



(AMENDED AND RESTATED)
BYLAWS OF
NATIONAL CITY CHAMBER OF
COMMERCE

Adopted by the Members and Board of Directors
on

October 18, 2016

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OF
NATIONAL CITY CHAMBER OF COMMERCE**

Article I - General

Section 1: Name & Offices. The National City Chamber of Commerce (hereinafter the “Chamber” or “Corporation”) is incorporated under the laws of the State of California as a nonprofit mutual benefit corporation. The principal office for the Chamber shall be located in the city of National City, County of San Diego, State of California. The Chamber may have such other offices, either within or outside the State of California, as it may determine from time to time.

Section 2: Purpose. Within the context of its general mutual benefit purposes, the Chamber’s specific purposes shall be to promote the general welfare and prosperity of the area business community. The Chamber’s mission statement is “to increase opportunities for members, businesses and advocates for its membership in matters related to business, government, and community relations.”

Section 3: Limitation of Methods. The Chamber shall observe all local, state and federal laws which apply to a nonprofit mutual benefit corporation organized under the laws of the State of California. Notwithstanding any other provision in these Bylaws, the Chamber shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of the Chamber, and the Chamber shall not carry on any other activities not permitted for a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States Internal Revenue law.

Section 4: Dedication of Property. All corporate property is irrevocably dedicated to the purposes set forth in Section 2. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, officers, members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Chamber for the accomplishment of its purposes. On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations and liabilities, the remaining assets of this Corporation shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the State of California.

Section 5: Construction. Unless the context requires otherwise, the general provisions, rules of

construction and definitions in the Nonprofit Corporation Law of the California shall govern the construction of these Bylaws.

Article II - Membership

Section 1: Class & Eligibility. The Chamber shall have one (1) class of members. Any person, association, corporation, partnership or estate having an interest in the objectives of this organization shall be eligible for membership. The Board of Directors may establish, from time to time, such other qualifications for eligibility to join the Chamber as a member as the Board of Directors determines is in the best interest of the Chamber. Membership is not transferrable. The Chamber shall not discriminate against any person or business based upon race, ethnicity, gender, age or any other basis that is against public policy.

Section 2: Election. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An applicant shall be accepted for active membership upon review and approval of the application by the President/ CEO or such other person(s) as may be designated by the Board of Directors. Any applicant so accepted shall become a member upon payment of all membership fees then due.

Section 3: Dues. Membership dues shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors or its delegates.

Section 4: Representation. Any person, association, corporation or partnership, upon becoming a member of the Chamber, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in writing in all matters concerning the Chamber.

Section 5: Termination of Membership. (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) Any member shall be terminated by the Board of Directors by a majority vote for non-payment of dues after 90 days from the due date, unless otherwise extended for good cause; (c) The occurrence of any event that renders the member ineligible for member status in accordance with these Bylaws, or failure to satisfy qualifications for such; or (d) Any member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber.

Section 6: Procedure for Termination. 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) or electronic mail, 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 be heard either orally or by submitting a written statement why the termination should not take place, which statement must be received in the Chamber office not less than five (5) days before effective date of termination. Any notice received in an untimely manner will constitute the waiver of such right. The Board of Directors, or an authorized committee or person, 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. Action challenging a termination, including the argument of a defective notice must be presented to the Board of Directors within one (1) calendar year after the termination date. The Board of Directors may set such conditions for reinstatement as it deems appropriate, or may simply require the former member to reapply for membership to the Chamber under the then-current standards and procedures for membership. Such reinstatement application following termination must be submitted to the Board of Directors for review; reinstatement may occur following majority vote of the Board of Directors in its sole discretion.

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 annual, regular membership meeting of the Chamber shall be held not less frequently than once per year. The annual meeting shall be held in January of each year at the Chamber's offices in the city of National City, unless the Board of Directors otherwise fixes a different place, date and time.

Section 3: Special Meetings. Special meetings of members for any lawful purpose may be called by the Board of Directors, the Chairman of the Board, or by five (5%) percent or more of the members, by written request (except when called by the Board of Directors) delivered in person or mailed or electronic communication, addressed to the Chairman, the Chairman-Elect, or the President/CEO at the Chamber office. The request shall specify the time desired for the meeting, not less than 35 or more than 90 days after the receipt of the request, and shall also 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 or more than 90 days after the receipt of the request. Within 20 days after receipt of the request, 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 the general nature of the business to be transacted at the meeting.

Section 4: Notices of Meetings. All notices of meetings of members shall be mailed or electronically mailed not less than 10 or more than 90 days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and (a) in case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall specify that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when such notice is given.

