



# BYLAWS

REVISED OCTOBER 21, 2021

## Article I. General

*Revised September 13, 2005\* Revised February 19, 2010; Revised August 2010; Revised October 17, 2013*

**Section 1. Name.** This organization is incorporated under the laws of the State of California and shall be known as the CORONA Chamber of Commerce. *Revised August 5, 2010; Revised October 17, 2013*

**Section 2. Principal Office.** The location of the principal office for the transaction of business of the corporation is 904 East Sixth Street, Corona, Riverside County, California. This location may be changed from time to time by amendment of these By-Laws. *Revised September 21, 2004\**

## Article II. Purposes

The purpose of this Chamber of Commerce is as follows: *Revised September 21, 2004\**

The Chamber of Commerce is organized to promote the general welfare and prosperity of the area business community. *Revised September 21, 2004\**

**Limitation of Methods.** The Chamber of Commerce shall observe all local, state, and federal laws which apply to a nonprofit organization as defined in Section 501 (c) (6) of the Internal Revenue Code. *New September 21, 2004\**

## Article III. Membership and Fees

**Section 1. Eligibility.** Any person, organization, firm, association, corporation, or partnership having an interest in the objectives of this organization shall be eligible for membership. *Revised September 21, 2004\**

**Section 2. Investments.** Membership investments shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance.

*Revised September 21, 2004\**

**Section 3. Election.** Applications for membership shall be submitted in various ways. All businesses operating within the law of the State of CA will be eligible for membership upon the CORONA Chamber receiving their full investment. *October 21, 2021*

**Section 4. Representation.** Any person, association, corporation, or partnership, upon becoming a member of the Chamber, may then designate an individual of said association, corporation, or partnership to represent the association, corporation or partnership in all matters concerning the Chamber. *New September 21, 2004\**

**Section 5. Termination of Membership.** (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) Any member shall be terminated by the Board of Directors by a majority vote for non-payment of investment after sixty (60) days from the due date, unless otherwise extended for good cause; (c) Any member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. If the Board of Directors by majority vote determines that termination is warranted, the member to be terminated shall be given 15 days notice of the intended termination by first class mail, postage prepaid, addressed to the member at

his/her last address shown on the records of the Chamber. The notice shall state the reason for termination and also state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the Chamber office not less than five (5) days before effective date of termination. The Board of Directors shall consider the member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member. Revised September 21, 2004\*

**Section 6. Resignation.** Any member upon written request to the Board of Directors accompanied by a remittance of the full amount due, if any, on his/her membership pledge may resign. Revised

September 21, 2004\*

**Section 7. Multiple Memberships.** Any person, organization, firm, association, corporation, or partnership subscribing dues according to the formula approved by the Board of Directors may assign voting memberships to members of their organization in multiples of their total membership investment as designated, from time to time, by the Board of Directors. Revised September 21, 2004\*

**Section 8. Associate Membership.** Any person who is not actively engaged in business not desiring full membership privileges (no plaque, no vote, no discounted pricing), may apply to the Board of Directors for associate membership at a fee to be determined under Section 2 herein, and under terms and conditions as established by the Board of Directors, from time to time. Revised

September 21, 2004\* October 21, 2021

## Article IV. Meeting of Members

Revised September 21, 2004\*

**Section 1. Place of Meetings.** Meetings of members shall be held at any place designated by the Board of Directors. New September 21, 2004\*

**Section 2. Annual Meeting.** The annual, regular membership meeting of the Chamber shall be held during the fiscal year; the place, date and hour to be designated by the Board of Directors.

Revised September 21, 2004\*

**Section 3. Special Meetings:** Special meetings of members may be called by the Board of Directors, the Chair of the Board, or by five percent or more of the members, by written request (except when called by the Board) delivered in person or mailed by first class mail, addressed to the Chair, the Chair Elect, or the President/CEO at the Chamber office. The request shall specify the time desired for the meeting, not less than 35 or more than 90 days after the receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting. Revised September 21, 2004\* October 21, 2021

A special meeting called by request shall be set by the Board of Directors on a date not less than 35 or more than 90 days after the receipt of the request. Within 20 days after receipt of the request, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting. Revised September 21, 2004\*

**Section 4: Notices of Meetings.** All notices of meetings of members shall be mailed not less than 20 or more than 90 days before the date of the meeting. The notice shall specify the place, date, and time of the meeting, and (a) in case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the members. Entire Section New

September 21, 2004\*

If action is proposed to be taken at any meeting or approval of (a) removal of directors from office, (b) filling vacancies on the Board of Directors, (c) approval of contracts between the Chamber and a Director or a corporation, firm, or association in which a Director is also a director, or (d) amendment of the Articles of Incorporation, the notice shall also state the general nature of the proposal.

