

MORAGA CHAMBER OF COMMERCE
BYLAWS
As Amended **July 1 ,2015**

ARTICLE I. Organization

1.1 The Moraga Chamber of Commerce is a non-profit corporation pursuant to California law. Its principle office is in Moraga, California (Contra Costa County)

1.2 The Moraga Chamber of Commerce shall observe all local, state and Federal laws which apply to a non-profit organization as defined as Section 501 (c) (6) of the Internal Revenue Code.

1.3 The Moraga Chamber of Commerce is a 501 (c) (6) organization and as such may engage in limited political activities that inform, educate and promote the Chamber's given interest. The Chamber may engage in direct expenditures advocating a vote for a cause that supports the interest(s) of the Moraga Chamber of Commerce.

ARTICLE II. Purposes

2.1 To promote and maintain a healthy business climate while preserving and enhancing the quality of life in Moraga.

2.2 To develop, encourage, promote and protect the commercial, industrial, professional, financial and general business interests located or seeking to locate in Moraga.

2.3 To promote and support all those activities believed to be beneficial to the community area.

2.4 To encourage the development of communication, transportation and resources of the community that support the interest of the Chamber.

ARTICLE III. Membership

3.1 Eligibility: Any individual (business owner or not), business, organization or association and including any "out of town" individual, business, organization or association having an interest in the purposes of the Moraga business community as described in Article II is eligible for membership. Others, such as honorary members or any category the Board may designate, may become members by proclamation of the Board. A business or individual requiring a license to operate may be required to show proof of that license.

3.2 Application: Subject to approval by the Board of Directors, an applicant may join by submitting the specified form and the required fee, said fee to be determined by the Board of Directors.

3.3 Resignations: A member may resign by submitting a written resignation to the Board of Directors.

3.4 Removals and Termination:

a. The Board of Directors may terminate any member for non-payment of dues, if such member's account is at least sixty (60) days in arrears, and written notice of termination has been given at least ten (10) days prior to termination.

b. The Board of Directors, by two-thirds vote, may terminate a member for cause, such as but not limited to conduct unbecoming a member or acts detrimental to the Chamber or in conflict with the purposes of the Chamber, provided such member has been given at least ten

(10) days written notice outlining the charges for termination and a hearing is held by the board at which the subject member is given an opportunity to appear and to present evidence in his or her behalf. The hearing shall be held on not fewer than ten (10) days after written notice to the member.

ARTICLE IV. Board of Directors

4.1 Authority: The Board of Directors shall be responsible for the control and management of the business and affairs of the Chamber and may exercise all powers with respect thereto, except as may be prohibited by law or these bylaws, or reserved to the membership as provided herein.

4.2 Eligibility: Any Chamber member is eligible to serve on the Board.

4.3 Size: The Board must have a minimum of ten (10) voting members including the immediate past President and Directors at Large. All elected Directors may vote.

4.4 Term of Office:

a. No director may serve more than three (3) complete, consecutive two-year terms.

b. Regularly elected Directors serve a term of two calendar years.

c. Any person who is an Officer or Director of the Chamber, and who ceases to be in business or loses employment during his/her term as an Officer or Director, is entitled to complete such term; any change in employment status does not affect Board membership or any other position held.

4.5 Meetings:

a. The Board shall hold a minimum of ten (10) regular monthly meetings to be scheduled in advance and with notice to the membership of dates and times as scheduled.

b. Regular Board of Directors meetings may be attended by Chamber members. When necessary, the Board may call for closed meetings generally to discuss personnel matters.

4.6 Attendance at Meetings: A Board seat shall be deemed vacant if a member misses three consecutive Board meetings except for absences excused by the President.

4.7 Special Meetings: A special meeting of the Board may be called by the President or three voting Directors by oral and/or written notice to each Director at least forty-eight (48) hours before the special meeting. Special meetings may be closed to the general membership for such purposes as determining pay for hired employees, voting to remove a member and/or other similar purposes. (See also 12.2).

