

RESTATED BYLAWS OF
THE
EAGLE ROCK CHAMBER OF COMMERCE

ARTICLE I – NAME

Section 1. The name of this organization shall be the Eagle Rock Chamber of Commerce (Chamber).

ARTICLE II - PURPOSE AND OBJECTIVE

Section 1. The Eagle Rock Chamber of Commerce is the collective voice of its members whose goal is to promote a favorable business climate consistent with maintaining a high quality of life. It shall accomplish this by:

- Developing, encouraging, promoting and protecting the commercial, professional, financial and general business interests of Eagle Rock.
- Promoting the exchange of ideas and information and the cooperation between Government and the Business Community.
- Promoting the enhancement of the community's infrastructure
- Promoting civic interest and the general welfare of the community

ARTICLE III – LIMITATIONS

Section 1. The Chamber shall be non-profit, non-partisan, non-sectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate to public office.

Section 2. These Bylaws shall not prevent the Board of Directors of the Eagle Rock Chamber of Commerce from taking positions on ballot measures affecting public safety or businesses or residents who make up the area of interest of the Chamber when a majority of its Board of Directors vote to support or oppose said ballot measure.

Section 3. The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c) 6 of the Internal Revenue Code.

ARTICLE IV – MEMBERSHIP

Section 1. Any reputable business or professional firm, individual, corporation, partnership or estate having common interest in the purpose and objectives of the organization shall be eligible for membership in the Eagle Rock Chamber of Commerce.

Section 2. Applications for membership shall be made to the Chamber and the application shall be regarded as a guarantee on the part of the applicant of his or her interest in and accord with the purposes of the Chamber and of his or her adherence to the Chamber's Bylaws, Rules and Regulations.

Section 3. Applications for membership shall be in writing on forms specified. Memberships may be approved by a majority vote by the Board of Directors. Approved memberships shall begin only upon payment of the prescribed membership investment.

Section 4. The membership investment shall be at such rates, schedules or formulas as prescribed by the Board of Directors, payable in advance.

Section 5. Life membership may be conferred on any individual by a two-thirds (2/3) vote of the Board of Directors. Honorary membership may be conferred on any individual or entity by a two-thirds (2/3) vote of the Board of Directors and may be limited to a specific period of time designated by the Board. Both life and honorary memberships may be terminated by a two-thirds (2/3) vote of the Board. Life membership shall include all the privileges of membership with exemption from payment of the financial investment. Honorary membership shall include all the privileges of membership with the exception of voting or holding office and exemption from payment of the financial investment.

Section 6. Any member in good standing may resign from the Chamber by submitting a written notice to the Board of Directors,

Section 7. (a) Any member shall be dropped from membership by the Board of Directors for non-payment of the membership investment after ninety (90) days from the due date, unless an extension is granted for a good cause by the Board of Directors.

(b) Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming or prejudicial to the aims or repute of the Chamber. If the Board of Directors determines by a two-thirds (2/3) vote that termination is warranted, the member to be terminated shall be given written notice a minimum of 15 days in advance of the scheduled termination. The notice shall state the reason for termination and also shall state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received by the President not less than (5) days before the effective date of termination. The Board of Directors shall consider the member's statement, if any, and by a 2/3 vote of the Board of Directors may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

(c) The termination of a membership shall constitute a forfeiture of all interests of the member in the organization, and the member shall have no right thereto or any part thereof.

Section 8. Every member of the Chamber, except honorary members, in good standing is entitled to one (1) vote in any election, referendum, or membership meeting. Voting by proxy shall not be permitted.

Section 9. Contributions may be received from any person, corporation, association, partnership or estate for the furtherance of the activities of the Chamber.

Section 10. All Officers and Directors must maintain membership in good standing throughout their terms of office. Failure to maintain membership in good standing constitutes cause for removal from office.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The government and policy making of the Chamber shall be vested in the Board of Directors, which shall have the control of its property, the direction of its programs and the management of its funds.

Section 2. The Board of Directors shall consist of twenty- one (21) members plus the Immediate Past President, in the event that officer should not be a current member of the Board of Directors. Directors may serve a maximum of two (2) consecutive elected terms of three (3) years each; however, that Director shall be eligible for reappointment or election after one (1) year has lapsed since the end of such Director's term. A midterm appointment shall not preclude that Director from serving two consecutive full three (3) year terms.

