

Bylaws of the Julian Chamber of Commerce

A California Non-Profit Public Benefit Corporation (501-C6)

ARTICLE I Purpose

- 1.1 Purpose: The Julian Chamber of Commerce founded in 1930, a California Corporation was created to promote its membership, the businesses of Julian and surrounding areas.
- 1.2 Powers. The Chamber shall undertake an active leadership role in the community by coordinating programs for the benefit of the business community.

ARTICLE II Office and Records

- 2.1 Principal Office. The principal office is located at 2129 Main Street, Julian, California 92036.
- 2.2 Rights of Inspection. The books, records and minutes of the corporation shall be open to any member when requested.
- 2.3 Annual Report to Members. Within 120 days of the close of the corporation's fiscal year, (July 1) an Annual Report of the Corporation will be available for the Membership.

ARTICLE III Membership

- 3.1 Membership Classes.
 - a. Business Members. Any person or organization owning or operating a business that services the Julian Community.
 - b. Large Lodging Members. Any lodging establishment having six or more guest rooms.
 - c. Supporting Member. Any person, firm or organization that does not own or operate a business in the Julian Community area, but desires to support the corporation
 - d. Honorary or Exchange (in kind) Members. Any person or organization that has rendered a distinctive service to the Julian community. Honorary and Exchange members shall not be required to pay dues and do not have voting rights.
- 3.2 Membership Dues. Membership dues shall be determined and payable as directed by the Board of Directors.
- 3.3 Good Standing of Members. Any member in arrears in the payment of any fees shall not be in good standing and shall not be entitled to vote as a member or receive membership benefits.

- 3.4 Voting Rights. Only Business, Lodging, and Supporting members shall have voting rights in the corporation and shall be entitled to one vote, per membership, on each matter submitted to a vote of the members. Voting rights begin after 30 days of membership.
- 3.5 Termination of Membership.
- a. Resignation. A member may terminate membership at any time by resignation.
 - b. Death or Dissolution. All rights as a member terminate upon the death or dissolution of a member.
 - c. Disqualification. Membership shall terminate for any reason determined by the Board that the member no longer meets the qualification requirements for membership.
- 3.6 Liability of Members. Except as provided in Sections 7350 through 7354 of the California Nonprofit Mutual Benefit Corporation Law, no member of the corporation elected shall be personally liable to the corporation's creditors for any indebtedness or liability, and any creditor shall look only to the corporation's assets for payment. Members of the corporation, as such, are not personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE IV Meetings of Members

- 4.1 Annual Meeting. The annual meeting of the members shall be held at a date, time and location determined by the Board of Directors on an annual basis.
- 4.2 Special Meetings. Special meetings shall be held at a date, time and location determined by the Executive Board.
- 4.3 Notice of Meetings. Written notice stating the place, date, time, and purpose for which the meeting is called, shall be made known to each member at least 10 days prior to the meeting.
- 4.4 Attendance and Proxies. Each member in good standing may attend any meeting of the members and vote in person, or such member may attend and vote by proxy. All proxies shall be in writing, dated, and signed by the member or by the member's duly authorized agent or attorney-in-fact.
- 4.5 Voting by Written Ballot. Subject to Section 7513 of the California Nonprofit Mutual Benefit Corporation Law, any action which may be taken at any annual, regular or special meeting of members, including election of directors may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter.
- 4.6 Quorum. One-third (1/3) of members in good standing, represented in person or by proxy, shall constitute a quorum.
- 4.7 Voting Procedure at Meetings. All business that is within the authority of the members shall be decided by the majority vote of the members in good standing, present in person or by proxy, provided that a quorum is present.

