

MARTINEZ AREA CHAMBER OF COMMERCE BYLAWS

ARTICLE I GENERAL

SECTION 1. NAME

THIS ORGANIZATION IS INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA AND SHALL BE KNOWN AS THE MARTINEZ AREA CHAMBER OF COMMERCE, INCORPORATED. ITS PRINCIPAL OFFICE IS LOCATED IN MARTINEZ, CA (CONTRA COSTA COUNTY.)

SECTION 2. OBJECTIVE

THE OBJECTIVE OF THE CHAMBER IS TO ADVANCE THE ECONOMIC, CULTURAL SOCIAL BETTERMENT AND CIVIC WELFARE OF THE MARTINEZ AREA. TO ENCOURAGE THE GROWTH OF EXISTING INDUSTRIES AND BUSINESSES WHILE GIVING ALL PROPER ASSISTANCE TO ANY SEEKING TO LOCATE IN THE MARTINEZ AREA: TO SUPPORT ALL THOSE ACTIVITIES BELIEVED TO BE BENEFICIAL TO THE COMMUNITY AND AREA: TO OPPOSE THOSE WHICH MIGHT BE DETRIMENTAL. IN GENERAL, TO PROMOTE THE WELFARE OF ALL AREA CITIZENS, FOLLOWING ALWAYS THOSE POLICIES INTENDED TO ACCOMPLISH THE GREATEST GOOD FOR THE GREATEST NUMBER AND TO SUPPORT NON-PARTISAN POLITICAL ISSUES (NOT CANDIDATES) WHILE NOT TAKING PART IN OR LENDING INFLUENCE TO PARTISAN POLITICS.

SECTION 3. LIMITATION OF METHODS.

THE MARTINEZ AREA CHAMBER OF COMMERCE 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

ARTICLE II MEMBERSHIP

SECTION 1. ELIGIBILITY

ANY REPUTABLE PERSON, ASSOCIATION, CORPORATION, PARTNERSHIP, ESTATE, OR ANY OTHER ENTITY HAVING INTEREST IN THE OBJECTIVES OF THE ORGANIZATION SHALL BE ELIGIBLE TO APPLY FOR MEMBERSHIP.

SECTION 2. ADMISSION

APPLICATION FOR MEMBERSHIP SHALL BE IN WRITING ON FORMS PROVIDED FOR THAT PURPOSE, AND SIGNED BY THE APPLICANT. ELECTION OF THE MEMBERS SHALL BE BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE BOARD OF DIRECTORS AT ANY MEETING THEREOF. NEW MEMBER LISTINGS WILL BE PROVIDED TO THE BOARD OF DIRECTORS FOR THEIR REVIEW MONTHLY. ANY APPLICANT SO ELECTED SHALL BECOME A MEMBER UPON PAYMENT OF THE REGULARLY SCHEDULED INVESTMENT.

SECTION 3. INVESTMENTS

MEMBERSHIP INVESTMENTS SHALL BE AT SUCH RATES OR SCHEDULES OR FORMULAS AS MAY BE FROM TIME TO TIME PRESCRIBED BY THE BOARD OF DIRECTORS, PAYABLE IN ADVANCE.

SECTION 4. RESIGNATIONS

ANY MEMBER MAY RESIGN FROM THE CHAMBER UPON WRITTEN REQUEST TO THE BOARD OF DIRECTORS RECEIVED NOT LESS THAN 30 DAYS BEFORE THE MEMBERSHIP YEAR AND AFTER PAYMENT OF ALL DUES AND OTHER CHARGES WHICH MAY BE OUTSTANDING.

SECTION 5. TERMINATION OF MEMBERSHIP

AFTER NINETY DAYS, IN WHICH THE MEMBER HAS BEEN BILLED AND A NOTICE SENT, THE BOARD OF DIRECTORS MAY TERMINATE ANY MEMBER FOR NON-PAYMENT OF DUES UNLESS EXTENDED FOR GOOD CAUSE.

ANY MEMBER MAY BE TERMINATED BY THE BOARD OF DIRECTORS BY A TWO-THIRDS VOTE AT A REGULARLY SCHEDULED MEETING THEREOF, FOR CONDUCT UNBECOMING A MEMBER OR PREJUDICIAL TO THE AIMS OR REPUTE OF THE CHAMBER. IF THE BOARD OF DIRECTORS BY MAJORITY VOTE DETERMINES THAT TERMINATION IS WARRANTED, THE MEMBER TO BE TERMINATED SHALL BE GIVEN 15 DAYS NOTICE OF THE INTENDED TERMINATION BY FIRST CLASS MAIL, POSTAGE PREPAID, ADDRESSED TO THE MEMBER AT HIS/HER LAST ADDRESS SHOWN ON THE RECORDS OF THE CHAMBER.

THE NOTICE SHALL STATE THE REASON FOR TERMINATION AND ALSO STATE THAT THE MEMBER HAS AN OPPORTUNITY TO SUBMIT A WRITTEN STATEMENT WHY THE TERMINATION SHOULD NOT TAKE PLACE, WHICH STATEMENT MUST BE RECEIVED IN THE CHAMBER OFFICE NOT LESS THAT FIVE (5) DAYS BEFORE EFFECTIVE DATE OF TERMINATION. THE BOARD OF DIRECTORS SHALL CONSIDER THE MEMBER'S STATEMENT, IF ANY, AND MAY ORDER THAT THE TERMINATION SHALL NOT TAKE PLACE, OR THAT IT SHALL TAKE PLACE AS STATED IN THE NOTICE TO THE MEMBER.

