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BY-LAWS
OF
TEMPLETON CHAMBER OF COMMERCE
BOARD OF TRADE

ARTICLE I
GENERAL

Section 1. Name

The name of the organization shall be the TEMPLETON CHAMBER OF COMMERCE BOARD OF TRADE.

Section 2. Mission

The mission of the Templeton Chamber of Commerce Board of Trade is to promote economic vitality, quality of life, and to encourage cooperation within our community.

Section 3. Limitation

The Templeton Chamber of Commerce Board of Trade shall observe all local, state, and federal laws, which may apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

Section 4. Building and Facilities

The organization is non-partisan and non-sectarian and shall take no part in nor lend its facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for public office, nor shall meetings of a partisan political nature whatsoever be held within the premises occupied or under the control of the organization. The Templeton Chamber of Commerce Board of Trade is incorporated under the laws of California and its principal office shall be in Templeton.

ARTICLE II
MEMBERSHIP

Section 1. Eligibility

Any reputable person, sole-proprietor, association, corporation, partnership or estate shall be eligible for membership in the Templeton Chamber of Commerce Board of Trade.

Section 2. Application

Each application for membership shall be in writing and shall bear the signature of the applicant. The prospective member shall submit the completed application and check for the annual fees to the Treasurer for review and approval. Upon approval, the applicant becomes a new member with all rights and privileges of an Active Member. All new members shall be presented with a current copy of the organization By-laws upon their request.

Section 3. Expulsion and Termination

- (a.) A member may be expelled from the organization by a vote of a majority of the Directors or a quorum.
- (b.) An Active Member as herein defined, shall automatically be suspended if dues are not paid annually by September 30th. Dues are payable annually on or before the start of the current fiscal year (July 1st). An Active Member shall be accorded a 90-day grace period at the beginning of each fiscal year until September 30th in which to pay their annual dues. During said grace period, any Active Member failing to pay dues after July 31st, shall continue to be listed on membership rosters, but shall not be eligible for membership privileges.

Section 4. Reinstatement

The Board of Directors may reinstate any former member of the Chamber upon terms and conditions as it may deem fit.

Section 5. Membership Classification

There shall be four classes of membership in the organization defined as follows:

(a.) Associate Members

Any person not engaged in promoting or representing a business or a non-profit organization, shall be eligible for individual membership in the Chamber. Associate Memberships shall be awarded in accordance with the provisions set forth in Article II, Section 2. Each Associate Membership shall be effective until the last day of the fiscal year issued. Associate Memberships may be renewed prior to the end of the fiscal year by a simple majority vote or votes cast at a Board of Directors meeting or a quorum. Associate Members shall have the privilege to attend meetings and to speak, but not to make motions or vote.

(b.) Non-profit Members

Any association, club or non-profit organization that is interested in the community, business and/or commercial development, shall be eligible for membership in the Chamber. Non-profit Memberships shall be awarded in accordance with the provisions set forth in Article II, Section 2. Each Non-profit Membership shall be effective until the last day of the fiscal year issued. Non-profit Memberships may be renewed prior to the end of the fiscal year by a simple majority vote or votes cast at a Board of Directors meeting or a quorum. Non-profit Members shall have the privilege to attend meetings and to speak but not to make motions or vote. Non-profit Members may display evidence of their support for the Chamber at their places of service.

(c.) Business Members

Any firm, corporation, partnership, individual or estate that is interested in the community, business development and/or commercial development shall be eligible for membership in the Chamber. Business Memberships shall be awarded in accordance with the provisions set forth in Article II, Section 2. Each Business Membership shall be effective until the last day of the fiscal year issued. Business Memberships may be renewed prior to the end of the fiscal year by timely payment of dues in accordance with paragraph 3 (b) above. Business Members shall have the privilege to attend meetings and to speak, but not to make motions or vote. Business Members may display evidence of their support for the Chamber at their places of business. There shall be two classes of Business Members: (a) Businesses with up to three (3) persons or employees; and (b) businesses with four (4) or more persons or employees. Each Business Membership shall be effective until the last day of the fiscal year issued. When a Business Member is a business firm, corporation, partnership, or estate, a duly authorized representatives of that firm will be entitled to all privileges afforded a Business Member, provided the business files a notice with the Chamber's Secretary prior to the start of each fiscal year specifying the name of the duly authorized representative of the business.

(d.) Life Members

Any person upon whom the organization wishes to confer its highest honor may be awarded a Life Membership by a vote of a majority of the Directors or a quorum. To properly receive this highest honor, an individual must have a history of outstanding and faithful service to the organization and the community. Life Members shall have all the privileges of Business Membership, but shall be exempt from the payment of dues. Once a Life Membership is awarded, it is in effect for the Member's lifetime.