ARTICLE V
Qualifications, Election and Powers of Directors

- 5.1 Number of Directors. The number of directors shall be an odd number not less than nine (9) nor more than fifteen (15) with the precise number to be determined by the Board of Directors
- 5.2 Election, Qualification and Term. Directors shall be elected to a staggered Board. Each year at the December regular meeting of the Board of Directors, one-half of the directors shall be elected to serve a two-year term. Directors must be members in good standing of the corporation, in order to qualify for office. Unless the Board of directors otherwise specifies a method for electing directors which is consistent with the provisions of these bylaws and the California Nonprofit Corporation Law, directors shall be nominated and elected as follows.. At the October regular meeting of the Board of Directors, the Board shall appoint a Nominating Committee, which shall consist of at least two members of the Board. The Nominating Committee shall be responsible for contacting members to determine any member that would like to run for director of the corporation. Promptly following the November meeting of the Board of Directors, the Board shall cause ballots to be distributed to the membership listing as a nominee for director each qualified member that expressed a desire to be placed in nomination in accordance with these procedures. There shall be no write in candidates; only those persons whose names have been properly submitted to the Board in accordance with these provisions may receive votes. The ballots shall be counted at the December meeting of the Corporation Board of Directors during open session of the meeting. The newly elected directors shall take office following their installation at the regularly scheduled January meeting of the Board of Directors.
- 5.3 Resignation. A director may resign at any time by submitting written notice of resignation to the Board of Directors.
- 5.4 Removal. A director may be removed from office with or without cause at any meeting of members expressly called for that purpose. Removal shall require a majority of the votes of the members in good standing at a meeting at which a quorum is present. A director may also be removed by a majority of the remaining directors if the director fails, without good cause (to be determined in the discretion of the Board of Directors) to attend more than two consecutive meeting of the Board of Directors.
- 5.5 Vacancy. A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the then remaining directors, even if the remaining directors constitute less than a quorum of the Board of Directors. A director elected to fill a vacancy shall serve the unexpired term of the director's predecessor.
- 5.6 Compensation. A director shall not receive any fixed sums or stated salary for service as a director. This section shall not preclude any director or that director's business from serving the corporation in any other capacity and receiving compensation therefore.
- 5.7 General Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, the powers of the members shall be exercised by or under the direction of the Board.
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5.8 Committees. The Board of Directors may, create one or more committees that the Board deems necessary to serve at the pleasure of the Board. Any such committee shall be composed of at least one director, and may also include persons who are members of the Chamber. Each committee shall keep regular minutes of its proceedings and regularly deliver the same to the Board.

ARTICLE VI Meeting of Directors

- 6.1 Organizational Meeting. Each newly elected Board of Directors shall hold its first meeting for the purpose of organizational matters and the election of officers.
- 6.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at times and places determined by resolution of the Board.
- 6.3 Special Meetings. Special meetings of the Board of Directors can be called by the President, Vice President, the Secretary, or by any two directors. The place, day and hour of the special meeting shall be determined by the party calling the meeting, but must provide adequate time to comply with applicable notice provisions.
- 6.4 Notice. The Secretary shall notify directors of all special meetings of the Board of Directors, and of regular meetings of the Board where required to be given by these bylaws. The notice shall specify the place, day and hour of the meeting.
- 6.5 Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business. Each director shall have one vote on each issue presented for consideration by the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the articles of incorporation.
- 6.7 Presiding Officer. Business shall be transacted in the order determined by the Board of Directors. The President or, in the event the President is absent, the Vice President shall preside. If no such officer is present or is able to serve, a presiding officer shall be chosen from among the directors present. The presiding officer may appoint a person to act as Secretary at any meeting at which the Secretary and Assistant Secretary are absent, or are unable to serve as Secretary.
- 6.8 Telephone or Email Meetings. Subject to the notice requirements set forth above, the Board of Directors and any committee appointed by the Board, may hold a meeting by means of conference telephone or similar communications device. Participation in a meeting by conference telephone or similar communications device shall constitute presence in person at such meeting.
- 6.9 Actions Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee appointed by the Board may be taken without a meeting if consent is given in writing, setting forth the action so taken, is signed by all voting members of the Board of Directors or the committee. Such consent shall have the same force and effect as a unanimous vote at a meeting.

ARTICLE VII
Officers

- 7.1 Election. The Board of Directors shall elect the officers of the corporation, which shall serve at the pleasure of the Board. This election shall occur annually at the first organizational meeting of the Board of Directors. If a quorum is not present at the first organizational meeting, officers shall be elected at the first meeting thereafter at which a quorum is present. Officers must be directors of the corporation.
- 7.2 Principal Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. A person may not hold two or more offices at the same time.
- 7.3 Terms. Each officer shall be elected for a term of one (1) year. An officer shall hold office until his or her successor is elected and qualified, unless the officer resigns or is removed in accordance with these bylaws.
- 7.4 Resignation. An officer may resign at any time by submitting written notice of resignation to the President or the Secretary. The resignation shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President or Secretary.
- 7.5 Removal. An officer may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.
- 7.6 Vacancies. Any vacancy may be filled by the affirmative vote of a majority of the Board at a meeting at which a quorum is present. An officer elected to fill a vacancy shall serve the expired term of the officer's predecessor.
- 7.7 Powers and Duties. Each officer shall perform the duties and exercise the powers expressly provided by these bylaws, as well as the usual duties and powers incident to such office. Officers shall also have such other duties and powers as may be assigned by the Board of Directors or by the President.
- 7.8 President. The President shall be the chief executive officer of the corporation, and shall have general executive charge, management and control of its business and operations, subject to Executive Board approval. The President may employ and discharge employees and agents of the corporation and fix their compensation. The President shall have the power to execute on behalf of the corporation any and all contracts, leases, obligations, encumbrances, and any and all other instruments, documents and papers of any kind or character, incident to the day-to-day operations of the corporation. For actions outside the scope of day-to-day operations, the President shall seek the instruction of the Board of Directors.
- 7.9 Vice President. If the President is unable or refuses to act as President, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as from time-to-time may be assigned to the Vice President by the President or the Board of Directors.

