



VALLEY CENTER CHAMBER OF COMMERCE BY-LAWS

ARTICLE I: NAME AND LIMITATIONS.

The name of this Corporation shall be the Valley Center Chamber of Commerce, Inc., hereto referred as the "Chamber". It shall observe all local, state and federal laws which apply to a non-profit organization as defined in the section 501(c) (6) of the Internal Revenue Code.

ARTICLE II: LOCATION

The Chamber shall maintain its principal office in the county of San Diego, State of California, the town of Valley Center, at such place or places as the Board of Directors may from time to time designate.

ARTICLE III: PURPOSE

- A) To conduct its affairs as an action oriented business organization dedicated to helping its members prosper by providing information, education and the opportunities for networking and by promoting a positive and balanced business climate.
- B) To responsibly address controversies which are detrimental to the appropriate expansion and growth of the business community. To enhance, promote & protect the business climate.
- C) To preserve the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people and a concern for their problems.
- D) To promote business growth and development by providing economic programs designed to strengthen and expand the income potential of all business in the Valley Center area while maintaining a balance with other civic interests.
- E) To represent the Chamber members in local, county, state and national legislation and political affairs. Political activities shall be limited to those directly affecting the business community.
- F) To serve as a medium through which individuals and organizations in our business community may be heard for the ultimate benefit of the community as a whole.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The Chamber shall be governed by a Board of Directors principally elected by the membership at large. The Board shall be empowered to conduct all business of the Chamber as set forth in the By-laws. Each Board member shall have one vote on all matters brought before it, except for the ability to vote a proxy. The proxy must conform to the following stipulations: It shall be in writing, delivered by a board member by U.S. mail, electronically or in person, specifying the subject matter and direction of the vote. Comments may be included.

Section 2: The Board shall be composed of the immediate past president and twelve (12) elected members, six of whom shall be elected annually to serve a two year term and up to three members in good standing appointed by the President, subject to the elected Board of Directors approval, for a one year term.

Section 3: All meetings of the Chamber shall be open to all Chamber members and while the general membership is encouraged to express themselves on any and all issues, only Board members may place motions before the Chamber. Likewise, only Board members may vote on issues considered binding to the Chamber. Unless otherwise stipulated, a simple majority of Board members present is sufficient to carry a motion. Voting of the general membership may be considered for the purpose of public opinion polls.

Section 4: In the case of political or extremely sensitive issues affecting the business community, the President may elect, or be directed by a Board majority to hold an open Chamber member hearing. The notice of such hearing must be published, in advance, either in the Chamber Newsletter or by a special notice mailed to each Chamber member. The open hearing shall be held no less than one week after members are expected to receive notification. At the hearing, all Chamber members have the right to be heard, however, the time allowed for each speaker may be limited by the President. At a time and place, designated by the President, the Board of Directors shall vote on the issue. A simple majority of all Board members is required, assuming a quorum is met.

ARTICLE V: DUTIES OF OFFICERS AND DIRECTORS

Section 1: The duties of the officers of the Chamber shall be those as specifically described hereafter and such other duties as may be designated from time to time by the Board of Directors.

Section 2: BOARD OF DIRECTORS. The Board of Directors is responsible for the overall policy, direction and operation of the Chamber. An employee of the Chamber may be appointed as Executive Assistant with no voting authority. (See Attachment A: Board Director Job Description)

Section 3: PRESIDENT. The president shall be the Chief Executive Officer and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers and shall preside at all meetings. The President shall be an ex officio member of all committees and have the general powers and duties of management usually vested in the office of President and shall have such other powers and duties as may be prescribed by the Board of Directors or the by-laws

Section 4: VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of; and be subject to, all restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them him/her respectively by the Board of Directors or the By-laws.

Section 5: SECRETARY. The Secretary shall keep or cause to be kept, a book of minutes of all Chamber meetings, making it available to all members in good standing, or as otherwise directed by the Board of Directors. The minutes shall be marked to define the type of meeting e.g.: General, Board Special, etc., contain the names of the Board members and whether they are present or absent, the time of the meeting, and proceedings thereof. The secretary shall, with the President, execute all contracts and instruments affecting assets and operation of the Chamber. The Secretary shall give, or cause to be given, notice of all meetings and be responsible for all correspondence. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the By-laws.

