary, and immediate past president.

Section 2: At the regular January board of directors meeting, the directors shall elect from their own number a president, vice-president, treasurer and secretary for the ensuing year. Officers shall serve until their successors are elected and installed. Installation shall occur at the regular December meeting of the general membership, and the officers shall assume office at the regular January board meeting. An immediate past president automatically serves in such capacity and as a director for a one (1) year term for the ensuing year, even if the term of the Immediate past president otherwise would have expired.

Liability insurance and directors and officer's insurance is provided by the Chamber for the board and executive director.

Section 3: In the absence of an executive director, the board of directors shall have charge of the routine business of the Chamber and, in such instance, the board of directors shall have the duty of general supervision of the chamber office and employees, if any.

Section 4: It shall be the duty of the officers of the Chamber to attend all meetings of the board of directors, membership meetings and to perform their designated duties.

- (A) PRESIDENT – The president shall preside at all meetings of the membership and the board of directors, and perform all duties pertinent to the office. He or she shall, subject to the approval of the board of directors, appoint all committees and be an ex-officio member of all committees.
- (B) VICE-PRESIDENT – The vice-president shall assist the president in the administration of this organization and act in the absence or disability of the president, performing all the duties of the president. If both the president and the vice-president are absent or disabled, the board of directors shall appoint one of its members to perform the duties of the president.
- (C) TREASURER – The treasurer shall approve all bills prior to payment. Prior to any expenditure being made, the treasurer must verify whether or not the expenditure is included within the budget duly approved by the board of directors. If the expenditure is not included within the

approved budget, the treasurer must ensure that approval is received from the board of directors prior to the expenditure being made.

The treasurer is responsible for overseeing the financial records maintained by the executive director at monthly intervals. Each month the treasurer shall make a financial report to the board of directors. The treasurer shall perform other duties as may be consistent with the office.

- (D) SECRETARY – The secretary shall maintain an accurate record of the proceedings of the Chamber’s board of directors. The secretary shall be responsible for communications, documents and other secretarial duties assigned by the board of directors.

ARTICLE VIII

Budgets, Expenditures and Disbursements

Section 1: The treasurer and executive director shall prepare the books and accounts of this organization to be audited at the discretion of the board, and report its findings to the board of directors and to the membership.

Section 2: Each year, at the annual meeting of the board of directors, the treasurer shall present a budget of estimated income and expenses, including a stated amount for each committee, for approval. No committee may exceed its appropriation without the consent of the board of directors.

Section 3: No disbursement of the funds of this organization shall be made unless properly approved and authorized. All checks shall bear any two (2) of the following officers’ signatures: The president, vice-president, treasurer or executive director. The board of directors may authorize the executive director or the immediate past president to sign checks as one of the signatures.

All recommendations for expenditures not included in the budget shall be submitted to the board of directors for approval.

ARTICLE IX

Miscellaneous

Section 1: If the board of directors chooses to have committees, other than the nominating committee, then the board of directors shall authorize and define the power and duties of all committees. Each committee is responsible for a verbal or written report of its own agenda and minutes, and must furnish the board of directors with copies.

At least thirty (30) days prior to a function, a complete and itemized budget must be submitted to the treasurer for verification that the function income and expenses fall within the appropriation established by the board of directors.

Section 2: The fiscal year shall end on the thirty-first day of December of each year.

ARTICLE X
Dissolution

Section 1: The Chamber shall use its funds only to accomplish the objective and purpose specified in these bylaws, and no part of these funds shall ensure, or be distributed to the members of this organization.

Upon dissolution of the Chamber, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the board of directors.

ARTICLE XI
Amendments

Section 1: These bylaws may be amended or altered by two-thirds (2/3) vote of those present and voting at any regular or special meeting of the membership of the Chamber. Notice of proposed changes will be provided by email notice no less than ten (10) days prior to such meeting.

Section 2: These bylaws shall be known and referred to as “The Bylaws of the Carmichael District Chamber of Commerce—2016 Revision.”

Approved by General Membership of the Chamber: January 26, 2016