

Springville Chamber of Commerce
By-Laws
Adopted _____, 2022

ARTICLE I
General

Section 1 – Name. The name of the organization is Springville Chamber of Commerce. It is a non-profit organization incorporated under the laws of the State of California.

Section 2 – Location. The principal office shall be located in the unincorporated city of Springville, Tulare County, California.

Section 3 – Purpose. The Springville Chamber of Commerce is an association of businesses and individuals organized to enhance the business environment in Springville.

Section 4 – Limitation of Methods. The Springville Chamber of Commerce shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code. The laws of the state of California shall govern the bylaws of this organization.

ARTICLE II
Membership

Section 1 – Eligibility. Any person, association, corporation, partnership or other business entity (“Interested Party”) having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2 – Temporary Membership. Upon receipt of a fully completed application and payment in full of the annual dues, an Interested Party shall be automatically granted temporary membership pending approval of the Executive Board of Directors of the organization and shall be called a “Temporary Member.”

Section 3 – Acceptance by Board. A Temporary Member becomes a full member (“Member”) at the conclusion of the regular meeting of the Executive Board of Directors that follows the grant of Temporary Membership unless the Executive Board of Directors takes action to exclude the Temporary Member. To exclude a Temporary Member a Director must make a motion for the Executive Board to find that acceptance of the Temporary Member may be detrimental to the organization. A quorum and a 2/3 vote of the Directors present at the regular meeting of the Executive Board Directors is required for the motion to pass. If the motion passes the Temporary Member is automatically excluded and the Temporary Member’s dues shall be fully refunded within 15 days of the regular meeting.

Section 4 – Dues. Annual membership dues (“Dues”) shall be payable annually in advance. The Board shall review this rate annually and adjust it as necessary. A simple majority shall be sufficient to change the amount of Dues. The term of membership shall be January 1 – December 31 of each year. The term may be changed by a vote of the Executive Board. A quorum and a 2/3 vote of the Directors present is required for the motion to pass.

Section 5 – Resignation. Any Member may resign at any time upon submitting written notice to the Executive Board of Directors. Notice shall be tendered to the board Secretary or President. No refund of membership dues shall be given.

Section 6 – Termination.

A. Termination for Non-Payment of Dues. Any Member may have their membership terminated for non-payment of Dues. Membership shall be terminated within sixty (90) days of non payment of annual Dues from the date said Dues shall be considered payable and owing, unless otherwise extended for good cause.

B. Termination for Cause. Termination for cause is a three step process.

1. A Director of the Executive Board must make a motion that a Member's membership may be detrimental to the organization and the membership should be considered for termination. A quorum and a 2/3 majority of Directors must in favor of considering termination for the motion to pass.

2. If the consideration motion passes then the Secretary or President of the Executive Board shall provide written notice to the Member that membership may be terminated at the following regular meeting Executive Board meeting and provide the date, time and location of the next meeting. Notice shall be sent at least fifteen (15) days prior to said meeting. The item shall also be added to the Agenda for the next regular meeting.

3. A Director at the noticed regular meeting shall make a motion to terminate the Member. The Member shall have at least three (3) minutes to address the Executive Board before a vote is taken on the motion. A quorum and a 2/3 majority of Directors must vote in favor of the motion for the Member to be terminated.

D. Re-Application. A membership which has been terminated for cause may be reapplied for after a period of one (1) year.

Section 6 – Voting. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to case one (1) vote.

Section 7 – Honorary Membership. The Board of Directors shall have the power to confer or revoke honorary memberships by a majority vote. Honorary Members shall have all the privileges of members, except the right to vote, the right to hold office, or the right to serve on the Board of Directors.

ARTICLE III Meetings of Members

Section 1 – Annual Meeting. The regular annual meeting of members shall be held prior to December 1 of each year, the exact date of which shall be determined by the President of the Board. Written notice of the exact date of the annual meeting of all members shall be given to all members no later than fifteen (15) days prior to the meeting. The purpose of the annual meeting shall be to inform the membership as to the status of the Chamber and vote on the Board vacancies to fill by election for the following year.

Section 2 – No Regular Meetings of Members. With the exception of the Annual Meeting, there shall be no regular meetings of the members. Members are invited and encouraged to attend the monthly board meetings.

Section 3 – Special Meetings. Any Executive Board Member or 5% or more of the members may request a Special Meeting. The request shall be in writing, specify the time, date and location for the meeting and state the nature of the business to be discussed at the meeting. The request shall specify a meeting date at least ten days, but not more than ninety days, from the date the request is provided to the board and the members. The location shall be held within ten (10) miles of the Springville Post Office. The request shall be emailed to all current members and board members. No business may be conducted on the notice except that business specified on the request.

Section 4 – Election of Executive Board. Each year the members shall elect by secret ballot directors to

fill any and all vacancies on the Executive Board of Directors. Each member is entitled to one vote per vacancy with the understanding that only chamber members may serve on the board of directors. There is no cumulative voting. For example, if there are three Board vacancies but a member only wishes to vote for two individuals then the member casts one vote for each individual and abstains from the third vote. In lieu of a secret ballot, if there are no contested nominations, the Executive Board may be elected by acclamation at the Annual Meeting.