Section 6: TREASURER. The Treasurer shall keep and maintain, or cause to be maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Chamber, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and earnings (or surplus). Possession or location of the checkbook is the responsibility of the Treasurer. The records of account shall, at reasonable times be open to inspection by any member in good standing. Original, permanent records are not to be removed from the Chamber office. This officer shall collect all dues and deposit all moneys and all other valuables in the name and to the credit of the Chamber with such depositories as may be designated by the Board of Directors. The Treasurer shall substantiate all expenditures by obtaining invoices and / or receipts for payment and shall obtain prior approval of the Board of Directors before making payment in excess of \$100.00 unless budgeted as authorized by the Board of Directors. Any two members of the Executive Committee shall sign all checks and distribute the funds of the Chamber as may be ordered by the Board of Directors. This officer shall render to the President and Directors, whenever they request it, an account of all transactions and of the financial condition of the Chamber and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-laws.

Section 7: EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President (as Chairman), the immediate past President, Vice President, Secretary and Treasurer. It shall be the main purpose for this committee to meet and prepare, prior to the December Board meeting, a set of objectives and budgets for the next calendar year. The objectives shall be based on the ‘Purpose’ of the Chamber as outlined in Article III above and must focus on the current needs of the business community of Valley Center. The objectives and budgets shall be presented to the Executive Committee for approval at the December Board meeting and ratified by a majority vote of the Board of Directors in January. The objectives, once adopted, shall be used to monitor the effectiveness of the Chamber for the current year. The Executive Committee may act for the Board of Directors, in the absence of the Board when day to day activities dictate, but is responsible to the Board for its actions.

Section 8: In the event of the absence of the President and the Vice President the members of the Board of Directors may elect a presiding officer for such meetings.

Section 9: The President shall, at the last December Board of Directors meeting, appoint an Examining Committee of three members, subject to the approval of the Board of Directors. Its duties shall be to examine the books and the financial operation of the Chamber for the current year and submit a report at the first Board meeting in March of the new fiscal year.

Section 10: As deemed necessary by the President, subject to approval by the Board of Directors, committees may be appointed by the President. The members of these committees shall serve for one year or until replaced by their successors; or when the assignment of that committee is complete.

Section 11: Upon expiration of the term of office, each officer shall turn over to the board, within 30 days all records, books and other material pertaining to the office. In the case of resignation or termination, said records shall be turned over immediately.

ARTICLE VI: FISCAL YEAR

The Fiscal Year shall start January 1st and shall end December 31st of each year.

ARTICLE VII: PROPERTIES

Title to all properties purchased, or otherwise obtained, shall be held in the name of the Chamber.

ARTICLE VIII: AMENDMENTS

Any proposed amendments or changes to the By-laws shall be submitted to the Board members in writing at least ten (10) days in advance of the meeting at which they are to be discussed. Proposed changes to the Bylaws, approved by the Board, shall be published to the general membership on the chamber website. An electronic mailing shall be sent to the general membership alerting them of changes to the bylaws and directing them to the website for verification of said changes. Included in the electronic mailing will be notification of an open Chamber member hearing on the proposed changes. The open hearing shall be held no less than one week after members are expected to have received their notification. At the hearing, all Chamber members have the right to be heard, however, the time allowed for each speaker may be limited by the President. Within one week of the hearing, the Board shall meet to determine whether to proceed with a vote on the changes proposed or to rewrite the changes based on input from the open hearing. These By-laws may be amended by a 2/3 vote of the entire Board of Directors, at which time a written notice shall be provided to the general membership.

ARTICLE IX: MEMBERSHIP

Section 1: There shall be three categories of membership:

1. Business membership shall be reserved for businesses. Such memberships shall enjoy the full privileges of the Chamber.
2. Individual memberships shall be reserved for individuals who wish to participate in Chamber activities but who are not sponsored by, or represent a business. Individual members may be appointed as Director at Large for a one year term. The elected board shall consist of no more than two (2) individual Members or 15% of the Board population, which ever is less. All other members of the Board shall be business members or service organization members. Such memberships shall enjoy the full privileges of the Chamber.
3. Service Organizations. Such memberships shall enjoy the full privileges of the Chamber.

Section 2: To be in good standing, a member shall not be delinquent in payment of dues and policy.

Section 3: The President shall advise those present of new members that have joined the Chamber of Commerce at each monthly meeting.

Section 4: When membership is purchased for a firm, corporation or service organization said firm, corporation or organization shall designate and state the name of a single person who shall represent such membership. The designated person shall thereafter enjoy all privileges and perform the duties of membership, subject to the revocation and change of same by such firm, corporation or organization.

Section 5: Any member may resign from the Chamber with written notice to the Board of Directors. Any member may be expelled by the Board of Directors by a two-thirds majority vote of the Board of Directors present at a regularly scheduled meeting thereof for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. Notice of potential termination must be provided, and an opportunity for a hearing are afforded the member against whom a complaint(s) have been made. If a

hearing is requested, the results of such hearing will determine the outcome of the termination. In either case, all unearned membership fees are non-refundable.

