



Article 1 Names and Purpose

Section 1: Name.

- A. The name of the organization shall be The Seal Beach Chamber of Commerce.
- B. This organization is incorporated under the laws of the State of California, and IRS Section 501(c)(6).

Section 2: Purpose. The Seal Beach Chamber of Commerce is made up of merchants, businesses and organizations in and around the Seal Beach area. The Chambers mission is to provide a healthy environment to sustain, promote and grow business, civic and community organizations in the area, while providing opportunity to enhance the quality of life of the greater Seal Beach community through local events.

Section 3: Limitations of Authority. No action by any member, committee, director, 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 of Directors

Article II Membership

Section 1: Eligibility. Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.

Section 2: Approval.

- A. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant with the regularly scheduled investment.
- B. Any business applying for membership must have a valid business license in the city in which they are located.
- C. Any non-profit organization or governmental entity/representative may apply for a non-voting membership.
- D. Approval of members shall be automatic unless denied by a majority vote of the Board at its next regular meeting.
- E. Any applicant so elected shall become a member upon payment of the regularly scheduled investment.

Section 3: Investments.

- A. Membership investments shall be payable on the anniversary of membership, and shall be delinquent 30 days thereafter.
- B. Membership Investment rates shall be prescribed by the Board of Directors upon the recommendation of the membership committee.

Section 4: Representation. Any association, corporation or partnership, upon becoming a member of the Chamber, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matters concerning the Chamber.

Section 5: Termination of Membership.

A. Any member may resign from the Chamber upon notification to the Board of Directors.

B. The membership of any member who fails to pay his or her investment when due, or within 30 days thereafter, shall automatically be terminated.

1. Provided the member received a 30-day termination notice, and was given an opportunity for a termination hearing before the Board of Directors, five days or more prior to termination.

C. The Board of Directors may terminate a member for conduct unbecoming a member, or actions prejudicial to the aims and reputation of the Chamber.

D. The member shall be given immediate and confidential notice of the termination action, and the reason, and shall have the opportunity to appeal to the Board at its next regular or special meeting to seek continuation of membership.

E. The member shall have a minimum of 15 days to prepare his/her appeal.

Article III – Meetings of Members

Section 1: Place of Meetings.

A. The Annual Meetings of members shall be held in the month of September at a time and place designated by the Board of Directors.

B. Other meeting of members may be called by the President or the Board of Directors or by written petition of 10% of the members.

Section 2: Notices of Special Meetings.

A. All notices of special meetings of members shall be sent by mail or electronically not less than 7 days before the Special Meeting.

B. All notices shall specify the place, date and time of the meeting, the general nature of the business to be transacted.

Article IV Directors

Section 1: Authority. The government of the Chamber of Commerce, direction of its work, the control of its finances and property and the control and direction of its Chief Executive Officer shall be vested in a Board of Directors consisting of not less than eleven (11) nor more than fifteen (15) voting and up to three non-voting members.

Section 2. Qualifications

A. All voting board members must be business member and in good standing.

B. Non-voting members shall represent individuals, government or non-profit organizations.

Section 3: Term of Office.

- A. The term of office for voting directors shall be two years.
- B. Even numbered Director's Offices shall be elected on even numbered years and odd numbered Director's Offices shall be elected on odd numbered years.
- C. The President shall appoint non-voting directors annually.

Section 4: Absences. A member of the Board who shall be absent for three consecutive regular Board meetings shall automatically be dropped from membership on the Board, unless a majority of the other Board members vote that he/she should continue.

Section 5: Resignation

- A. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the President, the Secretary, or the Board of Directors.
- B. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 6: Vacancies

- A. Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the President and confirmed by the Board of Directors.
- B. A Director elected in this manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

Section 7: Compensation

- A. Directors and members of committees shall serve without compensation for their services.
- B. This shall not preclude any Director from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

ARTICLE V
Meeting of the Board of Directors

Section 1: Monthly Meeting. The monthly Board of Directors Meeting shall be held not less than 8 times per year at a time and place to be determined by the President

Section 2: Special Meetings. Special meetings of the Board of Directors may be called by any four Board of Directors or the President.

Section 3: Notices of Meetings.

- A. All notices of Regular meeting shall be sent by mail or electronically not less than 7 days before such meeting.
- B. All notices of special meetings of the Board of Directors shall be sent overnight delivery or electronically not less than 48 hours before the Special Meeting.
- C. All notices shall specify the place, date and time of the meeting, the general nature of the business to be transacted.