4.8 Quorum: A simple majority of voting Directors is required to vote or conduct official business. Directors may not vote by email or by proxy but must vote in person.

4.9 Indemnification: The Chamber shall indemnify and defend any and all of its Directors or former Directors to the fullest extent allowed by law from and against liabilities and/or expenses incurred in defending or settling threatened legal proceedings to which they are a party by reason of having been Directors of the Moraga Chamber of Commerce except if adjudged in the proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Moraga Chamber of Commerce shall purchase appropriate Directors and Officers liability insurance upon approval of the Board of Directors. Board members may be bonded.

ARTICLE V. Nominating and Election Committees

5.1 These two committees may consist of the same Board members or two separate committees may be appointed if the Board so deems.

5.2 Members: The President shall appoint a Nominating and/or Election Committee consisting of a minimum of two (2) or a maximum of three (3) Board members.

5.3 The Nominating Committee shall be responsible for nominating candidates for the Board of Directors who will be elected by the membership. A member in good standing may submit a written request to the Nominating Committee for consideration as a candidate. Nominations are to be completed in September. However, additional nominees may be submitted before a vote is taken in October.

5.4 The Nominating Committee shall nominate regular Board members to serve as Officers.

5.5 The Election Committee shall see that elections to the Board, referenda and amendments to the Bylaws are carried out in accordance with these Bylaws.

ARTICLE VI. Election of Directors

6.1 Number: The Board may authorize any number of Directors. There shall be a minimum of four (4) Directors. When possible, one-half (1/2) of the Directors shall be elected in odd-numbered years and one-half (1/2) shall be elected in even-numbered years.

6.2 Candidates: Names of nominees shall be given to the membership during the month of October by written notice and placed on a ballot for submission to the membership for vote at the October meeting. Members may nominate candidates at the meeting at which the vote is taken.

6.3 Voting: Each member (as defined in Section 3.1) in good standing is entitled to one (1) vote in any election or on any issue presented to the members. Voting for Directors shall take place at the next regular meeting of members after submission of nominees to the membership as provided in section 6.2 and shall be by voice vote unless the President authorizes a vote by secret ballot.

6.4 Vacancies: Any vacancy on the Board may be filled by nomination of President and ratification of the Board of Directors. This Director may serve until the term of the Director for whom he/she replaced has expired.

6.5 Advisory Directors: Any number of Advisory (non-voting) Directors may be appointed by the President and ratified by the Board of Directors for a one (1) year term.

6.6 A quorum of Directors for voting purposes shall be deemed 1/2 the number of Directors plus one (1).

ARTICLE VII. Election and Duties of Officers

7.1 Selection of Officers: The Elected Directors shall appoint by motion, second and vote from among the Directors a candidate for President, one or more Vice Presidents a Secretary and a Treasurer.

7.2 Duties of Officers:

a. President: The President is responsible for conducting all meetings of the Board of Directors, Executive Committee, general member meetings and any other assembly of

members except committee meetings. The President appoints all committee chairs and is an ex officio member of all committees.

b. Responsibility of Officers: All Directors and Officers shall uphold the Chamber Bylaws and all policies and procedures of the Chamber.

c. Vice President: In the absence of the President, the Vice President conducts meetings and assumes all other responsibilities of the President.

d. Secretary: The Secretary shall safeguard the records of the organization, take minutes at meetings, publish minutes of meetings and otherwise perform the duties normally carried out by the secretary of similar organizations.

e. Treasurer: The Treasurer will safeguard and handle all Chamber funds, assist in preparation of an annual budget and prepare monthly financial reports. The Treasurer will deliver financial records to the accountant at the close of each accounting year if the Board so directs. The Treasurer shall deliver the records to an auditor at any time the Board so directs. The Treasurer is responsible for seeing that tax returns are prepared.

7.3 Term of Office: The term of office of all elected officers shall be one (1) calendar year or may be extended by agreement of the officer(s) and the Board until their successors take office.