If action is proposed to be taken at any meeting to approve of (a) removal of Directors from office without cause, (b) filling vacancies on the Board of Directors, (c) approval of contracts between the Chamber and a Director or a corporation, firm or association in which a Director is

also a director or employee, (d) amendment of the Articles of Incorporation, or (e) election to wind up and dissolve the corporation, the notice shall also state the general nature of the proposal.

Notice shall be given by delivery in person, by mail or electronic mail addressed to the member at the address of the member appearing on the books of the Chamber or given by the member to the Chamber for the purpose of the notice. If there is not any such address, the notice shall be held for the member in the Chamber office or published in a newspaper in the city of National City.

Section 5: Waiver of Notice or Consent. The transaction of any member meeting, however called or noticed, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present either in person or by proxy, and (b) each member entitled to vote, not present in person or by proxy, signs a written waiver of notice before or after the meeting consenting to holding the meeting or approving the minutes. A member's attendance at a meeting shall also constitute a waiver of notice unless that member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 6: Record Date for Notice. Members in good standing at the close of business on the business date preceding the day on which notice is given, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board of Directors to fix a different record date.

Section 7: Quorum. The presence of fifty (50%) percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 4 above (and no other business may be transacted). The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

Section 8: Voting. Each member shall have one vote on each matter submitted to a vote of the members, and for each directorship to be filled at an election. Emeritus and ex-officio members shall have full voting power.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter (other than the election of Directors) shall be the act of the members, unless the vote of a greater number is required by law.

Section 9: Inspectors of Election. Before any meeting of the membership at which an election shall take place, the Chairman of the Board, with the approval of the Board of Directors, may

appoint three (3) members, other than the nominees for office, to act as inspectors at the meeting or any adjournment of the meeting. The Inspectors, if so appointed, shall (1) determine the existence of a quorum, (2) receive votes or ballots, (3) hear and determine all challenges and questions arising in connection with the right to vote, (4) count and tabulate all votes, (5) determine the results, and (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

Section 10: Action by Written Ballot. Any action that may be taken at any annual regular meeting or special meeting of members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. 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 to the Chamber, (iv) indicate the number of responses needed to meet the quorum requirement, (v) state the percentage of approvals necessary to pass the measure submitted, and (vi) specify the time by which the ballot must be received by the Chamber to be counted. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by the Chamber may not be revoked. All written ballots shall be filed with the President/CEO of the Chamber maintained in the records of the Chamber. The results of the written ballot shall be stated in the Chamber's next mailing or electronic mailing to members.

Section 11: Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned to another time and place by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 60 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Chamber may transact any business that might have been transacted at the original meeting.

Article IV - Board of Directors

Section 1: Authority. The government of the Chamber of Commerce, direction of its work, the control of its finances and property and the control and direction of its officers and employees shall be vested in a Board of Directors consisting of up to twenty-one (21) members, up to two (2) emeritus board members comprised of past presidents, and ex officio members as appointed by the Executive Committee. The specific number of directors shall be established from time to time by a resolution of the Board of Directors. Any reduction in the authorized number of members of the Board of Directors shall not result in a member of the Board of Directors being removed from office prior to the expiration of his/her term unless otherwise specifically named

in the process. The Board of Directors are responsible for the conform and management of the affairs, business and properties of the Chamber subject to limitations imposed by the Articles of Incorporation and State laws. The Board of Directors may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the State of California, the Articles of Incorporation, or these Bylaws.

Section 2: Term of Office. Each of the twenty-one (21) members of the Board of Directors shall serve no more than two consecutive terms. One full term consists of two (2) years. Board Term which shall be staggered as follows: ten (10) Board members shall be elected in even years, and the other eleven (11) Board members shall be elected in odd years. The directorships shall be elected on or before December 31 to serve their term beginning on or before January 30. No Director serving the maximum two consecutive terms, or Director elected by the Board of Directors to fill a vacancy of more than eighteen (18) months shall be eligible for re-election until after the lapse of one (1) year following his/her term.

Section 3: Selection and Election of Directors. At a regular or special Board of Directors meeting and at least thirty-five (35) days prior to the election, the Chairman shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of the Chairman of the Board, Immediate Past Chairman, Vice Chairman, the President/CEO and three (3) Board members appointed by the Chairman of the Board. The Chairman shall designate the chairman of the committee.

No later than twenty (20) days before the election, the Nominating Committee shall present to the President/ CEO a slate of (number of vacancies) candidates to serve two (2) 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. Upon receipt of the report of the Nominating Committee, the President/ CEO shall notify members by posting the nominations online of the names of persons nominated as candidates for directors. Within ten (10) days, members shall have the opportunity to submit additional names of candidates.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least three (3) qualified members 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.

