

# **GREATER PALO CEDRO AREA CHAMBER OF COMMERCE**

## **BYLAWS**

***Mission Statement:*** *The Greater Palo Cedro Area Chamber of Commerce is organized to advance the economic growth and uniqueness of our local communities so that citizens and businesses shall prosper.*

### **ARTICLE I – ORGANIZATION**

Section 1 The name of this organization shall be Greater Palo Cedro Area Chamber of Commerce

Section 2 This CHAMBER OF COMMERCE shall be a Non-Profit Organization.

### **ARTICLE II – OBJECTIVE**

Section 1 The objective of this CHAMBER OF COMMERCE shall be to promote and perpetuate the business community, manufacturing, recreation, and civic interests of the community of Palo Cedro; to develop a unified public spirit in all whereby we may put forth a cooperative effort to aid our community to make it more prosperous, beautiful, and a better place in which to live and work.

Section 2 Annual dues will be determined by a vote of the Board of Directors. Dues are payable by the first day in January each year. If anyone fails to pay within thirty (30) days; he/she will be considered delinquent and may be dropped from membership by a majority vote of Directors. No refund of dues will be issued.

Section 3 A membership quorum will consist of 10 percent (10%) of the active members for the purpose of transacting business, electing directors by-laws revision, and any other matters referred by the Board of Directors.

Section 4 A member may be a Community Member, Business, or Non-Profit

Section 5 An individual/business cannot hold/represent more than one membership.

Section 6 An active member is a member whose dues are current.

Section 7 One vote will be allowed per paid membership .

Section 8 The area in which the Greater Palo Cedro Chamber Area Chamber of Commerce shall take memberships will include Palo Cedro and surrounding communities.

Section 9 Community Member/Non-Profit membership dues will be determined by a vote of the Board of Directors.

### ARTICLES III – BOARD OF DIRECTORS

Section 1 The Board of Directors shall be composed of President, Vice-President, Secretary, Treasurer, and five (5) Directors, and shall serve at the pleasure of the membership. A candidate for the board must be an active member for not less than six (6) months prior to election unless there are insufficient qualified members to fill the required board positions. The Junior Past President may serve as the 6<sup>th</sup> director if he/she will commit to a 1-year term.

Section 2 The duties of the Board will be to determine policy and pass on matters pertaining to the membership and the community.

Section 3 The presence of four (4) elected officials shall constitute a quorum for a meeting of the Board.

Section 4 Members of the Board of Directors should be present at all regularly scheduled meetings. If an Officer or Director shall miss three (3) meetings during the year, without just cause or prior notification (aka “unexcused”), he/she will relinquish that office at the board’s discretion.

Section 5 A vacancy on the Board of Directors shall be filled by a Presidential appointment and approved by a majority vote of said Board. That person duly appointed will agree to finish the remainder of the term to which he/she has been appointed.

Section 6 An Officer or Director shall chair or serve on the committees for all events and members may serve as well.

### ARTICLES IV – OFFICERS AND ELECTIONS

Section 1 The Officers shall consist of: President, Vice-President, Secretary, Treasurer and will be selected by and from the board of directors.

Section 2 No active member shall at any time be a candidate for, or hold more than one (1) office listed above in Section 1.

Section 3 Officers shall be elected for a term of one (1) year by a majority vote of the board of directors. Officers shall serve until their successors are duly elected and qualified, at which time all money, records, documents, and other property belonging to the Chamber of Commerce shall be turned over to such successors.

Section 4 Four or Five Directors will be elected to the Board each year, and shall serve a term of two years. The Junior Past President may serve as a Director for one year. Directors cannot serve more than two consecutive two year terms.

Section 5 A nominating committee will be appointed by the President, at the regular meeting in September. The committee will consist of at least three (3) active Board Members. Said committee is to make a report at the regular meeting in October. Nominations may be made from the floor at the meeting in October or mailed in prior to the October meeting. Elections will be held at the regularly scheduled meeting in November. Newly elected officers will assume the duties

of their respective offices at the regular meeting in January. Section 6 A permanent vacancy among Officers may be filled for the remainder of the term by majority of vote of the Board of Directors.

## **ARTICLE V – DUTIES**

Section 1 **PRESIDENT:** The President shall preside at all meetings of the Board and/or the general membership. The President shall appoint the chairperson and serve as ex-officio member of all committees. The President shall have the power to vote only in case of a tie at a regular Directors meeting or General membership meeting.