Entire Section New September 21, 2004\*

Notice shall be given by delivery in person or by mail addressed to the member at the address of the member appearing on the books of the Chamber or given by the member to the Chamber for the purpose of the notice. If there is not any such address, the notice shall be held for the member in the Chamber office. Entire Section New September 21, 2004\*

**Section 5 Record Date for Notice.** Members at the close of business on the business date proceeding the day on which notice is given, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board of Directors to fix a different record date. Entire Section New September 21, 2004\*

**Section 6. Quorum.** The presence of five (5) percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least the majority of the members required to constitute a quorum. Revised September 21, 2004\*

**Section 7. Voting.** Each member shall have one vote on each matter submitted to a vote of the members. Entire Section New September 21, 2004\* October 21, 2021

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter (other than the election of Directors) shall be the act of the members, unless the vote of a greater number is required by law. Entire Section New September 21, 2004\*

**Section 8. Inspectors of Election.** Before any meeting of the membership at which an election shall take place, the Chairman of the Board, with the approval of the Board of Directors, shall appoint three (3) members, other than the nominees for office, to act as inspectors at the meeting or any adjournment of the meeting. The Inspectors shall (1) determine the existence of a quorum, (2) receive votes or ballots, (3) hear and determine all challenges and questions arising in connection with the right to vote, (4) count and tabulate all votes, (5) determine the results, and (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

Entire Section New September 21, 2004\*

**Section 9. Action by Written Ballot.** Any action that may be taken at any annual regular meeting or special meetings of members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of any proposal, (iii) provide a reasonable time within which to return the ballot to the Chamber, (iv) indicate the number of responses needed to meet the quorum requirement, (v) state the percentage of approvals necessary to pass the measure submitted, and (vi) specify the time by which the ballot must be received by the Chamber to be counted. A matter shall be approved by written ballot if the number of votes by written ballot

received within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by the Chamber may not be revoked. All written ballots shall be filed with the President/CEO of the Chamber and maintained in the records of the Chamber. The results of the written ballot shall be stated in the Chamber's next mailing to members. Entire Section New September 21, 2004\* October 21, 2021

**Section 10. Regular Board of Directors Meetings.** No notice of any regular meeting of the Board of Directors is required, providing it is held at the principal office. The regular meeting of the Board of Directors shall be held at a date and time approved no later than Decembers Board Meeting the year prior. If it is to be a different location, day, or time, at least 12 hours prior notice is to be given.

February 19, 2010

**Section 11. Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair of the Board, the Chair-Elect or any three (3) directors. Revised September 21, 2004\* October 21, 2021

Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director with four days notice by first class mail or 48 hours notice delivered in person or by telephone, text messaging or email at the Director's address shown on the records of the Chamber. The notice need not specify the purpose of the meeting. Revised September 21, 2004\* October 21, 2021

**Section 12. Quorum.** A majority of the authorized number of Directors (50% + 1) is a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting. Revised September 21, 2004\*

**Section 13. Committee Quorum.** At committee meetings, except Executive Committee meetings, **four or more** committee **members** shall **constitute a quorum.** Revised September 21, 2004\*

**Section 14. Executive Committee Quorum.** At Executive Committee meetings, a **majority** of said committee shall **constitute a quorum.** Revised September 21, 2004\*

**Section 15. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though a meeting had duly been held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director. Entire Section New September 21, 2004\*

**Section 16. Adjournment.** A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Revised September 21, 2004\*

**Section 17. Consent of Absentee.** The transaction of any meeting, whether membership, directors, or committees, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, and if, either before or after the meeting, each member entitled to vote signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the corporate records and filed therewith. Revised September 21, 2004\*

**Section 18. Action Without 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 individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the Board. The written consent(s) shall be an official ballot prepared by the Corona Chamber of Commerce office. Entire Section New September 21, 2004\*

**Section 19. Absences.** A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illnesses or other absence approved by a majority vote of those voting at any meeting of the Board. Revised September 21, 2004\* October 21, 2021

