



Bylaws

Article I | General

Section 1. Name

The name of this organization shall be the Brea Chamber of Commerce.

Section 2. Purpose

With more than a century of proven leadership, the Brea Chamber of Commerce empowers each business in our region to reach its full potential, cultivates an environment where businesses can thrive and connects our businesses as a community.

Section 3. Limitations

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

Article II | Membership

Section 1. Eligibility

Any person, firm, association, corporation, partnership, sole proprietorship or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 2. Election

Each term, phrase, reference, whether masculine or feminine in these bylaws shall have equal application and shall not exclude any individual because of sex, race, religion or place of national origin.

Section 3. Support

The membership investment schedules shall be determined by the Board of Directors.

Section 4. Resignation

Any member in good standing may withdraw from the Chamber by submitting written resignation to the Board of Directors. No prorated refund of dues shall be made.

Section 5. Delinquency

Any dues, or installments thereon, not paid when due shall become delinquent on the day after the due date. If after a ninety-day period the dues are still unpaid, the Board of Directors shall either vote to drop the member or to continue the membership for a limited period.

Section 6. Expulsion

Any member may be expelled by the Board of Directors by a two-thirds vote after notice and opportunity for hearing.

Section 7. Privileges of Membership

Any firm, association, corporation, partnership or estate-holding membership shall identify one membership nomination upon written notice.

Article III | Meeting of Members

Section 1. Place of Meetings

Meetings of members shall be held at any place designated by the Board of Directors.

Section 2. Annual Meeting

The regular annual meeting of members shall be held within one month of the beginning of the new fiscal year on a date designated by the Board of Directors. At this meeting, Directors may be installed and any other business within the power of the members may be transacted.

Section 3. Special Meetings

Special meetings of members may be called by the Board of Directors, any two officers, the Chairman, or by five percent or more of the members, by written request (except when called by the Board) delivered in person or delivered by first class mail addressed to the Chairman, Vice Chair, or Secretary at the principal office of the corporation. The request shall specify the time desired for the meeting, not less than 35 or more than 60 days after receipt of the request, and shall state the general nature of the business proposed to be transacted at the meeting.

A special meeting called by request shall be set by the Board of Directors on a date not less than 35 days of more than 60 days after receipt of the request. Within 20 days after receipt, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date, and time of the meeting and of the general nature of the business to be transacted.

Section 4. Notices of Meetings

All notices of meetings of members shall be delivered or mailed not less than 10 or more than 60 days before the date of the meeting. The notice shall specify that place, and the time of the meeting and in the case of a special meeting then general nature of the business to be transacted, or in the case of the regular annual meeting, those matters that the Board of Directors intend to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who have been nominated at the time the notice are given.

Section 5. Manner of Giving Notice

Notice shall be given by mail, fax, e-mail, or posted on website.

Section 6. Membership Meetings

The Board of Directors may call membership meetings whenever it may be considered necessary or desirable, or when requested to by written petition signed by not less than five percent of the members in good standing.

Section 7. Quorums

The members in good standing at any annual or duly called meeting of the membership shall constitute a quorum. A simple majority of the seated members of the Board of Directors shall constitute a quorum.

Section 8. Voting

Each member, person, firm, association, corporation, partnership, sole proprietorship, or estate-holding membership shall have one vote on each matter submitted to vote of the members. Voting need not be by ballot, except that any election for Directors must be by ballot.

Section 9. Proxies

Every person entitled to vote a membership shall have the right to do so in person or by a person or persons authorized by a written proxy signed by the member and filed with the Secretary of the Corporation. A proxy shall not be valid after ten days. A proxy must state the nature of the matter to be voted upon and the desired vote of the member.

Article IV | Board of Directors: Membership and Election

Section 1. Authorized number

The authorized number of Directors is twenty-three. The Board may, when necessary, operate with fewer than the authorized number of Directors.

Section 2. Eligibility

Directors will be elected or appointed from the representatives of Chamber members in good standing.

Section 3. Elected Terms

Each elected term will be three years. Each Director may be elected to two consecutive three-year terms. Additional exceptions to this section can be made at the discretion of the Nominating Committee upon approval of the Board of Directors.

Exceptions to this provision are:

- A. A Director elected to serve as Chairman at the end of their second elected term will automatically remain on the Board during their year as Chairman and during their subsequent year as Immediate Past Chair.
- B. A Director who becomes Immediate Past Chair will automatically remain on the Board during their year as Immediate Past Chair.

