

LANCASTER



CHAMBER OF
COMMERCE

**ANTELOPE VALLEY
CHAMBERS OF COMMERCE**
dba Lancaster Chamber of Commerce

BY-LAWS

Amended February 2013

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ARTICLE I - GENERAL

Section 1: Name. This organization is incorporated and operates in accordance with the laws of the State of California and shall be known as the Antelope Valley Chambers of Commerce, dba Lancaster Chamber of Commerce, hereinafter referred to as "The Chamber."

Section 2: Mission Statement. To serve the community by promoting, protecting, encouraging and developing local business.

Section 3: Purpose. The Chamber is organized to develop, promote and protect the commercial, industrial, agricultural, civic, educational and general interest of the City of Lancaster and its surrounding area.

Section 4: Limitation of Methods. The Chamber shall be non-partisan and nonsectarian. It shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

Section 5: Gender Neutral. This document is intended to be "gender neutral" and any reference herein to the masculine gender shall be interchangeable with and construed to include the appropriate feminine gender.

ARTICLE II - MEMBERSHIP

Section 1: Eligibility. Any firm, individual, association, partnership or corporation having an interest in and subscribing to the mission of the Chamber shall be eligible for membership.

Section 2: Election. Application for membership shall be in writing, on forms provided for that purpose and signed by the applicant. Election shall be by a two-thirds majority of the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of dues as provided herein.

Section 3: Investments. Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance. Any member's request to pay the annual dues in any other manner shall be submitted in writing and is subject to approval by a two-thirds majority of the entire Board of Directors.

Section 4: Termination. (Resignation, expulsion, and delinquency.)

- A. Any member may resign from the Chamber upon written notification to the Board of Directors.
- B. Any member shall be expelled by the Board of Directors by a majority vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- C. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber. After 15 days notice, an opportunity for a hearing is afforded the member complained against. No refund of dues shall be given upon resignation, expulsion or termination of membership. Membership shall be continuing unless a member resigns, is expelled, or is terminated.

Section 5: Voting. Each individual member shall be entitled to one (1) vote. Firms, associations, partnerships, franchises and corporations shall be entitled to one (1) vote which will be exercised by the representative designated in writing to the Chamber by the organization.

Section 6: Honorary Memberships. Honorary memberships may, upon unanimous approval of the Board of Directors, be conferred upon individuals or organizations. Such members shall pay no dues, be eligible for no elected office within the Chamber and shall have no voting privileges. Honorary memberships shall be subject to annual review by the Board of Directors. Distinction in public affairs shall confer eligibility of honorary membership.

Section 7: Life Membership. Life Membership shall be conferred upon all living past presidents and chairpersons of the Chamber board. Such members shall pay no dues, be eligible for no elected office within the Chamber and shall have no voting privileges. Such members, electing to be dues paying members as a business or an individual, shall retain the privilege of and be eligible to hold elected office and to vote.

ARTICLE III - MEETINGS

Section 1: Annual Meeting. The Annual Meeting of the membership shall be in compliance with state law, shall be held during June of each year. The date and time shall be set by the Board of Directors and notice thereof provided to each member so as to be in the members' hands at least ten (10) days before said meeting.

Section 2: Additional Meetings.

A. General Membership Meetings shall be held at least once a month. Additional membership meetings may be held upon written petition of any twenty-five (25) members of the Chamber who are in good standing, or by a majority of the Board of Directors. Notice of such meetings shall be provided to each member so as to be in the members' hands at least seven (7) days prior to said meetings. The notice shall state the nature of business to be transacted.

B. Regular meetings of the Board of Directors shall be held not less often than monthly on a regular recurring day unless a majority of the Board votes to hold said meetings on a different day. Notice of such meetings shall be in writing stating the nature of business to be transacted and shall be given to each Director at least five (5) days prior to such meeting.

Section 3: Quorum and Adjournment. The members in attendance shall constitute a quorum for transaction of business at any regular or special membership meeting of the Chamber. If, at any annual, general or special meeting of the membership, a quorum shall fail to be present, a majority of those present after thirty (30) minutes, may adjourn the meeting without further notice. When the adjourned meeting is reconvened, any business which might have been conducted at the adjourned meeting may be conducted.

Section 4: Proxies. No votes by proxy shall be allowed at any meeting of the Board of Directors, membership or committee.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Composition of the Board. The Board of Directors shall be composed eighteen (18) members, one-third (1/3) of whom shall be elected annually to serve for three years, or until their successors are elected and have qualified. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Selection and Election of Directors.

