



NORTH VALLEY REGIONAL CHAMBER OF COMMERCE

BY-LAWS

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North Valley Regional Chamber of Commerce

(A non-profit corporation)

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of California and shall be known as the **North Valley Regional Chamber of Commerce, Incorporated** (hereafter “The Chamber”)

Section 2: Purpose

The purpose of the Chamber is to engage in activities and services that support the interests of the Chamber’s members, to promote commerce and to enhance the socio-economic vitality of the community.

Section 3: Limitation of Methods

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 and the California Corporations Code section 5000 et seq.

Section 4: Business Plan and Policies & Procedures

The Chamber shall develop a Chamber Business Plan (CBP) and, Policies and Procedures Manual (PPM).

On an annual basis, the Board of Directors shall appoint an Ad Hoc Organization Review Committee to meet exclusively for the purpose of reviewing and making recommendations to the Board of Directors relative to the Chamber Business Plan (CBP) and Policies and Procedures (PPM).

Section 5: Limitation of Authority

No policy action by any member, committee, division, employee, Director or officer shall be binding upon or constitute an expression of the policy of the Chamber without ratification of the Board of Directors.

ARTICLE II

Membership

Section 1: Eligibility

The Board of Directors shall develop a Code of Ethics that all members shall ascribe to as a condition of membership, said Code to be reviewed regularly by the Ad Hoc Organization Review Committee.

Any business enterprise organized under the laws of the State of California and the United States of America shall be eligible for Business Membership in the Chamber provided said business ascribes to the high standards of business conduct pursuant to the Chamber's Code of Ethics.

Any resident, governmental agency, or community organization shall be eligible for Non-Business Supporting Membership in the Chamber.

Section 2: Membership Application

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant who meets the eligibility criteria shall become a member upon payment of the regularly scheduled investment/fees as provided in Section 3 of By-Law Article II.

Section 3: Investment/Fees

- A) Annual membership and renewal investment/fees shall be established and reviewed by the Board of Directors as deemed necessary.
- B) A member is in good standing as long as the member's investment/fees are current (within 30 days of its due date).

Section 4: Termination

A member (or its designated representative) may be expelled by a two-thirds vote of the Board members present at a regularly scheduled Board of Directors meeting for violation of the Chamber's Code of Ethics or for conduct the Board of Directors determines to be adverse to the interests of the Chamber and/or the general membership.

The Board of Directors shall adopt policies and procedures relative to the member expulsion process.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. For proxies, refer to Section 5 of By-Law Article III.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or other entity, holding membership, may select an individual to represent it in all Chamber matters. If a member has a designated representative, that representative is subject to all rules and regulations of the Chamber.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: New officers and Directors, current officers and Directors, committee Chairs, committee members and new Chamber members. A detailed outline for orientation of each of these groups shall be described in the **PPM**.

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to Honorary Membership. Honorary Members shall have all the privileges of members except the right to vote, and shall be exempt from payment of membership investments/fees. The Board of Directors shall confer or revoke Honorary Membership by a majority vote. The term of Honorary Member shall be for one (1) year.

ARTICLE III Meetings

Section 1: Annual

The annual meeting of the corporation, in compliance with State law, shall be held during January of each year, at a time and place determined by the Board of Directors. The general membership shall be notified by regular means at least 10 days before the meeting. At such meeting, the newly elected officers may be installed, reports of the officers of the Chamber may be considered and any other business may be transacted. The content of the notice is discussed in the PPM.

Section 2: Other

The Chair of the Board may call Chamber Meetings at any time.

- A. General Board Meetings will be held on a regular basis at a time, day and place determined by the Board of Directors.
- B. Special Board Meetings may be called by the Chair of the Board, the President/CEO or by the Board of Directors upon written request of three (3) members of the Board. Notice, including the purpose of the meeting, shall be given to each Director at least one (1) day prior to said meeting. The content of the notice is discussed in the PPM.
- C. Committee Meetings may be called at any time by the Chair of the Board, respective department Vice Chair, or by the Committee's Chair.

Section 3: Quorums

At any duly called General Chamber Meeting, 10% of members in good standing shall constitute a quorum. At a Board meeting, a majority of voting Directors shall constitute a quorum. At committee and ad hoc meetings, a majority of the committee membership shall constitute a quorum.

In the event a quorum is not present in person or by proxy at any meeting, the matter under consideration shall be tabled or resolved through electronic data transmission (EDT).

Section 4: Notices, Agendas, and Minutes

Written notice of all non-regularly scheduled Chamber meetings must be given at least 5 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be described in the **PPM**.

Section 5: Proxy Votes

The use of signed proxy votes, including facsimile copies, is permissible in any and all matters coming before the Board of Directors, the General Membership, or a Committee. Such proxy votes must be presented by a Chamber member in good standing to any person entitled to vote at the meeting where the vote is to be counted. The content of a typical proxy form is discussed in the **PPM**.

Proxy votes shall be counted as part of the quorum needed for a binding vote of the General Membership, the Board, or any Committee.

