

**King City and Southern Monterey County  
Chamber of Commerce and Agriculture**

**Bylaws as of July 17, 2008**

**Article 1 – General**

**1.1 Incorporation, Name.** This organization is incorporated under the laws of the State of California, and shall be known as the “King City and Southern Monterey County Chamber of Commerce and Agriculture”, (hereinafter “Chamber”).

**1.2 Purpose.** The purpose of the Chamber shall be to represent and assist the community of King City in the development and pursuit of goals and program which will beneficially improve the economic well-being and quality of life and advancement of commercial, agricultural, industrial, civic and general interests of King City.

**1.3 Compliance with Law.** The Chamber shall observe and adhere to all local, state and federal laws which apply to a non-profit organization as definite in Section 501c(6) of the Internal Revenue Code.

**Article 2 – Membership**

**2.1 Eligibility.** Any firm, individual association, corporation, partnership, limited liability company, estate, or other organization which subscribes to the purpose of the Chamber shall be eligible to apply for membership.

**2.2 Election to Membership.** Applicants for membership shall be in writing on forms provided for that purpose, and signed by the applicant or the chief executive officer thereof. Election to membership shall be by the Board of Directors, and the membership of applicants so elected shall become effective upon payment of the regularly assessed investment as provided in these Bylaws.

**2.3 Investments.** Membership investments shall be at such rate or rates, schedule or formulas, as may from time to time be prescribed by the Board of Directors, payable annually in advance or on such other terms as the Board of Directors may approve. By a two-thirds vote of the Board of Directors, a member's investment may be waived if the membership materially serves the purpose of the Chamber and the member is unable to pay the required investment.

Any member for whom the required investment is so waived shall be an "Honorary" member having all the rights and privileges of membership except the right to vote and the right to serve on the Board of Directors.

**2.4 Representation.** Any member may at any time designate in writing, signed by the chief executive officer of the member or the individual if the member is an individual, a representative to exercise its rights of membership, including the member's voting rights. In the absence of such a designation, all rights of membership shall vest with the chief executive officer of the member, or the individual member if the member is an individual.

**2.5 Termination of Membership.**

**2.5.1 Voluntary Termination.** Any member may resign voluntarily from the Chamber upon written request to the Board of Directors. In any voluntary resignation from Chamber membership, any membership investment already paid to the Chamber shall be forfeited to the Chamber.

**2.5.2 Non-Payment of Investment.** A membership may be terminated, by a majority vote of the Board, for nonpayment of the regularly assessed membership investment, provided at least 90 days has elapsed since the due date for payment thereof.

**2.5.3 Expulsion, Rights of Appeal.** Any member may be expelled for conduct unbecoming or prejudicial to the purpose of the Chamber. If the Board determines, by a two-thirds vote at a regular meeting, that such an expulsion is warranted, the President shall notify the member in writing within five days after the Board's action of (1) the intended expulsion and the reasons therefore, and (2) the member's right to request reconsideration of the expulsion and procedures for doing so. Any such request must (1) be in writing and addressed to the President care of the Chamber Office, (2) be received at the Chamber office within 15 days following the date the notice of the intended expulsion is sent to the member, and (3) state the reasons why reconsideration should be granted. If no such request is received at the Chamber by said deadline, it shall automatically become effective on the day following the deadline for requesting reconsideration; if such a request is received at the Chamber on or before the deadline for its submission, the Board shall reconsider the expulsion at its next regular meeting after said deadline and may, by a two-thirds vote, uphold the expulsion, in which case it shall become effected immediately, or the expulsion shall be voided. There shall be no refund of membership investments paid by an expelled member.



### Article 3 – Board of Directors

**3.1 Composition of the Board of Directors.** The Board of Directors (hereinafter “Board”) shall consist of 15 - 20 regular Chamber members in good standing. If the immediate past President of the Board is not eligible for membership on the Board or is not reelected to the Board, he or shall nonetheless serve as an additional voting member of the Board during the year immediately following his or her term as President. The Board may, by majority vote, appoint any other person to the Board as ex-officio non-voting members for the purpose of facilitating liaison with other segments of the community important to the business community or for other reasons which serve the purpose of the Chamber; such appointees shall serve at the pleasure of the Board.