Section 3. By the regular meeting of the Board of Directors held in August, the President, with Board approval, shall appoint a Nominating Committee of three (3) to five (5) members. The Nominating Committee shall, at the September Meeting of the Board of Directors, make recommendations to the Board of Directors, in writing, of a minimum of seven (7) candidates standing for election to a three (3) year term. Each candidate must be a member in good standing and must have agreed to accept the responsibilities of a directorship. The written recommendation of the Nominating Committee, when approved by the Board, shall be delivered to the President. Within seven (7) days thereafter, the President shall mail, or cause to be mailed, a ballot containing the names of those candidates which has been approved by the Board to stand for election to each member in good standing. Ballots shall be received back to the Eagle Rock Chamber either by mail or in person at or before the hour of 4:00 p.m. on the fourth business day before the October meeting of the Board of Directors. Ballots shall be counted by the Nominating Committee on the day of the October meeting of the Board of Directors and the Nominating Committee shall promptly certify the results in writing to the Board of Directors. If a tie vote should occur the President shall draw lots to determine the nominee elected. Directors-elect shall be promptly notified of their election by the President and Chair of the Nominating Committee and shall take office at the January Installation.

Section 4. Events Causing Vacancies. A vacancy or vacancies on the Board shall occur in the event of:

(a) The death, resignation or removal of any Director;

(b) The declaration by Board resolution of a vacancy if a Director has (i) been declared of unsound mind by an order of any court, (ii) been convicted of a felony, (iii) been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law, or (iv) failed, without an

absence approved by the President, to attend seventy percent (70%) of the regular Board meetings during any fiscal year or has failed, without an absence approved by the President, to attend three (3) consecutive Board Meetings.

(c) The vote of the members, with or without cause; or,

(d) The failure of the members to elect the authorized number of Directors.

Section 5. Resignation. Any Director may resign by giving written notice to the President Any such resignation shall take effect on the date of receipt of such notice or at such later time as specified in the resignation.

Section 6. Vacancies. The members may elect a Director at any time to fill any vacancy not filled by the Board and must elect a Director to fill a vacancy caused by a removal of a Director by the members. Except for a vacancy created by the removal of a Director by the members, vacancies on the Board shall be filled by approval of the Board or, if the number of Directors is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a duly held meeting, or (c) a sole remaining Director. The person so approved to fill a vacancy shall serve until the term of the vacated Directorship expires.

ARTICLE VI - OFFICERS

Section 1. The Nominating Committee shall, at the November meeting of the Board of Directors, make a recommendation to the Board of Directors, in writing, of candidates selected for the following offices: President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer. The written recommendations of the Nominating Committee shall have been delivered to the President prior to the November meeting. No person shall be named upon said list who has not expressed their acceptance of said nomination prior thereto.

Additional nominations may be made from the floor by any qualified Director. The Board of Directors shall vote for each Officer. The candidate receiving the highest number of votes for each office shall take office at the January Installation.

Section 2. All Officers shall be elected from the membership of the Board of Directors.

Section 3. (a) The duties of the officers shall be such as their titles by general usage would indicate and as required by these Bylaws and by law, together with such other duties as may be assigned to them by the Board of Directors.

(b) The **President** shall:

1. Be the chief executive officer of the Chamber.
2. Preside over all meetings of the Members of the Chamber and in the case of a tie vote shall cast the deciding vote, and preside at all meetings of the Board of Directors and the Executive Committee and in the case of a tie vote shall cast the deciding vote.
3. Propose a budget and list of objectives for the year to be voted on by the Board.
4. Sign all contracts and other instruments in writing which shall have first been approved by the Board of Directors