Section 4:

- A. A quorum, for the transaction of business by the Board shall be a majority of the voting directors.
- B. A meeting, at which there is initially a quorum, may continue to transact business notwithstanding the subsequent departure of directors, as long as motions are approved by at least the majority of the originally required quorum.
- C. Any director may participate in the meeting by telephone, and will be counted as present for purposes of quorum.

Section 5:

- A. Any action required or permitted to be taken by the Board may be taken without a meeting, but only if all members of the Board consent in writing to that action.
- B. Such action by written consent shall have the same force and effect as a unanimous vote of the Board.

**Article V
Officers**

Section 1: Determination of officers.

- A. Within ten (10) days after the annual election of Directors, the newly elected, continuing and retiring Directors will meet and elect the officers to serve a term of one year.
- B. The officers shall be voting members of the Board.

Section 2: Duties of Officers

A. President.

- 1. The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, and Board of Directors.
- 2. The President shall, with the advice of counsel of the Vice President and Chief Executive Officer, determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors.
- 3. The President shall ex-officio be a member of such committees. The President shall appoint any non-voting directors.
- 4. The President may have other duties as assigned by the Board.

B. Immediate Past President. The Immediate Past President shall perform such duties as may be assigned to him/her by the President or the Board of Directors.

C. Vice President.

- 1. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President, and shall perform such other duties as may be assigned to him/her by the President or the Board of Directors.
- 2. Vice Presidents also have under their immediate jurisdiction, the coordination of all committees in their assigned division of the Chamber's program.

3. The Vice President may have other duties as assigned by the Board.

D. Treasurer –

1. The Treasurer of the Board of Directors shall prepare an annual fiscal budget to be presented to the Board of Directors for approval.

2. He/she shall preserve all books and documents, keep books of account and maintain all accurate records of the proceedings of the Chamber.

3. He/she shall receive and disburse all funds of the Chamber under the direction and in accordance with the instructions of the Board of Directors.

4. He/she shall present a monthly report of all monies received and expended by the Chamber.

5. The Treasurer may have other duties as assigned by the Board.

E. Secretary.

1. The Secretary of the Board of Directors shall keep accurate minutes of all meetings of the General Membership and the Board of Directors and maintain the historical records of the Chamber.

2. The Secretary may have other duties as assigned by the Board.

F. Chief Executive Officer.

1. The Board of Directors may hire a Chief Executive Officer who shall be the corporate secretary and the chief administrative and executive officer of the Chamber.

2. The Chief Executive Officer shall be responsible for the program of work in accordance with the policies and direction of the Board of Directors.

3. The Chief Executive Officer shall be responsible for hiring, discharging, directing and supervising all employment activities.

4. The Chief Executive Officer may have other duties as assigned by the Board.

Article VI Voting and Election of Directors

Section 1: Voting

Each member in good standing shall have one vote on each matter submitted for a vote of the members, and for each directorship to be filled at an election.

Section 2: Election Inspectors

A. Before any election shall take place, the President, with the approval of the Board of Directors, shall appoint three (3) members, other than the nominees for office, to act as inspectors for the election.

B. The Inspectors shall

(1) determine the existence of a quorum, if appropriate,

(2) receive votes or ballots,

(3) hear and determine all challenges and questions arising in connection with the right to vote,

- (4) count and tabulate all votes,
- (5) determine the results, and
- (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

Section 3: Nomination and Election

Selection of Election of Directors.

A. At the regular monthly Board Meeting in July, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of three (3) board members and two (2) other members of the Chamber.

B. The President shall designate a chairman of the committee.

C. No later than twenty (20) days before the election, the Nominating Committee shall present to the President a slate of candidates to serve two-year terms to replace the directors whose regular terms are expiring.

D. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship.

E. Upon receipt of the report from the Nominating Committee, The Inspector of Elections shall immediately notify the membership in writing or electronically of the names or persons nominated as candidates for directors.

F. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of ten percent of the total voting members.

G. Such petition shall be filed with the Nominating Committee within 10 days after notice has been given of the names of those nominated.

H. The determination of the legality of the petition(s) shall be final.

I. If no petition is filed within the designated period, the nominating shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular August Board meeting.

Section 4: Ballot

A. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in an order determined by the drawing of lots.