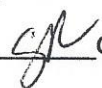
### 3.2 Term and Election to the Board

**3.2.1 Qualification for Board Membership.** Voting members of the Board shall be members in good standing, or designated representatives thereof, and shall have agreed to accept the responsibilities of a directorship. No director may be elected to a third consecutive term; provided however that an appointment to the Board to fill a vacancy, as herein provided, shall not constitute a term for purposes of this sentence.

**3.2.2 Term.** Elected Directors shall serve two-year terms, which terms shall commence on January 1<sup>st</sup> following their election, and end of on December 31<sup>st</sup> thereafter. One half of the elected Directors shall be elected in odd numbered years, and one half of the elected Directors shall be elected in even numbered years, as hereinafter provided. The term of persons appointed to fill a vacancy in the voting membership of the Board shall run to the date of expiration of the directorship they were appointed to fill.

**3.2.3 Nominating Committee.** At the regular July Board meeting each year, the President shall present for approval by the Board a Nominating Committee which shall consist of three members, at least two of whom shall be voting Directors, and at least one of whom shall be the President Elect who shall chair the Nominating Committee. The Chamber Office Manager shall also be an advisory, non-voting member of the Nominating Committee. At the regular August meeting of the Board, the Nominating Committee shall present to the Board, for approval or modification by majority vote, a slate of qualified nominees for voting membership on the Board, the number of which shall be equal to the number of voting directorships to be filled that year.

**3.2.4 Nominations by Petition.** Within 25 days after the regular August meeting of the Board, the President shall send to all chamber members in good standing a notice naming the candidates whose nominations have been approved by the Board, and advising them of (1) their rights to place in nomination by petition the names of other qualified members of the



Chamber, (2) the requirement that any such petition must be signed by at least ten voting members of the Chamber, and (3) the deadline for returning such petitions to the Chamber Office, which deadline shall be the tenth day after the sending of this notice. The Nominating Committee shall review all such petitions received, and its determination as to validity, judged exclusively on compliance with these Bylaws, shall be final.

**3.2.5 Election of Directors – No Nominating Petitions Received.** If no valid petitions are received pursuant to Section 4.2.4, then at the regular October meeting of the Board the nominees approved at the Board's regular August meeting shall be declared elected by the President without further vote.

**3.2.6 Election of Directors – Valid Nominating Petitions Are Received.** In preparation for possible nominations pursuant to Section 4.2.4, the Board, at its regular September meeting, shall appoint a panel of three election judges who are not nominees for election to the Board, one of whom is a voting Board member and two of whom are not Board members but are Chamber members in good standing. If one or more valid petitions are received from Chamber members pursuant to Section 4.2.4, then this panel shall oversee the election of Directors as follows:

a. A ballot shall be prepared which includes the names of the nominees approved by the Board pursuant to Section 4.2.3, and the names of nominees presented in valid petitions from Chamber members, all arranged in a single list by alphabetical order. This ballot shall be sent to all voting members of the Chamber, and shall set forth the maximum number of candidates for which a Chamber member may vote and the deadline for return of the ballots to the Chamber office, which deadline shall be the tenth day after this ballot is sent to the member.

b. All ballots timely returned shall be counted and the candidates receiving the greatest numbers of votes, up to the number of candidates needed to fill the open directorships shall be announced to the Board at its regular October meeting, and shall be deemed elected.

**3.3 Seating of New Directors.** All newly elected Directors shall be seated at the regular November meeting of the Board and shall be participating members of the Board thereafter, with voting rights beginning on the next succeeding January 1<sup>st</sup>.

**3.4 Removal of a Director.** An elected Director may be removed from a directorship, and the directorship declared vacant, if, by a two-thirds vote of the Directors present at a regular meeting of the Board, the Board determines that the Director has acted in a manner which is contrary to these Bylaws or materially detriment to the purpose of the Chamber, or the



Director has demonstrated lack of interest in service on the Board by missing three or more consecutive meetings thereof.

**3.5 Vacancies.** In the event of a vacancy created by the removal, resignation or inability to serve of any elected Director, the Board shall fill the vacated directorship, by majority vote, with a person who meets the qualifications for Director set forth in Section 4.2.1.