If no petition is filed within the designated period, the nominating shall be closed and the nominated slate of (number of vacancies) candidates receiving sufficient votes to be elected shall be declared elected by the Board of Directors.

The directorships shall be elected on or before December 31 to serve their term beginning on or before January 30.

Section 4: Ballot. 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

(number of vacancies) candidates only. The President/CEO shall mail or electronically mail this ballot to all active members at least 15 days before the regular (month) Board of Director 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 its regular (month) Board of Directors meeting declare the (number) candidates with the greatest number of votes elected.

Section 5: Re-election. No member of the Board of Directors serving the maximum of two terms shall be eligible for re-election until after the lapse of one (1) year following his term, except as follows:

(a) This shall not apply to a Director who is elected Chairman of the Board for the coming year, even though he/she is a previously elected and retiring Director.

(b) This shall not apply to ex-officio or emeritus directors that may be appointed by the Executive Board of Directors, as they determine to be necessary, to serve as voting Directors to aid in their deliberations to serve only a one (1) year term, after which they are eligible for election to a two (2) year term.

Section 6: Seating. All newly-elected Directors shall be seated at the regular first meeting of the Board of Directors following the vote and shall be participating Directors thereafter.

Section 7: Director Proxies. Every Director entitled to vote shall have the right to do so in person but may not vote by proxy. Each Director is entitled to only one (1) vote on matters presented for action at a Board of Director's meeting or Committee meeting.

Section 8: Absences. A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board of Directors. A member of the Board of Directors who shall be absent from more than four (4) regular meetings of the Board of Directors during one year shall be automatically dropped from membership on the Board.

Section 9: Meeting Place and Procedures. Meetings of the Board of Directors shall be held in the Chamber office or at any other place that is designated from time to time by the Board of Directors. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

Section 10: Regular Meetings. Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the Chairman-Elect, or any two directors.

Section 11: Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman, the Chairman-Elect, or any two (2) Directors.

Notice of the time and place of any special meetings 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 or electronic communications at the Director's address shown on the records of the Chamber. The notice need not specify the purpose of the meeting.

Section 12: Quorum. One-third (1/3) of the authorized number of Directors, which includes the executive committee, is a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number required by law. If during a meeting at which a quorum was initially present some Directors leave rendering the meeting without a quorum, the Board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

Section 13: Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

Section 14: 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 adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 15: Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the Board of Directors.

Section 16: Removal and Resignation. Any member of the Board of Directors may be removed from office any time by a majority of vote of the voting members wherever in their judgment removal is in the best interest of the Chamber. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the Chairman, or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 17: Vacancies. A vacancy on the Board of Directors occurs on the death, resignation or removal of a member of the Board of Directors; and whenever the authorized number of members of the Board of Directors is increased which may be done as needed from time to time. Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by

the Chairman of the Board and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a Director by the members may be filled only by the members, in the manner provided for election of a Director. A Director elected in either manner to fill a vacancy on the Board of Directors shall complete the balance of the term to which elected.

Section 18: Fees and Compensation. Directors and members of committees shall serve without compensation for their services except that they may be reimbursed for reasonable expenses incurred in conducting business of the Corporation, subject to pre-approval. This shall not preclude any Director from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

Section 19: Duty of Care and Loyalty. It is the obligation of each Director of the Corporation to perform his or her duties in good faith, in a manner such Director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a Director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a Director may serve.

Article V - Officers

Section 1: Determination of Officers. Prior to or promptly after the annual election of the new Directors, the Nominating Committee for Directors shall nominate a slate of officers for the next year. Officers to be nominated are: Chairman of the Board, Vice Chairman, Secretary, and the Treasurer. The Directors shall meet and elect the above officers. The Board of Directors may establish such other officers as are necessary to transact the business of the Chamber. All officers must be members of the Board of Directors; however, an outgoing Director who would otherwise be ineligible for re-election, may be elected Chairman of the Board and serve on the Board and Executive Committee during his/her term of office. The Immediate Past Chairman shall also serve on the Board during his/her term of office. All officers shall serve for a term of one (1) year or until a successor assumes the duties of office and they shall be voting members of the Board.

Section 2: Duties of Officers.

(a) Chairman of the Board. The Chairman of the Board, now also known as Chairwoman of the Board” or “Chairperson of the Board” shall, subject to the control of the Board of Directors, have general supervision, direction and control of the policies of the Chamber; shall preside at the meetings of the Board of Directors, of the members, and of the Executive Committee; shall be an ex-officio member of all Chamber committees; and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by these Bylaws. The Chairman of the Board shall, in conjunction with the President/ CEO, shall determine all committee chairpersons, subject to the approval of the Board of Directors

(b) Immediate Past Chairman. The Immediate Past Chairman shall perform such duties as may be assigned to them by the Chairman or the Board of Directors.