B. Instructions will be to vote for (number of vacancies) candidates only.

C. The Inspector of Elections shall mail this ballot to all active members at least 15 days before the regular August Board meeting.

D. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten (10) days.

E. The Board of Directors at its regular September Board meeting shall declare the number of candidates with the greatest number of votes elected.

Section 5: Re-election

No member of the Board of Directors shall serve more than 3 consecutive terms.

This shall not apply to:

- A. the outgoing President who automatically becomes a Board member for the following year (Past President).

1. He/she will serve his/her term until the end of the term for which he/she was originally elected, and until his/her successor shall have been elected and taken office.

B. This shall not apply to an outgoing Director who has been nominated by the President and confirmed by a majority vote of the Board of Directors to fill a vacancy.

Section 6: Seating

All newly elected Directors shall be seated following the declaration of election at the September Board meeting and shall be participating Directors thereafter.

Article VII Finances

Section 1 – Funds. All money paid to the Chamber shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

Section 2 – Disbursements.

A. 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 of Directors.

B. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.

C. Disbursements shall be by check, which shall be signed by the Treasurer, or another authorized Board Member for payments in the amount of \$500 or less.

D. All other checks must be signed by the Treasurer and countersigned by another authorized Board Member.

Section 3: Fiscal Year. The fiscal year of the Chamber shall begin August 1st and end July 31st each year.

Section 4: Budget. The Board of Directors shall adopt a budget for the coming fiscal year, by September 1.

Article VIII Standing Committees

Section 1. Executive Committee

A. Composition. The Executive Committee shall consist of the elected officers and the chairs of the events and government relations committees.

B. Powers, The Executive Committee shall be empowered to act on behalf of the Board of Directors in emergencies that arise between regular board meetings, and oversee the day-to-day operations of the chamber.

C. Meetings. The Executive committee will meet at the call of the President or any two other members of the committee.

Section 2. Finance Committee

A. Composition.

1. The Treasurer shall chair the Finance committee.
2. The President, with the approval of the Board shall appoint at least three but not more than six other person to this committee.
3. All members serve at the pleasure of the President.

B Powers and Duties. The Finance committee shall prepare the annual budget, oversee the expenses of the chamber, prepare all financial statements and documents, and report on the current finance state of the chamber at each Board meeting.

C. Meetings. The Finance committee shall meet at the Call of the Chairman or the President.

Section 3. Events Committee

A. Composition.

1. The Events committee shall be composed of members of the chamber in a number sufficient to perform its functions.
2. A Board member shall be appointed by the President as the Chair of the committee.

B. Powers and Duties.

1. The Events committee shall be responsible for the planning, execution, follow-up and evaluation of all Chamber events.
2. The Committee may authorize expenditures for goods and services related to such events up to the limits designated in the budgets for each event, but only the President may sign contracts for such goods or services.
3. Expenditures in excess of the budget must be approved by the Board or Executive committee.

C. Meetings and subcommittees.

1. The committee shall meet at the call of the Chair or the President.
2. The committee may form sub-committees of members and non-members as needed.

Section 4. Government Relations Committee.

A. Composition.

1. The Government Relations committee shall be composed of chamber members, appointed by the President with the approval of the Board.
2. Board member shall be appointed to chair the committee.

B. Powers and Duties.

1. The Committee shall be responsible for presenting position papers to the Board for approval.

2. After such approval, the committee shall have full authority to advocate for such position in any and all forums necessary.

C. The Committee shall meet at the call of the Chair or the President.

Article IX Dissolution

A. This corporation may be dissolved by a 2/3 vote of the Board of Directors.

B. Upon dissolution, the President and Chief Financial Officers shall pay all debts and obligation outstanding, The reaming assets will be distributed to a qualified non-profit entity constituted for the same or similar purposes as this corporation.

C. Any assets held in trust will be disposed of in a manner required by law or appropriate court order.

Article X Amendment and Parliamentary Authority

Section 1 Amendment. These Bylaws may be amended by a two-thirds vote of the Board of Directors, provided notice has been given at the previous board meeting, or by a Majority of the full membership, provided notice and a copy of the proposed amendments has been provided to each member at least 10 days prior to any vote.

Section 2. Parliamentary Authority. The current edition of “Robert’s Rule of Order, Newly revised” Shall govern the procedures of this Corporation in all cases not provided for in these bylaws, or where superseded by legal authority.