

# SIERRA COUNTY CHAMBER OF COMMERCE

## BY-LAWS

### ARTICLE I – NAME AND PURPOSE

**Section 1.** The name of this organization is: Sierra County Chamber of Commerce, (hereinafter “The Chamber”). The principal business office of The Chamber shall be maintained in the County of Sierra, State of California.

**Section 2** The mission for which The Chamber is formed is:

- a.) to promote and perpetuate the common business, commercial, and manufacturing, recreational and civic interests of all of Sierra County;
- b.) to advance the natural resources and history of the County;
- c.) to develop a unified public spirit in all, whereby we may put forth a united effort to aid our communities and County;
- d.) to make the communities and County more prosperous, more beautiful and better places in which to live.

**Section 3** The Chamber is non-profit, non-political, non-partisan, non-sectional, non-sectarian and shall endeavor to present to the membership and the County at large, all facts, pro and con, on any subject in which the organization becomes interested, at the request of the members. No part of its net earnings may inure to the benefit of any private shareholder or individual.

**Section 4** The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code and hereby “self-declares” that it is a tax exempt organization, as provided for in IRS Publication 557 (Rev. February 2015) at Page 68 and as set forth at the irs.gov website

### ARTICLE II – MEMBERSHIP

**Section 1** Any person, firm, association, organization, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

**Section 2** Members shall be entitled to a vote, to hold office, to receive all publications of the Chamber, to serve on committees and to attend all regular and special meetings and to have the privilege of the floor at such meetings. A copy of the current By-Laws shall be made available and provided to all members upon request.

**Section 3** One vote is allowed for each General Membership. The person designated to cast this vote shall be specifically entered upon the record of The Chamber at the time of joining The Chamber. This information will be updated annually; however, a General Membership may change its designee, as it deems appropriate.

**Section 4** Termination:

- a.) Any member may resign from The Chamber upon written notice to the Board of Directors;
- b.) The Board of Directors, by affirmative vote of 2/3 of all members of the Board, shall suspend or expel a member for conduct unbecoming a member or prejudicial to the aims or repute of The Chamber after due notice and opportunity for a hearing has been given to the member in question. Such member will be notified by certified mail, return receipt requested, or by personal service of the charges giving rise to the suspension or expulsion.
- c.) The death, resignation, expulsion, dissolution or closure of a business shall terminate the member's membership and all rights incidental thereto with the exception of a business dissolution or closure which may transfer their membership to an individual status. There shall be no refund of fees or dues.
- d.) A General Membership in The Chamber shall not be transferable from one business to another or from one individual to another without Board approval.
- e.) Reinstatement of membership in The Chamber of an expelled or resigned member shall be made by re-application to the Chamber in Accordance with Article III, Section 1.

**Section 5.** No member shall issue a press release or make a commitment for The Chamber without the express permission of the Board of Directors.

### **ARTICLE III – MEMBERSHIP INVESTMENT (DUES)**

**Section 1** The Board of Directors shall set the annual amount of General Membership investment for members in The Chamber. Annual General Membership investment for active members of the Chamber shall be provided in the schedule of dues adopted from time to time by the Board of Directors and shall be paid annually in advance.

**Section 2.** Dues for new members shall be prorated, based upon the number of months (application month included) remaining in the calendar year. Second and subsequent years dues shall be paid on a calendar year basis by February 1st.

**Section 3.** The Treasurer, or his/her designee, will e-mail notification of dues due to all members by October 1<sup>st</sup> for the upcoming membership year. Membership year is calendar year January 1 to December 31. Dues will be deemed delinquent after February 1<sup>st</sup>.

**Section 4.** If any member fails to pay his/her dues by February 1<sup>st</sup> of each calendar year, he/she shall be considered delinquent and not a member in good standing. If he/she still remains delinquent by the last day of February of each calendar year, the Board of Directors will terminate his/her membership unless extended for good cause.

#### **ARTICLE IV - ELECTIONS**

**Section 1.** A nominating committee composed of two (2) directors and two (2) members at large shall be appointed by the President not later than June 30<sup>th</sup>.

**Section 2.** The election of officers and directors shall be held bi-annually at the annual general membership meeting in October. The Board of Directors will allow the option of voting online, email, or in person at their discretion and will give reasonable notice of preferred method. All Chamber members or their representative that have been in good standing for one (1) year are eligible to vote. In addition to the recommendations of the nominating committee, any member shall have the privilege of nominating from the floor any candidate for the office provided that he/she gives assurances that said nominee would act, if elected, and that those candidates are Chamber members that have been in good standing for one (1) year.

**Section 3.** The elected officers and directors shall begin duties effective January 1 of the following calendar year.

#### **ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS AND GENERAL MEMBERSHIP**

**Section 1** The Board of Directors shall meet at least quarterly at dates and places as set by the Board of Directors

**Section 2** General membership meetings shall be held at such time and place and at such intervals as the Board of Directors may designate.

**Section 3** An annual meeting of the general membership of The Chamber shall be held each year in October.

**Section 4.** General membership meetings may alternate between Western and Eastern Sierra County, unless otherwise specified, and notice shall be given at least fifteen (15) days prior to the meetings.