ARTICLE III
THE BOARD OF DIRECTORS

Section 1. Number and Duties

- (a.) Pursuant to Article IV, Section 1, Paragraph (a) of the Articles of Incorporation authorizing the Directors or membership, By-laws, to fix the exact number of Directors within the range specified, the organization shall have eleven (11) Directors. The Board of Directors of the organization shall elect (4) Officers: The President, Vice President, Secretary, and Treasurer.
- (b.) The Board of Directors shall be the governing body of the organization, make recommendations to the organization concerning organization and distinguished memberships, and shall advise and consent to the organization on any matter. The Board of Directors may hire full or part-time employees whose compensation and job descriptions shall be determined by the Board.

Section 2. Election of Directors

- (a.) The Board of Directors shall accept nominations at the May Board Meeting for all open Board of Directors positions. All nominated Candidates will be placed on a ballot that will be made available to Active Members on or before May 15th. Write-in Candidates will be accepted on each ballot. All ballots must be returned by May 31st. Counting the votes shall be the responsibility of the Board of Directors. The election results will be reported to the President and the new Directors will be announced at the next Directors' meeting.
- (b.) All Active Members shall be entitled to vote each year for nominated Candidates to open Board of Directors positions. An elected Director shall serve for a three (3) year term.

Section 3. Powers

- (a.) The Board of Directors shall be empowered to act on any matter not specifically described in these By-laws and in a manner consistent with the letter and spirit of the By-laws.
- (b.) The Board of Directors shall manage the property and affairs of the Chamber and shall carry out its commercial, industrial, public, legislative and financial policies. Without in any way limiting the generality of the foregoing, the Board of Directors shall have power to acquire and dispose of property, to appoint such officers as agents of the Chamber as it shall deem advisable, to fix the compensation of the employees of the Chamber and in its discretion, to require security of any of them for the faithful performance of their duties, to create such committees, including an Executive Committee, and to designate as member of such committees such persons as it shall determine, and to confer upon such committees such powers, authority and duties as it may deem advisable and generally to do any and every lawful objects of the Chamber. The Board may create, or authorize the creation of such divisions, councils or affiliates, either within the Chamber or consisting or made up in part of other organizations or persons not members of the

Chamber, for such purposes not inconsistent with the purposes of the Chamber and upon such terms and conditions as the Board may determine.

Section 4. Vacancies

In the event of mid-term vacancy in any office, the Board of Directors at a regular or special meeting shall appoint a new Director or Officer.

Section 5. Failure to Perform

A member of the Board who fails to attend three (3) consecutive regular meetings of the Board, shall be replaced as provided in ARTICLE III, Section 4 above, unless confirmed by illness or other absence approved by a majority vote.

Section 6. Policy

The Board is responsible for establishing procedure, and formulating policy of the organization. They are also responsible for adopting all policies, and position statements of the organization.

Section 7. Management and Staff

The Board may employ or contract with an executive director, manager, or other staff positions and shall fix the salary and other considerations of employment.

Section 8. Indemnification

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of the Board Members or former Board Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Board Members of the Chamber, except in relation to matters as to which Board Members shall be judged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty and to such matters as shall be settled by agreement predicted on this existence of much liability of negligence or misconduct.

ARTICLE IV
OFFICERS

Section 1. Election of Officers

- (a.) Elected Officers: The Board of Directors shall elect four (4) Board Members to serve as officers of the organization each year in the following positions: President, Vice-President, Secretary, and Treasurer.
- (b.) Method of Election of Officers: At the June Board of Directors meeting, or as soon as practicable thereafter, officers are to be elected by the Board of Directors by a majority vote.

Section 2. Duties and Term of the President

The President shall preside over all meeting of the organization and of the Board of Directors, decide all points of order, cast the deciding vote in the event of a tie, and perform all other duties incident to that office. The term of office for the President shall be one (1) year. The President shall have the prerogative to refer any item of business or withdraw any motion

from the floor and refer such item or motion from the floor to the Board of Directors for a recommendation.

Section 3. Duties and Term of the Vice-President

The Vice-President shall preside over the organization and the Board of Directors in the absence of or at the direction of the President, and shall preside over such committees as the President may designate. The term of office for the Vice-President shall be one (1) year.

Section 4. Duties and Term of the Secretary

The Secretary of the organization shall keep the minutes and records of the organization and the Board of Directors and shall conduct the correspondence of the organization. The term of office for the Secretary shall be one (1) year.

Section 5. Duties and Term of the Treasurer

The Treasurer of the organization shall collect all funds due to the organization and shall disburse said funds upon the direction of the Board of Directors. The Treasurer shall provide a financial report of the organization at regularly scheduled Directors' meetings. The term of office for the Treasurer shall be one (1) year.

