

**BY-LAWS**

**GLENDORA CHAMBER OF COMMERCE**

A Non-Profit Corporation of the State of California

Updated 3/16/2016

**ARTICLE I - GENERAL**

**Section 1 - Name**

The name of this corporation shall be “Glendora Chamber of Commerce”, hereinafter referred to as the Chamber.

The business office of the Chamber shall be located within the City of Glendora, County of Los Angeles, and State of California.

**Section 2 - Purpose and Objective**

**VISION**

To be the driving force for the economic vitality and quality of life for the businesses, government, community organizations, schools and citizens in the greater Glendora community. The Glendora Chamber is YOU!

**MISSION**

Promote, Connect & Grow

**Section 3 - Limitations**

The Chamber shall be non-profit, non-sectarian, non-partisan and shall take no part or lend its support to the election or appointment of any candidate for City, State, County or Federal Office.

**ARTICLE II - MEMBERSHIP**

**Section 1 - Eligibility**

Any individual, partnership, firm, association, company, organization, corporation or estate in good standing and in compliance with federal, state, and local regulations shall be eligible for membership.

**Section 2 – Discrimination**

The Chamber shall not discriminate in its membership because of age, sex, race, creed, or physical disabilities.

### Section 3 – **Classes of Membership**

a) Business Membership - Any reputable corporation or business firm may become a regular member of the Chamber. The company may designate a person or persons, to represent it in Chamber activities according to the rules and regulations established by the Board of Directors.

b) Individual Membership - Any individual and/or organization may become an associate member of this Chamber. Individual members may serve on the Board of Directors and may have voting privileges.

c) Honorary Memberships - The Board shall approve Honorary Memberships at its discretion. Honorary memberships shall include all the privileges of active membership with the exception of holding office or voting.

d) Home Based Business Memberships – Any reputable person and/or business conducting business out of their home may become a Home Based Business member of the Chamber. The business may designate a person or persons, to represent it in Chamber activities according to the rules and regulations established by the Board of Directors.

e) Non-Profits – Any non-profit organization in good standing and in compliance with federal, state, and local regulations shall be eligible for membership.

f) In-Kind Memberships - Membership in-kind may be extended to a business in trade for non-monetary services or items which are offered in exchange for membership benefits.

### Section 4 - **Membership Acceptance**

Application for membership shall be in writing on the forms (Print or Online) specified and subject to final approval of the Board of Directors. Upon acceptance of membership, they shall be given a new member packet, which may include the items listed below. Other items may be provided as well.

- a) Membership Benefits
- b) Chamber Mission Statement
- c) By-laws\*
- d) List of Elected Officers\*
- e) List of Elected Board of Directors\*
- f) Committee Descriptions and an Application to Serve on One or More
- g) Current List of Chamber Members\*

\*May be obtained by accessing Chamber Website

## Section 5 - **Dues**

The Board of Directors shall set the membership dues for Chamber members and shall be reflected on the Application for Membership.

## Section 6 - **Termination**

a) Any member may cancel their membership at anytime.

b) A member shall have full privileges of membership upon the recording of payment of membership fees in the Chamber office and acceptance by the Board of Directors. (Payment plans also available.) This right shall continue until the member resigns or their membership is terminated at the time their renewal fee is 90 days past due.

c) A membership may be placed in poor standing or terminated for individual or business conduct that is not in line with the aims of the Chamber, or acts as a poor representative of the Chamber. If the Board of Directors determines that termination is warranted, the member to be terminated shall be given 30 days notice of the intended termination, by first class mail, postage prepaid, return receipt requested and addressed to the member. The member then has an opportunity to submit a written statement, which must be received not less than five days before the effective date of the termination. The Board of Directors shall consider the member's statement, if any, and may order that the termination shall not take place and delay action for further investigation and input, but not to exceed 90 days.

## Section 7 - **Exercise of Privileges**

Any member may nominate individuals whom they desire to exercise the privileges of membership covered by its subscription, subject to approval by the Board of Directors.

## Section 8 - **Voting Restriction of Members**

Every member of the Chamber that is eligible and in good standing is entitled to one vote in any election, referendum, or membership meeting. No voting by proxy shall be permitted. Ballots will be addressed to the address of record on file at the Chamber office.

# **ARTICLE III - MEETINGS**

## Section 1 - **General Membership**

The Board of Directors may convene General Membership meetings whenever necessary or desirable.

## Section 2 - **Location**

All membership meetings shall be held in Glendora or vicinity in California, as prescribed by the Board of Directors.

### Section 3 - **Annual Meeting and Installation**

The membership shall be notified at least thirty (30) days in advance of the annual meeting and installation to be held in June or July of each year. At this meeting, new officers and directors shall be installed and necessary reports concerning the organization may be considered along with such other business as may be properly brought before the membership.