ARTICLE VIII. Executive Committee

8.1 Membership: The President, Vice-President(s), Treasurer and the immediate past president will serve as the Executive Committee.

8.2 Responsibility: The Executive Committee may meet as needed and make recommendations to the Board of Directors and shall perform such duties on behalf of the Board as authorized by the Board of Directors.

ARTICLE IX. Budget and Finance

9.1 Budget Preparation: A Budget and Finance Committee consisting of the President, the Treasurer and one other Director shall propose an annual budget and present it to the Board of Directors for approval in December. After approval by the Board of Directors written notice of the budget shall be given to the membership.

9.2 Fiscal Year: The calendar year shall be the fiscal year.

9.3 Depository: Any local financial institution shall be designated by the Board of Directors as the depository for the organization and the Board of Directors shall designate who shall sign checks.

9.4 General Fund: All income from any source, unless otherwise designated as a Special Fund, goes into the General Fund.

9.5 Special Funds: The Board of Directors may designate Special Funds to receive money from a specific source to be used for a specific purpose. The Board of Directors will administer special funds.

9.6 Debts and Obligations: All financial obligations, debts, contracts and legal documents are the responsibility of the Board of Directors. The Board may delegate authority over any of these matters to one of the Board members but ultimate responsibility remains with the Board.

9.7 Bond: The members of the Board of Directors may be bonded. Liability insurance must be secured to cover each member of the Board.

ARTICLE X. Referenda

10.1 A referendum vote of the Chamber membership shall be taken when three or more Chamber members submit a referendum to the Board of Directors.

10.2 Margin: A majority vote by the Chamber membership is needed to pass a referendum measure. The vote is to be by ballot, written or email.

10.3 Notice: The results of any voting shall be made available to all Chamber members by posting on the Chamber website and/or distributed in an email to Chamber members.

ARTICLE XI. Committees

11.1 Authorization: Members become committee chairs as appointed by the President.

11.2 Responsibility: All recommendations from committees must be submitted to the Board of Directors for final Approval.

ARTICLE XII. Membership Meetings

12.1 Regular Meetings: the President shall schedule a minimum of 10 monthly meetings with advice from the Board of Directors.

12.2 Special Meetings: Upon request of ten (10) members in good standing a special meeting of the membership shall be called for a specific purpose. (See also 4.7).

12.3 Quorum: A quorum for conducting business shall be those members attending any regularly scheduled membership meeting or, for special meetings, fifteen (15) members or 15% of the membership whichever is less provided the membership is notified at least ten (10) days prior to the meeting and the subject of the meeting is included in such notice.

ARTICLE XIII. Rules, Adoption, Amendments, Dissolution

13.1 Rules of Procedure: Robert’s Rules of Order, Newly Revised, shall be used as the guideline for all proceedings of the organization. In the event of a conflict, these Bylaws shall prevail as determined by the chair.

13.2 Adoption and Amendment: These By Laws shall be adopted or amended by a majority vote of the membership responding.

13.3 Dissolution: In the event this organization ceases to exist and is dissolved, any and all surplus funds shall be donated to a charitable and/or educational organization as designated by the Board of Directors.

13.4 Notice: For purposes of these Bylaws the term “written notice” shall mean notice by email to the e-mail address on file with the Treasurer who shall provide the Secretary with this file. If a member does not have an email address written notice shall be sent by U.S. mail to the address on file with the Treasurer and in any such event notice shall be deemed given on the first day after mailing postage prepaid. Changes of address for notice may be given by email to the Treasurer who will notify the Secretary or by U.S. mail to the Chamber’s current mailing address. It shall be the responsibility of any member to update his or her email or U.S. mail address.

RESOLVED, that the Bylaws submitted to this meeting are hereby adopted as Bylaws of the Moraga Chamber of Commerce.

Adopted and Approved by the members of the Moraga Chamber of Commerce on

Date: _____