SECTION 6. AMICUS MEMBERSHIPS

IT IS HEREBY ESTABLISHED THREE (3) CATEGORIES OF AMICUS MEMBERSHIP:

1. "*FRIEND OF THE CHAMBER*" MEMBERSHIP IS AVAILABLE TO A PERSON WHO DOES NOT OWN OR OPERATE A BUSINESS.

2. "*OUT OF TOWN*" MEMBERSHIP IS AVAILABLE TO A BUSINESS OR PERSON EMPLOYED BY A BUSINESS NOT IN MARTINEZ. MULTI BRANCH BUSINESSES (E.G. SUPERMARKETS, HOTEL CHAINS, BANKS, ETC.) HEADQUARTERED OUTSIDE BUT WITH FACILITIES OR HAVING ACTIVITIES IN MARTINEZ BUT HAVING A BRANCH FACILITY OR OFFICE IN MARTINEZ ARE NOT ELIGIBLE FOR AMICUS MEMBERSHIP. NON-PROFIT ORGANIZATIONS WITH HEADQUARTERS OUTSIDE MARTINEZ BUT WITH FACILITIES OR HAVING ACTIVITIES IN MARTINEZ ARE ELIGIBLE FOR AMICUS MEMBERSHIP.

3. "*HONORARY*" MEMBERSHIP IS AVAILABLE TO MEMBERS OF THE MARTINEZ CITY COUNCIL AND ANY OTHER INDIVIDUALS NOMINATED BY THE PRESIDENT OF THE BOARD AND APPROVED BY A MAJORITY OF THE BOARD OF DIRECTORS. AND SHALL BE EXEMPT FROM PAYMENT OF DUES. HONORARY MEMBERSHIPS SHALL BE FOR A ONE-YEAR TERM AND SHALL BE CONFERRED OR REVOKED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

(A.) THE DUES FOR A FRIEND OF THE CHAMBER OR OUT OF TOWN MEMBERSHIP SHALL BE SET BY THE BOARD OF DIRECTORS.

AMICUS MEMBERS HAVE THE FOLLOWING PRIVILEGES:

- A. THEY MAY RECEIVE THE CHAMBER'S MONTHLY NEWLETTER
- B. THEY MAY ATTEND REGULAR CHAMBER FUNCTIONS IN THE SAME MANNER AS A REGULAR CHAMBER MEMBER.
- C. THEY ARE ENTITLED TO MEMBER DISCOUNTS FROM MERCHANT PROMOTIONS ON THE SAME BASIS AS REGULAR CHAMBER MEMBERS.
- D. THEY MAY SIT IN A NON-VOTING ADVISORY CAPACITY ON CHAMBER COMMITTEES AT THE DISCRETION OF BOTH THE PRESIDENT AND COMMITTEE CHAIR. IN EXERCISING THEIR DISCRETION,
- E. THE PRESIDENT AND COMMITTEE CHAIR SHALL CONSIDER WHETHER THE PARTICIPATION OF THE AMICUS MEMBER OF THE COMMITTEE IS IN THE BEST INTERESTS OF THE CHAMBER OF COMMERCE.

AMICUS MEMBERS ARE SUBJECT TO THE FOLLOWING LIMITATIONS:

THEY MAY NOT HOLD ELECTIVE OFFICE
THEY MAY NOT VOTE ON COMMITTEE ISSUES.

SECTION 7. VOTING

IN ANY PROCEEDING IN WHICH VOTING BY MEMBERS IS CALLED FOR, EACH MEMBER IN GOOD STANDING SHALL BE ENTITLED TO CAST ONE (1) VOTE. NO VOTING BY PROXY SHALL BE PERMITTED. BALLOTS WILL BE ADDRESSED TO THE BUSINESS ADDRESS, OR WILL ALSO BE ACCEPTED BY ELECTRONIC E-MAIL AND FAX.

SECTION 8. EXERCISE OF PRIVILEGES

ANY FIRM, ASSOCIATION, CORPORATION, PARTNERSHIP OR ESTATE HOLDING MEMBERSHIP MAY NOMINATE INDIVIDUALS WHOM THE HOLDER DESIRES TO EXERCISE THE PRIVILEGES OF MEMBERSHIP COVERED BY ITS SUBSCRIPTION SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS.

