

BY-LAWS
OF THE BURNEY CHAMBER OF COMMERCE

ARTICLE I: CORPORATE NAME

The name of the organization shall be the “Burney Chamber of Commerce,” a non-profit organization, serving the communities of Burney, Cassel, Hat Creek, Johnson Park, Old Station, Montgomery Creek, Round Mountain, and Big Bend, with its principal office for the transaction of business of the Corporation in the town of Burney, County of Shasta, State of California.

ARTICLE II: PURPOSE

The purpose of the Chamber shall be as follows:

- a. To promote the civic, economic, commercial, educational, industrial, agricultural and social welfare of the people of the town of Burney and Communities named in Article I.
- b. To acquire by purchase, lease, gift, devise, and bequest or otherwise, and to own, hold and convey real property, as in carrying out the purpose of the Corporation may, in the judgment of its proper Officers and Directors and a majority vote of the entire membership by ballot, be necessary or desirable.
- c. To enter into any and all lawful contracts, and incur indebtedness and obligations essential to the transaction of the business of the Corporation or carrying out the purpose for which it is formed, and to that end to be empowered to borrow money, issue notes, or other evidence of the indebtedness, and to mortgage or pledge its property, by a majority vote of the entire membership by ballot, and do all things necessary and proper to carry out the purpose of the Corporation.
- d. This organization, in its activities, shall be non-partisan and non-sectarian. There shall be no resolution for, nor shall it be otherwise committed to, the support or endorsement of any initiative or candidate for public office.

ARTICLE III: MEMBERSHIP

There shall be three types of membership, as follows:

- a. A “Regular Membership” is a full, active and participating type membership for business people. Annual dues are required, and each “member” has one vote.
- b. An “Individual Membership” is for an individual who is an active and participating type member, for non-business people. Annual dues are required, and each “member” has one vote.

- c. A “Non-profit Organization” is a full, active and participating type membership for any association, non-profit, or community benefit organization serving the communities named in Article I. Annual dues are required and each “member” has one vote.
- d. Any reputable person, association, corporation, partnership, non-profit or community organization may apply for membership in the Chamber as follows:
 - 1. Make application via any Officer, Director, or Member.
 - 2. Applicants may be elected to membership at any meeting of the Board of Directors. A majority vote of all the Directors and members present shall be necessary for approval to membership.
 - 3. Following their initial election to membership, each regular member is required to pay their dues for the current year before being permitted to exercise the privileges of membership.
 - 4. Regular membership shall be on a continuing basis each year upon the payment of annual dues.
- e. Any member may be suspended or expelled from membership by a majority secret ballot vote of the Board of Directors or a 100 percent canvas of the Board at any meeting, after due notice and opportunity for a hearing for conduct unbecoming of a member. Absentee ballots will be permitted if returned to the Secretary prior to the meeting.

ARTICLE IV: ANNUAL DUES

- a. The annual membership dues shall be the amount set by the Board of directors in December of each year, and are payable before January 31.
- b. A statement informing each member that dues are due and payable shall be sent to all members in December. If dues are not received by January 31 a past due notice shall be sent to the member in February. If a member still remains delinquent, unless special arraignments are made with the office manager for payment on a different schedule, on April 1 all rights shall be forfeited, and they shall no longer be considered a current member of the Chamber.
- c. Businesses, individuals and non-profit organizations who wish to become members of the Chamber at times other than January shall pay pro-rated dues at time of joining pursuant to ARTICLE III c. above.

ARTICLE V: OFFICERS

- a. The officers of the Chamber shall be as follows:
 - President or two Co-Presidents
 - Vice President
 - Secretary
 - Treasurer
 - Immediate Past President or Appointed Member in Good Standing

- b. The duties of each officer shall consist of those pertinent to the office to which the member has been elected and ordinarily performed by such officer, or as may be directed by the President or Board.
 - 1. President or two Co-Presidents (Chair of the Board):
The President shall preside over all authorized meetings of the Board of Directors and Membership. The President shall have the same voting rights as Directors and Officers only in case of a tie. The President shall be responsible for preparing the Agenda for all meetings of the Board of Directors and may delegate the responsibility to the Chamber Manager. Co-Presidents will divide responsibilities as they chose and will share one vote.
 - 2. Vice President:
The Vice President shall chair the Membership Committee. In the absence of the President, the Vice President shall preside at all meetings.
 - 3. Secretary:
The Secretary shall keep the minutes of all membership and Board of Directors meetings, and may delegate the responsibility to the Chamber Manager. The Secretary shall be responsible for certifying all official papers and/or records of the Chamber.
 - 4. Treasurer:
The Treasurer shall chair the Finance Committee, and review the expenditures and income of the Chamber monthly. The Chamber Manager shall prepare the monthly financial reports, including the Balance Sheet, Profit and Loss Statement, and Transaction Register, for submission to the Treasurer and Board of Directors at the monthly meeting.
 - 5. Immediate Past President or Appointed Member:
Perform such duties as designated by the President and shall be entitled to the same voting rights as are provided to the elected Officers and Directors.
- c. To be eligible for the office of President, the member shall have served on the Board of Directors. If there is no candidate meeting eligibility requirements willing to accept nomination, another member may be selected as a nominee for the office of President.
- d. Officers may serve no more than three consecutive terms in the same position.