ARTICLE IV Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be elected by written ballot of the Chamber members in good standing (see Section 3 of By-Law Article II), one-third of whom shall be elected each year to serve for three (3) years or until their successors are installed. Unanticipated vacancies shall be filled as soon as practicable, and in accordance with Section 4 of By-Law Article IV. Each elected Director is entitled to one vote.

There may be up to six (6) “Appointed” Directors to serve one-year terms who are recommended by the incoming Chair of the Board, subject to the approval of the Board. Each Appointed Director is entitled to one vote.

The Immediate-Past Chair, if not otherwise reelected or appointed to the Board, may still remain on the Board for one additional year in order to carry out the duties of the Immediate-Past Chair. The Immediate-Past Chair, if remaining on the Board, is entitled to one vote.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Selection and Election of Directors

A. Nominating Committee

At the regular October Board meeting, the Chair of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber. The President/CEO of the Chamber shall serve as a non voting member of the committee. The Chair of the Board shall designate the Chair of the committee. The make-up of the committee shall be described in the PPM.

The committee shall solicit and receive nominations, shall verify nominee qualifications, and shall request a brief biography from each qualified nominee.

At the December meeting of each year, the Nominating Committee shall present nominees to the Board of Directors who in the Committee’s opinion are qualified to serve three-year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third consecutive term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations

Upon receipt from the Board of Directors of the list of recommended candidates, the Secretary shall notify the membership via the established Chamber means of general communication of the names of persons so nominated for the vacant Director's positions. Included with this communication shall be an explanation of the procedure and right of members to make additional nominations.

Section 3: Seating of New Directors

The Board shall meet within two weeks of the annual meeting for the sole purpose of considering the recommendations of the Nominating Committee relative to the selection of certain officers. All newly elected Board members shall be seated immediately upon election. At its next regular meeting, the Chair will appoint, subject to approval of the Board, as many as six additional members of the Board.

In the interim between the annual meeting and the convening of the Board to select its officers, the Nominating Committee will meet to consider candidates for the position of Chair and Vice-Chair. To be eligible, candidates must have completed at least one year of an elected term.

Section 4: Vacancies

The Board of Directors shall fill vacancies on the Board, or among the officers, by a majority vote. Any Chamber Member may recommend himself, herself, or any other Chamber Member in good standing to serve on the Board. Notice of vacancies shall be posted via standard Chamber communication.

Section 5: Attendance

A member of the Board of Directors who is absent from two (2) consecutive regular meetings of the Board of Directors shall be subject to removal from membership on the Board unless confined by illness or other absence, which has been approved by a majority of those voting at any meeting thereof.

Section 6: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in the **PPM** as described in Section 4 of By-Law Article I.

Section 7: Indemnification (Also see Section 6 of By-Law Article VII)

The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, Directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been an officer, Director or employee of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V Officers

Section 1: Determination of Officers

The Nominating Committee of the Board of Directors (Refer to Section 2A of By-Law Article IV) shall convene to consider and recommend to the full Board candidates for the position of Chairperson and Vice-Chairperson. At the January Board Meeting, the Board will consider the recommendations of the nominating committee and select the Chair and Vice Chair for the ensuing year. -

The Secretary and Treasurer are not elected but shall be appointed by the incoming Chair. If these two officers (Secretary and Treasurer) are not already Board members, then they must be part of the six (6) approved appointees of the Chair (refer to Section 1 of By-Law Article IV).

The President/CEO is not elected but is selected and recommended by the Executive Committee (Section 3 of By-Law Article V) to the Board for approval and confirmation. The President/CEO shall be an “At Will” employee, in accordance with the laws of the State of California and as described in the **PPM**.

All officers shall take office immediately upon election and shall serve for a term of one (1) year or until their successors assume the duties of office.

Section 2: Duties of Officers

A. Chair of the Board

The Chair shall serve as the chief elected officer of the Chamber of commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

The Chair is a voting Ex-Officio member of all committees.

The Chair shall appoint the Secretary and Treasurer to each serve for a one-year term. Board approval by a majority vote is required.

The Chair shall, with advice and counsel of the Executive Committee and the President/CEO, form all Standing and Ad Hoc committees. Board approval by a majority vote is required.

The Chair of the Board shall, with the advice and counsel of the President/CEO, appoint one or more Board Members to head each committee other than the Executive Committee. Board approval by a majority vote is required.

B. Vice-Chair

The Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.

The Vice Chair shall also serve as head of a committee to annually review the Chamber's Business Plan (Section 4 of By-Law Article I), as described in PPM and make recommendations to the Board relative to recommended revisions. The committee shall also be responsible for reviewing and recommending amendment(s) of the By-Laws, PPM, and/or other Chamber policies as deemed necessary.

C. Committee Heads

The Chair shall appoint Board Members to head Standing and Ad Hoc committees, and shall define their duties. The Committee Heads will have under their immediate jurisdiction all sub-committees pertaining to their general duties. Responsibilities of Committee Heads are outlined in the PPM.

D. Treasurer

The Treasurer shall have oversight responsibility over the Chamber's finances and will be responsible for safeguarding all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks in excess of \$1,000 are to be signed by both the Treasurer and the President/CEO, or, in the absence of either or both, by any two individuals whose signatures appear on the signature card of the appropriate financial institution(s). The Treasurer shall present regular financial reports to the Board.