SECTION 9. ORIENTATION

AT PERIODIC INTERVALS, ORIENTATION ON THE PURPOSES AND ACTIVITIES OF THIS ORGANIZATION SHALL BE CONDUCTED FOR THE FOLLOWING GROUPS: NEW DIRECTORS, OFFICERS AND DIRECTORS, COMMITTEE LEADERS, COMMITTEES, AND NEW MEMBERS. A DETAILED OUTLINE FOR ORIENTATION OF EACH OF THESE GROUPS SHALL BE A PART OF THIS ORGANIZATION'S PROCEDURES.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1 AUTHORITY

THE BOARD OF DIRECTORS HAS FINAL AUTHORITY IN ALL DECISIONS

SECTION 2 COMPOSITION OF THE BOARD

THE BOARD OF DIRECTORS SHALL BE COMPOSED OF SEVENTEEN (17) AND NO LESS THAN ELEVEN (11) REGULAR MEMBERS, ONE-THIRD OF WHOM SHALL BE ELECTED ANNUALLY TO SERVE FOR THREE (3) YEARS OR UNTIL THEIR SUCCESSORS ARE ELECTED. IN ADDITION, UP TO TWO MEMBERS MAY BE APPOINTED BY THE PRESIDENT WITH BOARD CONSENT WHOSE TERMS EXPIRES WITH THE APPOINTING CHAIRPERSON; THE IMMEDIATE PAST CHAIRPERSON ON THE BOARD SHALL REMAIN AS AN ADDITIONAL MEMBER OF THE BOARD AND EXECUTIVE COMMITTEE AS A VOTING MEMBER FOR THE YEAR FOLLOWING HIS/HER CHAIRPERSONSHIP REGARDLESS OF THE EXPIRATION DATE OF SUCH PERSONS BOARD TERM.

ANY NUMBER OF ADVISORY (NON-VOTING) MEMBERS MAY BE DESIGNATED BY THE BOARD CHAIRPERSON AND RATIFIED BY THE BOARD. THE PARLIAMENTARIAN (IF APPOINTED) AND THE CHIEF EXECUTIVE OFFICE (HERAFTER REFERRED TO AS CEO/PRESIDENT ADVISORY).

SECTION 3. TERM OF OFFICE

(A). NO DIRECTOR MAY SERVE MORE THAN THREE COMPLETE, CONSECUTIVE THREE YEAR TERMS UNLESS HE/SHE IS ON A LEADERSHIP PATH TO BECOME CHAIRMAN.

(B). REGULARLY ELECTED DIRECTORS SERVE A THREE YEAR TERM EFFECTIVE JANUARY 1 FOR THE YEAR THEY ARE ELECTED UPON INSTALLATION AT THE ANNUAL MEETING.

(C). ADVISORY (NON-VOTING) DIRECTORS SERVE A ONE YEAR TERM FOR THE YEAR THEY ARE ELECTED, EFFECTIVE JANUARY 1 UPON INSTALLATION AT THE ANNUAL MEETING.

(D). ANY BUSINESS PERSON WHO IS AN OFFICER OR DIRECTOR OF THE CHAMBER AND WHO CEASES TO BE IN BUSINESS OR LOSES EMPLOYMENT DURING HIS OR HER TERM AS AN OFFICER OR DIRECTOR IS ENTITLED TO COMPLETE SUCH TERM. ANY CHANGE IN EMPLOYMENT STATUS DOES NOT AFFECT BOARD MEMBERSHIP OR ANY OTHER POSITION HELD.

SECTION 4. REGULAR BOARD MEETINGS

(A) A MINIMUM OF TEN REGULARLY SCHEDULED BOARD MEETING SHALL BE HELD DURING THE CALENDAR YEAR.

(B). REGULAR BOARD MEETINGS WILL BE HELD MONTHLY AT A TIME AND PLACE DESIGNATED BY THE BOARD OF DIRECTORS. REGULAR MEETINGS OR ADDITIONAL BOARD MEETINGS MAY BE CALLED BY THE CHAIRPERSON OR UPON WRITTEN APPLICATION OF THREE (3) BOARD MEMBERS. A NOTICE OF THE TIME, PLACE, AND PURPOSE OF THE SPECIAL MEETING SHALL BE SENT TO EACH BOARD MEMBER AT LEAST FIVE (5) DAYS PRIOR TO SAID MEETING.

(C). NOTWITHSTANDING THE ABOVE PROVISIONS, A REGULAR OR SPECIAL MEETING OF THE BOARD MAY BE HELD AT ANY PLACE CONSENTED TO IN WRITING BY ALL BOARD MEMBERS, EITHER BEFORE OR AFTER THE MEETING. O CONSENTS ARE GIVEN, THEY SHALL BE FILED WITH THE MINUTES OF THE MEETING. ANY MEETING – REGULAR OR SPECIAL – MAY BE HELD BY TELEPHONE OR OTHER TECHNOLOGY, SO LONG AS ALL PARTICIPATING BOARD MEMBERS CAN HEAR ONE ANOTHER. ALL SUCH BOARD MEMBERS SHALL BE DEEMED TO BE PRESENT IN PERSON AT EACH MEETING

SECTION 5. ATTENDANCE

A BOARD SEAT SHALL BE DEEMED VACANT IF A MEMBER:

- A. MISSES THREE MEETINGS
- B. DOES NOT ATTEND THE PLANNING RETREAT
- C. IS NOT ACTIVE ON A COMMITTEE AND DOES NOT ATTEND 50% OF THE COMMITTEE MEETINGS

THE PROVISIONS OF ARTICLE 1V, SECTION 5a, APPLY UNLESS:

(A). THE BOARD CHAIRPERSON RECEVES BY THE FOLLOWING MEETING A REQUEST TO EXCUSE THE ABSENCES AND, THE BOARD CHAIRPERSON DECIDES TO ACCEPT THE EXCUSE.