ARTICLE VI: BOARD OF DIRECTORS

- a. The Board of Directors shall consist of a maximum of eleven (11) Directors (including Officers) who are members in good standing. They shall consist of the following:
 - 1 President or two Co-Presidents (Chair of the Board)
 - 2 Vice President
 - 3 Secretary
 - 4 Treasurer
 - 5 Immediate Past President or Appointed Member
 - 6 Two Directors 2-year term
 - 7 Four Directors 1-year term

- b. The government of the Chamber, the direction of its work and the control of its employees and property shall be vested in the Board of Directors.
- c. Two (2) Directors shall be elected for a two (2) year term and four (4) Directors shall be elected for a one (1) year term.
- d. At all meetings, a minimum of five six (6) Officers and/or Directors shall be present to constitute a quorum in order to transact business by motion or resolution.
- e. The Board of Directors shall hold at least one (1) board meeting prior to each general meeting, to conduct Board business.
- f. The Secretary shall submit a written copy of the Board minutes to the next meeting of the Chamber Membership, or provide in advance by electronic mail or regular mail.
- g. Voting by e-mail shall be considered a valid vote by the Board of Directors. Response from six (6) Officers and/or Directors shall be considered a valid vote. An e-vote will be taken when an issue is deemed time critical by the President.

ARTICLE VII: VACANCIES

- a. The Board of Directors shall propose a member in good standing to fill the remainder of an Officer's or Director's unexpired term caused by resignation (or otherwise) to the membership at the next general meeting of the Chamber for their approval or rejection. If rejected, the membership may nominate and elect an alternate from the floor, or refer the matter back to the Board for another nominee to be voted on at the next general meeting of the Chamber.
- b. The absence of an Officer or Director from three (3) consecutive Board or General meetings without without prior notification and recorded in the attendance record of the Secretary, shall be construed as an automatic resignation for lack of interest.
 - 1. After three (3) consecutive unexcused absences, the Officer or Director shall be notified, in writing, by the President of their pending removal from the Board.
 - 2. If the said officer or director fails to attend the following and subsequent meetings the position will be deemed vacant and a replacement elected according to the procedures described in section a. of this Article.

ARTICLE VIII: ELECTION OF OFFICERS AND DIRECTORS

- a. A "Nominating Committee" shall consist of three (3) Officers and two (2) Directors.
- b. The Nominating Committee shall be appointed by the President no later than the September meeting of the Board of Directors.

- c. The Nominating committee's recommended slate of Officers and Directors shall be presented to the Board of Directors by the October Board of Directors meeting and then to all members at the October General Meeting.
- d. At the October General meeting, after the Nominating Committee has presented the written slate of candidates, nominations may be made from the floor by any member in good standing. Ballots shall be prepared by the Chamber Secretary, and will include any additional nominations from the floor, and will be sent by regular mail or by e-mail to all members. Ballots are to be placed in a sealed envelope, with the voter's name printed on the outside, to be counted. Ballots submitted by e-mail and clearly identifying the sender will be accepted. Ballots shall be submitted by:
 - 1. Mail to the Chamber, to be received by the day prior to the November election, or
 - 2. Delivered to the Chamber office by the day prior to the November election, or
 - 3. Delivered by e-mail in manner that clearly identifies the sender, or
 - 4. Brought to the November election meeting.
- e. At the November Chamber General Election Meeting, voting shall be by members in good standing only, and one member may not cast more than one vote. The slate of Officers and Directors will be elected by a majority vote per the ballots received prior to, or at, the November meeting.
- f. Each year the one (1) director receiving the highest number of votes will be deemed elected to a two year term.
- g. At the general November election, the candidates receiving the highest number of votes for the number of vacancies to be filled shall be declared elected. In case of a tie vote, the tie shall be determined by re-balloting by direction of the President, and if still a tie, vote shall be settled by lottery.

ARTICLE IX: COMMITTEES

- a. The President may, with the approval of the Board of Directors, appoint the Committee Chairs for the term of office other than for the following:
 - 1. The Membership Committee shall consist of the Vice President, who shall act as chair, and a minimum of three Chamber members chosen by the Chair.
 - 2. The Finance Committee shall consist of three (3) members, the Treasurer, Chamber Manager, and a qualified member of the membership, and shall be responsible for preparing and submitting the annual budget for approval of the Board of Directors by their second Board Meeting. A member of the Finance Committee other than the Chamber Manager shall be responsible for conducting an audit of the Chamber accounting records on a yearly basis.

3. The Executive Committee shall consist of the President, Vice President, Immediate Past President, Secretary and Treasurer, and will be responsible for preparing operating policies.

ARTICLE X: MEETINGS

- a. Meetings of the Chamber Membership shall be held no fewer than ten (10) times each year on the second Tuesday of the month. The number and months of the meetings shall be determined by the President with approval by the Board.
- b. Meetings of the Chamber will be conducted by parliamentary procedure (Roberts Rules of Order). A motion and second are required for adoption by the majority of those present.
- c. Short reports may be given by each active Committee. "No Report" is considered to be a report.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Chamber shall begin January 1 and end on December 31.

ARTICLE XII: BUDGET

The Budget of the Chamber shall conform to the calendar year and the annual budget must be adopted and approved by the Board of Directors by their second meeting.

ARTICLE XIII: AMENDMENTS

- a. The By-Laws may be amended by a majority vote of the members in good standing present at any regular meeting or a special meeting called for that purpose. Notice of the proposed change or changes shall be sent in writing by electronic mail and regular mail to each member at least three (3) days prior to the time of the meeting.

ARTICLE XIV: CHAMBER MANAGER

- a. The Board of Directors may from time to time employ a Chamber Manager, and shall pay him or her such salary as is deemed appropriate by the Board of Directors. The Board of Directors may, from time to time, delegate to the Chamber Manager such functions as it may deem appropriate to be carried out by him or her under the general policies and directives of the Board of Directors.

Article VI was amended by vote of at the General Membership meeting on December 8, 2015. These by-laws were amended March 8, 2016.