5. Request checks be drawn from the general fund when directed by the Board of Directors.
 6. Call the Directors together as deemed necessary.
 7. Appoint all Committee Chairs not otherwise provided for and shall be a member ex-officio of all committees of the Chamber.
 8. Act as spokesperson for the Chamber.
 9. Discharge such duties as may be required by the Board of Directors.
- (c.) The **First Vice President** shall:
1. Perform the duties of the Membership Chair and be responsible for forming a Membership Committee.
 2. In the absence of the President, perform the duties of the President.
 3. With the assistance of the Corresponding Secretary, send annual membership investment (dues) notices by mail or other means.
- (d) The **Second Vice President** shall:
1. Appoint or have the function of newsletter editor. The President can request to review the newsletter before press release.
 2. In the absence of the President and the First Vice President, perform the duties of the President.
- (e) The **Recording Secretary** shall:
1. Attend all meetings of the members of the Chamber, the Board of Directors and the Executive Board and keep accurate minutes of the proceedings of such meetings.
 2. Serve or cause to be served all notices required to be served by law or by the Bylaws of the Chamber.
 3. Have charge of the office of the Chamber and the personal property of the Chamber and shall, subject to the orders of the Board of Directors or the President, order and purchase such supplies as may be necessary for the proper and efficient conduct of the business of the corporation and shall perform any and all other duties as may be herein elsewhere provided or may be necessary for the conduct of the office.
 4. Be responsible for taking the roll of the Board of Directors at each meeting.
- (f) The **Corresponding Secretary** shall:
1. Review all incoming mail, including fax, email and telephone messages and distribute them to the party (ies) responsible for response or action.
 2. Prepare correspondence as may be requested by the Board or the President
 3. Provide copies to the President of all incoming and outgoing correspondence.
 4. Retain copies/records of all documents/correspondence for at least seven years.
 5. Assume the duties of Recording Secretary if he or she is not available.
- (g) The **Treasurer** shall:
1. Collect all moneys due the Chamber and disburse all moneys payable as directed by the Board of Directors.
 2. Keep all necessary books, receipts and records of accounts of the Chamber.
 3. Be responsible for submitting an itemized/balanced financial statement at each monthly Board meeting.

4. Be responsible for all monetary functions of the Chamber.
 5. Shall be responsible for the safe keeping of all funds received by the Chamber and for their proper disbursement. Said funds shall be kept on deposit in a financial institution or invested in a manner approved by the Board of Directors.
 6. Shall sign checks as set forth in Article X.
- (h) The **Immediate Past President** shall serve in an advisory capacity to the President and the Board of Directors. The Immediate Past President shall attend Board Meetings and Executive Board Meetings for continuity of the Chamber.

Section 4. The Executive Board shall consist of the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Immediate Past President. The Executive Board shall act for the Board of Directors between meetings, with the action taken to be reported at the next meeting of the Board, or as otherwise authorized by the Board.

Section 5. Any Officer elected by the Board of Directors may be removed at any time, with or without cause or notice, by the Board of Directors. Any Officer may resign at any time upon written notice to the corporation. Resignations shall take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to be effective. Any resignation is without prejudice to the rights, if any, of the corporation to monetary damages under any contract of employment to which the Officer is a party. The Board shall fill any vacancy in a timely manner.

ARTICLE VII COMMITTEES

Section 1. The following shall be Standing Committees:

- (a) Nominating
- (b) Membership
- (c) Honors and Awards

Section 2. There shall be as many additional committees and/or task forces, as the Board of Directors and/or President shall identify are necessary to carry out the program of the Chamber.

Section 3. The duties and scope of all committees and/or task forces shall be such as their names imply or as determined by the Board and/or President.

Section 4. (a) The President shall appoint all Committee Chairs. Committee Chairs shall be Directors. Appointments shall be at the will and pleasure of the President. The term of the Committee Chairs shall not exceed the term of the appointing President.

(b) It shall be the responsibility of each Committee Chair to select their committee members and to provide a monthly committee status report at the Board meeting.

(c) Only members in good standing shall serve on committees, except that non-members may be appointed to serve in an advisory capacity without the right to vote.

Section 5. All committees, unless they have an appropriation made for their special use, shall be self-supporting.

Section 6. Meetings may be called at any time by the Chair upon sufficient notice to each committee member.

Section 7. (a) A written summary shall be kept of all committee meetings.

(b) No recommendations or resolutions adopted in committee meetings shall be binding upon or constitute an expression of the policy of the Chamber until such time as it has been approved or adopted by the Board of Directors.

ARTICLE VIII – MEETINGS

Section 1. The annual meeting shall be held at the January Installation. The time and place shall be fixed by the Board of Directors and notice shall be given to each member at least ten (10) days before the annual meeting.

Section 2. The President may call membership meetings whenever it may be considered necessary, or when requested by petition signed by not less than ten percent (10%) of the members in good standing. The time and place shall be fixed by the Board of Directors and notice shall be given to each member at least ten (10) days before the meeting.

Section 3. The Board shall meet monthly at such time and place as determined by the Board. Special meetings may be called by the President or Executive Board. The time and place of such special meetings shall be set by the President or Executive Board and notice shall be given to each Director at least five (5) days before the special meeting.