SECTION 6. ANNUAL MEETING

THE ANNUAL, REGULAR MEMBERSHIP MEETING WILL BE HELD IN JANUARY FOR INSTALLATION OF OFFICERS AND DIRECTORS AND PRESENTATION OF THE ANNUAL REPORT. THE DAY PLACE, AND HOUR SHALL BE DESIGNATED BY THE BOARD.

SECTION 7. SPECIAL MEETINGS

(A) SPECIAL MEETINGS OF MEMBERS MAY BE CALLED AT ANY TIME BY THE BOARD CHAIRPERSON, THE BOARD OF DIRECTORS, OR UPON PETITION IN WRITING BY ANY TEN PERCENT (10%) OF THE MEMBERSHIP. NOTICE OF SUCH MEETING SHALL BE MAILED TO EACH MEMBER AT LEAST TEN (10) DAYS PRIOR TO SUCH MEETING. THE NOTICE SHALL SPECIFY THE PLACE, DATE AND TIME OF THE MEETING AND THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED:

- (B) REMOVING A BOARD MEMBER WITH OR WITHOUT CAUSE
- (C) AMENDING THE ARTICLES OF INCORPORATION
- (D) APPROVING A TRANSACTION CONTRACT IN WHICH A BOARD MEMBER HAS A MATERIAL FINANCIAL INTEREST.

COMMITTEE MEETINGS: COMMITTEE MEETINGS MAY BE CALLED AT ANY TIME BY A VOTING MEMBER OF THE EXECUTIVE COMMITTEE.

SECTION 8. QUORUMS

A) 50% PLUS 1 OF THEN SEATED DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD.
B) AT COMMITTEE MEETINGS, A MAJORITY SHALL CONSTITUTE A QUORUM EXCEPT WHEN A COMMITTEE CONSISTS OF MORE THAN NINE (9) MEMBERS, THEN FIVE (5) SHALL CONSTITUTE A QUORUM.

SECTION 9. RESPONSIBILITY

THE BOARD SHALL EMPLOY THE CHIEF EXECUTIVE OFFICER AND REVIEW THAT PERSON'S PERFORMANCE AT LEAST ANNUALLY; MAINTAIN THE FINANCIAL STABILITY OF THE ORGANIZATION; AND SEE THAT THE CHAMBER'S BY-LAWS, POLICIES AND PROCEDURES ARE BEING FOLLOWED.

SECTION 10. INDEMNIFICATION

THE CHAMBER SHALL INDEMNIFY ANY AND ALL OF ITS DIRECTORS OR FORMER DIRECTORS WHO ACT IN GOOD FAITH AND IN A MANNER HE/SHE BELIEVES TO BE IN THE BEST INTERESTS OF THE CHAMBER AND ITS MEMBER, FOR EXPENSES INCURRED IN DEFENDING OR SETTTLING THREATENING LEGAL PROCEEDINGS TO WHICH THEY ARE A PARTY BY REASON OF HAVING BEEN DIRECTORS OF THE CHAMBER, EXCEPT IF ADJUDGED IN THE PROCEEDING TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF DUTY.

ARTICLE V ELECTION COMMITTEE

SECTION 1. SELECTION OF REGULAR DIRECTORS

A) **AT THE REGULAR SEPTEMBER BOARD MEETING, THE BOARD CHAIRPERSON SHALL APPOINT, SUBJECT TO THE APPROVAL BY THE BOARD OF DIRECTORS, A NOMINATING COMMITTEE OF UP TO FIVE, INCLUDING ONE MEMBER OF THE EXECUTIVE COMMITTEE.** THE CEO SHALL SERVE AS SECRETARY. THE BOARD CHAIRPERSON SHALL DESIGNATE THE CHAIR OF THE COMMITTEE. "THE NOMINATING COMMITTEE MAY NOMINATE MORE CANDIDATES THAN VACANCIES."

PRIOR TO THE OCTOBER BOARD MEETING, THE NOMINATING COMMITTEE SHALL PRESENT TO THE BOARD A SLATE OF NOMINEES TO SERVE TWO- THREE YEAR TERMS TO REPLACE THE DIRECTORS WHOSE REGULAR TERMS ARE EXPIRING. EACH CANDIDATE MUST BE AN ACTIVE MEMBER IN GOOD STANDING AND MUST HAVE AGREED TO ACCEPT THE RESPONSIBILITY OF A DIRECTORSHIP. NO BOARD MEMBER HAVING SERVED TWO CONSECUTIVE THREE-YEAR TERMS IS ELIGIBLE FOR ELECTION FOR A THIRD TERM. A PERIOD OF ONE (1) YEAR MUST ELAPSE BEFORE ELIGIBILITY IS RESTORED.

B) **PUBLICITY OF NOMINATIONS:** UPON RECEIPT TO THE REPORT OF THE NOMINATING COMMITTEE, THE CEO SHALL IMMEDIATELY NOTIFY THE MEMBERSHIP BY MAIL OF THE NAME OF PERSONS NOMINATED AS CANDIDATES FOR DIRECTORS AND THE RIGHT OF PETITION.

C) **NOMINATIONS BY PETITION:** ADDITIONAL NAMES OF CANDIDATES FOR DIRECTORS CAN BE NOMINATED BY PETITION BEARING THE GENUINE SIGNATURES OF AT LEAST TEN PERCENT (10%) OF THE MEMBERSHIP OF THE CHAMBER. SUCH PETITION SHALL BE FILED WITH THE NOMINATING COMMITTEE WITHIN TEN (10) DAYS AFTER NOTICE HAS BEEN GIVEN OF THE NAMES OF THOSE NOMINATED. THE DETERMINATION OF THE NOMINATING COMMITTEE AS TO THE LEGALITY OF THE PETITION(S) SHALL BE FINAL.