ARTICLE X: FEES AND DUES

Section 1: The annual dues shall be determined by 2/3 majority vote of the Board of Directors present, assuming quorum is met, or by a simple majority of the voting general membership, providing that 25% of the membership has responded. At which time a written 30 day notice shall be provided to the general membership.

Section 2: Dues are payable annually on the members anniversary date, and considered delinquent if not paid within 60 days of that date.

Section 3: If a firm, corporation or organization has more than one active member, the designated person shall pay dues at the business rate and all others with the same firm, corporation or organization shall pay individual member dues.

Section 4: Any member whose dues are in arrears for more than two months may be placed in in-active status. Any member placed in in-active status for non-payment of dues or who has resigned and wishes to regain membership must proceed as an applicant for new membership at the discretion of the Executive Board in conjunction with the Chamber Office Manager.

ARTICLE XI: ELECTION

Section 1: At the first General Meeting in July of each year the President shall appoint a nominating committee of five members, designating one as Chairman, who shall nominate a minimum of six members in good standing for membership on the following two year's Board of Directors. The nominee must either be a Valley Center resident or an employee of a business member.

Section 2: The nominating committee shall deliver its report to the Secretary by the first General Meeting in November, at which time the President shall ask for and accept additional nominations of members in good standing from the floor.

Section 3: At the November General Meeting the President shall appoint, subject to the approval of the Board of Directors, an election committee of three from the general membership and who are not members of the board of directors and not a nominee.

Section 4: No later than two weeks prior to the election, the Secretary shall mail to the membership, in the form of a ballot, a complete list of accepting nominees. It will ask for a vote of no more than six. Instructions may be sent electronically or by U.S. Postal Service.

Section 5: The Ballots shall be forwarded to an election committee or to another person or persons appointed by the Board of Directors, subject to the approval of the Board of Directors, for that purpose. A locked Ballot box shall be accessible to all members between the hours of 12:00 noon and 5:00 PM on Election Day at the location designated by the Board of Directors. Ballots may be placed in the box personally. Alternate ballot delivery methods can be determined by the election committee. Election Day shall be the last Tuesday of November each year.

Section 6: At 5:00 PM on Election Day the voting shall cease, and immediately thereafter the election committee shall meet with the Secretary of the Board of Directors. They shall open the Ballot Box and count the ballots.

Section 7: The tally of all votes counted per candidate shall be handed over to the Secretary, who in turn shall notify the Board of Directors and not others.

Section 8: Prior to the First General Meeting in December the Board of Directors shall meet to declare the results of the election official, after resolving any tie votes between candidates.

Section 9: Once the results of the election have been declared official, the Secretary shall notify all candidates of the outcome. The Secretary shall notify the general membership of election results through the Newsletter, newspaper or by special mailing.

Section 10: The newly formed Board of Directors shall meet by the December regularly scheduled board meeting and shall elect, by ballot, from its Board: a President, Vice President, Treasurer and Secretary who shall hold office for the ensuing year or until their successors are elected and installed. (A President may serve no more than two consecutive one year terms.)

Section 11: All newly elected Board Members shall attend the regular December Board meeting and shall be non-voting participating members thereof. Retiring directors shall continue to serve until the installation of the newly elected and appointed Board Members.

ARTICLE XII: MEETINGS

Section 1: Regular meetings of the general membership may be called by the Board as needed. Special meetings of the general membership may be requested in writing and delivered to the chamber office by any member in good standing. Special meetings of the general membership may be called at any time by written notice of three (3) Board Members. Notice (including the purpose of the meeting) shall be mailed to the general membership seven (7) days prior to said meeting.

Section 2: Regular meeting of the Board of Directors shall be held monthly; the date, location and time to be determined by the Board members. A majority of all of the voting members of the Board or at least three (3) members of the Executive Committee shall constitute a quorum. Special meetings of the Board may be called at any time by order of written notice of three (3) Board Members, delivered to the Chamber Office by any member in good standing. Notice (including the purpose of the meeting) shall be mailed to each Director at least 5 days prior to said meeting.

Section 3: Committee meetings of the Board may be called at any time by Committee Chairman. All committee members must be notified.

Section 4: An annual installation event shall be held each January prior to the January general board meeting for the purpose of installing the new Board members and officers.

Section 5: The Board may, at any time during a regular or special Board meeting, elect, by majority vote of members present, to go into an executive session.

ARTICLE XIII: VACANCIES

Section 1: In the case of vacancy in the office of President, the Vice President shall automatically become President for the remainder of the un-expired term. If the office of acting president should then become vacant the Board of Directors shall elect a new president.

