



SEAL BEACH CHAMBER AND BUSINESS ASSOCIATION

BY-LAWS

As suggested for amendment Friday, January 23, 2015

ARTICLE I NAME AND PURPOSE

Section 1: Name

- 1.1 The name of the organization shall be THE SEAL BEACH CHAMBER AND BUSINESS ASSOCIATION sometimes referred to as “The Chamber” or “the Chamber of Commerce.”
- 1.2 On February 16, 1950, this organization was incorporated as the “Seal Beach Chamber of Commerce” under the laws of the State of California and IRS Section 501(c)6. On November 11, 1989, the Chamber was reincorporated under the name of “Seal Beach Chamber and Business Association.” The fiscal and accounting year is the calendar year.

Section 2: Purpose

- 2.1 The Seal Beach Chamber of Commerce is made up of merchants, businesses and organizations in and around the Seal Beach area. The Chamber’s 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

- 3.1 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

- 1.1 Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.

Section 2: Approval

- 2.1 Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant with the regularly scheduled investment and any other fees.
- 2.2 Any business applying for membership must have a valid business license in the city in which they are located.
- 2.3 Any non-profit organization or government entity/representative may apply for membership.

- 2.4 An individual having no interest in starting a business may apply as an individual member.
- 2.5 Approval of members shall be automatic unless denied by a majority vote of the Board of Directors at the next regular meeting.
- 2.6 Any applicant so elected shall become a member upon payment of the regularly scheduled dues.

Section 3: Dues

- 3.1 Membership investments shall be payable on the anniversary of membership, and shall be delinquent 30 days thereafter.
- 3.2 Membership investment rates shall be prescribed by the Board of Directors upon the recommendation of the Membership Committee.
- 3.3 No later than the March board meeting, a schedule of membership investment rates and benefits is presented to the board for adoption annually.

Section 4: Representation

- 4.1 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.
- 4.2 This Representative shall be vested with all powers and duties of the Chamber Member. This includes, but is not limited to: Chamber breakfast at a discount, speaking as the Chamber Member at Morning Breakfast Meetings, casting a ballot, being eligible to serve as a director, enjoying various Chamber discounts such as 10% off Sun News advertising, access to advertise in the Chamber Directory, and other related benefits of membership.
- 4.3 This Representative must be identified within the first ten days of membership, and may be changed at any time provided written notice is given to the office staff.

Section 5: Termination of Membership

- 5.1 **Voluntary:** Any member may resign from the Chamber upon written notification to the Board of Directors.
- 5.2 **Automatic:** The membership of any member who fails to pay his or her investment when due, or within 90 days, thereafter, shall automatically be terminated.
- 5.3 **Involuntary:**
 - a. The Board of Directors via a two-thirds majority vote may terminate a member for conduct unbecoming a member, or actions prejudicial to the aims and reputation of the Chamber.
 - b. 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.
 - c. The member shall have a minimum of 15 days to prepare his/her appeal.
 - d. Upon hearing and review of such appeal, the Board shall vote on the appeal to reinstate membership. A two-thirds majority vote is required for member reinstatement.

ARTICLE III Meeting of Members

Section 1: Meetings

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

- 1.1.1 Other meetings of members may be called by the President or the Board of Directors by written petition of 10% of the membership.

Section 2: Notices of Special Meetings

- 2.1 All notices of Special Meetings of members shall be sent by mail or electronically not less than 2 business days before the Special Meeting.
- 2.2 All notices shall specify the place, date and time of the meeting and the general nature of the business to be transacted.

ARTICLE IV

Directors

Section 1: Authority

- 1.1 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 staff, shall be vested in a Board of Directors consisting of not less than eleven (11) nor more than sixteen (16) elected and up to three (3) appointed Directors. It is preferred that there be an odd number of directors on the board.

Section 2: Qualifications

- 2.1 Each voting Board Director must be a member in good standing.
- 2.2 Appointed Directors may represent individuals, government or non-profit organizations.
- 2.3 The Appointed Directors serve at the pleasure of the President, and automatically become the Representative of the member from which they arose.