ARTICLE IV

Executive Board of Directors

Section 1 – Powers. The ~~government~~ governance of the Chamber shall be vested in the Executive Board of Directors, which will have the power to conduct all of the Chamber’s business and do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Chamber which are not expressly limited by the laws of the State of California, by the Articles of Incorporation of this Chamber, or its bylaws.

Section 2 – General Duty. The Officers are responsible for overall policy, procedures and direction of the Chamber and may delegate responsibility to any subcommittee approved by a majority of the officers.

Section 3 – Executive Board. The Executive Board shall consist of seven (7) directors chosen by the members. Each director ~~shall~~ may hold at least one (1) of the following offices: President, Vice-President, Membership Chair, Public Relations Chair, Secretary, Treasurer, and the Parliamentarian/Past President. The Executive Board may reduce its size to any odd number, upon 2/3 majority vote of the remaining members. The Executive Board may increase its membership by vote of the general membership at its Annual Meeting.

Section 4 – Job Descriptions. Each Board member ~~shall~~ may also be an officer. Job descriptions for each officer are attached hereto as Attachment 1 and shall be updated each time these bylaws are updated. In no instance shall any officer receive compensation. Board members not assigned a specific office shall be titled “At Large” members.

Section 5 – Term for Directors. Two (2) year terms for all directors staggered so that four directors are to be elected in even years and three directors are to be elected in odd years. With the exception of the President, as described in section 6, director terms begin on January 1 and end on December 31 and no more than three (3) consecutive terms is allowed.

Section 6 – Election and Term of President. The directors shall appoint a President by majority vote every two years, the office being a two (2) year term. The election shall occur at the annual meeting with the members after the members have filled all director vacancies. Every director is eligible to be president even if the director has already served for five (5) years on the board. In the event of a tie, the director having served as director the longest shall be President or, if both have served the same time, then the director that has also been a chamber member the longest shall be president. At the conclusion of the two (2) year term, the president shall automatically stay on the board as a director – past president for one (1) year. The term for President begins on December 1 and end at November 30. ~~The term for Past President begins December 1 and ends December 31 of the next year.~~

Section 7 – Election of and Term for Officers. The term for each officer position, except for the president and past president, shall be one (1) year. The directors shall choose its officers at the meeting that occurs directly after the Annual Meeting, but in no event shall this be later than February 1. Terms begin on January 1 and end on December 31.

Section 8 – Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary or President. A director may be removed (terminated) from his/her position if provided with 30 days written notice and 2/3 of the directors vote to remove the director in a vote held after the 30 day notice period. The termination vote must occur at a regular board meeting. Any member that misses three (3) or more regular meetings in a calendar year is automatically terminated. A temporary Leave of Absence of up to 60 days may be granted to a director by the Executive Board with a quorum and a 2/3 majority vote.

Section 9 – Mid-Term Vacancies. If a vacancy on the board exists, the serving directors may appoint by majority vote an interim director to serve until the next annual meeting / election. The board shall also appoint that director, by majority vote, to hold an interim officer position until the regular election.

Section 10 – Notice to Members. Each director and his or her respective officer position shall be posted on the Chamber website within thirty (30) days of having been elected or appointed.

Section 11 – Quorum. A simple majority of the directors is required at any meeting in order for substantive business transactions to take place and motions to be heard. If less than a quorum is present at a regular meeting then the meeting may still take place, but no substantive action may be taken.

Section 12 – Agenda. All agenda items shall be provided to the President at least 24 hours before meetings. Late items will require a vote from the Board to be added to the agenda. Agendas will be posted in a community location and/or the chamber website within a reasonable time in advance of the meeting. Reasonable attempt shall be made to provide members with agenda in advance of the meeting.

Section 13 – Voting. All issues to be voted on shall be decided by a simple majority unless stated otherwise herein.

Section 14 – Regular Meetings. The Executive Board shall hold its meetings at least once each month, unless deemed unnecessary by a majority vote of the Board, at a location, day and hour deemed to be most congenial to all concerned. **Notice of the meeting date, time and location shall be placed on the Chamber website at least seven (7) days in advance to the meeting.** The president shall ~~run~~ preside at the meeting. If the president is absent then the vice-president, followed by the past president, followed by the treasurer shall ~~run~~ preside at the meeting in the president's place.

Section 15 – Special Meetings. The Executive Board may conduct limited business at a special meeting or by email. The only business that may be conducted is for payment of bills or approval of actions for projects that cannot wait until the regular meeting. Approval of any action at a special meeting / email shall still require a quorum and majority vote. The action taken shall be fully described and discussed at the next regular meeting, including the reasons for why the action qualified to be addressed in a Special Meeting.

ARTICLE V

Project Chair Directors

Section 1 – Powers and General Duties. Special projects deemed necessary by the Board of Directors in pursuit of the Chamber's purpose shall be organized and overseen by Project Chair Directors. Project Chair Directors shall have the power to form committees, manage accounts allocated to the project by the Board and actively perform the project subject to the Board's annual review.