The Treasurer shall have voting rights as a Director, whether an elected or appointed Board member.

E. Secretary

The Secretary shall be responsible to see that the Minutes of the Board of Directors and meetings of the general membership are maintained. The Secretary, if required, shall give, or cause to be given, notice of all meetings of the Board of Directors and the general membership. The contents of Notices, Agendas, and Minutes are described in the **PPM**.

The Secretary shall have such other powers and perform such other duties as may be prescribed by the Chair and the Board of Directors. The Secretary, regardless of whether he or she is an elected or appointed Board member, shall have all voting rights as a Director.

F. President/CEO

The President/CEO shall be the Chief Administrative and Executive Officer of the North Valley Chamber of Commerce. The President/CEO shall assist the Secretary and cause to be prepared Notices, Agendas, and Minutes of all meetings of the Board.

The President/CEO shall serve as advisor to the Chair of the Board, shall serve on the committee to develop and revise the Chamber Business Plan (**CBP**), and shall assemble information and data and cause to be prepared special reports as needed.

The President/CEO shall be a non-voting ex-officio member of the Board of Directors, the Executive Committee, and all other committees.

With assistance of the Chair, Committee Heads, and the Vice-Chair, the President/CEO shall be responsible for administration of the **CBP**.

The President/CEO shall be responsible for hiring, discharging, directing and supervising all employees.

The President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President/CEO shall also be responsible for all expenditures within approved budget allocations.

G. Immediate Past Chair

The Immediate Past Chair shall serve on the Executive Committee and shall serve as an advisor to the Chair.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. As a minimum, it shall be composed of the Chair of the Board, Immediate Past Chair, Vice-Chair, Committee Heads, President/CEO, Secretary, and Treasurer. The Chair of the Board will serve as Chair of the Executive Committee. The Chair may also appoint one or more additional members with the approval of the Board of Directors.

The Executive Committee shall have the responsibility of selecting and recommending the President/CEO to the Board of Directors for approval and confirmation.

Other Executive Committee duties shall be as described in the **PPM**.

Section 4: Indemnification

The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers in accordance with **Section 7 of Article IV** of these By-Laws.

ARTICLE VI Divisions and Committees

Section 1: Divisions

The Board of Directors may create such divisions, committees, sub-committees, task forces, subsidiary corporations, or other entities as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, committees, sub-committees, task forces, subsidiary corporations, and other entities. The Board, at its Planning Retreat, shall review and approve all activities and proposed programs of such entities having bearing upon or expressive of the Chamber.

Section 2: Committees

Committees will be headed by Board Members. All Committees will be formed by the Chair with advice and counsel of the Executive Committee and President/CEO, including such ad hoc

committees and their Chairs as deemed necessary to carry out the provisions of the **CBP**. Board approval is required for all committee formations.

Sub-Committee Chairs and members shall be appointed by the appropriate Committee Head.

It shall be the function of committees to make investigations, conduct studies and hearings, and make recommendations to the Board of Directors.

Sub-Committees shall be discharged by their appointing Committee Head when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once Committee action has been approved by the Board of Directors, it shall be incumbent upon the Committee heads or, in their absence, whomever they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

ARTICLE VII Finances

Section 1: Funds

All money paid to the Chamber shall be placed in one or more general operating fund accounts in accordance with the procedures described in the **PPM**.

Section 2: Disbursements

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check with one or two signatures, as described in Article V, Section 2, D.

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber except for day-to-day purchases where members compete with other companies for Chamber business.

Section 3: Fiscal Year

The fiscal year of the Chamber shall be July 1 through June 30.

Section 4: Budget

The Budget Committee shall prepare a budget for the coming year and submit it to the Board of Directors for approval at the Planning Retreat. Budget details are discussed in the **PPM**.

Section 5: Annual Financial Statement

The Treasurer shall make available a year-end accounting of the finances of the Chamber. This information shall at all times be available in the Chamber office to any Member in good standing of the Chamber.

Section 6: Bonding (Also see Section 6 of By-Law Article IV)

The President/CEO and such other officers and staff as the Board of Directors may designate may be bonded by a sufficient Fidelity Bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII Dissolution

Section 1: Procedure

Upon dissolution of the Chamber, any funds or assets remaining in any accounts shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the NVRCC Board of Directors as defined in IRS Section 501(c)(3).

ARTICLE IX Parliamentary Authority

Section 1: Robert's Rules of Order

The most current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE X
By-Law Revisions

Section 1: Procedures

The By-Laws may be revised by submitting changes approved by the Board of Director to the General Membership. The General Membership must be notified of the nature of the changes at least thirty (30) days prior to a vote. Changes will be considered approved when a majority of a quorum of the General Membership in good standing has agreed.

Voting must be done on official ballots provided for that purpose. Faxed ballots are acceptable. The content of ballots is discussed in the **PPM**.

The Executive Committee is charged with the responsibility of counting and verifying the validity of returned ballots.