**3.6 Board Meetings.** The Board shall meet not less than once each month, and hold additional meetings as may be called by the President.

**3.7 Quorum.** 60% of voting members of the Board shall constitute a quorum for transacting business, except as a greater number may be required by applicable law. A meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken, other than adjournment of the meeting, shall require the vote of at least the majority specified in these Bylaws of the number required to constitute a quorum.

**3.8 Duties and Authorities of the Board.** The Board shall govern the activities and programs of the Chamber in all respects, shall have final authority over policies and budgets of the Chamber, and shall, as herein provided, employ a Chamber Office Manager and such other employees as it deems necessary to conduct the administration of the Chamber's activities and programs. All actions, policies and budgets of the Board shall be recorded and maintained in minutes or other appropriate records.

**3.9 Conduct of Directors.** No Director shall speak for the Board or the Chamber except in accordance with direction or policies approved by the Board. No Director shall act in any way which is contrary to the purpose of the Chamber or which brings discredit to the Chamber. No Director shall vote, or participate in the debate, on any issue wherein there is a conflict between the interests of the Chamber and the interest of the individual Director.

#### Article 4 – Officers

**4.1 Officers, Qualifications, Terms of Office.** The elected officers of the Chamber shall be a President, a President Elect, a Treasurer, a Secretary and such other officers as the Board of Directors may from time to time determine, all of whom shall have been elected, or appointed pursuant to Section 4.5, to voting membership on the Board for terms that include their terms in these offices. These officers shall serve terms of one year commencing on January 1<sup>st</sup> and ending on the next succeeding December 31<sup>st</sup>.

**4.2 Election of Officers.** Within five days following the regular election each year of new Board Directors the President shall appoint three Directors, one of whom shall be the President

Elect, to serve as a Nominating Committee for officers for the next calendar year. The Chamber Office Manager shall be an advisory, non-voting member of this Nominating Committee. This Nominating Committee shall select and secure the acceptance of one or more nominees for each elected officer position. The President Elect shall automatically be the nominee of the Nominating Committee for President unless the President Elect is unwilling or unable to serve. These nominations shall be presented to the Board at its regular November meeting, whereupon the Board may nominate other qualified candidates before declaring the nominations closed and proceeding to the election of the new officers. A majority of the voting members present at said meeting shall be required for election.

#### **4.3 Duties of Officers**

**4.3.1 President of the Board.** The President shall preside at all meetings of the Chamber's membership, the Board and the Executive Committee, and shall, with the approval of the Board and/or in accordance with these Bylaws, or policies, budgets and programs approved by the Board, and with the advice and assistance of the Chamber Office Manager, assign and define the duties of the officers and committees of the Chamber. With the council of the Executive Committee including the Chamber Officer Manager, the President shall appoint a chairman for, and shall assist in the selection of members to serve on, the various standing and special committees of the Chamber.

**4.3.2 President Elect.** The President Elect shall exercise the powers and duties of the President in the absence of the President, and shall automatically be one of the nominees for the President in the next succeeding calendar year. The President Elect shall, with the advice and assistance of the Chamber Office Manager, be responsible for and oversee all planning of the Chamber's activities and programs for the year in which he or she shall serve as President.

**4.3.3 Treasurer.** The Treasurer shall chair the Chamber's Finance Committee and shall, with the advice and assistance of the Chamber Office Manager, oversee the performance of its responsibilities as later set forth herein.

**4.3.4 Other Officers.** All other chairmen of the Chamber shall be responsible for the oversight of such activities as the Board may determine in establishing such chairmanships, or as directed by the Board or the President.



## **Article 5 – Chamber Office Manager**

**5.1 Chamber Office Manager.** The Chamber Office Manager shall be an employee of the Chamber appointed by and serving at the pleasure of the Board of Directors. The Board may, as it deems appropriate, delegate its authority over the Chamber Office Manager to the Executive Committee. The Chamber Office Manager shall be the chief executive officer of the Chamber, with primary responsibility for execution of the programs, policies, budgets and activities of the Chamber in accordance with directions of the Board or the Executive Committee. The Chamber Office Manager, with the advice and assistance of the Board officers, shall serve as the primary spokesperson for and representative of the Chamber to the public and other bodies before which the Chamber has business. The Chamber Office Manager shall also serve as the Secretary of the Chamber and be responsible for the proper making and maintenance of all official records of the Chamber, and for the preparation and submission or distribution of such reports as the law may require of the Chamber.

