

RIO LINDA ELVERTA CHAMBER OF COMMERCE & CIVIC LEAGUE BY-LAWS

Adopted on: March 7, 2006

(Amended on: August 9, 2021, April 11, 2022)

ARTICLE I - NAME

Section 1. The name of this organization shall be the Rio Linda Elverta Chamber of Commerce and Civic League, but will be known as the "Rio Linda Elverta Chamber of Commerce" or "Chamber."

ARTICLE II - OBJECTIVE- MISSION STATEMENT

Section 1. The Rio Linda Elverta Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, civic and general interests of the communities within the boundaries of zip codes 95626 and 95673 and certain other businesses close to those boundaries.

ARTICLE III - NON-PARTISANSHIP

Section 1. The Chamber shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any particular candidate for office in City, County, State or Nation.

ARTICLE IV - CLASSES OF MEMBERSHIP

Section 1. FULL MEMBERSHIP

Any association, sole proprietorship, partnership, corporation, estate or person engaged in a profession or business for profit that maintains their primary residence or physical business location or has a substantial customer base within the boundaries listed in Article II, Section 1, may subscribe to/for voting membership and hold office in the Rio Linda Elverta Chamber of Commerce.

Section 2. ORGANIZATION OR GROUP MEMBERSHIP

Any church, religious group, service organization, club, association or corporation operating as a non-profit organization within the scope of their charter, constitution or bylaws, and within the boundaries listed in Article II, Section 1, may subscribe to/for voting membership in the Rio Linda Elverta Chamber of Commerce.

Section 3. HONORARY MEMBERSHIPS

Honorary memberships may be extended to public officials and other persons. The honorary membership shall be exempt from paying dues, have no voting rights nor be allowed to hold office. Election to Honorary membership will require the affirmative vote of a majority of the Chamber Board of Directors. Honorary memberships may be revoked in the same manner. Honorary memberships shall be reviewed as necessary.

Section 4 DEATH OF MEMBERS

The death of a member representative shall not terminate the membership. The substitution of a new assignee for the holder of a valid membership shall not be cause to terminate the particular membership.

ARTICLE V -APPLICATION FOR MEMBERSHIP

Section 1. Application for membership shall be made to the Chamber Board of Directors on an approved application form.

Section 2. Application for membership shall be regarded as the applicant's interest in and compliance with the purpose of the Chamber and of their adherence, if accepted for membership, to the Chamber's By-Laws and rules.

Section 3. Election to membership may require the affirmative majority vote of the Chamber Board of Directors after review of the application.

Section 4. Any business, Person or Organization defined in Sections 1 and 2 of ARTICLE IV may acquire one (1) membership and one (1) vote. Any business, Person or Organization shall have the right to designate and/or change their individual voting representative subject to the approval of the Board of Directors. Designate's name and address shall be on file.

Section 5. All memberships, other than Honorary, shall pay a membership fee with the application for membership.

ARTICLE VI - DUES

Section 1. All Memberships, other than Honorary, shall pay a membership fee.

Section 2. The membership fee structure shall be reviewed by the Chamber Board of Directors annually and considered for revision or retention.

Section 3. Membership dues are due on the anniversary month of each membership.

Section 4. Members may be expelled for non-payment of membership dues after ninety (90) days. (See ARTICLE VII Section 1.)

ARTICLE VII - EXPULSION OF MEMBERS

Section 1. Members may be expelled by the Chamber Board of Directors for cause or for nonpayment of dues.

Section 2. Except for non-payment of dues, no member may be expelled prior to or without the opportunity of a hearing before the Chamber Board of Directors. A personal notice of intended expulsion shall be delivered to the member at least thirty (30) days prior to a hearing indicating the time and place it is to be held. A two thirds (2/3) vote of all Chamber Directors present shall be necessary to expel the member.

Section 3. An expelled member shall have the right to appeal to the general Chamber membership upon a written request to the Chamber Board of Directors. This request shall be made by the member within fifteen (15) days of the meeting expelling them from membership. The expelled member shall be allowed to present their appeal at the next general meeting or at a special general membership meeting held within forty-five(45) days of receiving such a request. A majority vote of the membership present shall confirm or reverse the action to expel.

Section 4. The expulsion or resignation of a member from the Chamber shall terminate their membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the Chamber and the member shall thereafter have no right thereto or any part thereof.

