

**BY-LAWS OF THE
MARINA CHAMBER OF COMMERCE**

**ARTICLE I
NAME**

This organization is incorporated under the laws of the State of California and shall be known as the MARINA CHAMBER OF COMMERCE.

**ARTICLE II
OBJECTS**

Section 1. PURPOSE

The objective of The Marina Chamber of Commerce is for the advancement of the commercial, economic, industrial, professional, cultural, environmental, and civic welfare of Marina; and with an intent of strengthening relations with neighboring cities and Monterey County, as well as California State University - Monterey Bay and University of California.

Section 2. OBJECTIVES

The Marina Chamber of Commerce is organized to preserve the competitive enterprise system of business by creating a better understanding of the importance of the business owners; to promote business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all classifications of business; to develop civic, social, and cultural programs designed to increase the values of our community; and to correct abuses which prevent business expansion and community growth.

Section 3. AREA

The Marina area or Marina economic region shall mean to include all land and improvements within the sphere of influence of the Marina Community, including designated land parcel conversions from Ft. Ord.

Section 4. LIMITATIONS OF METHODS

The Chamber shall be non profit, non partisan and non sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly to the nomination, election, or appointment of any candidate for political office in the City, County, State or Nation.

ARTICLE III MEMBERS

Section 1. ELIGIBILITY

Any reputable person, business, association, corporation, partnership or estate having an interest in the above objectives shall be eligible to apply for membership.

Section 2. ELECTION

Application for membership shall be in writing on forms provided for that purpose, and signed by the applicant. The membership committee shall review all applications and submit them to the Board of Directors with its recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of dues as provided in Section 3 of Article III.

Section 3. DUES

Membership dues 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 or upon other times as may be arranged.

Section 4. VOTING

In any proceeding in which a vote of the membership is called for, each membership in good standing shall be entitled to one (1) vote.

Section 5. EXERCISE OF PRIVILEGE

Any business, association, corporation, partnership or estate holding membership may designate any individual whom the holder desires to exercise the privileges of membership covered by member's subscription and shall have the right to change memberships nomination upon written request.

Section 6. TERMINATION

Any member may resign from the Chamber of Commerce upon written request. Any member may be expelled for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause. Any member may be expelled by 2/3 vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber of Commerce, after notice and opportunity for a hearing are afforded the member complained against.

Section 7. ORIENTATION

At regular intervals, orientation on the purposes and activities of the organization shall be conducted for the following groups: New directors, officers, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedure manual.

Section 8. HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all the privileges of members, except the right to vote and shall be exempt from payment of dues. The Board of Directors shall confer or revoke by a majority vote.

ARTICLE IV OFFICERS

Section 1. TITLES

The officers of the Chamber of Commerce shall be President, President-elect, Secretary, Treasurer, six (6) Directors, and the immediate past President.

Section 2. DUTIES

These officers shall perform the duties prescribed by these by-laws and by the parliamentary authority by the Chamber of Commerce as set forth in Robert's Rules of Order. Their further duties are as follows:

The **PRESIDENT** shall be, ex-officio, a member of all committees except the nominating committee. The President shall call all meetings of the Board.

The **PRESIDENT-ELECT** shall perform the duties of President in the event of the President's absence or inability to act.

The **SECRETARY** shall keep a record of the proceedings of the board meetings and general meetings.

The **TREASURER** shall be responsible for the monthly review and report to the Board of Directors on the financial position of the organization showing: cash flow, balance statement and projected income. Based on the monthly reports, the Treasurer makes recommendations regarding expenses.

The **TREASURER** shall be responsible for all federal, state and local payroll reports. The Treasurer shall keep appropriate files and records to facilitate an annual audit. The; Treasurer shall annually prepare a budget and submit it to the Board of Directors for approval.

The IMMEDIATE PAST PRESIDENT shall serve to counsel and advise the Board of Directors on policy and procedures and insure compliance with established rules.

Section 3. ELECTION & TERM

The President, President-elect, Secretary and Treasurer shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin the first of January.

Section 4. SELECTION AND ELECTION OF OFFICERS AND DIRECTORS

A. Nominating Committee: No Nominating Committee member may be nominated by the committee. However, they may accept nominations from the floor. At the regular September Membership meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of Five (5) members in good standing of the Chamber, at least two (2) of whom shall be Directors. The President shall appoint the Chairperson of the Committee.

At the October Board Meeting the Nominating Committee shall present to the Board of Directors a slate of candidates to replace the directors and officers whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship or officer. No Board member may serve more than two (2) consecutive terms for that office, except as otherwise provided in the By-Laws. Appointments to complete an unexpired term shall not count as a term. An officer currently serving may be elected for only one (1) two (2) year term as a regular Board Member.

B. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the President (or other designated person) shall notify the membership by mail of the names of persons nominated as candidates for Directors and Officers along with the right to petition.

C. Nominations by Petition: Additional names of candidates for Directors and Officers may be nominated by petition bearing the genuine signatures of at least ten (10) members of the Chamber in good standing. Such petition shall be filed with the Nominating Committee as the legality of the petition(s) shall be final.