## **Article 6 – Committees of the Chamber**

**6.1 Standing Committees.** The following shall be standing Committees of the Chamber:

**6.1.1 Executive Committee.** The Executive Committee shall be composed of all elected Officers of the Chamber, the immediate past President, and the President of the Chamber who shall be a non-voting member. The Chamber Office Manager shall be an advisory and non-voting member of the Executive Committee. The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for all its actions. The Executive Committee shall also serve as the standing Personnel Committee of the Chamber.

**6.1.2 Finance Committee.** The Finance Committee shall be responsible for the preparation of all budgets, which budgets shall require the approval of the Board, and for adherence to said budgets, and for all accounting and financial reporting pertaining thereto as required by law or these Bylaws or as directed by the Board. It shall consist of not less than three Directors, one of whom shall be the Treasurer. The Chamber Office Manager shall be an advisory and non-voting member of the Finance Committee.

**6.1.3 Personnel Committee.** The Personnel Committee (the Executive Committee, as set forth in 7.1.1) shall, with the advice and assistance of the Chamber Office Manager, be responsible for the hiring, firing, direction, performance, compensation and general well-being of all Chamber employees, all of which functions shall be fulfilled in accordance with applicable law, and with the budgets and policies approved by the Board. The Personnel Committee may,



with the approval of the Board, delegate any of its duties as herein set forth to the Chamber Office Manager, provided such delegation shall be in writing and shall be specific as to the authorities granted and the limitations therein.

**6.2 Other Committees.** The Board may, as it deems necessary and appropriate to the purpose of the Chamber, and with the advice of the Executive Committee, establish any other committees of the Chamber and define the mission, responsibilities and authorities thereof.

## **Article 7 – Finances**

**Article 7.1 Funds.** All funds belonging to the Chamber shall be held in accounts in one or more banks, and accounted for in a manner, approved by the Board. Chamber funds shall be expended only for the accomplishment of the purpose of the Chamber as set forth in these Bylaws.

**Article 7.2 Disbursements.** All disbursement of funds belonging to the Chamber shall be by check, except as may otherwise be authorized by the Board with respect to petty cash. The Board, upon the recommendation of the Finance Committee, shall establish written policies controlling the signing of checks for this disbursement. No funds shall be disbursed except in accordance with budgets, budget amendments or resolutions approved by the Board, provided however, that acting in accordance with written policies of the Board governing the signing of checks, the Chamber Office Manager may make such disbursements.

**Article 7.3 Fiscal Year.** The fiscal year of the chamber shall be the calendar year running January 1<sup>st</sup> to the next succeeding December 31<sup>st</sup>.

**Article 7.4 Budgets.** The Finance Committee shall cause to be prepared annual budgets providing for the conduct of the Chamber's programs, activities and administration, and shall present the same to the Board for approval at a regular meeting, or a special meeting called for this purpose, held in advance of the beginning of each fiscal year. Thereafter, the Finance Committee shall submit to the Board for approval such amendments to approved budgets as it deems necessary and appropriate.

**Article 7.5 Financial Reports.** The President shall send a notice to all Chamber members, within 120 days after the end of each fiscal year announcing that the annual report containing a balance sheet reflecting the Chamber's financial condition at the end of said fiscal year and an income statement summarizing receipts and disbursements during said fiscal year, both of which reports shall be formatted in accordance with, and inclusive of such data as is consistent with, legal requirements and generally accepted good accounting practices. In addition, such



other financial reports shall be rendered to the Board, and made available to Chamber members on request, as the Board may require. All financial reports shall include disclosure of all transactions between the Chamber and any of its Directors.

**Article 7.6 Annual Audit.** The accounts of the chamber shall be audited as requested by the Board as of the close of the fiscal year by a certified public accountant approved by the Board. Resulting audit reports shall be distributed to the Board, and shall be available for review to all Chamber members at the office of the Chamber at any time during regular business hours.