Section 6. Duties and Term of the Directors

The Directors shall attend the meetings of the organization and of the Board of Directors. They shall preside over any general or Board meeting when directed to do so by the President or Vice-President. The President shall assign each Board Member to a committee for which they will be responsible during their term of office. The term of office for a Director shall be three (3) years.

ARTICLE V
MEETINGS

Section 1. Classes of Meetings and When Held

There shall be four classes of meetings specified as follows:

(a.) Board of Directors

Unless otherwise ordered by the organization or by the Board of Directors, and except on legal holidays, the Directors' meeting shall be on the second Wednesday of each month on or about 7:00 a.m. unless otherwise ordered by the organization. The Board of Directors' meeting shall adjourn at approximately 8:30 a.m.

(b.) General

If the Board determines such a meeting is necessary, a General meeting of the organization shall be an evening meeting held in July or August at a place specified by the President and his officers. Member spouses and guests may attend the General meeting.

(c.) Special

Special meetings shall be called by the President of the Board of Directors upon vote of the organization for a particular purpose and no business other than that for which the meeting was called may be transacted at such a special meeting.

(d.) Installation

The Board shall at the General meeting or other event approve installation of the new officers.

Section 2. Quorum

The quorum required at any Board of Directors meeting shall be six (6).

Section 3. Notice, Agenda, Minutes

Written notice of all Chamber meetings must be given to the Board of Directors at least three (3) days in advance unless otherwise stated. The President or Designee must prepare an advance agenda and minutes for all meetings. Chamber members are entitled to a copy of the Board of Directors meeting minutes after the minutes have received Board approval.

ARTICLE VI
PROCEEDINGS

Section 1. Parliamentary Authority

The President shall be the final source of authority in all questions of procedure when such rules are not inconsistent with the Charter or By-laws of the Chamber.

ARTICLE VII
FINANCE

Section 1. Funds

All money paid to the Chamber shall be accounted for by way of monthly accounting and budget reports.

Section 2. Disbursement

Upon approval of the budget or an approved motion by the Board, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3. Fiscal Year

The fiscal year of the Chamber shall close on June 30th.

Section 4. Budget

During a special or regular Board of Directors meeting in May or June of each fiscal year, the Treasurer and/or the Budget Committee shall provide the Board of Directors a proposed budget for the coming year. In June of each fiscal year, the Board of Directors shall vote and adopt the budget for the next fiscal year.

Section 5. Dues

Dues shall be payable annually in advance as scheduled below. The initial dues for a member elected after the beginning of the fiscal year shall be prorated monthly and payable in advance.

(a.) Associate Membership (Persons not conducting business)	\$ 50.00
(b.) Non-Profit Organization	\$ 50.00
(c.) Business of up to three persons	\$ 75.00
(d.) Business with four or more persons	\$ 125.00
(e.) Lifetime Membership	\$ 1,250.00

ARTICLE VIII
COMMITTEES

Section 1. Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committee chairpersons. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrently with the term of Board Members assigned to the committee, unless the Board approves a different term. It shall be the function of committees to make investigations, conduct studies, recommend programs and procedures, plan and coordinate events and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority

No action by any member, committee, employee or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board. The Chairperson shall discharge committees when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue.

Section 3. Types of Committees

The President shall assign committees as needed or necessary to plan and oversee all Chamber programs and events. Committees may include:

- (a.) Budget Committee
- (b.) Ribbon Cutting Committee
- (c.) Membership Committee
- (d.) Event(s) Committee
- (e.) Any other committee requested by the President

ARTICLE IX
TAKING STANDS ON ISSUES

Section 1. Issues

The organization shall be acting within its objectives if a public stand is taken on a public issue, provided:

- (a.) The issue pertains to the welfare of Templeton and its environs and it in no way involves the election of an individual to a public office; and
- (b.) The organization has heard, or attempted to hear both sides of the issue; and
- (c.) The stand is decided by the vote of two-thirds of the votes cast by viva voce vote at a Board of Directors or special meeting, a quorum being present; and
- (d.) The stand of the organization is published with substantial facts in the newsletter, locally distributed news media or on the Chamber website.
- (e.) The foregoing shall be subject to a recommendation from the Board of Directors.

ARTICLE X
AMENDMENTS

Section 1. Revision

The By-laws may be amended or altered by a two-thirds majority vote of the Board of Directors present at any regular or special meeting, providing the notice of the meeting includes the proposals for amendment. If passed by the Board, the amendment(s) can then be read or distributed to the general membership at the next General Meeting.

ARTICLE XI
DISSOLUTION

Section 1. Procedure

The Chamber shall use its funds only to accomplish the objectives and purpose specified in these By-laws, and no part of said funds shall 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, educational, scientific or philanthropic organizations to be selected by the Board of Directors.