A. *Nominating Committee:* At the January Board Meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a nominating committee of six (6) members of the Chamber, consisting of one (1) Past Chairperson of the Board, any two (2) members of the current Board of Directors, and any three (3) members at large of the Chamber, not currently on the Board. The Chairman of the Board shall designate the chairman of the committee. None of these members can be a nominee/candidate for election.

Prior to the Board meeting in February, the nominating committee shall present to the Chairman a minimum slate of eight (8) candidates, of which six (6) will be elected to serve a three-year term to replace to the Directors whose regular terms are expiring. Each candidate must be an active member in good standing for a minimum of one year and must have agreed to accept the responsibility of a directorship.

B. *Publicity of Nominations:* Upon receipt of the report from the nominating committee, the Chairman shall, no later than fifteen (15) days following receipt of the written report of the nominating committee, have the list of nominees along with the procedures for nomination by petition provided to the membership.

C. *Nominations by Petition:* Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twenty-five (25) qualified members of the Chamber. Such petition shall be filed with the nominating committee within ten (10) days after notice of the names of those nominated has been provided. The determination of the nominating committee as to the legality of the petition(s) shall be final.

D. *Elections:* Within ten (10) days after close of nominations by petition, the President/CEO shall publish a ballot containing names of all of the candidates. Candidates named shall appear on the ballot in order as drawn by lot, by the nominating committee. Voting shall be by secret ballot. Ballot mailing shall include a clear, concise statement of voting instruction, date, place and time of poll closing. Each ballot shall be mailed to each member at the address of record at the Chamber.

Ballots shall be marked in accordance with instructions printed on the ballot and returned to a third-party address as designated by the Board. Polls shall close at 5:00 PM on election day (the third Tuesday of April) and any ballot received after that time shall not be counted. The Board of Directors shall at its regular Board meeting in April, declare the six (6) candidates with the greatest number of votes elected. In the event of a tie vote for the last remaining vacancy or vacancies, the election for those seats shall be determined by a separate ballot vote at the next Board of Directors meeting of those Directors present.

E. *Judges*: Immediately following the nominations, the Chairman of the Board shall appoint, subject to approval of the Board of Directors, at least three (3) but not more than five (5) judges who are not members of the Board of Directors or candidates for election. One of the judges will be designated Chairperson. Such judges shall have complete supervision of the election, including the auditing of the ballots. The judges shall provide a written report with the results of the election to the Board of Directors at the next Board meeting.

Section 3: Seating of New Directors. All newly elected and/or appointed Board members shall be seated at the regularly scheduled Board meeting in June and shall become participating members with the start of their term, (July 1). Retiring Directors shall continue to serve until the end of the program year (June 30).

Section 4: Absences. A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings or from more than one-third of the regular meetings during the fiscal year shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Section 5: Vacancies. Vacancies on the Board of Directors, or among officers, shall be filled by the Board of Directors by a majority vote. A Director who is appointed to fill a vacancy of less than one-half of an unexpired term of a withdrawing Director shall be eligible to serve two full terms upon completion of the unexpired term.

Section 6: Policy. The Board of Directors is responsible for formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 7: Management. The Board of Directors shall employ a Chief Executive Officer/President and shall fix the salary and other considerations of employment.

Section 8: Indemnification. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in conjunction 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 officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 9: Quorum. Ten (10) members of the Board of Directors shall constitute a quorum at any meeting, (except for emergency meetings, see Section 10)

Section 10: Emergency Meetings. The Chairman or Chairman-Elect may in the case of a true emergency, call an emergency meeting. They must, however, provide twenty-four (24) hours notice and must have at least two-thirds (2/3) of the Board present at the meeting.

Section 11: Special Meetings. A special meeting of the Board may be called at any time by the Chairman or the Chairman-Elect upon giving seventy-two (72) hours notice of the purpose and location of meeting

to all Board members. For purposes of participation in such meetings, Directors may conduct business and voting via teleconference or videoconference.

ARTICLE V- OFFICERS

Section 1: Determination of Officers. The Board of Directors, at its regular meeting in May, shall reorganize for the coming year. At this meeting, the Board shall, as nominated by the incoming Chairman, elect the Chairman-Elect, four Vice Chairmen, a Corporate Secretary, who shall be appointed from one of the Vice Chairman candidates and the Treasurer. All officers must have sufficient time remaining in their term to complete the officer position to which they are elected. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Removal of an Officer for cause. An officer may be removed for cause by a two thirds (2/3) vote of the entire Board. Any removed officer shall be ineligible to be re-appointed or reelected until twelve (12) months have elapsed from the date of his/her removal.