### Section 4 - **Meeting Notice**

Each member shall be notified in advance of both regular and special meetings of the General Membership. A special meeting may require shorter time of notification. The notice shall specify place, date, and hour of the meeting and the general nature of business to be transacted.

## **ARTICLE IV - BOARD OF DIRECTORS**

### Section 1 - **Representative Form of Government**

The Glendora Chamber of Commerce uses a representative form of governance. Therefore, the Board of Directors and its elected officers are authorized to make decisions on behalf of the Glendora Chamber of Commerce and its membership with the exception of the annual election of Directors or any particular matter that the Board of Directors decides to place before the membership as a whole.

### Section 2 - **Membership Representation on the Board of Directors**

No Chamber member may have more than one representative on the Board of Directors at a given time.

### Section 3 - **Responsibilities**

a) The governing and policy making body of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finance and direct its affairs.

b) All Directors of the Chamber shall serve gratis.

c) All policies and specific duties of the Board will be formalized and recorded in a Board of Directors manual for easy reference by the Officers, Directors and Staff.

d) Every member of the Board of Directors shall have one vote on any item and/or election. No voting by proxy shall be permitted. Voting via email shall be permitted.

e) Every Board of Directors member must have a current signed Conflict of Interest Statement on file in the Chamber office. It is incumbent upon every Board of Directors member to excuse himself or herself from the discussion and vote on any issue of which they may have personal interest.

f) Contributions, Memberships.

Contributions of philanthropic purposes, membership dues, or promotional events not under Chamber sponsorship or to other civic organizations may be authorized by the board if deemed appropriate.

g) Endorsements and Referrals.

The Chamber of Commerce does not endorse nor condemn any company's products or services. In response to inquiries seeking referrals for various businesses or services, it shall be the practice to provide lists of members in the specified category without recommendation. Any Chamber member will not use the Chamber office or name for the sale or solicitation of any goods or services unless at a Chamber sponsored event. Any Chamber member will not use the Chamber name for the sale or solicitation of any goods or services.

h) Equipment.

Chamber office, equipment and supplies are to be used for Chamber business only by the employees of the Chamber of Commerce, unless approved by the President/Chief Executive.

**Section 4 - Composition**

Election of Directors by the membership shall be held prior to June 1st. The term of elected Directors begins on the 1st day of July following their election and continues for three (3) years. The elected Board of Directors shall serve staggered terms for continuity purposes

The Board shall be composed of up to nineteen (19) members including the Past President, with a minimum of 13 members. Community representatives with interests in the City may be invited by the Board of Directors to attend the Chamber Board of Directors meetings as Ex-Officio non-voting members.

**Section 5 - Selection and Election of Directors**

In January of each year, the Chairperson will chair and appoint a Board Development Committee consisting of the chair, Chairman-Elect and two members from Board or the general membership.

The Board Development Committee shall also serve as the Officers' Nominating Committee. This committee shall compile a list of officer candidates for the office of Secretary by reviewing officer appointees and taking nominations for officer positions.

The Development Committee shall review the entire Chamber membership for candidates considering, their individual qualifications, the needs of the corporation, and the distribution of representation. The committee shall actively solicit recommendations from the memberships for consideration. The Development Committee shall actively recruit nominees from a cross section of the membership throughout the community taking into consideration the needs for representation from small, medium, and large businesses, and recognize the importance of appropriate gender and ethnic representations on the Board of Directors.

The Development Committee may nominate up to three (3) more candidates from the membership or The Board of Directors, than the number to be elected.

Each nominee shall be:

1. A designated representative of a business member in good standing.
2. Not employed by a business member already having someone serving on the Board.
3. Willing to serve, e.g. attend duly called meetings of The Board of Directors.
4. Will actively promote and support the Chamber.
5. A member of the Chamber for a minimum of three (3) years, or at the Board's discretion.

The Development Committee shall evaluate potential nominees based on the following criteria:

- a) The extent of active involvement in the Chamber (through committee memberships, chairing committees, meeting speakers, articles published and attending chamber functions).
- b) Similar involvement in the community.
- c) Outstanding leadership qualifications.
- d) The nominees desire to actively serve and support the Chamber.
- e) A designated representative of a business member in good standing.

The Development Committee shall notify the Board of Directors of the Development Committee's choices at the Board of Directors meeting in March. The Board of Directors may nominate additional nominees and reduce the number by ballot to at least three (3) more than the number to be elected.

At March's Board meeting, the committee shall present, in writing, a Slate of Candidates to the membership.

Additional nominees shall be placed on the ballot when their names are presented to the Development Committee on a petition signed by three (3) or more Chamber members. Such nominees must have been contracted by the petitioners and have agreed to serve if elected. The Development Committee must have received petitions by the beginning of the third week in April, no later than 5:00p.m.