These exceptions do not increase the authorized number of Directors.

Section 4. Selection of Directors by Nominating Committee with Board Ratification

The Chairman of the Board, subject to approval of the Board, shall appoint a Nominating Committee of not less than five (5) members in good standing, two of whom shall not be members of the Board, and one of the appointees shall be the current Chair-Elect. The Nominating Committee shall meet in ample time and as often as necessary to identify prospective Board members and maintain a list of individuals who are willing to serve on the Board.

The Nominating Committee shall select and interview candidates to replace directors whose regular terms are expiring that year. One candidate shall be selected for each position to be filled. Selected candidates must be individuals 18 years of age or older, members in-good-standing, and willing and able to serve a full term on the Board.

Due consideration shall be given to each nominee, including suggested nominee as submitted by members. The Committee shall place in nomination a single slate consisting of one nominee for each directorship to be filled, first ascertaining that they are eligible and willing to be a candidate. At the regularly scheduled September Board of Directors meeting, the Committee shall report nominees to the Board of Directors for the purposes of election.

The annual election of new board members shall be by a majority vote of a quorum at the regularly scheduled Board Meeting in October. Newly elected Directors will be invited to attend Board meetings after ratification. However, they will not have voting powers until they are installed in December.

Section 5. Vacancies

The Chairman of the Board will fill vacancies of the Board of Directors by appointment, subject to review and recommendation by the Executive Committee and ratification by the Board of Directors.

The Chairman will look first for candidates to the Nominated Committee's list of prospective Directors.

Section 6. Resignation

A Director may resign by written or verbal notice to the Board of Directors. The resignation may be effective immediately or at a later date.

Section 7. Change of affiliation, membership status or representative

If a Director changes affiliation between member organizations, the Director is automatically removed, and the seat becomes vacant. The Director may, however, be appointed to the Board as the representative of the new organization.

If a Director changes affiliation from a member organization to a non-member organization, the Director is automatically removed, and the seat becomes vacant. The Director may not be reappointed since they are no longer affiliated with a member organization.

If a Director represents a member organization which resigns from the Chamber and allows its membership to lapse or is removed for cause, the Director is automatically removed, and the seat becomes vacant. The Director may not be reappointed since they are no longer affiliated with a membership organization.

If a member organization with a representative on the Board changes its representative, the Director is automatically removed, and the seat becomes vacant. The Chairman may appoint the new representative of the member organization.

Section 8. Absences

A Director who is absent from three consecutive meetings without communication is deemed to have resigned their seat on the Board.

The Director in question will be entitled to timely notice of their possible removal and will be given the opportunity to explain their absences to the Board and request continued membership. Removal of a Director for absences requires a 2/3 vote of the Directors present at a properly convened meeting of the Board.

Section 9. Removal for cause

A Director may be removed for cause from the Board at the discretion of the Board of Directors. The cause must be conduct which is detrimental to purposes of the Chamber. The Director in question will be entitled to timely notice of their possible removal and will be given the opportunity explain their conduct to the Board and request continued membership. Removal of a Director for cause requires a 2/3 vote of the Directors present at a properly convened meeting of the Board.

Article V | Board of Directors: Powers and Responsibilities

Section 1. Powers of the Board

The Board of Directors shall have the power to:

- (a) Select and remove all officers, agents, and CEO of the corporation; prescribe any powers and duties for them that are consistent with law, the Articles of Incorporation and these Bylaws; adjust their compensation; and require from them commitment for faithful service.
- (b) Change the principal office of the corporation.
- (c) Adopt and use a corporate seal.
- (d) Levy annual dues, assessments, or fees upon members, and set the date or dates for their payment; change the amount of such dues, assessments or fees from time to time, and provide for collection or penalties for non-payment of any such dues, assessments or fees.
- (e) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debts and securities.
- (f) Adopt, amend or repeal bylaws of the corporation, except the no bylaw changing the terms of office of Directors or the number of Directors may be adopted by Directors. All policies of the Board will be formalized and recorded in a Policy Manual for easy reference by Officers, Directors, and Administrative Staff. The Board shall adopt such rules and regulations as may be required to conduct the affairs of the organization.

Section 2. Quorums and voting

A quorum consists of the presence in person of a majority of the current seated number of Directors. All actions require a majority vote to those present, unless otherwise specified in these bylaws.

