

Bylaws

June Lake Loop Chamber of Commerce

Article I

Section 1: Name:

The name of this Corporation is: June Lake Loop Chamber of Commerce, a California non-profit corporation organized September 11, 1961, hereinafter referred to as "Chamber".

Section 2: Purpose:

The mission of the June Lake Loop Chamber of Commerce is to continue to preserve and aggressively promote a strong economy and quality of life for overall well-being and vitality, particularly within and near the community of June Lake, and the central Mono County area.

Section 3: Fiscal Year:

Fiscal year shall be January 1 through December 31.

Section 4: Written Notices:

Any written notices or written ballots as required by these bylaws may be transmitted either physically by personal delivery, mail or courier; or electronically via facsimile, electronic mail delivery, or signed internet form.

Article II- Membership

Section 1: Eligibility

- a) Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.
- b) The Board of Directors has the right to establish qualifications and criteria for membership.
- c) The Board of Directors may exclude from membership any business or individual applicant whose conduct or nature of business may be prejudicial to the aims of the chamber.

Section 2: Membership categories

- a) Business member-- Business membership is given to an eligible applicant upon completion of the regular membership application, payment of dues as prescribed by the Board of Directors, and approval by said Board. Membership shall be on a yearly basis and is entitled to one vote as part of the General Membership, as well as inclusion in eligible business promotional projects and programs.
- b) Individual member-- Individual membership is given to an eligible applicant upon completion of the regular membership application, payment of dues as prescribed by the Board, and approval by the Board. Membership shall be on a yearly basis and is entitled to one vote as part of the General Membership.
- c) Associate Member-- An interested party who wishes to support the Chamber, e.g. an affiliate of a Business Member, a school, an association, a civic organization or out of town business or individual. Associate membership is given to an eligible applicant upon completion of the regular membership application, payment of dues as prescribed by the Board, and approval by the Board. Associate Members are included in the General Membership without voting privileges, but may hold positions on the Board of Directors and/or Committees.
- d) Honorary Member-- An appointee or honoree designated by the Board, who carries the same privileges as an Associate Member, but with the waiver of the requirement to pay dues for the current year. Associate Members are included in the General Membership without voting privileges, but may hold positions on the Board of Directors and/or Committees.

Section 3: Suspension or termination

- a) Any member may be suspended or expelled upon recommendation of the Board of Directors for any reason they deem good and proper, including any conduct or activity that may be deemed prejudicial to the aims and reputation of the Chamber, by a three-quarter vote of the Board. Written notice shall be provided to that member at such address which appears in the records of the Chamber. The member shall be given an opportunity to present a defense against such charges at the next regularly scheduled meeting of the Executive Committee, who will then make a recommendation to the Board regarding the member's reinstatement.
- b) Payment of Dues- Annual Dues shall become payable on the first day of July of each year, in application for renewal of membership privileges for the following year. Renewal dues become delinquent in ninety days, after which time Business Members may be deemed to be past the deadline for participation in all or part of the following year's business promotional programs. Chamber membership will be terminated for non-payment of renewal dues, on December 31. Dues payments received and approved between January 1 and June 30 of each year shall be applied to the then current calendar year's membership. New members whose applications are

approved after July 1, will be recognized as members from the time of approval through the following calendar year.

Article III- Board of Directors and Executive Committee

Section 1: Board membership

- a) The Board of Directors of the Chamber shall consist of eight members, including a President, a Vice-President, a Secretary, and a Treasurer for a term of one year. The Board of Directors will be elected by the General Membership.
- b) A Director who is absent three or more consecutive meetings may be dropped from the Board by a two-thirds vote, unless confined by illness. Directors may resign with a written notice to the Board.
- c) Board of Directors vacancies shall be filled by appointment: the President will send (or cause to be sent) a written notice to the General Membership calling for recommendations or applications to replace the missing Board member. Recommendations received from the membership must be forwarded to all other Board members for review. After seven days of the general notice, the President may appoint any member as a replacement. The appointment shall be ratified by at least four other Board members.

Section 2: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization.

Article IV- Committees

Section 1: Appointment and authority

- a) The President, by and with the approval of the Board of Directors, shall appoint such ad hoc committees and their chairpersons as are deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will of the appointing president and shall serve concurrently until the expiration of the term of the appointing president unless a different term is specified.
- b) A standing **Executive Committee** shall consist of each of the Board of Directors, and will additionally include the Chairpersons of each of the ad hoc committees as set forth in this

article. This executive committee shall be responsible for conducting all regular Chamber business. The Chamber President will also preside over the meetings of the Executive Committee.

- c) A **Nominating Committee** shall be formed after the first day of July each year, and before the annual General Membership Meeting, for the purpose of developing a proposed slate of candidates for the upcoming year's term on the Board of Directors.