Section 4. Action without meeting. At the discretion of the President, when a vote of the Board is required before the next scheduled Board 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 the action. Such action by written consent would have the same force and effect as a unanimous vote of the Board of Directors, Such written consent shall be filed with the minutes of the Board of Directors.

Section 5. The Executive Board shall meet at such time and place as determined by the President.

Section 6. Meetings shall be open to any member in good standing except that the Board of Directors and the Executive Board, upon two-thirds (2/3) vote of the members present, may declare an executive session and close the meeting to all except members of that particular body, so as to insure a frank discussion of the business being considered.

Section 7. At all meetings and Chamber events, those attending shall not be solicited for money, or sale of tickets or goods, except for Chamber projects, unless prior approval is received from the Board of Directors or the President.

Section 8. An agenda and minutes must be prepared for all Board Meetings.

ARTICLE IX- QUORUM

Section 1. The members present, in good standing, at any annual meeting, called membership meeting or committee meeting shall constitute a quorum.

Section 2. A majority of the Board of Directors shall constitute a quorum. A majority of the Executive Board shall constitute a quorum.

Section 3. Once the determination that there is a quorum for a meeting has been made by the President, the meeting shall be considered to have a quorum present until adjournment.

Section 4. Voting by Proxy at any meeting shall not be allowed.

ARTICLE X - FINANCE

Section 1. The Board of Directors shall be the final authority on all financial matters.

Section 2. All funds received by the Chamber shall be deposited in a qualified institution approved by the Board of Directors. Funds received for specific purposes may be placed in a separate account as designated by the Board. All accounts shall be held in the corporate name.

Section 3. The President, with the aid and assistance of the Treasurer, shall prepare and submit a budget, covering anticipated income and expenses, to each Board Member at least one week prior to the January meeting of the Board, for approval by the Board. After approval by the Board, this budget shall be the basis for disbursement of funds.

Section 4. Checks shall be signed by the Treasurer and the President or in the absence of either or both by the First Vice President or the Second Vice President or another officer or director as authorized by the Board.

Section 5. The fiscal year shall begin January 1 and end December 31.

ARTICLE XI - RULE OF ORDER

Section 1. All questions of parliamentary procedure shall be determined according to the latest edition of Robert's "Rules of Order".

ARTICLE XII MISCELLANEOUS

Section 1. No committee or member shall represent the Chamber in advocacy of or in opposition to any matter of public interest without specific prior authority from the Board of Directors.

Section 2. No publicity shall be released concerning the Chamber, except on the authority of the President.

Section 3. The Board of Directors may indemnify any Director or Officer for any acts the Board of Directors finds to have been committed by such Director or Officer in the normal and ordinary course of their office. Upon the determination of the Board of Directors, the Chamber shall purchase Director's and Officer's Liability Insurance.

Section 4. No Director or Officer shall be paid any fees for his or her services as such. Directors or Officers may receive reimbursement of expenses at the discretion of the Board.

ARTICLE XIII - DISSOLUTION

Section 1. The Eagle Rock Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of these funds shall be the property of or be distributed to the members.

On dissolution, any funds remaining shall be distributed to one or more regularly organized and qualified non-profit business, civic or educational organizations to be selected by the Board of Directors.

ARTICLE XIV - AMENDMENTS

Section 1. All proposed amendments to these Bylaws shall first receive the approval of the Board of Directors.

Section 2. These Bylaws may be amended repealed or new Bylaws may be adopted by a majority vote of the members at any regular or special meeting of the membership, providing the notice for the meeting includes the proposals for amendments.

Section 3. These Bylaws may be amended by a two- thirds (2/3) vote of all voting members of the Board of Directors, providing the notice for the meeting includes the proposals for amendments.

Section 4. Proxy votes by members of the Board of Directors will be accepted for Bylaws amendments only.

Section 5. The membership shall be notified in the next newsletter after the adopting of any Bylaw change by the Board of Directors.

CERTIFICATE OF RECORDING SECRETARY

I, the undersigned, hereby certify:

That I am the duly elected and acting Recording Secretary of The Eagle Rock Chamber of Commerce; and

That the foregoing Bylaws, comprising ten (10) pages, including this page, constitute the Restated Bylaws of The Eagle Rock Chamber of Commerce, as duly adopted at a meeting of the Board held on September 26th and that they have not been amended or modified since that date.

Executed on September 26th, 2006, at Los Angeles CA
Virula Brown