Section 3. Proxies

Proxies are permitted under the following circumstances:

The absent Director advises the presiding officer in advance of their absence and their intention to make use of a proxy.

The absent Director provides dated written instructions to Director holding the proxy.

The Director holding the written proxy delivers it to the presiding officer at the beginning of the subject meeting.

The proxy expires at the end of the subject meeting.

Making use of the proxy does not constitute attendance for the absent Director.

Section 4. Meeting places

Meetings of the Board of Directors shall be held at the principal office of the corporation or at any other place that is designated by the Board. Any meeting, regular or special, may be held without the physical presences of all Directors, by conference, telephone, or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

Section 5. Special meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman, any other officer, or any three Directors. Notice of the time and place of any special meeting of the Board of Directors shall be given to each Director by four days' notice by first class mail or 48 hours notice delivered in person or by telephone, fax, or e-mail to the Directors address shown on the records of the corporation. The notice need not specify the reason for the meeting.

Section 6. Adjournment

A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment shall be given before the time of the adjournment meeting to the Directors who were not present at the time of the adjournment.

Section 7. Fees and compensation

Directors and members of the Chamber serve without compensation for their services. This section of Directors shall not preclude any Director from serving the corporation in any other capacity, as officer, agent, employee, or otherwise and receiving compensation for that service.

Section 8. Meetings and actions of committee

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws pertaining to meetings and proceedings of the Directors.

Section 9. Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the interested person shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Chamber to do so and the transaction was fair and reasonable as to the Chamber at the time the Chamber enters the transaction. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Note: Additional compliance issues concerning conflicts of interest are addressed in the Board Policy Manual. These By-Laws will control in the case of any conflict between these By-Laws and the Board Policy Manual

Article VI | Officers of the Board

Section 1. Eligibility

All officers shall be members in good standing of the Board of Directors.

Section 2. Term of office

Each officer shall serve a term of one calendar year and may be reappointed so long as they are eligible to serve on the Board of Directors. In the event of a vacancy among the officers, the Chairman may appoint a successor to the remaining term. Such appointments will be subject to reviewed by the Executive Committee and ratification by the Board of Directors.

Section 3. Election of officers

The Executive Committee shall each year survey Executive Committee members and Board members for person interested in serving as Chairman of the Board for the following year. The Committee will recommend an individual to the Board for review and ratification. The Board may nominate additional candidates. The selection of the Chair-Elect will be completed no later than the September meeting of the general Board.

The Chair-Elect will select an Executive Committee for the coming year. The Chair-Elect's candidates must be recommended to the Board and approved no later than the November meeting of the general Board.

Section 4. Executive Committees

The officers shall serve as the Executive Committee of the Board of Directors. The Board may delegate any and all decision-making authority to the Executive Committee and the Committee may act on behalf of the Board when the Board is not in session. In such circumstances, the Committee shall be responsible to the Board for the Committee's actions. The Executive Committee may not, however, amend these bylaws without the explicit approval of the Board of Directors.

Section 5. Titles and duties

The following descriptions broadly define the duties of each officer. Specific duties are defined in the Policy Manual and may be changed from time to time by the Board of Directors.

A. The Chairman of the Board shall:

1. Serve as the primary public spokesperson for the Chamber.
2. Serve as the legislative head of the Chamber and preside at all meetings of the membership, Board of Directors and Executive Committee.
3. Assign responsibilities to members of the Board, the Executive Committee and the membership at large.
4. Determine all needed committees, select committee chairs, assist in the selection of committee members and serve as an ex-officio member of all committees.

5. Sign all contracts and/or delegate to the Finance Officer.
 6. Prepare the annual performance appraisal of the CEO.
- B. The Chair-elect shall assist the Chairman in their duties. In the event that the Chairman is unable to attend an official meeting, the Chair-elect shall chair the meeting in the Chairman's absence.
 - C. The Immediate Past Chair shall serve as an advisor to the Chairman and the Board. In the event that both the Chairman and the Chair-elect are unable to attend an official meeting, the Immediate Past Chair will chair the meeting.
 - D. The Vice Chair of Finance and Administration shall be responsible for all areas of internal control, particularly budgeting and cash flow, and shall ensure the duties of the Corporate Secretary are fulfilled.
 - E. The Vice Chair of Member Services shall be responsible for all Chamber programs, benefits, and benefit activities.
 - F. The CEO shall serve as the Corporate Secretary.

Article VII | Chief Executive Officer

Section 1. Employment

The Board of Directors will employ a CEO to carry out the directions of the Board.