D) **DETERMINATION:** IF NO PETITION IS FILED WITHIN THE DESIGNATED PERIOD THE NOMINATED SLATE OF CANDIDATES SHALL BE VOTED ON BY THE BOARD OF DIRECTORS AT THE REGULAR NOVEMBER BOARD MEETING.

E) IF THE LEGAL PETITION SHALL PRESENT ADDITIONAL CANDIDATES, NAMES OF ALL CANDIDATES SHALL BE ARRANGED ON A BALLOT IN ALPHABETICAL ORDER. INSTRUCTIONS WILL BE TO VOTE FOR THE DESIGNATED NUMBER OF CANDIDATES ONLY. THE CEO SHALL MAIL THIS BALLOT TO ALL ACTIVE MEMBERS AT LEAST FIFTEEN (15) DAYS BEFORE THE REGULAR **NOVEMBER** BOARD MEETING.

F) 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 BOARD MEETING DECLARE THE DESIGNATED NUMBER OF CANDIDATES WITH THE GREATEST NUMBER OF VOTES ELECTED.

(E) **JUDGES:** THE PRESIDENT SHALL APPOINT, SUBJECT TO THE APPROVAL OF THE BOARD OF DIRECTORS, AT LEAST THREE (3), BUT NO MORE THAN FIVE (5) JUDGES WHO ARE NOT CANDIDATES FOR ELECTION. SUCH JUDGES SHALL HAVE COMPLETE SUPERVISION OF THE ELECTION INCLUDING THE AUDITING OF THE BALLOTS. THEY SHALL REPORT THE RESULTS OF THE ELECTION TO THE BOARD OF DIRECTORS. IN CASE OF A TIE, THE WINNER SHALL BE DECIDED BY LOT UNDER THE DIRECTION OF THE JUDGES.

SECTION 4. SEATING OF NEW DIRECTORS

ALL NEWLY ELECTED BOARD MEMBERS SHALL BE SEATED AT THE REGULAR DECEMBER BOARD MEETING AND SHALL BE PARTICIPATING MEMBERS COMMENCING JANUARY 1ST. RETIRING DIRECTORS SHALL CONTINUE TO SERVE UNTIL THE END OF DECEMBER OF THEIR EXPIRING YEAR.

VACANCIES ON THE BOARD OF DIRECTORS, OR AMONG THE OFFICERS, SHALL BE FILLED BY THE BOARD OF THE DIRECTORS BY A MAJORITY VOTE.

SECTION 6. POLICY

THE BOARD OF DIRECTORS IS RESPONSIBLE FOR ESTABLISHING PROCEDURE AND POLICY FORMULATION OF THE ORGANIZATION. THEY ARE ALSO RESPONSIBLE FOR ADOPTING ALL POLICIES OF THE ORGANIZATION. THESE POLICIES SHALL BE MAINTAINED IN A POLICY MANUAL, TO BE REVIEWED ANNUALLY AND REVISED IF NECESSARY.

SECTION 7. MANAGEMENT

THE BOARD OF DIRECTORS MAY EMPLOY A CHIEF EXECUTIVE OFFICER (CEO) AND SHALL ESTABLISH THE SALARY AND OTHER CONSIDERATIONS OF EMPLOYMENT.

SECTION 8. INDEMNIFICATION

ARTICLE IV OFFICERS

SECTION 1. DETERMINATION OF OFFICERS

THE NOMINATING COMMITTEE SHALL ALSO NOMINATE OFFICERS EACH YEAR. THE BOARD OF DIRECTORS WILL BE PRESENTED A RECOMMENDATION FROM THE NOMINATING COMMITTEE AT THE DECEMBER BOARD MEETING. THE BOARD OF DIRECTORS SHALL ELECT THE BOARD CHAIRPERSON AND THE AND THE CHAIRPERSON-ELECT. OFFICERS WILL BE ELECTED FROM MEMBERS OF THE CURRENTLY SEATED BOARD. BOARD MEMBERS MUST SIT ON THE BOARD FOR ONE YEAR BEFORE BEING CONSIDERED TO BECOME AS OFFICER. ALL OFFICERS SHALL SERVE FOR A TERM OF ONE (1) YEAR OR UNTIL THEIR SUCCESSORS ASSUME THE DUTIES OF OFFICE, AND THEY SHALL BE VOTING MEMBERS OF THE BOARD OF DIRECTORS. THE BOARD CHAIRPERSON CAN BE RE-ELECTED FOR ONE (1) YEAR OR FOR TWO (2) CONSECUTIVE YEARS.

THE CURRENT BOARD CHAIR SHALL THEN PRESENT THE NAMES OF THOSE NOMINATED TO SERVICE AS THE NEW CHAIRPERSON AND CHAIRPERSON-ELECT AS SELECTED BY THE NOMINATING COMMITTEE, TO THE BOARD OF DIRECTORS. IF THERE ARE NO ADDITIONAL NOMINATIONS FROM THE DIRECTORS, THOSE NOMINATED WILL BECOME THE NEW OFFICERS. IF ADDITIONAL NAMES ARE OFFERED, A SECRET BALLOT BY THE CURRENT SEATED DIRECTORS FOR THE COMING YEAR WILL DETERMINE THE NEW OFFICERS.

