

BYLAWS

OF

ALAMEDA CHAMBER OF COMMERCE

Last Amended June 20, 2022

Includes draft amendments through 1/31/24 Clean format

ARTICLE I

Name, Principal Office, Mission, and Restrictions

- 1.01 *Name.* The name of the corporation is Alameda Chamber of Commerce (“Chamber”), a California nonprofit mutual benefit corporation.
- 1.02 *Principal Office.* The Board of Directors ("Board") shall determine the location of the principal office of the Chamber.
- 1.03 *Restrictions.* All policies and activities of the Chamber shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Chamber is organized and operated, and applicable tax-exemption requirements.

ARTICLE II

Members

- 2.01 *Membership Qualifications.* Membership in the Chamber is extended to persons or firms interesting in advancing the purposes of this corporation, and who conform to other membership conditions and requirements established in writing by the Chamber.
- 2.02 *Membership Application Procedures and Requirements.* The Board shall establish written criteria, forms and procedures for application for and admittance to membership.
- 2.03 *Membership Representative.* Each member that is not a natural person shall designate a representative who shall act as the agent with respect to all Chamber matters.
- 2.04 *Member in Good Standing.* A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Chamber, and who has not been found by the Chamber to be in violation of membership conditions and requirements established by the Chamber. Memberships in the Chamber are non-transferable.

- 2.05 *Member Obligation to Follow Chamber Rules.* Each member of this Chamber agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the Chamber.
- 2.06 *Termination.* A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Chamber; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; (d) failure to abide in the lawful decisions of any duly constituted committee of the Chamber, and (e) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.
- 2.07 *Discipline.* A member may be publicly reprimanded, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Chamber's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Chamber, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Chamber. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, as determined by the Board, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

- 2.08 *Member Liability.* No member of the Chamber shall be personally or otherwise liable for any of the debts or obligations of the Chamber.

ARTICLE III

Dues

- 3.01 *Dues.* The Chamber President/CEO shall, in consultation with the Finance Committee, propose membership dues rates/changes based on the chamber's financial needs, membership service levels, and market benchmarks. The proposed dues amount will be incorporated into the proposed annual budget, which shall be presented to the Board of Directors for review and approval. The Board may also set and fees, make assessments and set the terms of payment.
- 3.02 *Delinquency.* Any member of the Chamber who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.
- 3.03 *Refunds.* No dues will be refunded except as approved by a two-thirds vote of the Board of Directors or its designee, in its sole and final discretion.

ARTICLE IV

Membership Meetings

- 4.01 *Annual Membership Meeting.* The Chamber shall hold an annual meeting of the regular membership through their designated representatives at the place and on the date that the Board determines. At the annual meeting, the Board shall report the activities of the Chamber to the members, and other business shall be transacted as may be properly brought before the meeting.
- 4.02 *Special Meetings.* The President, the Board or five (5) percent or more of the members may call special meetings of the regular membership.
- 4.03 *Notice.* The Board must give Chamber members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting. Members in good standing at the close of business on the business day preceding the date which notice is given are entitled to notice of a general meeting and notice of any changes to the date of the meeting.
- 4.04 *Quorum, Voting.* The presence of five percent (5%) of the regular membership constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting.
- 4.05 *Action Without a Meeting: Written Ballot.* Any action which may be taken at a meeting of the members, including selection of nominees for Director positions, may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

ARTICLE V

Board of Directors

- 5.01 *Board of Directors.* The Board is the governing body of the Chamber and has authority and is responsible for the supervision, control, and direction of the Chamber.
- 5.02 *Eligibility and Number of Directors.* The authorized number of Directors of the Chamber shall be no less than twelve (12) and no more than twenty-two (22) until changed by an amendment of the Bylaws, by the vote or written assent of members entitled to exercise a majority of the voting power of the Chamber, or by the vote of a majority of a quorum at a meeting of members duly called pursuant to the Bylaws. The exact number of Directors shall be set from time to time by the Board, but no Director may be removed from office through a reduction in the number of Directors.

With the exception of the President/CEO, Chamber Members in good standing are eligible for membership on the Board with the exception of employees of any governmental organization. Such employees are only able to serve on the Board in an ex-officio status.

With the exception of the President/CEO, Directors and other volunteer leaders shall receive no financial compensation for their services but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of the Chamber by that volunteer leader in accordance with rules and procedures established by the Board.

The Board is comprised of the following: The Chairperson, Chairperson-Elect, Vice-Chairperson, Treasurer/Secretary, Immediate Past Chairperson, President/CEO and Directors-at-Large, all serving three-year staggered terms. All are voting members except for the President/CEO, who shall serve in an ex officio capacity, without the right to vote.

- 5.03 *Nomination.* At the regular August board meeting the Executive Committee, alongside the President/CEO shall constitute a Nominating Committee. The Committee will designate the chairperson of the committee. The Committee will, within a period of not less than thirty (30) days prior to selection of nominees, propose candidates equal to the number of vacancies to be filled. Ballots will include a provision for write-in candidates. Nominees must be Members in good standing at the time they are nominated. The Nominating Committee will take into account the objective of achieving a balance among industrial, distributive, retail, service and professional industry representation among board members. A business may be represented on the Board by a maximum of one person.

Notification of the names of these candidates shall be given to the general membership within 14 days prior to the deadline for voting.

The general membership shall, during the annual membership meeting or mail ballot, select the nominees for approximately one-third of the authorized number of Directors. The selected nominees shall be elected to office by the Board within 15 days of their selection by the general membership.

The newly elected Directors shall take office immediately upon installation and no later than the first scheduled board meeting of the year following election and shall serve until a successor is elected and installed.