Section 2. Performance evaluation

The Board of Directors shall, under the direction of the Chairman, complete an annual performance appraisal of the CEO. The appraisal will be presented to the CEO prior to the annual planning meeting.

Section 3. Compensation

The Board of Directors will determine compensation as part of the annual planning and budgeting process.

Section 4. Duties

The following broadly defines the duties of the CEO. Specific duties are defined in the Policy Manual and job description and may be changed from time to time by the Board.

The Chief Executive Officer shall:

- A. Serve as Chief Administrative Officer, responsible for the day-to-day operations of the Chamber.
- B. Serve as secretary to the Executive Committee and Board and cause staff to prepare and maintain all minutes and other official records.

- C. Be responsible for the management of all staff, including hiring, supervision and evaluation. All employment actions, as required by the policy manual, require approval of the Executive Committee.
- D. Be responsible for executing the program of work approved by the Board of Directors.
- E. Assist the Executive Committee and Vice Chair/Administration in preparing and following the annual budget.
- F. Be responsible for other duties that may be assigned by the Board, the Policy Manual or job description.

Article VIII | Books, Records, and Reports

Section 1. Annual report to members

The annual financial report will be posted on the Chamber website as soon as practical after year-end. Members are entitled to a printed copy of the report if requested.

Section 2. Inspection by Directors

Every Director has the absolute right at any reasonable time to inspect all books, records, and documents of any kind and the physical properties of the Corporation, except such records as may be deemed confidential personally identifiable information, designated confidential, or otherwise determined to be confidential by law.

Section 3. Maintenance & Inspection

The Corporation shall keep at its principal office the record of its members containing their names and addresses and the class of membership held by each (the "membership list"). This list is available for purchase by all members of the Chamber who are in good standing, upon payment of a reasonable copying charge. Or, available free of charge electronically.

Section 4. Maintenance & Inspection of Bylaws and Articles of Incorporation

A copy of the Corporation's Articles of Incorporation and bylaws, as amended to date, shall be maintained at the principal office of the corporation and shall be open to inspection by any member at all reasonable times during office hours.

Section 5. Maintenance & Inspection of Other Corporation Records

The Corporation's books and records of account and minutes of the proceedings of its members, Board of Directors, and committees of the Board shall be kept at the principal office of the corporation. The Minutes shall be kept in written form and the books and records of accounts shall be kept either in written or in any other form capable of being converted into written form. The minutes and books and records of account shall be open to inspection upon the written demand of any member at any reasonable time during office hours, for a purpose reasonable related to the member's interest as a member.

Article IX | Finances

Section 1. Funds

All money paid to the Chamber shall be placed in a general operating fund. Excess funds will be placed in a reserve account, established in a financial institution at interest.

Section 2. Disbursements

Upon approval of the budget, the CEO is authorized to make disbursements on accounts and expenses provided for the budget without additional approval of the Board of Directors. All disbursements shall be made by check. All checks shall require the signatures of two corporate officers, or the signature of one officer and the CEO.

Section 3. Fiscal Year

The fiscal year of the Chamber shall close on December 31st.

Section 4. Budget

The Executive Committee will present a budget for review and approval at the annual planning meeting.

Section 5. Financial Controls

The Board will, each month, review and approve a finance report.

The Board will, each year at the annual planning meeting, determine if an independent assessment of the financial records and procedures is necessary and if in the members' best interests.

Section 6. Bonding

The CEO and such other officers and employees as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the corporation. Directors and Officers Liability insurance must be maintained for the organization in an amount to be determined annually by the Board of Directors during the budget process.

Article X | Dissolution

The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. Upon dissolution of the corporation, 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.

Article XI | Parliamentary Authority

Roberts Manual of Parliamentary Procedure shall govern the proceedings of the Corporation's meetings.

Article XII | Amendments

These Bylaws may be amended or altered by a 2/3 majority of the Board of Directors at any regularly scheduled or special meeting, provided the notice for the meeting includes the proposals for amendments.

Article XIII | Priority of the Bylaws

These Bylaws provide broad guidance to the Board of Directors, officers, and CEO. The guidance is made specific in the Policy Manual and other Documents. In the event of conflict between the bylaws, the policy manual and other documents, these bylaws shall prevail.

These Bylaws were amended and presented for ratification on (Month/Day/Year)

Signature of the Chairman of the Board

Signature of the Corporate Secretary