Section 3: Term of Office

- 3.1 The term of office for voting Directors shall be two years.
- 3.2 Even-numbered Directors' offices shall be elected on even numbered years and odd numbered Directors' offices shall be elected on odd-numbered years.
- 3.3 The President may appoint up to three (3) Directors annually.

Section 4: Absences

- 4.1 A member of the Board who has been absent for three consecutive or five aggregate regular Board meetings shall be dropped automatically from membership on the Board, unless a majority of the other Board Members vote that he/she should continue.

Section 5: Resignation

- 5.1 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.
- 5.2 If the resignation is effective at a future time, a successor may be selected in advance (as listed below in Section 6) to fill the vacancy when the resignation becomes effective.

Section 6: Vacancies

- 6.1 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.
- 6.2 A Director elected in this manner to fill a vacancy on the Board shall complete only the balance of the term to which elected but may be elected for a full term at the next regular election.
- 6.3 An Appointed Director vacancy may be replaced at the discretion of the President.

Section 7: Compensation

- 7.1 Directors and members of Committees shall serve without compensation for their services.
- 7.2 This shall not preclude any Director or Committee member from serving the Chamber in any other capacity, as an officer, agent, employee, contractor, or otherwise and receiving compensation for that service, if appropriate.

ARTICLE V

Meeting of the Board of Directors

Section 1: Monthly Meeting

- 1.1 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

- 2.1 Special Meetings of the Board of Directors may be called by any four (4) Directors or the President.

Section 3: Notices of Meetings

- 3.1 All notices of Regular Meetings shall be sent by mail or electronically not less than 2 business days before such meeting.
- 3.2 All notices shall specify the place, date and time of the meeting and the general nature of the business to be transacted, usually in the form of an agenda.

Section 4: Quorum

- 4.1 A Quorum, for transaction of business by the Board, shall be a majority of the Directors.
- 4.2 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.
- 4.3 Any Director may participate in the meeting by telephone, videoconference or other technology and will be counted as present for purposes of a Quorum.
- 4.4 Proxies are not accepted and will not be considered for the purpose of establishing a Quorum.

Section 5: Board Action without a Meeting

- 5.1 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.
- 5.2 Such action by written consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE VI

Officers

Section 1: Determination of Officers

- 1.1 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.
- 1.2 The Officers shall be members of the Board.

Section 2: Duties of Officers

2.1 President

- a. 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.

- b. The President shall determine all committees and select all Committee Chairpersons, subject to the review of the Board of Directors.
- c. The President and the chamber staff shall be ex-officio members of such Committees.
- d. The President may appoint up to three (3) Directors with the intent of representing the non-profit, individual or governmental constituencies of the general membership.
- e. The President functions as the primary day-to-day manager of the Chamber Staff.
- f. The President may have other duties as assigned by the Board.

2.2 Immediate Past President

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

2.2 Vice President

- a. The Vice President shall perform the duties of the President in the absence or disability of the President.
- b. The Vice President may have other duties as assigned by the Board.

2.4 Treasurer

- a. The Treasurer of the Board of Directors, together with the Budget Committee, shall prepare an annual budget to be presented by February 15th of each year to the Board of Directors for approval.
- b. The Treasurer shall preserve all books of account and maintain all accurate records of the proceedings of the Chamber.
- c. The Treasurer shall receive and disburse all funds of the Chamber under the direction and in accordance with the instructions of the Board of Directors.
- d. The Treasurer shall present a monthly report of all monies received and expended by the Chamber.
- e. The Treasurer may have other duties as assigned by the Board.

2.5 Secretary

- a. 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
- b. The Secretary may have other duties as assigned by the Board.

2.6 Chamber Staff

- a. The Board of Directors may hire Staff for employment at the Chamber office. The Staff shall be responsible for the program of work in accordance with the policies and direction of the Board of Directors. This includes support for committees and events under the direction of the President and Board.
- b. The Staff may have other duties as assigned by the President and approved by the Executive Committee or simply approved by the Board.