SECTION 2. QUALIFICATIONS

AN OFFICER MAY HOLD NO MORE THAN ONE OFFICE AND MUST BE A MEMBER OF THE REGULAR BOARD OF DIRECTORS FOR AT LEAST ONE YEAR.

SECTION 3. DUTIES OF THE OFFICERS

A) **BOARD CHAIRPERSON**: THE CHAIRPERSON SHALL SERVE AS THE CHIEF ELECTED OFFICER OF THE CHAMBER OF COMMERCE AND SHALL PRESIDE AT ALL MEETINGS OF THE MEMBERSHIP, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE, GENERAL MEMBERSHIP AND ANY OTHER ASSEMBLY OF MEMBERS EXCEPT COMMITTEE MEETINGS. THE CHAIRPERSON APPOINTS ALL COMMITTEE CHAIRS; IS AN EX OFFICIO MEMBER OF ALL COMMITTEES; AND WORKS CLOSELY WITH THE CEO. THE CHAIRPERSON SHALL HAVE GENERAL SUPERVISION OVER THE BUSINESS AFFAIRS OF THE CORPORATION AND EXERT GENERAL SUPERVISION OVER THE AFFAIRS OF THE CHAMBER AND THE CHAMBER OFFICE.

B) **BOARD CHAIRPERSON-ELECT**: FIRST VICE PRESIDENT SHALL PRESIDE OVER ONE OF THE CHAMBER'S STANDING COMMITTEES. THE DUTIES OF THE VICE PRESIDENT SHALL INCLUDE THE RESPONSIBILITY TO ORGANIZE MEETINGS, PRESIDE OVER THEIR COMMITTEES, KEEP THE BOARD OF DIRECTORS UP-TO-DATE ON ISSUES AND MAKE RECOMMENDATIONS FOR BOARD ACTION AS NECESSARY. THE PRESIDENT-ELECT SHALL: BE CONSIDERED A VICE PRESIDENT; PERFORM THE DUTIES OF THE PRESIDENT IN THE PRESIDENT'S ABSENCE; AND ASSUME SUCH RESPONSIBILITY AS MAY BE DESIGNATED BY THE PRESIDENT. IF THE PRESIDENT IS UNABLE PERFORM HIS/HER DUTIES, THE PRESIDENT-ELECT SHALL SERVE AS INTERIM PRESIDENT UNTIL A SUCCESSOR PRESIDENT IS ELECTED BY THE BOARD. HE/SHE SHALL DESIGN AND COORDINATE A PLAN OF WORK FOR THE YEAR, CONSISTENT WITH THE CHAMBER GOALS AND OBJECTIVES.

C) **VICE PRESIDENT, GOVERNMENT AFFAIRS**
WITH A COMMITTEE OF AT LEAST THREE MEMBERS, THE SECOND VICE PRESIDENT WILL ACT AS LIASON TO ALL GOVERNMENT AGENCIES ON BEHALF OF CHAMBER MEMBERS, ATTEND AS MANY CITY COUCIL AND CITY COMMISSIONS AS POSSIBLE; ADVISE THE BOARD REGARDING PROPOSALS OR ACTION WHICH MAY IMPACT THE BUSINESS COMMUNITY; AND, BASED ON RESOLUTIONS BY THE BOARD, LOBBY TO INFLUENCE LEGISLATIVE VOTING POLICIES. SECOND VICE PRESIDENT WILL BE ASSUMED TO MOVE UP TO FIRST VICE PRESIDENT (PRESIDENT ELECT) DURING THE FOLLOWING YEAR.

D) **VICE PRESIDENT, COMMUNITY AFFAIRS**
WITH A COMMITTEE OF AT LEAST THREE MEMBERS, THE THIRD VICE PRESIDENT WILL INTERACT ON THE CHAMBER'S BEHALF WITH THE COMMUNITY, SUPERVISE CHAMBER PROGRAMS AND EVENTS,

CHAIR OR BE AN EX-OFFICIO MEMBER OF ALL CHAMBER COMMITTEES TO ENSURE ACTIVE COMMUNITY PARTICIPATION AND PROGRESS OF EACH COMMITTEE.

E.) CHIEF EXECUTIVE OFFICER/PRESIDENT (CEO): THE BOARD SHALL EMPLOY AND COMPENSATE A CEO WHO SHALL BE AN EX-OFFICIO MEMBER OF ALL COMMITTEES AND WHO SHALL PERFORM SUCH OTHER DUTIES AS MAY BE DESIGNATED BY THE BOARD. THE CEO IS IN CHARGE OF HIRING, SUPERVISING, AND TERMINATING CHAMBER EMPLOYEES AND STAFF MEMBERS. THE CEO SHALL SERVE AS ADVISOR TO THE PRESIDENT, THE EXECUTIVE COMMITTEE AND TO THE BOARD OF DIRECTORS ON ANY MATTERS OF ESTABLISHED OR PROPOSED POLICY OF THE CHAMBER. AND SHALL BE MADE THE CEO IS ACCOUNTABLE TO THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS FOR THE OVERALL ADMINISTRATION OF THE CHAMBER AND OTHERWISE PERFORM DUTIES AS SPECIFIED IN THE JOB DESCRIPTION OF THAT OFFICE. THE CEO SHALL BE A EX-OFFICIO MEMBER OF THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE AND ALL COMMITTEES.