Article V Meetings

Section 1: General membership meetings

- a) There shall be called at least one annual meeting of the General Membership of the Chamber each year. This required annual meeting shall be held after August 1, but no later than December 15, and shall be for the purpose of receiving reports of Chamber activities, finances and membership from the Board of Directors and the Executive Committee members, as well as to organize for the upcoming year.
- b) A proposed slate of eight nominees for election to the upcoming year's Board of Directors will be presented by the Nominating Committee at the annual General Membership Meeting. Any member with general voting privileges may enter an additional nomination before a vote is taken, if accompanied by a second from another member. The slate of eight nominees may be approved by a majority voice of the qualified voting members present at the meeting: however, in the event that the Board of Directors is not duly elected at the annual General Membership meeting in this manner, a written ballot election must be conducted among the General Membership in accordance with Section 4 herein.
- c) Additional General Membership meetings may be called, and for whatever purpose, as the Board of Directors deems necessary from time to time.
- d) Notice of the time and location of General Membership meetings shall be given in writing to all current members at least 7 days in advance. At a general membership meeting a quorum will consist of a Board of Directors quorum of at least six, together with at least 5% of all other members who are eligible to vote as part of the General Membership.

Section 2: Board of Directors Meetings

- a) The Board of Directors of the Chamber shall meet as often as necessary to fulfill its obligations and meet the requirements under these bylaws.

- b) Three-quarters (3/4) of the Board of Directors, or six members, must be present to constitute a quorum. Minutes will be recorded and made available to the General Membership.

Section 3: Executive Committee Meetings

- a) The Executive Committee will conduct the regularly scheduled Chamber of Commerce meetings once per month, for the purpose executing the regular business and coordinating the Chamber's activities throughout the year.
- b) A quorum of the Executive Committee will consist of at least one-half (50%) of its members, and this committee shall be authorized to make decisions necessary to conduct the regular business of the Chamber. Minutes of Executive Committee meetings shall be recorded and made available to the General Membership.
- c) Notwithstanding the aforementioned, regarding decisions expressly requiring Board of Directors action such as Budget, Membership, Policy and Procedure, or other matters as called for in these bylaws, a Board of Directors meeting must be called with the required two-thirds quorum thereof, or Board of Directors approval must be obtained through written ballot procedures.
- d) Regular Executive Committee meetings are open to be attended by any members. The Executive Committee may choose to expressly invite the General Membership and/or the public to attend, and may provide programs and presentations for their benefit.

Section 4: Action by written ballot

- a) Any action that may be taken at any Chamber meeting may also be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter.
- b) The written ballot shall:
 - i. set forth the proposed action,
 - ii. provide an opportunity to specify approval or disapproval of any proposal,
 - iii. provide a reasonable time within which to return the ballot,
 - iv. specify the number of approvals necessary to pass the measure and when the ballot must be returned by.
- c) A matter shall be approved by written ballot if the required number of favorable ballots are received by the Chamber. All ballots shall be maintained in the records of the Chamber and results reported at the next Executive Committee meeting.

Article VI- Finances

Section 1: Funds

All money paid to the chamber will be placed in a general operating fund. Money subscribed or contributed for a special purpose may be placed in the same account with a special notation by the treasurer in their reporting. An electronic merchant account may also be maintained for the collection of funds over the internet.

Section 2: Budget

The President and the Treasurer together shall, following the annual General Membership Meeting each year, have a proposed budget prepared for adoption in January. The Board of Directors is responsible to review and adopt the budget for the coming fiscal year. If said budget is not in place at the beginning of a President's term, a budget will be adopted in a timely manner as soon as practicable.

Section 3: Disbursements

Upon approval of the budget, The president along with the treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the members. Recommendations for expenditures outside the budget shall require approval by the Board of Directors. The Chamber Treasurer, as well as the President and Secretary, will be authorized signators for the disbursement of funds. All members may reasonably request to see disbursement records. Disbursements of \$1000.00 or greater will be brought before the Executive Committee.

Section 4: Treasurer's report

1. The Treasurer will furnish a monthly update at the Executive Committee regular meetings.
2. A Treasurer's report will be submitted annually to the members at the annual General Membership Meeting. Also a current membership list will be presented.

Article VII- Parliamentary Authority

The Current edition of Robert's Rules of Order shall be the standard for all questions of meeting procedure when such rules are not inconsistent with these bylaws.

Article VIII- Amendments

These bylaws may be amended or altered at any General Membership meeting, providing the notice for the meeting includes the proposals for amendments, or by written ballot among the General Membership.

Article IX- Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. Chamber funds will adhere to the Chamber's budget as approved by the Board of Directors. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable or philanthropic organizations.

Adopted: June Lake Loop Chamber of Commerce, October 2000

Amended: with regard to Checking Account (Art.IV(3)), October 2012

Amended: to allow electronic forms of written notice, October 2015

Revisions submitted December 2016