Section 3: Officer Vacancy. If any office shall become vacant, the Board shall at its first meeting following the vacancy, announce the vacancy; and at the next scheduled Board meeting, take nominations and conduct an election by secret ballot.

Section 4: Duties of Officers.

A. Chairman of the Board: The Chairman of the Board shall serve as the Chief Elected Officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairman shall, with the advice and counsel of the President/CEO, assign Vice Chairmen to divisional or departmental responsibility, subject to Board of Directors approval.

The Chairman shall, with the advice and counsel of the Vice Chairmen and President/CEO, determine all committees; select all committee chairmen, subject to approval of the Board of Directors.

B. Chairman-Elect: The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-elect shall plan for the upcoming year as Chairman of the Board. The Chairman-Elect shall serve as Chair of the Flea Market and Chair of the Program of Work Committee for the Chamber (includes but is not limited to Strategic Plan, By-laws, Policies/Procedures, Employee Manual) of the Chamber. As such, the Chairman-Elect and the committee will be responsible for recommending program activities of the Chamber. At all times, being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

C. Vice-Chairmen: The duties of the four Vice Chairmen shall be such as their titles by general usage would indicate, and as such as required by law. In addition, duties may be assigned by the Chairman and the Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. *Corporate Secretary.* The Corporate Secretary will be responsible for signing all official corporate documents as approved by the Board of Directors.

E. *Treasurer:* The Treasurer shall be the Chairman of the Finance Committee and shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks should be signed by the Treasurer and the Chairman, when convenient, or by any two members of the Executive committee, except the Past Chairman. The Treasurer shall submit a monthly financial report to the Board.

F. *Chief Executive Officer/President:* The Chief Executive Officer/President shall be Chief Administrative Officer of the Chamber. The President/CEO shall serve as Secretary to the Board of Directors and as such shall cause the preparation of the agenda, the keeping of the minutes of the Board and the preparation of various notices. The President/CEO shall generate the official correspondence of the Chamber.

The President/CEO shall cause to happen the preserving of the books of account, documents and communication of the Chamber and the maintenance of an accurate record of the Chamber committee activities. The President/CEO shall serve as advisor to the Chairman, assisting on program planning and causing to happen the assembling of information and data to be prepared for special reports as directed by the program of the Chamber.

While the President/CEO shall perform all Chamber aforesaid duties pertaining to the management of the Chamber office, in hiring, discharging, managing, directing and supervising all Chamber employees, all personnel policy and Chamber goals and objectives shall be established by the Board of Directors.

The President/CEO shall suggest goals, objectives and plans to be adopted by the Board of Directors at the discretion of the Board.

With the assistance of the Chairman-Elect, the President/CEO shall be responsible for administration of the planned Program of Work in accordance with the policies and regulations of the Board of Directors.

With the cooperation of the Program of Work Committee and the Finance Committee, the President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber subject to approval of the Board of Directors. In consideration of the approved budget, the President/CEO is responsible for all Chamber related expenditures.

The President/CEO shall maintain a liaison with the business community, civic leaders and governmental representatives within the Chamber's sphere of influence. The President/CEO shall be solely responsible to the Board of Directors.

The President/CEO shall be an ex-officio member of the Board of Directors, the Executive Committee and all other committees.

Section 5: Indemnification. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these By-laws.

ARTICLE VI - COMMITTEES

Section 1: Authority. All committees shall be authorized by the Board of Directors at a regularly scheduled board meeting. The Board shall have the authority to define the powers and duties of all committees, whether designated as a committee, division or other name. Annually, all proposed committees shall present a Plan of Work and Budget (fund raising, proposed programs.) to the Board for review and approval. Except as approved or modified by the Board, no public position, contract signature, verbal commitment to a debt, collection of funds or expenditure shall be taken by any committee without prior approval of the Board of Directors. All funds collected (deposits) and all expenditures (checks) made by an authorized committee shall be approved by the Chairman of said committee. All said collections and expenditures shall be reported to the Finance Committee on a timely basis. All committees shall be governed by the authority granted by the Board of Directors, these By-laws and the Articles of Incorporation of the Chamber.