Written notices of the process for placing additional nominees on the ballot shall be included in the mailing that represents the Development Committee's Slate of Candidates. The committee shall prepare a separate document, which will accompany the ballot. It will contain a written description of each nominee's qualifications and a photograph. The order will be specified by alphabetical order on the ballot.

The ballot shall list the names of all nominees (the committee slate and those petitioned by members) and each nominee's occupation, business firm and address of record. Alphabetical order shall determine listing order of the nominees. The ballot, together with a special return envelope marked (voted ballot) shall be mailed no later than the end of the third (3rd) week in April to each member entitled to vote. Each member shall be entitled to cast a vote for nominees equal to the number of forthcoming vacancies.

Ballots sealed in the special "Voted Ballot" return envelopes must be received at the Chamber office not later than May 1st or the first working day thereafter by 5:00p.m. in order to be counted. Ballots shall be counted by the Development Committee in the Chamber office on the first working day following May 1st. Nominees elected will be those receiving the highest number of votes and shall be equal to the forthcoming vacancies. In case of a tie, the nominating committee shall cast the electing vote.

The newly elected Directors shall be introduced and installed at the Installation and Annual Meeting.

## **Section 6 - Vacancies**

a) When a vacancy occurs on the Board of Directors, the Executive Committee will recommend a successor with the approval of the Board of Directors to fill the unexpired term of the vacating Director(s). First consideration should be given to the nominees based on nominating committee criteria. No member shall be appointed to the Board of Directors unless they have been a member of the Chamber for a minimum of one (1) year.

b) The Board of Directors is composed of the elected representatives of the member organization. If a particular Board of Director is no longer in a position to represent his/her organization, then that Director must resign from the Board of Directors. The exception could occur if that Director became the designated representative of a different business that is a member of the Chamber.

### **Section 7 - Meetings**

The Board of Directors meetings will be held monthly. Board Members will be reminded of the meeting two (2) days prior to the meeting. The failure of a Board member to attend three (3) Board meetings within a 12 month period may result in the automatic termination of that member. If a Board Member cannot attend the meeting, he/she must notify the Chamber office prior to the meeting date. Absences shall be reported in the minutes. Special meetings may be called with three (3) day notification.

### **Section 8 - Quorum**

A majority of the Board of Directors shall constitute a quorum at any meeting, voting by proxy shall not be permitted.

## **ARTICLE V - OFFICERS**

### **Section 1 - Officers**

As required by our incorporation in the State of California, the Officers of the Board of Directors shall be Chairperson of the Board (hereinafter referred to as the Chair) Treasurer, and Secretary. For operations purposes, the Treasurer and Secretary shall act as First and Second Vice Chair respectively. The Immediate Past Chair shall also serve as a member of the Executive Board. Officers shall be elected for a term of one year. Eligibility to hold elected office shall require serving a minimum of one year on the Board of Directors. Officers may be nominated for successive terms.

### **Section 2 - Nomination and Elections**

At the April meeting of the Board of Directors, each member of the New Board shall complete and return to the Nominating Committee a statement identifying the office position in which he/she would serve if elected.

At the May Board Meeting, the slate of candidates shall be presented and the election for the office of Secretary shall be held by secret ballot in person or the slate may be ratified. A candidate may be eligible for only one office.

The incoming Chair will appoint the remaining Vice Chair from the current Board of Directors

In the case that no nominee receives majority vote on the first ballot, the two nominees receiving the most votes shall remain on the ballot and successive votes shall be taken until one nominee receives a majority.

### **Section 3 Termination**

At any regular or special meeting of the Board, any Officer may be removed with cause by a majority vote of the current members of the Board.

Any Officer may resign by giving written notice to the Board of Directors. Any resignation shall take effect on the date of the receipt of such notice or at a date specified in written notice. Unless otherwise noted, the acceptance of a resignation is not required for it to become valid.

When a vacancy occurs on the Officer's Committee because of death or resignation, the Chair will appoint a successor with the approval of the Board of Directors to fill the unexpired term. This will be based on the criteria of qualification for the Officer's Committee. If the vacancy is for an elected Officer, an election is required to fill that position.

#### **Section 4 – Chair**

The Chair shall preside at all General and Special membership meetings of the Chamber and the Board of Directors and perform all duties incident to this office.

The Chair shall, subject to the approval of the Board of Directors, appoint all regular and standing committees. He/She shall be an ex-officio member of all such committees. At the Annual Meeting of the Chamber and at such other times as deemed proper, the Chair shall recommend to the Board of Directors matters and suggestions to promote the objectives and purposes of the Chamber. The Chair shall appoint other Vice Chair as deemed necessary for the program of work.