(c) Vice Chairman. The Vice Chairman of the Board of Directors shall normally but not necessarily be elected as Chairman of the Board in the year immediately following the year in which he or she serves as Vice Chairman of the Board of Directors. In the absence or disability of the Chairman of the Board, the Vice Chairman of the Board shall perform the duties of the Chairman of the Board, and when so acting shall have the powers of, and be subject to the restrictions upon, the Chairman of the Board of Directors. The Vice Chairman of the Board of Directors shall have such other powers and perform such other duties as from time to time may be prescribed by the Chairman of the Board, the Board of Directors, or these Bylaws.

(d) Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer is responsible for assisting in preparing the budget for the year with the President/CEO and the Executive Committee.

(e) Secretary. The Secretary shall take notes of each meeting and shall assist with the preparation of notices and agendas, and prepare minutes of meetings of the Board of Directors and the Executive Committee, and copy President/ CEO.

(f) President/ CEO. The Board of Directors shall employ a President/ CEO who shall be a non-voting staff member eligible to attend Board of Director meetings. The President/ CEO acts as the chief administrative and executive officer of the Chamber. The President/CEO will have the following duties and responsibilities:

The President/ CEO shall serve as an advisor to the Chairman of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber. The President/ CEO shall be responsible for the business plan and implementation of the business plan in accordance with the policies and direction of the Board of Directors.

The President/ CEO shall be responsible for hiring, discharging, directing and supervising all employment, employee and volunteer activities.

The President/ CEO shall be responsible for the preparation of an operating budget, in conjunction with the Treasurer, covering all activities of the Chamber. He/she shall submit it to the Executive Committee for its adoption, which in turn shall forward it to the Board of Directors for approval. The President/ CEO shall also be responsible for all accountings and expenditures with approved budget allocation.

The President/ CEO and the Chairman shall serve as primary spokespersons for the Chamber, for external communications.

(g) Other Officers. The Board of Directors of the Chairman of the Board may designated such other subordinate officers with such duties as may be necessary or advisable for the conduct of the Chamber's affairs.

Section 3: Executive Committee. The Executive Committee shall be composed of the Chairman of the Board, Immediate Past Chairman, Vice Chairman, Secretary, Treasurer, and up to three (3) members of the Board of Directors who shall be appointed by the Chairman, subject to the approval of the Board of Directors. The Executive Committee shall be available on the call of the Chairman to assist and advise the Chairman and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board of any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum. Minutes from Executive Committee meetings shall be made available to the full board upon its next regular session.

Section 4: Resignation of Officers. Any Officer may resign, effective immediately or at a later time specified by the Officer, by a written notice to the Chairman or the Board of Directors.

Section 5: Vacancies. Except as otherwise provided in these Bylaws, vacancies in offices, except for the office of the Chairman or President, shall be filled by appointment by the Chairman and President until the next annual business meeting of the members.

Section 6: Fees and Compensation. Officers shall generally serve without compensation for their services except that they may be reimbursed for reasonable expenses incurred in conducting business of the Corporation, subject to pre-approval. This shall not preclude any Officer from serving the Chamber in any other capacity, as an agent, employee, or otherwise, and receiving compensation for that service subject to an agreement.

Article VI – Committees

Section 1: Appointment and Authority. The Board of Directors may from time to time establish one or more standing committees, special committees or executive committees. The Chairman of the Board, with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. Committee Chairpersons must be active Chamber members. Voting committee members must be active chamber members. Non-Chamber members may serve as advisory committee members but do not carry an active vote on committees. The Chairman may 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 and pleasure of the term of the appointing Chairman and shall serve concurrently with the term of the appointing Chairman unless a different term is approved by the Board of Directors.

It shall be the function of committees to conduct investigations and studies, hold hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. Only committees comprising of voting Directors may hold authority to act for the Board of Directors. Advisory committees holding non-voting Directors may not hold authority to act for the Board of Directors but may serve as purely advisory committees.

Section 2: Absences. A member of the Committee who shall be absent from two (2) consecutive regular Committee meetings shall automatically be dropped from membership on the Committee, unless confined by illness or other absence approved by a majority vote of those voting at any

meeting of the Committee. A member of the Committee who shall be absent from more than thirty (30%) percent of the regular meetings of the Committee during one year shall be automatically dropped from membership on the Committee.