D. Determination: If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular December Board Meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of open positions.

The President (or other designated person) shall mail this ballot to all active members at least fifteen (15) days before the regular December Board Meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at their regular December Board Meeting declare the candidates with the greatest number of votes elected.

Section 5. SEATING OF NEW DIRECTORS AND OFFICERS

All newly elected Board Members and Officers shall be seated at the regular January Board Meeting and shall be participating members thereafter, with voting rights beginning at that meeting. Retiring Directors and Officers shall be relieved of their duties at the same meeting.

Section 6. VACANCIES

Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote for the unexpired term. Directors so elected shall be eligible for election to two (2) full terms following completion of the partial term. Absence from three (3) consecutive regular Board Meetings without an excuse deemed valid and so recorded by a Board Member or Officer shall be construed as a resignation.

ARTICLE V MEETINGS

Section 1. MEMBERSHIP MEETINGS

A. The regular meetings of the Chamber of Commerce shall be held once a month unless otherwise directed by the Board of Directors.

B. The regular meetings of the Board of Directors shall be held once a month unless otherwise directed by the Board of Directors.

Section 2. Annual Meeting

The regular meeting in January shall be known as the annual meeting and shall be for the purpose of seating officers, receiving annual reports, and conducting any other business that may arise.

Section 3. SPECIAL MEETINGS

A. A special meeting may be held upon the call of the President or by a majority of the Board of Directors, or shall be called upon written request of ten members of the Chamber of Commerce. The purpose of the meeting shall be set forth in the notice.

B. Board meetings may be called by the President or by three (3) Directors upon written notice to the President or Executive Director.

Section 4. NOTICE

No notice shall be required for a regular meeting except the annual meeting, which shall require notice of at least twenty-five (25) days. Notice of a special meeting shall be given at least three (3) days in advance.

Section 5. QUORUM

A. One sixteenth (1/16) or 11 members, whichever is higher, shall constitute a quorum at regular, special, and annual meetings.

B. A simple majority shall constitute a quorum at Board meetings.

ARTICLE VI THE BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall consist of eleven (11) members, in good standing. Membership on the Board shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President and six (6) members elected from the general membership. The six (6) board members, one half (1/2), three (3) of whom shall be elected annually to serve for two (2) years, or until their successors are qualified and have been elected. In order to implement the two (2) year terms, the first year three (3) shall be elected for one (1) year and three (3) for two (2) years.

Section 2. POWERS

The Board of Directors shall be the governing body of the Chamber, subject to the limitations and exceptions provided for in the Articles of Incorporation and these By-Laws. All measures to be voted upon shall require a majority vote of the directors present at a regular or special called meeting, except where otherwise provided in these By-Laws. Policies formulated by the Board of Directors shall be maintained in a policy manual to be reviewed annually and revised as necessary.

Any actions taken by the Board of Directors shall be subject to review and repeal of the general membership at a regular Chamber meeting, when requested by five (5) members in good standing to the President five (5) days prior to the general meeting.

Section 3. EMPLOYEES

The Board of Directors shall employ and direct any persons deemed necessary to perform the objective of the Chamber of Commerce and they shall fix the salary and other considerations of employment, as provided for in the approved budget. Specific duties of employees shall be stated in the policy manual.

ARTICLE VII COMMITTEES & DIVISIONS

Section 1. APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all committee chairs. 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 concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, 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, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3. TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairs or, in their absence, whom they designate as being familiar enough with the issues, to give testimony to, or make presentations before, civic and government agencies.

Section 4. DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations, including collection and disbursement of funds.

Section 5. INDEMNIFICATION

The Chamber may by resolution of the Board of Directors, provide for indemnification by the Chamber to the fullest extent permissible under California law, of any and all current or former officers, directors and employees against monetary losses, monetary damages

and/or expenses actually and/or necessarily incurred by them as a result of breach of their respective duties to the Chamber or 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 officers, directors or employees of the Chamber. The Chamber may not indemnify any current or former officers, director of employee for any intentional misconduct, acts in bad faith or reckless disregard or other acts specifically excepted from indemnification under California Law.

ARTICIE VIII FINANCES

Section 1. FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year¹s budget will be placed in a reserve account.

Section 2. DISBURSEMENTS

Upon approval of the budget, the Board of Directors or its duly assigned person is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check. Every check shall require two signatures. The President and Treasurer shall be two of those authorized to sign checks. In addition the President shall designate two other members authorized to sign checks.

Section 3. FISCAL YEAR

The fiscal year for the Chamber shall close on December 31.

Section 4. BUDGET

As soon as possible after election of the new Board of Directors and officers, the Budget Committee shall Submit a budget for the coming year for approval no later than February's general meeting of the membership.

Section 5 ANNUAL AUDIT

The accounts of the Chamber shall be audited annually at the close of business the last day of December by a certified public accountant. The audit shall at all times be available to members in the organization within the offices of the Chamber.

Section 6. BONDING

The Executive Director and such other officers and staff as the Board may designate shall be bonded by sufficient fidelity bond in an amount set by the Board of Directors and paid for by the Chamber.