Section 2 – Appointment by Board of Directors. Project Chairs Directors shall be appointed by

majority vote of the Board of Directors at the same meeting in which the Board elects its officers, or as needed.

Section 3 – Project Chair Directors. The Project Chair Directors are: Farmers Market, Art Council and Annual Fundraiser. The Executive Board may appoint as many Project Chairs as it wishes, provided however that these bylaws be amended to include the Chair name and detailed job description, required in section 4.

Section 4 – Job Descriptions. Job descriptions for each Chair are attached hereto as Attachment 2 and shall be updated each time these bylaws are updated. In no instance shall any chair receive compensation. A project chair will require Board approval to perform any duty or action outside of the job description.

Section 5 – Term. Project Chairs shall hold a one year term. There is no term limit.

Section 6 – Resignation and Termination for Cause. Resignation as Project Chair Director must be in writing and received by the Secretary or President. A director may be removed (terminated) from his/her position if provided with 30 days written notice and 2/3 of the directors vote to remove the Chair in a vote held after the 30 day notice period. The termination vote must occur at a regular board meeting.

Section 7 – Attendance at Meetings –Report to Board. Chairs are required to attend two meetings per year, coordinated with the President of the Board. The purpose of the meetings is to provide the Board with a meaningful report on the Chair’s activities and project.

ARTICLE VI Indemnification of Agents

The corporation shall, to the maximum extent permitted by the California General Corporation Law, defend and indemnify its agents against claims, actions, proceedings, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation and shall advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by law.

For purposes of this section, the term “agent” shall include any director, officer, or project chair of the corporation acting in good faith and in a manner which such agent reasonably believed to be in the best interests of the Corporation, as determined by a majority vote of a quorum consisting of directors who are not parties to such claims, actions, proceedings, expenses, judgments, fines, settlements, or other amounts, or, if no such quorum is available, then as determined by written opinion of an independent legal counsel.

Nothing in this section shall preclude the Corporation from indemnifying its agents, employees, officers, directors or project chairs under any other circumstance allowed by law.

ARTICLE VII Finances

Section 1 – Funds. All money paid to the Chamber shall be placed in the general operating fund unless said funds were expressly paid with reference to a project fund. Funds unused from the current year’s budget shall be considered in “reserve.”

Section 2 – Disbursements. Upon approval of the budget, the Treasurer is authorized to make

disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be by check or by cashier's check with clear reference to the reason for the disbursement. Disbursements greater than \$350.00 shall require two signatures. Authorized signers shall be determined by majority vote of the board.

Section 3 – Fiscal Year. The fiscal year shall close January 31.

Section 4 – Budget. The President shall prepare a budget for the upcoming fiscal year which shall be provided to the directors by email on or before January 1. A final budget must be approved by the Board of Directors no later than February 28.

Section 5 – Audit and Annual Review. If the Chamber's gross revenue is low enough to qualify for the IRS Form 990 or 990 EZ tax form then an audit shall only be conducted if requested by a majority of the board. If the Chamber's gross revenue exceeds the threshold for filing under the IRS Form 990 or 990 EZ then an audit shall be conducted on all accounts and operations of the Springville Chamber of Commerce by a certified public accountant every three (3) years or within three (3) years of the last year that the Chamber exceeded the threshold. The audits and reviews shall be posted on the chamber website and made available to all Springville Chamber of Commerce members within seven (7) days of receiving the audit results.

Section 6 – Bonding. The president, officers, project chairs, and any staff, shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by chamber. The board may, at its discretion, forego bonding by majority vote of the Board.

Section 7 – Insurance. The Chamber shall purchase insurance to cover the Executive Board and Project Chairs and to cover all Chamber events.

ARTICLE VIII Parliamentary Authority

Meetings shall be conducted informally. In the event of a dispute, or by majority vote of the Board, the meetings shall be run ~~by~~ in accordance with the most current version of the Robert Rules of Order. ~~to the extent that such rules are not inconsistent with the present bylaws.~~

ARTICLE X Amendments and Revisions

Only the Executive Board of Directors has the authority to adopt, amend or repeal these Bylaws. ~~Proposed changes to the Bylaws must be submitted to the organization's members at least 72 hours before voting at a regularly held meeting or a special meeting.~~ A two-thirds majority of the Board is, is needed to approve changes to the Bylaws. Bylaws are to be reviewed every two years. Adoptions of amendments or repeals to these Bylaws are on an "as needed" basis. Any proposed adoptions, amendments or repeals must be submitted in writing to all Board members at least ten (10) days in advance of any meeting at which the propositions will be acted upon.

ARTICLE XI Dissolution

The Springville Chamber of Commerce shall use its funds only to accomplish objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more

regularly organized and qualified charitable, education, scientific or philanthropic organizations operating within twenty five (25) miles of the Springville Post Office to be selected by a majority vote of the Board of Directors as defined in then current IRS regulations. In the event of no majority, the President shall determine the organization(s).

Attachment 1 – Executive Board Officer Job Descriptions

Attachment 2 – Project Chair Director Job Descriptions

END OF TERMS.

Approved By Executive Board:

Signed by: _____

Signature _____ Title: Chamber President

Original to be Kept By Chamber Secretary