Section: 3 Limitation of Authority. No action by any member, committee, Director or Officer shall be binding upon, or constitute an expression of the policy of, the Chamber until it shall have been approved or ratified by the Board of Directors, or unless the Board of Directors vests authority upon such committee to take action (except as may be limited by Section 7212 of the California Corporations Code or its successor statute). Committees shall be discharged by the Chairman of the Board 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 4. Committee Funds. Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the Chamber and are not the property of individual committees

Article VII - Finances

Section 1: Funds. All money paid to the Chamber shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose. Monthly and quarterly accountings shall be provided by the President/CEO to the Board.

Section 2: Disbursements. Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be by check that shall be signed by the President/CEO for payments not to exceed the amount provided for in the Chamber's policies and procedures or established by resolution of the Board of Directors. All other checks shall be signed by the President/CEO and countersigned by an officer who has been authorized by the Board of Directors or by two officers.

Section 3: Fiscal Year. The fiscal year shall begin on January 1 and shall end December 31.

Section 4: Budget. The Executive Committee shall adopt a budget for the coming fiscal year and submit it to the Board of Directors for approval at its regular meeting in December.

Section 5: Fidelity Bond. If the Board of Directors so chooses, the Executive Committee and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in amounts set by the Board of Directors and paid for by the Chamber.

Section 6: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records. A copy of the Chamber's Articles or Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any member or Director at all

reasonable times during office hours in accordance with California law. All Chamber members, Directors and Officers are required to follow and honor the Bylaws and policies and procedures of the Chamber, including the spirit and intent of each document.

The Chamber's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the office of the Chamber. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member. Without imposing any duty to provide photocopies of its books and records, the Chamber is entitled to charge a reasonable fee for providing photocopies of any book or record requested.

Article VIII - 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 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 or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors that is exempt from income taxes under Section 501 (c)(3) or 501 (c)(6) of the Internal Revenue Code.

To formally dissolve, the Board of Director's remaining directors, if not all remain, are permitted to vote to voluntarily wind up and dissolve the Corporation even if there are not enough Directors to meet quorum only where the Corporation is already authorized to dissolve by approval of the Board of Directors in accordance with California law.

Article IX – Indemnification Clause and Insurance

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reasons of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code. Except that no person shall be entitled to indemnification for any liability arising out of conduct constituting any of the following: (i) receipt by an Officer or Director of a financial benefit to which the Officer or Director is not entitled; (ii) an intentional infliction of harm upon the Corporation; or (iii) an intentional violation of law.

The corporation shall have power to purchase and maintain insurance on behalf of any Officer, Director, employee or other agent of the corporation against any liability asserted against or incurred by the that person in such capacity or arising out of their status as such whether or not the corporation would have the power to indemnify the person against such liability under Section 5238 of the Corporations Code.

Article X - Conflicts

No member of the Board of Directors or Officer of the Chamber shall have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Chamber, unless (a) the material facts about the financial interest are fully disclosure, (b) such contract or transaction is authorized in good faith by the Board of Directors. Financial interest and disclosure responsibilities are more described in full in the Chamber's Conflict of Interest policy. Each Director and principal Officer of the Chamber shall annually sign the Conflict of interest policy, copies which are kept in the Chamber's office.

Article XI - Amendments

These Bylaws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they 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.

Article XII – Supermajority Vote

Section 1: Supermajority Vote of Directors. Notwithstanding the provisions herein, neither the Real Property nor any portion thereof may be sold, conveyed, encumbered or otherwise transferred without the affirmative vote of three-fourths of the Board of Directors.

Section 2: Supermajority Vote of Members. Notwithstanding the provisions herein, neither the Real Property nor any portion thereof may be sold, conveyed, encumbered or otherwise transferred without the affirmative vote of three-fourths of the members in addition to the vote of the Board of Directors required by the preceding Section 1.

Section 3: Supermajority Vote of Directors and Members. Notwithstanding the provisions of herein, the Bylaws may not be amended to alter, modify or repeal the provisions of the preceding Sections 1 and 2 without the affirmative vote of three-fourths of the members and the affirmative vote of two-thirds of the Board of Directors of the Chamber.

[SECRETARY'S CERTIFICATE ON THE FOLLOWING PAGE]

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the National City Chamber of Commerce, a California non-profit mutual benefit corporation; that these bylaws, consisting of sixteen (16) pages, are the Amended and Restated Bylaws of this organization as adopted by the Board of Directors on October 18, 2016; and that these bylaws have not been amended or modified since that date.

Executed on October 18, 2016 at National City, California.

Secretary of the Board

ACKNOWLEDGED BY:

Chairman of the Board