Section 2: A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board shall automatically be dropped from membership on the Board. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

ARTICLE XIV: INDEMNIFICATION

Section 1: Right of Indemnity -The Chamber shall indemnify its officers, directors and employees against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred as a result of performing the duties given to the individual by the Chamber.

Section 2: Approval of Indemnity – Upon written request to the Board by any person, or persons seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met, and if so, the Board shall authorize indemnification, assuming a quorum is met. If the number of voting board members not involved in the proceeding cannot meet the requirements of a quorum, the Chamber’s legal council shall apply to the court in which the proceeding is pending to determine whether the applicable standard of conduct, set forth in section 5238(b) or 5238 (c) of the California Corporation code, has been met.

Section 3: Advancement of Expenses – Upon approval of the Board, expenses incurred by a person or persons seeking indemnification under these By-laws in defending any proceeding covered by these Bylaws shall be advanced by the Chamber prior to the final disposition of the proceeding.

Section 4: Insurance – The Chamber shall have the right to purchase and maintain insurance for its officers, directors, employees and other agents of the Chamber against any liability asserted against or incurred by such officer, director, employee or agent while performing the duties of the Chamber.

ARTICLE XV: DISSOLUTION

In the event of dissolution of the Chamber, the assets of the Chamber shall be distributed to a Valley Center non-profit corporation as directed by a majority vote of all members in good standing.

ARTICLE XVI: ORDER

Robert’s Rules of Order, Newly Revised shall be the authority for procedure in conducting the meetings, and shall not conflict with these by-laws.

ARTICLE XVII: AMENDMENTS

Section 1: Bylaws amendment history –

December 2004	Robert Wisecarver, Secretary
March 2008	Rick Restivo, Sub-committee chair
September 2011	James Quisquis, Past-President

CERTIFICATE OF ADOPTION OF BY-LAWS

I do hereby certify that I am the duly elected, qualified and acting secretary of the Valley Center Chamber of Commerce and that the foregoing By-laws were adopted as the By-laws of the Chamber by the Board of Directors on _____, 2011

Attachment A: Board Director Job Description

Valley Center Chamber of Commerce
Board Director Job Description

Position Title:
Board Director

Reports to:
President of the Board

Term of Office:
Elected directors serve one term of two-years and appointed directors serve a one-year term. (Refer to By-Laws Article IV, Section 2)

Director Responsibilities:

1. Establish and approve Chamber policies and position statements.
2. Direct the overall operation of the Chamber.
3. Monitor monthly financial statements and approve annual budget and budget adjustments.
4. Approve the annual investment (dues) schedule.
5. Approve all fund-raising and other activities of the Chamber.
6. Create and update long-range strategic plans and annual goals and objectives for the Chamber.
7. Adopt key operating policies and procedures and approve contracts as appropriate

Director Commitment:

1. Establish as a high priority, attendance at all meetings of the Board and Board committees. Article XIV of the bylaws states: A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of members present.
2. Become thoroughly knowledgeable about Chamber policies, programs and activities.

3. Come prepared to contribute to the discussion of issues and business to be addressed at scheduled meetings, having read the agenda and all background support material relevant to the meeting.
4. Avoid any conflict of interest between the Director's position as a Board member and his/her personal and professional life. If such a conflict should arise, Director shall declare that conflict before the Board and refrain from voting on matters in which there is a conflict.
5. Support in a positive manner all actions taken by the Board of Directors even when Director is in a minority position on such actions.
6. Agree to serve on at least one committee, attend committee meetings, and participate in the accomplishment of its objectives. If Director chairs the Board or a committee, he/she will:
 - (a) Call meetings regularly until objectives are met
 - (b) Insure that agenda/support materials are sent to members in advance of meetings
 - (c) Conduct the meetings in an orderly, fair, open and efficient manner
 - (d) Provide committee progress reports/minutes to the Board of Directors at their scheduled meetings
7. Participate in the annual strategic planning meeting as scheduled, and other educational events that enhance Director's skills as a Board member.
8. Support Chamber activities by attending the majority of such events including sundowners, annual installation and awards dinner, special events, etc.
9. Represent the Chamber in a positive and supportive manner to members, potential members, the public and other organizations.
10. Keep the Chief Executive Officer informed about any concerns of the membership.
11. Promote membership in the Chamber by seeking and contacting prospective members and sharing the benefits of Chamber membership with them.
12. Assure that any sensitive information and data the Chamber collects or discusses be kept confidential.

If, for any reason, I find myself unable to carry out the duties as best I can, I agree to resign my position as a member of the Board. By signing below, I agree to the terms of serving as a Director of the Valley Center Chamber of Commerce Board of Directors.

(Signature)

(Date)