- 7.10 Treasurer. The Treasurer shall have custody of and responsibility for all funds and securities of the corporation. When necessary or proper, the Treasurer may endorse checks, notes, and other obligations on behalf of the corporation and for collection, and the Treasurer shall deposit the same in the corporation's account. These accounts shall be maintained in banks or other depositories selected by the Board of Directors. The Treasurer shall render an accurate statement of the corporation's accounts to the Board of Directors upon request. The Treasurer shall enter or cause to be entered, punctually and regularly, on the books of the corporation, full and accurate accounts of all moneys received and paid out by, for or on account of the corporation. The Treasurer shall have such other powers and duties as may be conferred by the Board of Directors. The Treasurer shall perform all acts incident to the position of Treasurer subject always to the control of the Board of Directors.
- 7.11 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall accurately record and faithfully transcribe and file the minutes of those meetings. The Secretary shall be responsible for giving all notices in accordance with these bylaws and as required by law. The Secretary may sign with the President or Vice President in the name of the corporation. The Secretary shall be the custodian of the membership lists and other corporate records, all of which shall be available and open to the inspection of any director at reasonable times. The Secretary shall assist with the management of the corporation's office, and shall perform such other duties as from time-to-time may be assigned by the President or the Board of Directors, subject always to control of the Board of Directors.

ARTICLE VIII

Conflict of Interest, Indemnification and Insurance

- 8.1 Services. No director and, unless otherwise determined by the Board of Directors, no officer shall be required to devote time or render services exclusively to the corporation. Each director and, unless otherwise determined by the Board of Directors, each officer of the corporation may work with, represent, assist, or invest in any business, enterprise, or activity that is similar to that of the corporation. Such conduct shall not be deemed a breach of duty to the corporation unless the person uses his or her position with this corporation to the detriment of, or adverse to, the corporation.
- 8.2 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to its directors, officers, committee members or employees.
- 8.3 Directors' and Officers' Interests in Contracts. No contract or other transaction between the corporation and a director or officer shall be void or voidable merely by reason of the director's or officer's position with the corporation. Such a contract or transaction shall be valid so long as: (a) it is just and reasonable as to the corporation at the time it is authorized, approved or ratified; or (b) after full disclosure of all material facts as to the transaction and as to the director's interest, it is ratified in good faith by the Board of Directors, (c) after full disclosure of all material facts as to the transaction and as to the director's interest, it is ratified in good faith by the members, with any membership owned by the interested director not being entitled to vote thereon.

8.4 Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer employee or agent of the corporation against liability asserted against or incurred by said person in his or her corporate capacity. Insurance may be purchased notwithstanding the fact that the corporation might be unable to indemnify the individual against such liability under the provisions of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IX
Miscellaneous

9.1 Stock and Dividends. The corporation shall not issue capital stock nor shall it pay any dividend to any director, officer or member.

9.2 Prohibited Activities. No director or officer shall take any action or carry on any activity by or on behalf of the corporation that jeopardizes the corporation's tax liability exemption under the Internal Revenue Code as it now exists or may hereafter be amended.

9.3 Amendment of Articles of Incorporation. The articles of incorporation may be amended by the affirmative vote of a majority of the members in attendance (in person or by proxy) at a meeting of the members at which a quorum is present.

9.4 Amendment of Bylaws. The bylaws may be amended or repealed by the affirmative vote of a majority of directors present at any regular or special meeting of the Board of Directors at which a quorum is present, except that the bylaws may not be amended to materially and adversely affect the rights of members as to voting, dissolution, redemption or transfer.

ADOPTED this _____ day of _____ 2018 (Secretary)