ARTICLE VII

Voting and Election of Directors

Section 1: Voting

- 1.1 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: Nomination, Selection, Inspection and Election

- 2.1 At the monthly April breakfast member meeting and via electronic mail, the Board through staff or directly, shall announce the up-coming Board of Directors election. The announcement will include the proper information regarding the Board-nominated number of candidates along with the process for open nominations from the general body of members.
- 2.1 At the regular monthly Board Meeting in May, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of three (3) Board Members and two (2) non-Board members of the Chamber.
- 2.2 The President shall designate a Chairman of the Committee.
- 2.3 No later than the June Board meeting, 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. It is the job of the Nominating Committee to identify individuals who are qualified, diverse, skill appropriate and representative of the Chamber membership as potential future Directors.
- 2.4 Each candidate must be an active Member in good standing and must have agreed to accept the responsibility of a Director.
- 2.5 Upon receipt of the report from the Nominating Committee, the Chamber Staff shall immediately notify the membership in writing or electronically of the names or persons nominated as candidates for Directors.
- 2.6 Additional names of candidates for directors can be nominated by any requesting Chamber member. A person that nominates themselves that was not nominated by the nominating committee must obtain a petition with 10 signatures.
- 2.7 The deadline for all nominations from the general body shall be the same as that of the board nominated slate.
- 2.8 The determination of the legality of the petition(s) shall be final.
- 2.9 The nominations shall be closed, and at their regular July Board meeting the nominated slate of Candidates shall be declared final by the Board of Directors.
- 2.10 Concurrently at the July Board meeting, the President shall appoint the Inspectors of Election, which will be comprised of at least one (1) Chamber staff member, two (2) Chamber Board members and two (2) Chamber general members that are not currently on the ballot in question.

Section 3: Ballot

- 3.1 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.
- 3.2 Instructions will be to vote for the determined number of vacancies (from Candidates as listed).
- 3.3 The Inspectors of Election shall mail this ballot to all active members within (10) days after the regular July Board meeting.
- 3.4 The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber Office within ten (10) days. At that point, the Inspectors of Election will:
 - a. Determine the existence of a quorum.
 - b. Receive all votes or ballots.
 - c. Hear and determine all challenges and questions arising in connection with the right to vote.
 - d. Count and tabulate all votes.
 - e. Determine the results.
 - f. Do any other acts that may be proper to conduct the election or vote with fairness to all members.

- 3.5 The Board of Directors at its regularly scheduled August Board meeting or at a special meeting shall declare the candidates elected who each have received the greatest number of votes.

Section 4: Re-election

- 4.1 No member of the Board of Directors shall serve more than three (3) consecutive terms, except:
- a. The outgoing President, who automatically becomes a Board Member for the following year (Past President). 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. 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.
 - c. If a sequence of Presidents choose to select the same Appointed Director, it may be possible for such a Director to serve indefinitely, with each year, their Directorship renewed annually.

Section 5: Seating

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

ARTICLE VIII

Finances

Section 1: Funds

- 1.1 All money paid to the Chamber shall be placed in a general operating fund or investment fund as approved by the Board, except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

Section 2: Disbursements

- 2.1 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.
- 2.2 Recommendations for expenditures outside the budget shall be submitted to the Finance Committee for review and then submitted to Board of Directors for final determination.
- 2.3 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.
- 2.4 All checks in larger amounts must be co-signed by the Treasurer and another authorized Board Member.

Section 3: Accounting Year

- 3.1 The accounting year of the Chamber shall be the calendar year.

Section 4: Budget

- 4.1 The Board of Directors shall adopt a budget for the coming accounting year by March 1st of each year.

ARTICLE IX

Standing Committees

Section 1: Executive Committee

- 1.1 The Executive Committee shall consist of the elected officers: President, Vice President, Treasurer and Secretary.
- 1.2 The Executive Committee shall be empowered to act on behalf of the Board of Directors in emergencies that arise between regular Board Meetings.
- 1.3 The Executive Committee will meet at the call of the President or at the call of two other Members of the Committee.

Section 2: Finance Committee

2.1 Composition:

- a. The Treasurer shall Chair the Finance Committee.
- b. The President, with the approval of the Board, may appoint at least three (3), but not more than six (6) other persons to this committee.
- c. All members of the Finance Committee serve at the pleasure of the President.