**Section 5** A quorum at any general meeting of the members shall consist of at least two officers designated under these By-Laws, and not less than seven (7) members of the general members in good standing with The Chamber.

**Section 6** Special meetings, either Board of Directors or general membership, may be called by the President or by a majority of the Board of Directors. A call for a special meeting shall specify all matters of business to come before the meeting. No other business shall be discussed.

## **ARTICLE VI - OFFICERS**

**Section 1** The officers of The Chamber shall consist of President, Vice President, Secretary, and Treasurer. The length of each officer's term shall be two (2) years.

**Section 2** The President, Vice President, Secretary, and Treasurer shall be elected by the membership in good standing effective at the applicable October membership meeting.

**Section 3** Vacancies in the office of President, Vice President, Secretary and Treasurer shall be filled by the Board of Directors for the remainder of the term.

**Section 4** Officers may be removed at a special meeting of the membership called for this purpose. Removal from office will require:

- a. At least fifteen (15) days written notice given to the membership; and
- b. A two-thirds (2/3) vote of the membership present.

## **ARTICLE VII - BOARD OF DIRECTORS**

**Section 1.** The government and policy making responsibilities of The Chamber shall be vested in the Board of Directors which shall control property, be responsible for finances and direct affairs. The Board of Directors shall consist of five (5) members:

- a. President by virtue of the office;
- b. Vice President by virtue of the office;
- c. Secretary by virtue of the office;
- d. Treasurer by virtue of the office; and
- e. One (1) member elected by the membership who is a member in good standing.

**Section 2.** In the event an officer or a director is absent from three (3) consecutive meetings, or four (4) regular meetings of the Board of Directors for the year whichever is applicable, without excused absence, the officer or director's resignation shall be deemed to have been tendered and accepted. Majority vote by the Board may override this provision.

**Section 3.** Vacancies on the Board of Directors will be filled by the President, subject to the ratification by the Board of Directors

**Section 4.** Each member of the Board of Directors shall have one (1) vote on any matter before the Board.

**Section 5.** Directors may be removed at a special meeting of the membership, called for this purpose. Removal from office will require:

- a. At least fifteen (15) days written notice given to the membership; and
- b. A two-thirds (2/3) vote of the membership present.

## **ARTICLE VIII - DUTIES OF OFFICERS**

**President:** The President shall preside at all meetings of The Chamber and Board of Directors and shall perform all duties incident to this office. The President shall, subject to the approval of the Board of Directors, appoint all committees and committee chairpersons and shall be an ex-officio member of all committees.

The President shall appoint a Finance Committee and Finance Committee Chairperson no later than February 1, whose duty will be to examine and audit the books of the organization prior to the October general membership meeting, or at any time when requested to do so by the Board of Directors. This committee shall also assist the President and Treasurer in preparing the annual budget and any other financial matters having to do with the general business of The Chamber.

**Vice President:** The Vice President shall act in the absence of the President. In the absence of the President and Vice President, a member of the Board of Directors, who is appointed by the remainder of the Board, shall preside.

**Secretary:** It shall be the duty of the Secretary to keep a correct and faithful record of the proceedings of each meeting, read the same at the request of the President, serve all notices, conduct the official correspondence of The Chamber and answer all correspondence. The Secretary shall keep a correct list of the members and present an annual report of the number of members admitted and terminated during the previous year. At the expiration of the term of office of the Secretary, all books, papers and other property belonging to The Chamber shall be delivered to the Board of Directors.

**Treasurer:** It shall be the duty of the Treasurer to collect dues and receive other monies paid to him/her for The Chamber, to safely keep all funds and securities of The Chamber by depositing the same in such bank or banks as may be designated by the Board of Directors, to disburse funds in accordance with Article XI, and to keep a correct account of transactions. An income/expense report shall be furnished to Directors at each meeting. An annual report shall be presented in writing to the Board of Directors showing receipts, disbursements and balance on hand at the ending of the fiscal year. At the expiration of the term of office of the Treasurer, all books, papers and other property belonging to The Chamber shall be delivered to the Board of Directors. The Treasurer is responsible for filing all the Federal and State forms and reports regarding our non-profit status.

## **ARTICLE IX - DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.** The affairs, policies and property of The Chamber shall be managed and controlled by the Board of Directors.

**Section 2:** The policies adopted by the Board of Directors may be changed by the general membership in a special meeting, called by the President if convenient. Or, change in policy matters can be presented to general membership by email, allowing 15 days prior to vote via email. Simply majority vote is required to pass.

**Section 3.** The Board of Directors shall, at the close of each fiscal year, present a full report in writing of the affairs and general condition of The Chamber.

**Section 4.** The Board of Directors shall review all findings of all committees.

**Section 5.** The Board of Directors shall designate the bank or banks where the funds and securities of The Chamber are to be safely maintained.

**Section 6.** Officers and Directors shall serve without compensation for their services.

**Section 7.** All matters presented to the general membership by the Board of Directors for consideration have the option of being communicated through a general meeting or email. All matters that require general membership vote have the option of general meeting or email vote, at the Board of Directors discretion.