F.)TREASURER

THE TREASURER SHALL BE RESPONSIBLE FOR SAFEGUARDING ALL FUNDS RECEIVED BY THE CHAMBER AND FOR THEIR PROPER DISBURSEMENT. THE TREASURER WILL PREPARE A MONTHLY FINANCIAL REPORT, WHICH SHALL BE PRESENTED FOR APPROVAL TO THE BOARD AT THEIR REGULAR MEETINGS.

THE TREASURER WILL PREPARE NOTICES, AGENDAS, AND MINUTES OF THE MEETINGS OF THE BOARD, AND SEE THAT ALL NOTICES ARE DULY GIVEN IN ACCORDANCE WITH THESE BYLAWS. WITH THE COOPERATION OF THE FINANCE COMMITTEE, THE CEO SHALL BE RESPONSIBLE FOR THE PREPARATION OF AN OPERATING BUDGET COVERING ALL ACTIVITIES OF THE CHAMBER, SUBJECT TO APPROVAL OF THE BOARD OF DIRECTORS. THE CEO SHALL ALSO BE RESPONSIBLE FOR ALL EXPENDITURES WITH APPROVED BUDGET ALLOCATIONS.

SECTION 4. REMOVAL OF OFFICERS

OFFICERS MAY BE REMOVED, WITH OR WITHOUT CAUSE, BY THE BOARD, AT ANY REGULAR OR SPECIAL MEETING OF THE BOARD.

SECTION 5. RESIGNATION OF OFFICERS

OFFICERS MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE TO THE PRESIDENT OR THE BOARD. THE RESIGNATION SHALL TAKE EFFECT ON THE DATE TENDERED OR AT ANY LATER TIME SPECIFIED IN THE NOTICE.

ARTICLE V
EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

THE EXECUTIVE COMMITTEE SHALL CONSIST OF THE CHAIRPERSON, IMMEDIATE PAST CHAIRPERSON, THE CHAIRPERSON-ELECT, SECOND VICE PRESIDENT, TREASURER, SECRETARY AND THE CEO..

SECTION 2. RESPONSIBILITY

THE EXECUTIVE COMMITTEE SHALL ACT ON BEHALF OF THE BOARD OF DIRECTORS WHEN THE BOARD IS NOT IN SESSION, BUT SHALL BE ACCOUNTABLE TO THE BOARD FOR ITS ACTIONS. A QUORUM OF ANY **THREE (3)** SHALL BE REQUIRED BEFORE THE OFFICERS CAN GO INTO AN EXECUTIVE COMMITTEE SESSION. ANNUALLY THE EXECUTIVE COMMITTEE SHALL MAKE AN APPRAISAL OF THE PERFORMANCE OF THE CEO IN KEEPING WITH THE JOB DESCRIPTION AND OFFICIAL DUTIES. IT SHALL BE THE DUTY OF THE EXECUTIVE COMMITTEE TO ASSIST THE CEO IN SUPERVISING THE INTERNAL OPERATIONS OF THE CHAMBER. THE EXECUTIVE COMMITTEE SHALL MEET, AS CALLED BY THE PRESIDENT, AND SHALL REPORT TO THE BOARD **AND MAKE RECOMMENDATION(S) FOR BOARD ACTION AS NECESSARY.**

ARTICLE VI
COMMITTEES AND DIVISIONS

SECTION 1. APPOINTMENT AND AUTHORITY

- A) THERE SHALL BE FIVE (5) STANDING COMMITTEES IN THE ORGANIZATION; ECONOMIC DEVELOPMENT, EDUCATION, FINANCE, GOVERNMENT AFFAIRS AND MEMBERSHIP SERVICES AND ANY OTHERS WHICH MAY BE LATER DETERMINED BY MARTINEZ AREA CHAMBER POLICY.
- B) THE PRESIDENT, WITH APPROVAL OF THE BOARD OF DIRECTORS, MAY APPOINT SPECIAL COMMITTEES AND THEIR CHAIRPERSON AS ARE NECESSARY, AND WHICH ARE NOT IN CONFLICT WITH OTHER PROVISIONS OF THESE BYLAWS.

- C) IT SHALL BE THE FUNCTION OF THE 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. THE PRESIDENT AND CEO SHALL BE EX-OFFICIO MEMBERS OF ALL COMMITTEES.

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 HAS BEEN APPROVED OR RATIFIED BY THE BOARD OF DIRECTORS.

COMMITTEES SHALL BE DISCHARGED BY THE CHAIRPERSON 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 A COMMITTEE.

SECTION 3. TESTIMONY

ONCE THE COMMITTEE ACTION HAS BEEN APPROVED BY THE BOARD OF DIRECTORS, IT SHALL BE INCUMBENT UPON THE COMMITTEE LEADERS OR, IN THEIR ABSENCE, WHOM THEY DESIGNATE AS BEING FAMILIAR ENOUGH WITH THE ISSUE TO GIVE TESTIMONY TO OR MAKE PRESENTATIONS BEFORE CIVIC AND GOVERNMENTAL AGENCIES.