## Article V. Board of Directors

Revised September 21, 2004\*

**Section 1. Meeting Place and Procedures.** Meetings of the Board of Directors shall be held in the Chamber office or at any other place that is designated from time to time by the Board. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another. Entire Section New September 21, 2004\*

**Section 2. Authority.** The government of the Chamber of Commerce, direction of its work, the control of its finances and property, and the control and direction of its President/CEO shall be vested in a Board of Directors up to thirty (30), plus any duly elected officer(s) whose three (3) year term has expired by virtue of his/her office shall be an additional member of the Board of Directors and shall be entitled to vote as such. Revised September 21, 2004\* Friday, February 19, 2010 by the General Membership

## Article VI. Duties of Directors

**Section 1. Powers.** Subject to the limitations of the Articles of Incorporation, of the By-Laws, and of the California general non-profit corporation law as to action which shall be authorized or approved by the members, and subject to the duties of Directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to-wit:

(A) To select and renew all the officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation or By-Laws, fix their compensation, and require from them security for faithful service.

(B) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations as may be required.



(C) To change the principal office for the transaction of business of the Corporation from one location to another within the same general area of Riverside County; to fix and locate from time to time such additional offices as may be deemed necessary; to designate any place within or without the State of California for holding of any members meeting or meetings; and to adopt, make and use a corporate seal.

(D) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered in the corporate hypothecation or other evidence of debt and security thereof, and contracts. *October 21, 2021*

(E) To impanel an Executive Committee and other committees and define their powers, duties, and terms of existence, and to delegate to the Executive Committee the authority of the Board.

(F) Newly elected Directors will have the right to vote on the budget and program of action for the coming year. Retiring Directors would not vote on these two items.

## Article VII. Nominations and Terms of Office

**Section 1. Election of Directors.** In as much as it is deemed impractical to elect Directors at the annual membership meeting and the following method being deemed more representative, the nomination and election of directors shall be as follows: *Revised September 21, 2004\**

**Section 2. Selection and Election of Directors.** At the regular July Board meeting and at least thirty-five (35) days prior to the election, the Chairman shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of three (3) board members and two (2) other members of the Chamber. The Chairman shall designate the chairman of the committee.

*Revised September 13, 2005\**

(A). Prior to the regular July Board meeting, notification to the entire membership requesting applications for Board of Directors. A deadline for submission must be on the application and enabling potential candidates enough time to prepare documentation. *Revised September 13, 2005\**

No later than twenty days (20) before the election, the Nominating Committee shall present to the President/CEO a slate of candidates 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. Upon receipt of the report of the Nominating Committee, the Chair and President/CEO shall immediately review the candidates with the Nominating Committee and final determination of slate shall then be made by the approval of all parties. This slate shall then be submitted to the Board of Directors for approval. Upon Board approval The President shall then notify the membership by mail or email of the newly approved Board Members. *Revised September 13, 2005\* October 21, 2021*

**Section 3. Re-election.** Any member of the Board of Directors shall be eligible for re-election up to three (3) consecutive 3-year terms, provided each term is elected, then after the lapse of one (1) year following his/ her term(s). *Revised September 13, 2005\**

**Section 4. Vacancies.** Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the Nominating Committee and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a Director by the members may be filled only by the members, in the manner provided for election of a Director. A Director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected. *Revised September 21, 2004\* Numbering change only on September 13, 2005*

**Section 5. Term of Office.** Approximately 1/3 of the Board of Directors shall be elected annually for a period of three (3) years on or before October 15 of each year. No director serving a full term, or director elected by the Board of Directors to fill a vacancy of more than eighteen (18) months shall be eligible for re-election until after the lapse of one (1) year following his/her term. Revised

September 21, 2004\* Numbering change only on September 13, 2005

## Article VIII. Officers

**Section 1. Determination of Officers.** Within ten (10) days after the annual election of the new directors, the Nominating Committee for Directors shall nominate a slate of officers for the next year. Officers to be nominated are: a Chair of the Board, Chair-Elect, Vice Chair, a Treasurer and Assistant Treasurer. Within twenty (20) days thereafter, the new, the continuing and the retiring directors shall meet and elect the above officers. All officers must be members of the Board of Directors; however, an outgoing Director who would otherwise be ineligible for re-election may be elected Chair of the Board and serve on the Board during his/her term of office. The Immediate Past Chair shall also serve on the Board during his/her term of office. All officers shall serve for a term of one (1) year or until a successor assumes the duties of office and they shall be voting members of the Board. Revised September 21, 2004\* October 21, 2021