## **ARTICLE X – ORGANIZATIONAL STRUCTURE (COMMITTEES)**

**Section 1.** No officer, director, employee or independent contractor of The Chamber has authority to agree to or commit to the participation of The Chamber in any event without submitting a proposal with a recommendation to the Board of Directors.

**Section 2.** All appointments to committees shall be for a term of one (1) year, or for the duration of the term of the appointing President, or until successors shall have been appointed, in the event of removal by the President.

**Section 3.** Committee meetings may be called by the President or the Chairperson of the committee, upon notice to the committee members. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present shall be the act of the committee.

**Section 4.** The President as provided in these By-Laws shall appoint special committees. They may be subcommittees of any of the standing committees, or independent bodies appointed for special programs or projects, as decided by the President with the approval of the Board of Directors. Terms of special committees shall be limited to the term of the appointing President. Special committees shall report to the Board of Directors through the proper standing committee, if a subcommittee, or directly to the Board of Directors if an independent committee for action on their report and recommendations.

**Section 5.** All committees shall follow the policies set forth by the Board of Directors and report their findings to the Board of Directors, keep a satisfactory record of their meetings and findings and at the conclusion of their work, turn all records over to the Secretary for filing.

## **ARTICLE XI - FINANCE**

**Section 1.** For accounting purposes, The Chamber will operate on a fiscal year basis from July 1<sup>st</sup> through June 30<sup>th</sup>. For membership purposes, The Chamber will operate on a calendar year basis from January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 2.** All monies received by The Chamber shall be accounted for as either general or restricted funds.

**Section 3.** The financial institutions designated by the Board of Directors as the depository of The Chamber shall receive all funds belonging to The Chamber and shall deliver a receipt for it to The Chamber.

**Section 4.** Prior to each fiscal year, the Finance Committee shall prepare a Budget of Anticipated Revenue and Expenses, with the aid of the Treasurer and President, which shall be submitted to the Board of Directors for approval or other action. The Budget will then be presented to the Sierra County Board of Supervisors for final approval and adoption.

**Section 5.** Upon the County Board of Supervisor's approval and adoption of the budget, the Treasurer shall be authorized to make disbursement on accounts of expense provided for in the budget for current expenses.

**Section 6.** Disbursement of funds of The Chamber to cover expenses not provided for in the budget shall be made only after the same have been approved and ordered by the Board of Directors. In no case shall the appropriation of money or other property of The Chamber be made for any purpose other than expenses authorized in the budget, except by action of the Board of Directors. No committee or individual member shall obligate The Chamber to pay out any funds for unbudgeted items without prior approval of the Board of Directors.

**Section 7.** The Board of Directors shall be authorized to adjust or review the annual budget to conform to any limitations or expenses allowed or created by changes in the gross income due to changing conditions during the fiscal year.

**Section 8.** The Board of Directors shall cause the books and accounts at the close of each fiscal year's business to be reviewed or compiled by the Finance Committee which shall present a Compilation Report, or audit, to the Board of Directors and general membership.

## **ARTICLE XII – AMENDMENTS**

**Section 1.** The By-Laws may be amended by a majority vote of the membership when proposed by the Board of Directors. The membership shall be given notice of all the proposed changes at least ten (10) days prior to the vote. All amendment changes will be voted on via email, simple majority vote.

## **ARTICLE XIII CONTRIBUTIONS**

**Section 1.** Under no circumstances shall The Chamber contribute general fund monies to charitable causes, general fund raising campaigns or political issues and/or candidates.

## **ARTICLE XIV - PARLIAMENTARY PROCEDURE**

**Section 1.** Roberts Rules of Order, newly revised, shall govern all proceedings of The Chamber subject to such special rules as have been or may be incorporated into the By-Laws.

## **ARTICLE XV – CONFLICT OF INTEREST**

The purpose of a conflict-of-interest policy is to protect The Chamber's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors. At all times, prudent behavior should dictate actions taken or board appointments made where a potential conflict of interest is evident.



Board members must make any potential conflicts of interest known to the other Board members. In the event of a situation where a conflict of interest could influence decision making, board member must excuse themselves from the situation. A board member's absence from a meeting due to conflict of interest issues should be noted in the meeting minutes.

**ARTICLE XVI – INDEMNIFICATION CLAUSE**

No member, officer or director of The Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

**ARTICLE XVII - DISSOLUTION**

The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws and no part of said funds shall inure or be distributed to the members of The Chamber. Upon dissolution of The Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

**CERTIFICATION OF PRESIDENT OF SIERRA COUNTY CHAMBER OF COMMERCE:**

I hereby certify that I am the duly elected President of the Chamber and that the foregoing Bylaws, consisting of nine (9) pages including this page, constitute the By-Laws of the Chamber as duly adopted and made effective by the Board of Directors at a meeting held on December 1, 2021.

DATED: \_\_\_\_\_ November 30, 2022 \_\_\_\_\_

  
\_\_\_\_\_

Linda Voracek, President of Sierra County Chamber of Commerce

Revised and approved on: \_\_\_\_\_ November 30, 2022 \_\_\_\_\_