**Article 7.7 Insurance, Indemnification.** The Chamber shall acquire and pay for such insurance coverage on its assets and the conduct of its business, and for the protection of such officers, directors and employees, as shall be from time to time determined by the Board to be prudent and consistent with good business practices. Notwithstanding any decisions the Board may make in this regard, the Chamber shall provide for the indemnification of any and all of its Directors and former Directors, and its officers and former officers, against expenses actually and necessarily incurred by them in connection with the defense of, or any judgment arising from, any action, suit or proceeding in which any of them are named as parties by reason of being or having been Directors or Officers of the Chamber, except, however, this indemnification shall not apply when such Directors or Officers are adjudged to be liable for gross negligence or intentional misconduct in the performance of duty or enter into a settlement predicated on the existence of liability for such gross negligence or intentional misconduct.

## **Article 8 – Dissolution**

**Article 8.1 Procedure.** The Chamber may be dissolved upon the vote of two-thirds of the voting members of the Board, or a majority vote of the members of the Chamber, taken in either case at a regular or special meeting, or in a mail ballot, noticed and conducted in accordance with these Bylaws.

**Article 8.2 Disposition of Assets Upon Dissolution.** Upon dissolution of the Chamber, its remaining assets shall be distributed only to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, or to other Chambers of Commerce or similar organizations, as are permitted in applicable law, including applicable Internal Revenue Code sections. No part of said remaining assets shall be distributed directly or indirectly to Chamber members. The selection of the beneficiaries of this distribution shall be determined by the last duly elected Board of Directors, or by such person(s) as may be appointed in accordance with applicable law to preside over the dissolution.

## **Article 9 – Parliamentary Authority**

**9.1 Parliamentary Authority.** The current edition of Roberts Rules of Order shall be the final authority in all questions of parliamentary procedure, when such rules are not inconsistent with these Bylaws, for all meetings of the Chamber's membership, the Board, the Executive committee or any committees of the Chamber.

## **Article 10 – Amendments to the Bylaws**

**10.1 Amendment Procedure.** These Bylaws may be amended by a two-thirds vote of the Board or by a majority vote of the members of the Chamber, in either case acting at a regular or special meeting called, or a mail ballot distributed, in accordance with these Bylaws, provided the proposed amendment is set forth fully in writing in the notice of the meeting or in the mail ballot.

## **Article 11 – Miscellaneous Provisions**

**11.1 Notices.** Any notices required in the Bylaws to be sent to any parties may be sent by US mail postage prepaid to the address currently listed in the Chambers membership records, by e-mail provided the recipient's e-mail addresses is on record with the Chamber and the recipient has consented to receipt of notices by e-mail, by facsimile provided the recipient's phone number for facsimile receipt is on record with the Chamber and the recipient has consented to receipt of notices by facsimile, or by publication in a regular Chamber publication mailed to all chamber members. In any of these methods, the date on which the notice or the publication containing the notice is actually sent shall be deemed the date of the notice.

**11.2 Action Deadlines.** If the deadline for action pursuant to any notice required in these Bylaws shall fall on a Sunday or a holiday recognized by the federal government, said deadline shall be extended to be the next business day thereafter.

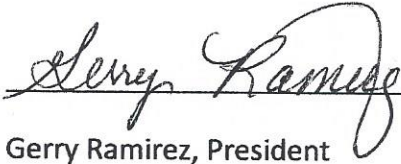
**11.3 Limitation of Authority.** No action by any member, committee, employee, Director or Officer of the Chamber shall be binding upon, or constitute an expression of a position or policy of, the Chamber unless it has been approved by the Board.



### Adoption of ByLaws

We, the undersigned officers of the King City Chamber of Commerce and Agriculture certify that these Bylaws, consisting of 11 pages, have been adopted by a two-thirds affirmative vote of the Board of Directors taken in a regular, properly noticed meeting held on July 16, 2008, at which a quorum was present, and that this action was taken in accordance with the Bylaws governing the Chamber as of this date. These Bylaws shall become effective July 17, 2008, and shall thereupon replace and supersede all previously adopted Bylaws and amendments thereto.

Executed on July 17, 2008, at King City, California

  
Gerry Ramirez, President

  
Jeremy Burke, Secretary