2.2 Powers and Duties:

- a. The Finance Committee may prepare the annual budget, review the expenses of the chamber, analyze financial statements and documents, and report on the current financial state of the Chamber at the annual retreat.
- b. The Finance Committee shall perform other duties as directed by the President.

2.3 Meetings:

- a. The Budget Committee shall set meeting dates or shall meet at the call of the Chairman or the President.

Section 3: Governmental Affairs Committee

3.1 Composition:

- a. The Governmental Affairs Committee shall be composed of the Chair, and Chamber members appointed by the President with the approval of the Board.
- b. A member shall be appointed by the President to Chair the Committee.

3.2 Powers and Duties

- a. The Committee shall be responsible for presenting position reports to the Board for approval.
- b. After such approval, the Committee shall have full authority to advocate for such position in any and all forums necessary.
- c. The Committee will perform any other duties as requested by the President.

Section 4: Membership and Ambassador Committees

- 4.1 The Membership Committee and Ambassador Committees may work together to ensure the goals of the other committees, respectively.
- 4.2 The Membership Committee's duties are to fulfill the Chamber Membership plan by increasing membership, improve retention of members and activate members to volunteer for Chamber activities.
- 4.3 The Ambassador Committee coordinates membership recruitment and development.

- 4.2 Both Committees shall be comprised of volunteer Chamber members appointed by the President.
- 4.3 A member may be appointed by the President to Chair each of the Committees or a single Chair, who in turn will schedule and conduct committee meetings.

Section 5: Marketing/Advertising/Branding (M/A/B)

- 5.1 The M/A/B Committee shall be responsible to create and provide support materials by means of advertising, promotion, public relations and publicity for the Chamber and its special events.
- 5.2 The M/A/B Committee shall develop an annual Marketing Plan to promote the Chamber and the membership.
- 5.3 The M/A/B Committee shall oversee the consistency of the branding process of the Chamber.
- 5.4 The Committee is specifically tasked with the development of the Chamber Directory and the Chamber Map as directed by the President.
- 5.4 The M/A/B committee shall be composed of volunteer Chamber Members.
- 5.5 The President shall appoint a member to Chair the Committee who will schedule regular meetings.

Section 6: Special Events and Ad Hoc Committees

- 6.1 Composition
 - a. Events and Ad Hoc Committees shall be composed of members of the Chamber in a number sufficient to perform their functions.
 - b. The President shall appoint Chairs of these various committees.
- 6.2 Powers and Duties
 - a. The Events Committee or Ad Hoc Committee shall be responsible to oversee the planning, execution, follow-up and evaluation of the Chamber event or issue, with a final report prepared and presented to the Board of Directors.
 - b. The Committee may be authorized for expenditures for goods and services related to such events up to the limits designated in the budget for such event, but only the President may sign the contract for such goods or services.
 - c. Expenditures in excess of the budget must be approved by the Board.
- 6.3 Meetings and Sub-Committees
 - a. The Committees shall meet at the call of the Chair or the President.
 - b. The Committees may form sub-committees of members and non-members, as needed.

ARTICLE X
Dissolution

Section 1: This Corporation may be dissolved by a 3/4 vote of the Board of Directors.

Section 2: Upon dissolution, the President and Board of Directors shall pay all debts and obligation outstanding. The remaining assets will be distributed to a qualified non-profit entity constituted for the same or similar purposes as this corporation.

Section 3: Any assets held in trust will be disposed of in a manner required by law or appropriate court order.

ARTICLE XI Amendment and Parliamentary Authority

Section 1: **Amendment**

- 1.1 These bylaws may be amended by a two-thirds vote of the Board of Directors, provided notice has been given at least ten (10) days in advance, or by a majority of the full membership, provided notice and a copy of the proposed amendments has been provided to each Director at least ten (10) days prior to any vote.

Section 2: **Parliamentary Authority**

- 2.1 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.
- 2.2 The President may appoint a board member to function as a de facto parliamentarian as needed.
- 2.3 The President and the board may adopt day-to-day operational standards, processes and approvals outside of these bylaws as “Policy & Procedures.” These standards and processes may never supersede or conflict the bylaws, and may be used to ensure smooth operation of the Chamber without regular amendment to the bylaws themselves.