ARTICLE VIII - EXPULSION/RESIGNATION OF A DIRECTOR

Section 1. Directors may be expelled or asked to resign by the Chamber President and confirmed by the remainder of the Board of Directors for cause, non-payment of dues or missed meetings.

Section 2. No Director may be expelled or asked to resign without the opportunity of a hearing before the Chamber Board of Directors.

Section 3. A personal notice of intended expulsion shall be delivered to the member thirty (30) days before a hearing indicating the proposed time and place it is to be held. A two-thirds (2/3) vote of those Chamber Directors present shall be necessary to expel a Director from the Board. The vote of the Board of Directors shall be final.

Section 4. Expulsion or resignation of a Director does not remove a Director from membership. Removal from membership requires another action. (See ARTICLE VII).

ARTICLE IX - VOTING

Section 1. At any Directors' or General meeting the vote shall be taken by voice, ballot, roll call or in an Emergency, Email or other on-line method. All Directors shall use the same voting method. Proxy voting is not allowed. The President shall make the determination.

Section 2. Election voting shall be by ballot. (See ARTICLE XI)

Section 3. Voting memberships shall be those defined in ARTICLE IV Sections 1 and 3 **2**.

Section 4. Any member or Director in the process of expulsion shall have voting privileges until the hearing process has been completed.

ARTICLE X - MEETINGS

Section 1. The Chamber Board of Directors shall meet a (10) times per year of which a minimum of ten (10) meetings shall be considered general membership meetings. The Board of Directors may utilize the general membership meetings to hold their regular Board meetings.

Section 2. The Chamber Board of Directors shall call a general membership meeting upon a petition signed by not less than twenty-five percent (25%) of the chamber members.

Section 3. The Annual Meeting of the Chamber shall be in December.

Section 4. At all general membership meetings 10% of the membership but not less than five (5) voting members shall constitute a quorum.

Section 5. Notice of both regular general and special general meetings shall be given each member by a mailed or emailed notice. Notice must be posted at least (5) five days prior to the meeting,

Section 6. All meetings of the Board of Directors and General Membership shall take place only within the communities of Rio Linda or Elverta.

Section 7. At the discretion of the Board President or upon majority vote of the Board, any meeting pertaining to the below topics of the Board may be closed to the general public. Closed meetings will allow for only the attendance of board members and invited guests. Stakeholders will not be notified of time or place of such meetings, would not be offered the opportunity to see any minutes, would not be aware of the decision-making process, or be provided with any opportunity to engage with Board Members during the meeting. Topics which may warrant a closed meeting:

1. To analyze materials and information concerning criminal or civil actions which are not part of a public court record.
2. To consider legal advice rendered to the board concerning an issue or matter under board discussion, where the board has not yet taken a public stand or reached a conclusion.
3. To discuss board member personnel matters in which the names, competency and abilities of individual are discussed.
4. To discuss the identify of a bona-fide and lawful donation when the donor has requested anonymity.

ARTICLE XI - ELECTIONS

Section 1. Election of Directors shall be held once a year in the month of December at a membership meeting.

Section 2. Annually, a Nominating Committee of not less than three (3) members shall be appointed by the President and approved by the Board at the October Meeting. None of the nominating committee members serving on that year's nominating committee may run for open seats on the Board of Directors during current election.

Section 3. All nominees shall have been a voting representative of a member of the Chamber of Commerce for at least one (1) complete year before the Board elections.

Section 4. The nominating committee shall file a list of the nominees with the Chamber President at the November meeting. Nominations other than those made by the nominating committee may be made by any member at the meeting in November from the floor. All nominees shall be listed on the ballot and their names read at the meeting in November, before the December election.

Section 5. The Nominating Committee shall mail to all members a ballot with all the nominees recommended by the nominating committee and any other nominees nominated from the floor at the November meeting. The ballot shall be mailed fifteen (15) days prior to the December election meeting. The Nominating Committee shall assure the validity and security of the ballots; each member shall be afforded the opportunity to cast one and only one ballot.

Section 6. All voting shall be by ballot. Those nominees receiving the highest number of votes, and corresponding with the open positions, shall be declared elected. A list of the candidates and their vote totals shall be made available until the conclusion of the January Chamber meeting.

Section 7. The nominating committee appointed by the President shall tally the ballots at the election meeting. Those appointed to tally the ballots shall not be candidates for election.

Section 8. The ballot tally shall be presented to the President at the election meeting. All ballots shall be sealed in an envelope with the signatures of the President and Vice President across the seal. The envelope shall be filed with the Chamber papers at the Chamber office for three years. (And can then be destroyed.)