Section 2: Standing Committees. The Chamber shall be comprised, at least in part, of the standing committees briefly described as follows:

- A. *Executive Committee:* The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman, Past Chairman, Chairman-Elect, Vice Chairman selected by the committee, Treasurer and President/CEO. The Chairman of the Board will serve as Chairman of the Executive Committee. A quorum for this committee to conduct business will be comprised of the Chairman or Chairman-Elect and any three (3) additional members. Notification of any special meeting shall be the responsibility of the President/CEO.
- B. *Finance Committee:* The Finance Committee shall be comprised of the Treasurer, who shall chair this committee, the Executive Committee, an additional Board Director and a member at large. This Committee is charged with formulating and implementing prudent financial planning and practices for the Chamber.
- C. *Program of Work Committee:* The Program of Work Committee shall be chaired by the Chairman-Elect and shall be responsible for the review and updating of the Strategic Plan, By-laws, and Policy Manual for the Chamber. This committee is also responsible for recommending and planning activities for the Chamber to accomplish its mission statement.
- D. *Ambassador Committee:* The Ambassador Committee is the most visible link to the Chamber's general membership and to all of the business community. As such, Ambassadors are charged with presenting a positive image of the Chamber to the community at large.
- E. *Membership Committee:* The Membership Committee shall focus on the needs of the business base that support the mission of the Chamber. This Committee shall be charged with the responsibility to devise and implement programs that will both attract new members and retain existing members.
- F. *Legislative Advocacy Committee:* The Legislative Advocacy Committee will focus on legislative and governmental affairs at the local, state and federal levels that are relevant to business, economic development, public policy and membership involvement. The committee is charged with monitoring

the various levels of government in order to identify and evaluate issues that impact our membership and the business community at large and present information to the full board for any action.

Other committees include the *Communications and Marketing, Business, Education and Services, Career Education, Military Affairs, Nominating, Officer Nominating, Transportation, Luncheon, Film, Parade, Flea Market* and any other committee pursuant to Section 1 above.

Section 3: Membership. The qualification for membership, appointment of members, termination of membership and number of members on a committee shall be subject to approval of the Board of Directors. Committee members must be current members of the Chamber. Non-members may be called upon to serve in an advisory position with no voting privileges. Committees and their membership shall be subject to review and ratification at least once a year by the Board of Directors.

ARTICLE VII - FINANCES

Section 1: Funds. All funds collected by the Chamber from any source shall be placed in the General Operating Fund, except for those funds authorized by the Board of Directors to be dedicated for special projects or special committee use.

Section 2: Disbursements and Obligations. No disbursement shall be made of Chamber funds unless budgeted and approved by the Board of Directors. All disbursements shall be by check unless authorized through a Petty Cash Account. Checks should be signed by the Treasurer and the Chairman, when convenient, or by any two members of the Executive committee, except the Past Chairman. The officers of the Chamber authorized to disburse funds, the President/CEO, and the other Chamber employees shall be bonded in an amount determined by the Board for the faithful performance of their duties. No debt, obligation or contract shall be incurred or created by any officer, employee, member or agent of the Chamber without approval by the Board of Directors. Any obligation or contract which would obligate the Chamber for longer than the current fiscal year shall have prior approval by affirmation vote of two-thirds (2/3) of the entire Board of Directors.

Section 3: Budget. The Finance Committee shall prepare a proposed budget for the succeeding fiscal year and submit it to the New Board of Directors prior to July 1st for review and recommendation for adoption at the Board Meeting in July of the preceding fiscal year. The Finance Committee shall review the monthly and annual accounting for the Chamber.

Section 4: Fiscal Year. The Chamber shall operate on a fiscal year commencing July 1st and ending on June 30th.

Section 5: Annual Audit. The accounts of the Chamber shall be audited, bi-annually, effective July 1, 2013 and thereafter, as of the last day of the fiscal year, June 30th, by a Certified Public Accountant, who does not perform the monthly and annual accountings for the Chamber. The audit shall be available to all members of the Chamber within the offices of the Chamber no later than ninety (90) days following the close of the fiscal year, unless otherwise directed by the Board.

ARTICLE VIII - DISSOLUTION

The Chamber shall use its funds to accomplish the mission and purposes specified in these By-laws only. 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, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE IX - SEAL

The Chamber shall have a seal of such design as adopted by the Board of Directors.

ARTICLE X - AMENDMENTS

These By-laws may be amended by a two-thirds (2/3) vote of the entire Board of Directors or by a quorum of members present at any Chamber Membership Meeting. Said membership vote may only be taken if the proposed changes have been provided by the President/CEO to each member of the Chamber not less than ten (10) days prior to such meeting specifying what is to be deleted and the proposed amendments.

ARTICLE XI - RULES OF ORDER

The current edition of Roberts Rules of Order shall be the final authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or By-laws of the Chamber.

ARTICLE XII - USAGE

As used in this instrument, the masculine, feminine, or neuter gender, and the singular or plural number, shall each include the others whenever the context so indicates.