The Board may, by resolution, designate one or more ex-officio or honorary Directors. The persons serving as ex-officio or honorary Director will not have voting rights.

Additional appropriate nomination, election, and re-election requirements and procedures may be determined by the Board.

- 5.04 *Election, Term of Office and Term Limits.* Directors serve staggered terms of three years, upon election and installation. Each year the nominees for Board positions shall be selected by the general membership, and those selected by the general membership shall be elected to the Board to replace those whose terms are expiring. A Director may be eligible for a second term only upon recommendation by the Nominating Committee and approval by the Board. Terms are not extended by virtue of holding an officer position, including the position of Immediate Past Chairperson. A minimum of one (1) full year must elapse before a previous Director may be re-elected to the Board.
- 5.05 *Vacancies.* If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.
- 5.06 *Meetings.* Any officer or any two Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects. No business may be transacted at a Special meeting other than

matters the general nature of which was set forth in the meeting notice. Notwithstanding other provisions of this Article, attendance at Board meetings shall be in person except as may otherwise be permitted with the consent of the Chairperson or as may be permitted by written policies established by the Board.

- 5.07 *Notice.* The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, telegraph, email or facsimile.
- 5.08 *Quorum.* Not less than forty percent (40%) of the directors then in office shall be necessary to constitute a quorum of the Board.
- 5.09 *Board Action.* 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. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.
- 5.10 *Meeting Attendance.* The office of any elected Director, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than a highly compelling (in the judgment of the Board) business or family matter or participation in Chamber business) from three regular meetings of the Board of Directors per year, may be declared vacant by the Board of Directors.
- 5.11 *Conduct of Meetings.* The Board shall adopt and adhere to an appropriate parliamentary procedure in the conduct of its meetings.
- 5.12 *Meeting by Conference or Other Electronic Means.* Members of the Board may, to the extent permitted by the chairperson or as may be permitted by written policies established by the Board, participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.
- 5.13 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.
- 5.14 *Removal of Director:* A Director may be removed for any lawful reason with a three-fourths vote of the Board.

ARTICLE VI

Officers

- 6.01 *Officers.* The officers of the Chamber shall be a Chairperson, Chairperson-Elect, Vice-Chairperson, Secretary/Treasurer and Immediate Past Chairperson (to the extent that they serve as a member of the Board of Directors), and the President/CEO (who shall have no voting rights).
- 6.02 *Qualifications.* With the exception of the President/CEO, each officer shall be a member who is either an individual or a principal, partner or corporate officer of a regular member company.
- 6.03 *Election and Term of Office.* With the exception of the President/CEO, the officers shall be elected by the Board at its next regular meeting after the election of directors, and they shall serve terms of one year. Officers shall take office immediately upon installation or no later than the first regular board meeting of the year following the election and continue in office until a successor is elected and installed. The Chairperson may serve, at the discretion of the Board by a majority vote, and with the agreement of the Chairperson, a maximum of two (2) years.
- 6.04 *Vacancies.* Vacancies in Officer positions shall be filled by the Board to serve until expiration of that term of office.
- 6.05 *Duties.* The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the Chair-Elect acts in place of the President when the President is not available; and the Treasurer/Secretary is the chief financial officer.
- 6.06 *President/CEO.* The President/CEO is the chief administrative officer of the Chamber. The President/CEO is appointed by and serves at the pleasure of the Board. It is the duty of the President/CEO to conduct the day-to-day operation of the organization. He/she will sign in conjunction with the Chairperson or Chairperson-Elect or Treasurer, checks, drafts, promissory notes and other documents within the limits set by the Board of Directors. The President/CEO is primarily responsible for the hiring, discharging, directing and supervising of all employees of the Chamber, subject to oversight by the Executive Committee. The President/CEO is a non-voting member of the Board and all committees. He/she will perform such duties as may be incident to his/her office, subject to the direction of the Board. Upon his/her termination of office, he/she must deliver to the Board of Directors all books, papers and property of the Corporation in good condition.

The annual performance and conditions of employment, including compensation, of the President/CEO will be reviewed and established annually by the Executive Committee. The President/CEO is the primary spokesperson for the Chamber.

ARTICLE VII

Executive Committee

- 7.01 *Composition.* The Executive Committee shall consist of the Chairperson, Chairperson-Elect, Vice-Chairperson, Treasurer/Secretary and the Immediate Past Chairperson. The Chairperson

shall serve as Chairman of the Executive Committee. The President/CEO is a non-voting member of the Executive Committee.

- 7.02 *Authority.* The Executive Committee shall act in the place and stead of the Board between Board meetings on all matters except those specifically reserved by the Board. The Executive Committee shall report its actions to the Board no later than the next meeting of the Board.

ARTICLE VIII

Other Committees

- 8.01 *Other Committees.* The Board may form, revise or terminate other committees on such terms and conditions as it deems to be appropriate.

ARTICLE IX

Indemnification and Insurance

- 9.01 *Indemnification.* To the fullest extent permitted by the law, the Chamber shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Chamber's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.
- 9.02 *Insurance.* The Chamber may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE X

Emergency Action

- 10.01 *Emergency Action.* The Board of Directors or Executive Committee of this Chamber may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Chamber and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Chamber, in its sole discretion, upon conclusion of the emergency.

ARTICLE XI

Amendment of Bylaws

- 11.01 *Amendment of Bylaws.* These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.

ARTICLE XII

Interpretation

12.01 *Interpretation.* These Bylaws constitute a written agreement between the Chamber and its members, Directors and officers. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law that supplements and controls these Bylaws.

Robert's Rules of Order, latest edition, shall govern all matters of parliamentary procedure except as may otherwise be addressed by law, these Bylaws, Chamber policies, or this Board.

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