(A) The nominating committee shall present a slate of officers for the Executive Committee and any new members on that committee. This slate of officers shall be approved by a majority vote from the Board of Directors. This election shall take place at the **first regular** meeting of the Board of Directors in **October**. In case of a resignation, the Executive Committee will nominate a replacement from among the members of the current Board or those who served in prior years to the Chamber Board, which must be approved by a majority of the current Board. Revised September 21, 2004\*

(B) Officers elected at the organization meetings shall take office on **January 1st** each year and shall hold office until their successors are chosen and qualified. Any officer, whether elected or appointed by the Board of Directors, may be removed at any time by the affirmative vote of the majority of the Board of Directors and each officer shall take and hold office subject to his/her right of removal by the Board. The President/ CEO shall be an ex-officio member of the Board at all committee and Board meetings. Revised September 21, 2004\*

## **Section 2. Duties of Officers.**

(A) **Chairman of the Board.** The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman shall, with the advice and counsel of the Chair-Elect, and President/CEO, determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors. The Chair of the Board shall ex-officio be a member of such committees. Revised September 21,

2004\* October 21, 2021

(B) **Immediate Past Chair.** The Immediate Past Chair shall perform such duties as may be assigned to him/her by the Chair of the Board or the Board of Directors. Entire Section New September 21, 2004\* Octo-

ber 21, 2021

(C) **Chair-Elect.** The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair of the Board and shall perform such other duties as may be assigned to him/her by the Chair or the Board of Directors. The Chair-Elect shall also serve as leader of the Program of Work Committee of the Chamber. As such, the Chair-Elect and

the Committee shall be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs. Revised September 21, 2004\* October 21, 2021

(D) **Vice Chair.** The duties of the Vice Chair shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Board of Directors. Revised September 21, 2004\* October 21, 2021

(E) **Corporate Secretary** - The Corporate Secretary shall assist the **Chair of the Board** or another officer acting in his/her stead with the interpretation and application of the By-Laws and Articles of Incorporation of the Chamber of Commerce. The Corporate Secretary shall also act as final arbiter of all controversies involving parliamentary procedure. The Vice President of Operations shall serve as the Corporate Secretary, responsible for all minutes, notifications and following the state and federal laws and regulations. Revised September 21, 2004\* October 21, 2021

(F) **Chair of Finance.** The Chair of Finance shall be responsible for the safeguarding of 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. The Vice Chair of Finance is responsible for assisting in preparing the budget for the year with the President/CEO and the Executive Committee. Revised September 21, 2004\* October 21, 2021

(G) **Vice Chair of Finance.** The duties of the Vice Chair of Finance shall be to assist the Chair of Finance in his or her duties and shall be as such as the title by general usage would indicate, as well as those that may be assigned by the **Chair of the Board** and Board of Directors. Entire Section New  
September 21, 2004\* October 21, 2021

(H) **President/CEO.** The Board of Directors shall employ a President/CEO who shall be the corporate secretary and will serve as the chief administrative and executive officer of the Chamber. Revised  
September 21, 2004\*.

The President/CEO shall serve as advisor to the Chair of the Board and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber.

Revised September 21, 2004\* October 21, 2021

The President/CEO shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees. Revised September 21, 2004\*

The President/CEO shall be responsible for carrying out the business plan in accordance with the policies and direction of the Board of Directors. Revised September 21, 2004\*

The President/CEO shall be responsible for hiring, discharging, directing, and supervising all employment activities. Revised September 21, 2004\*

The President/CEO shall be responsible for the preparation of an operating budget, in conjunction with the Chair of Finance, covering all activities of the Chamber. He/she shall submit it to the Executive Committee for its adoption, which in turn shall forward it to the Board of Directors for approval. The President/ CEO shall also be responsible for all expenditures with approved budget allocation. Revised September 21, 2004\* October 21, 2021

(I) **Vice Presidents.** The President/CEO shall hire Vice Presidents to handle specific duties and responsibilities specific to 1. Operations and Membership, and 2. Communications and Events.