#### **Section 5 - Treasurer**

The Treasurer shall assist the Chair and act in his/her absence. In the absence of both the Chair and the Treasurer, the Secretary shall act for the Chair. In the absence of or disability of the Chair, the Treasurer, and the Secretary, the Board shall then select a Board member to serve as Chair Pro-tem. He/She will serve during the absence of the Chair

At the end of their term, the director holding the Treasurer position shall progress and serve in the office of ~~Chair~~.

#### **Section 6 - Secretary**

The Secretary shall keep or have kept at the Chamber office or place designated by the Board of Directors, a book of minutes of all meetings of the Board of Directors.

The Secretary shall keep or have kept at the Chamber office a record of members and their addresses.

The Secretary shall give or have given a notice of all meetings of the members and the Board of Directors required by the By-laws.

At the end of their term, the director holding the Secretary position shall progress and serve in the office of Treasurer.

#### **Section 7 - President/CEO**

The President/CEO shall be the administrator. He/She shall be responsible to the Board of Directors of the Chamber and under the direct supervision of the Chair. He/She shall be an ex-officio member of the Board of Directors, Executive Committee and all other committees, not entitled to vote.

He/She is responsible for the hiring and supervision of employees. All employees shall report directly to



him/her and he/she shall fix their duties and salaries within the budget limits. Discharge of an employee requires Executive Committee approval.

He/She shall prepare and maintain statements of policy and procedure as determined by the Board of Directors.

He/She shall recommend a plan whereby such policies may be re-examined, re-affirmed, or rescinded by the Board of Directors.

The President/CEO will be evaluated at least annually by the Chair in conjunction with the Executive Committee, after which the Chair will meet with the President/CEO to review his/her performance.

Employees shall report to the Chair or designee in the absence of a President/CEO.

## **ARTICLE VI - COMMITTEES**

### **Section 1 - Authorization**

The Board of Directors shall authorize and define the powers and duties of all committees. Each committee shall have a written description of its objectives, and an authorized net budget. Committee reports will be required at each Board Meeting. Any sub-committee authorized by the committee will have these same requirements.

### **Section 2 - Appointment**

The Chair and or President/CEO shall appoint all committee chairpersons.

### **Section 3 - Executive Committee**

a) The Executive Committee shall comprise of the Chair, Treasurer, Secretary, President/CEO and any additional appointees by the Chair. The Executive Committee shall be the exclusive authority to sign checks and checks shall require two (2) signatures.

b) In the interim between meetings of the Board of Directors, the Executive Committee and The Board of Directors shall conduct the routine business of the Chamber.

c) Confidentiality on employment issues are extremely important, therefore, the Executive Committee shall be the Chamber's Personnel Committee and shall have the authority to act on all employee-related matters.

## **ARTICLE VII - FINANCES**

### **Section 1 - Disbursements**

The Treasurer or designee shall report to the Board of Directors each month on the financial status of the Chamber and submit operating and financial statements for Board approval. In emergency situations, the Executive Committee shall be able to authorize a specific disbursement of funds. This privilege should only be used in extreme circumstances. The Chair or President/CEO may approve expenditures up to, but not exceeding \$500. The Executive Board may approve other expenditures up to, but not exceeding \$1000. Any expenditures

over \$1,000 must be reviewed and approved by the Board of Directors.

### **Section 2 - Financial Review**

Treasurer shall have an independent review of the books of the corporation bi-annually at the close of business for the fiscal year, and shall report the findings to the Board of Directors and to the membership prior to the end of the first quarter of the new fiscal year.

## **ARTICLE VIII - THE CORPORATION'S YEAR**

The fiscal year shall be from July 1st through June 30th of the following year.

## **ARTICLE IX - PARLIAMENTARY PROCEDURE**

The proceedings of the Chamber shall be governed first according to its by-laws and second according to the latest edition of Robert's Rules of Order. The Chair may appoint a Parliamentarian from the Officers of the Board.

## **ARTICLE X - DISSOLUTION**

Under direction of the Board of Directors, upon the dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, all assets of this corporation shall go and be distributed to one or more regularly organized and qualified non-profit business, civic or educational organization recognized as a tax exempt, non-profit corporation by the U.S. Bureau of Internal Revenue.

## **ARTICLE XI - BY-LAWS**

### **Section 1 - Review**

The Officers Committee shall review the by-laws annually.

### **Section 2 - Changes**

a) By-Laws may be adopted, repealed or amended at a meeting of the Board of Directors by a two-thirds vote of the Directors provided that the Director received notice of the change not less than five (5) days prior to such meeting.

b) Any five members may petition the Board of Directors for specific changes in the By-laws. The changes so petitioned shall be submitted for a vote by the total membership within 60 days of its receipt by the Board of Directors. Petitioned changes shall be made part of the By-laws by a two-thirds vote of the members responding in writing within ten (10) days of the mailing of the ballot.