Section 2 **VICE-PRESIDENT:** The Vice – President shall perform the duties of the President in the absence of that office and is in charge of programs.

Section 3 **SECRETARY:** The Secretary shall record the proceedings of the meetings of the general membership and meetings of the Board of Directors. The Secretary shall take care of all correspondence and shall have the responsibility of the Post Office key and picking up the mail. The Secretary is responsible for the annual membership dues notices, taking receipt of all memberships and keeping record of paid members. The Secretary will forward to the Treasurer any accounts payable notices and/or any money received. The Secretary will work with selected board members to assemble and deliver election ballots to the membership.

Section 4 **TREASURER:** The Treasurer shall receive all money due the CHAMBER OF COMMERCE. The Treasurer shall keep accurate books of all monies, and shall give a financial report at each meeting of the general membership or when called upon to do so at any meeting of the Board of Directors and any special meeting called by the President of the Board of Directors. The Treasurer shall be chairperson of the budget committee, and have a budget report at the first meeting in February for approval of the Board of Directors. The Treasurer will also have a Post Office key and will pick up the mail if the Secretary is unable to do so.

Section 5 **JUNIOR PAST PRESIDENT:** The Junior Past President may serve on the Board of Directors.

## **ARTICLE VI – MEETING SCHEDULE**

Section 1 The Board of Directors of the CHAMBER OF COMMERCE shall meet at least once per calendar month. Such meetings will be held monthly at a time and place to be designated by a majority vote of the Board of Directors.

Section 2 A special meeting may be called by the President, Vice-President, or any three (3) Directors with at least twenty-four (24) hours' notice.

## **ARTICLE VII – COMMITTEES**

Section 1 Special or standing committees or chairpersons may be appointed by the President as the need arises.

## **ARTICLE VIII – RULES AND ORDER OF BUSINESS**

Section 1 Any rules and/or procedures not covered herein shall be governed by “Robert’s Rules of Order”

Section 2 The suggested order of business (aka “Agenda”) for general membership meetings shall be:

1. Call to Order
2. Flag Salute
3. Roll Call (Secretary to mark “excused” and “unexcused” absences)
4. Secretary’s Report: a. Reading & Approval of Last Month’s Minutes, b. Communications and c. Submittals to Treasurer (receivables and payables)
5. Treasurer’s Financial Report
6. Committee Reports
7. Old Business
8. New Business
9. Public Comment (open to guests/speakers member or non-member) on occasion we move this item up so that guests/speakers do not have to sit through the entire meeting prior to their turn.
10. Adjournment

## **ARTICLE IX – AMENDMENTS**

Section 1 Any proposed Amendment to these Bylaws shall be made in writing, first to the Board of Directors, and then to the general membership for consideration. A two-thirds (2/3) vote of active members present at a regular meeting shall be required for approval. All members must be notified of the meeting by written correspondence (via email or US Mail) no less than two weeks prior to the actual voting meeting. An amendment shall be read at one meeting, then voted upon at the meeting following that at which the amendment was read.

## **ARTICLE X – COLLECTING AND EXPENDING FUNDS**

Section 1 All collections shall be received, receipted, and recorded in an approved bookkeeping system handled by the Treasurer.

Section 2 All checks in excess of \$500.00 shall be signed by two of the following officers: President, Vice-President, Secretary, Treasurer.

Section 3 All expenditures shall have prior approval of the Board of Directors. At the direction of the Board, a committee may spend a maximum amount of ten percent (10%) of their budget as petty cash without prior approval.

Section 4 No committee or member shall solicit donations for the CHAMBER without the prior approval of the Board of Directors.

Section 5 For purposes of bookkeeping and accountability, a fiscal year period of January 1 through December 31 shall be used by the Treasurer.

Section 6 The Treasurer shall submit an annual report containing a detailed listing of all revenues received and detailing all expenses paid during the period of January 1 through the date of the final meeting of the current Board of Directors in either November or December of the calendar year.

The report and the related detail will require a majority vote of approval of the Officers and Directors in order to be accepted as presented. Any one Officer or Director may petition the Board to call for an outside audit of the books or records by showing due cause for the outside review. The petition shall be granted upon the showing due cause and the expense of any outside audit or review shall be paid by the Chamber pending satisfactory conclusion of the audit or review.