ARTICLE XII - DIRECTORS

Section 1. The government of the Chamber, the direction of its work and control of its property shall be vested in a Board of Directors that will consist of nine (9) members. Three of whom shall be elected each year for a term of three (3) years.

Section 2. The Chamber Board of Directors shall be elected annually at a general membership meeting in December.

Section 3. Membership of all of the positions on the Chamber Board of Directors shall be limited to those voting members described in ARTICLE IV, Sections 1 & 2.

Section 4. The Chamber Board of Directors shall meet at such regular time and place as will be determined by them. The Chamber Board of Directors shall keep a record of their meetings and shall submit reports of these meetings at general membership meetings. Such meetings shall be held within Rio Linda or Elverta.

Section 5. Absence from three (3) consecutive regular Chamber Board of Directors meetings, without an excuse deemed valid and so recorded, shall be construed as a resignation for the Board. Notice of all meetings shall be by Email or personal mail to the last known post office address, five (5) days prior.

Section 6. A majority membership of the Chamber Board of Directors at a called Directors meeting shall constitute a quorum.

ARTICLE XIII - OFFICERS

Section 1. Upon their election the Chamber Board of Directors shall promptly meet, qualify and select officers for the ensuing year. These officers shall be: President and Vice-President. The President and Vice-President, shall have been members of the Board of Directors for one (1) year prior to becoming officers. Either Officer may succeed themselves for another one (1) year term within their three year terms as Directors.

Section 2. The President with the approval of the Board may appoint the positions of Treasurer and Secretary. They may be from the Board, general membership or the President may hire someone for these positions with the approval of the Board. The Board shall determine the salary for each position or no salary. The position of Secretary and Treasurer, if not members of the Board of Directors, may not vote on any action taken by the Board.

Section 2a. Executive Committee shall consist of President. Vice-President and Treasurer. Executive Committee shall meet in January and February to determine upcoming year's budget and schedule.

Section 3. The Chamber President shall preside at all meetings of the Board of Directors, Annual Meeting and General Membership Meetings. The Chamber President shall perform all duties incident to the office. The President shall, with the approval of the Board of Directors, appoint all committee chairmen and form all committees. The Chamber President may remove any committee chair and dissolve any committee for cause, subject to the approval of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall, at times deemed proper, but not limited to general and annual meetings of the membership, commend to the Board of Directors such matters and make suggestions that may tend to promote the prosperity and increase the usefulness of the Chamber. The President shall have custody of the Treasurer's Bond should one be required. Appointees appointed by the President to fill the remaining vacated terms of Directors or Officers shall normally be individuals who would be otherwise qualified to stand for election at the time of their appointment. Exceptions to this rule may be made by the President. In the event of a vacancy in the office of

Vice-President occurring during the course of the Vice-President's one year term, the President may appoint any Board member to fill the Vice-President's remaining term of office.

Section 4. The Vice-President shall act in the absence of the President, and in the absence or disability of the two principal officers (President and Vice-President) the Board of Directors shall choose a Board member to act in the President's position temporarily.

Section 5. The Secretary shall keep a record of all Board of Directors and general membership meetings. This record; in the form of meeting minutes, shall be reviewed at subsequent meetings and be available for all members to see. The Secretary shall insure that all necessary documents are kept in a general file and that other communications and records of the Chamber are properly maintained. The Secretary shall see that all letters and other communications are properly sent or delivered. The Secretary shall be under the general supervision of the Chamber President.

Section 6. The Treasurer shall receive and disburse the funds of the Chamber. The Treasurer shall keep all moneys of the Chamber deposited in the Chamber's name. The Treasurer shall make financial status reports at all Board of Directors and general membership meetings or on a monthly basis.

ARTICLE XIV - CONDUCT OF MEMBERS

Section 1. No member shall represent the Chamber's position at any meeting, reception or on any issue unless approved at the Board of Directors meeting prior to said representation.

ARTICLE XV - BUDGET AND DISBURSEMENTS

Section 1. Promptly at the beginning of each year the (Executive Committee} shall compile and prepare a budget of expected and estimated expenses that will include the amounts for the operating committees. This estimated budget will be presented to the Chamber Board of Directors for review and possible revision.

Section 2. The Board of Directors will then adopt the budget, modified or unmodified, and it shall become the appropriation measure of the Chamber. No committee may exceed its appropriation without the prior approval of the Chamber Board of Directors.