SECTION 4. DUTIES OUTLINED

ALL COMMITTEES FORMED AND APPOINTED SHALL BE PROVIDED WITH A WRITTEN DESCRIPTION OF THEIR ASSIGNMENT, DUTIES AND RESPONSIBILITIES.

ARTICLE VII **FINANCES**

SECTION 1. FUNDS

ALL MONEY PAID TO THE CHAMBER SHALL BE PLACED IN A GENERAL OPERATING FUND. FUNDS UNUSED FROM THE CURRENT YEAR'S BUDGET WILL BE PLACED IN A RESERVE ACCOUNT.

SECTION 2. DISBURSEMENTS

UPON APPROVAL OF THE BUDGET, THE CEO 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 MADE BY CHECK.

SECTION 3. ANNUAL YEAR

THE ANNUAL YEAR OF THE CHAMBER SHALL CLOSE ON DECEMBER 31ST.

SECTION 4. BUDGET

AS SOON AS POSSIBLE AFTER THE ELECTION A FINANCE COMMITTEE SHALL BE FORMED AND SHALL PRESENT A PROPOSED BUDGET, FOR DISCUSSION AND REVIEW, TO THE BOARD OF DIRECTORS BY THE REGULAR FEBRUARY BOARD MEETING. THE BOARD OF DIRECTORS SHALL APPROVE THE FINAL BUDGET BY THE REGULAR MARCH BOARD MEETING.

SECTION 5. ANNUAL AUDIT

THE ACCOUNTS OF THE CHAMBER OF COMMERCE MAY BE AUDITED AT SUCH TIME AND UNDER SUCH CIRCUMSTANCES AS ELECTED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS. ANY RESULTING AUDIT SHALL BE AT ALL TIMES AVAILABLE TO MEMBERS OF THE ORGANIZATION AT THE OFFICES OF THE CHAMBER.

SECTION 6. BONDING

THE CEO AND SUCH OFFICERS AND STAFF AS THE BOARD OF DIRECTORS DESIGNATE SHALL BE BONDED BY A SUFFICIENT FIDELITY BOND IN THE AMOUNT SET BY THE BOARD AND PAID FOR BY THE CHAMBER.

ARTICLE VIII **DISSOLUTION**

SECTION 1. PROCEDURE

THE CHAMBER SHALL USE ITS FUND ONLY TO ACCOMPLISH THE OBJECTIVES AND PURPOSES SPECIFIED IN THESE BYLAWS, AND NO PART OF SAID FUNDS SHALL INSURE, OR BE DISTRIBUTED, TO THE MEMBERS OF THE CHAMBER. ON DISSOLUTION OF THE CHAMBER, ANY FUNDS REMAINING SHALL BE DISTRIBUTED TO ONE OR MORE REGULARLY ORGANIZED AND QUALIFIED CHARITABLE, EDUCATIONAL, SCIENTIFIC OR PHILANTHROPIC ORGANIZATIONS TO BE SELECTED BY THE BOARD OF DIRECTORS AS DEFINED IN THE IRS SECTION 501© (3).

ARTICLE IX **PARLIAMENTARY AUTHORITY**

THE CURRENT EDITION OF ROBERTS RULES OF ORDER SHALL BE THE FINAL SOURCE OF AUTHORITY IN ALL QUESTIONS OF PARLIAMENTARY PROCEDURE WHEN SUCH RULES ARE NOT INCONSISTENT WITH THE CHARTER OF BYLAWS OF THE CHAMBER.

ARTICLE X **AMENDMENTS**

THESE BYLAWS MAY BE AMENDED, CHANGED OR REPEALED BY A TWO-THIRDS (2/3) VOTE OF THE BOARD OF DIRECTORS, OR BY A MAJORITY OF THE MEMBERS AT ANY REGULAR OR SPECIAL MEETING. ANY PROPOSED AMENDMENTS OR ALTERATIONS SHALL BE SUBMITTED TO THE BOARD OR THE MEMBERS IN WRITING, AT LEAST TEN (10) DAYS IN ADVANCE OF THE MEETING AT WHICH THEY ARE TO BE ACTED UPON.

ADOPTED: WEDNESDAY, _DECEMBER 16,2009_____

I HEREBY CERTIFY THAT I AM THE DULY ELECTED CHAIRPERSON OF THE MARTINEZ CHAMBER OF COMMERCE, A CALIFORNIA NONPROFIT CORPORATION, AND THAT THE FOREGOING BYLAWS, COMPRISED OF EIGHT (8) PAGES, CONSTITUTE THE REVISED BYLAWS OF SAID CORPORATION CONTAINING THOSE AMENDMENTS DULY ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS ON FEBRUARY 2009 AND DECEMBER 2009.

CHAIRPERSON

I HEREBY CERTIFY THAT I AM THE DULY ELECTED SECRETARY OF THE MARTINEZ CHAMBER OF COMMERCE, A CALIFORNIA NONPROFIT CORPORATION, AND THAT THE FOREGOING BYLAWS, COMPRISED OF EIGHT (8) PAGES, CONSTITUTE THE REVISED BYLAWS OF SAID CORPORATION CONTAINING THOSE AMENDMENTS DULY ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS ON FEBRUARY 2009 AND DECEMBER 2009

SECRETARY