Section 3. All revisions/changes to the adopted budget shall be reported to the Directors for approval or denial. All voting or expenditures beyond the planned budget shall be in person at a regularly scheduled meeting. A quorum of the Board of Directors shall be present for any budget revisions/changes.

Section 4. The Board of Directors shall review and approve all bills each month. The Directors shall have the books and accounts of the Chamber audited when deemed necessary.

Section 5. No disbursements of the Chamber funds shall be made unless there has been a prior authorization and approval by the Board of Directors. All disbursements shall be made by check ~~unless a written receipt is presented or received~~. Three persons shall have signature authority in the checking account, the President, the Vice President and the Treasurer. All checks shall be signed by any two of the three. Checks shall not exceed the amount approved and authorized for the expense that is incurred.

Section 6. The Chamber shall not be voluntarily dissolved except by approval of the Board of Directors. On the dissolution of the Chamber, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of the Chamber shall be distributed to a local organization or organizations organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future Federal tax code.

ARTICLE XVI - PARLIAMENTARY PROCEDURE

Section 1. The proceedings of the Chamber meetings shall be governed by and conducted in accordance with the current By-Laws. In the absences of a By-Law addressing a specific issue, the latest edition of Robert's Rules of Order, a handbook for parliamentary procedure, shall prevail.

Section 2. Any member of the public may address the Chamber Board of Directors by requesting permission to speak at the appropriate time designated on the agenda.

Section 3. Items may be placed on the agenda by notifying the Chamber President or requesting permission for time on the agenda at the appropriate time during the Directors' Meeting.

Section 4. Items not on the agenda may not be acted on by the Board of Directors until the following meeting unless an item is deemed to be an emergency issue, in which case the Board of Directors may take action to place the emergency item on the agenda.

ARTICLE XVII -AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds (2/3) vote of those present, provided a quorum exists, at any regular or special meeting of the general membership, provided notice of proposed change(s) shall have been mailed or Emailed to each member no less than ten (10) days prior to the meeting.

Section 2. Meeting notices shall be by Email.

Section 3. These By-Laws shall be known and referred to as. "THE BY-LAWS OF THE RIO LINDA ELVERTA CHAMBER OF COMMERCE AND CIVIC LEAGUE."

ARTICLE XVIII - THE RIO LINDA ELVERTA CHAMBER OF COMMERCE AND CIVIC LEAGUE is a IRC 501(c)(6) ORGANIZATION

Section 1. Introduction-Generally, social clubs are membership organizations primarily supported by funds paid by their members. The tax exemption of social clubs has the practical effect of allowing individuals to join together to provide themselves recreational or social facilities on a mutual basis, without further tax consequences, where the sources of income of the organization are limited to receipts from the membership.

Section 2. General Rules-The ordinary meaning of the term "club" implies that there must be club members, and that there must be a "commingling" of the members for social, recreational, or similar purposes. Commingling is present if such things as meetings, gatherings and regular meeting FACILITIES ARE EVIDENT Clubs must be organized for pleasure, recreation and other non-profitable purposes. The Service has held that these other non-profitable purposes must be similar to providing pleasure and recreation.

Section 3. IRS 501(c)(6), P.L. 94-568, prohibits discrimination by certain social clubs. That section reads: (i) Prohibition of Discrimination by Certain Social Clubs. Notwithstanding subsection (a), an organization which is described in subsection (c)(6, 7) shall not be exempt from taxation under subsection (a) for any taxable year if, at any time during such taxable year, the charter, bylaws, or other governing instrument, of such organization or any written policy statement of such organization contains a provision which provides for discrimination against any person on the basis of race, color or religion.

ARTICLE XIX - SPONSORSHIP

Section 1. The Chamber, with the majority vote of the Directors, may Sponsor any entity. Said entity will state "sponsored in part by the Rio Linda Elverta Chamber of Commerce" in any type of media that is published. The Chamber is not responsible for the entities individuals and/or groups actions. The Chamber shall be non partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, recall, or appointment of any particular candidate for office in Community, City, County, State or Nation.

Section 2. Any time that the Chamber donates, (this includes in name, in dollars, in service.) to an entity, The Chamber name shall be on all and any media type as; "Sponsored in part by the Rio Linda Elverta Chamber of Commerce" and/or "RLEChamber.biz". At any and all events, when deemed appropriate, The Chamber shall have a sponsors table at no additional cost.