Proposed Oct 2021



Each Vice President shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees. And shall be responsible for carrying out the business plan in accordance with the policies and direction of the Board of Directors. *Proposed Oct 2021*

Prior to submitting to Finance Chair, each Vice President shall be responsible for the preparation of an operating budget, in conjunction with the President covering all activities of the Chamber. Once approved by the Board of Directors, each Vice President is responsible for all expenditures with approved budget allocation for their specific area. *Proposed Oct 2021*

**Section 3. Executive Committee.** The Executive Committee shall be composed of the Chair of the Board, Immediate Past Chair, Chair-Elect, the Vice Chair, Finance Chair, Vice Chair of Finance, and President/CEO. The Executive Committee shall be available on the call of the Chair to assist and advise the Chairman and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board of any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum.

*Revised September 21, 2004\* October 21, 2021*

The Executive Committee shall function as the Program of Work Committee, determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving the purpose of the Chamber as set forth in Article II of these By-Laws. *Revised September 21, 2004\**

## **Article IX. Committees** *October 21, 2021*

**Section 1. Appointment and Authority.** The Chairman of the Board, with the approval of the Board of Directors, shall appoint all committees and committee chairs. The Board Chair may appoint such ad hoc committees and their chairs as are deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the term of the appointing Committee Chair and shall serve concurrently with the term of the appointing Committee Chair unless a different term is approved by the Board of Directors *Revised September 21, 2004\**

*October 21, 2021*

**Section 2.** Those committees which Calendar themselves beyond the term of the **Chair** of the **Board's** term may be standing until their Program of Work is complete at the direction of the current **Chair of the Board.** *Revised September 21, 2004\* October 21, 2021*

It shall be the function of a committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board. Each committee will be responsible for conferring with the Executive Committee of the Chamber on ways and means by which full committee production can be motivated and achieved within their area of responsibility. Each committee will confer with the **Chair of the Board** and other officers with reference to coordinating program, committee appointments and financial needs. *Revised September 21, 2004\* October 21, 2021*

Each committee will select a representative that will make periodic reports of the committee progress or problems to the Board of Directors and will serve as the medium through which recommendations for proposed policy will be presented to the Board. Revised September 21, 2004\*

**Section 3. Term of Committee Chairs.** No person shall serve more than three (3) consecutive years as chair of any one committee, except in unusual circumstances and it is approved by a two-thirds vote of the Board. In case of appointment, the partial year served will not count as part of the three years. Revised September 21, 2004\* October 21, 2021

**Section 4. Qualifications of Committee Chairs.** No person shall chair a committee or sub-committee unless he/she is a member in good standing of the Corona Chamber of Commerce.

Revised August 5, 2010\* October 21, 2021

**Section 5. Limitation of Authority.** No action by any member, committee, Director or Officer shall be binding upon, or constitute an expression of the policy of, the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chair of the Board 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. Revised September 21, 2004\*

**Section 6. Testimony.** Once committee action has been approved by the Board of Directors the board shall then designate person(s) to give testimony or make presentations on the issue(s) before civic and governmental agencies. Revised September 21, 2004\*

## Article X. Finance

**Section 1. Committee Funds.** Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited / paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the Chamber and are not the property of individual committees. Revised September 21, 2004\*

**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. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be by check that shall be signed by the President/ CEO for payments in the amount of \$500 or less. All other checks shall be signed by the President/CEO and countersigned by an officer who has been authorized by the Board of Directors. Revised September 21, 2004\*

**Section 3. Fiscal year.** The fiscal year of the Chamber shall close on December 31.

**Section 4. Budget.** The Executive Committee shall adopt a budget for the coming fiscal year and submit it to the Board of Directors for approval no later than at its regular meeting in December.

Revised September 21, 2004 October 21, 2021

**Section 5. Annual Review.** The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31 by a Certified Accounting Firm. The review shall be conducted using generally accepted accounting principles. The audited report shall always be available to members of the organization within the offices of the Chamber. October 21, 2021

**Section 6. Bonding.** The President/CEO and such other officers and staff, as the Board of

Directors, may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber. Revised September 21, 2004\*

**Section 7. Financial Statement.** The President/CEO shall present to the Chair of Finance and Vice-Chair of Finance for the Board of Directors a monthly financial statement covering the operations of the preceding month. The Chair of Finance or the Vice-Chair of Finance shall report to the Board at each regular Board of Directors meeting the financial condition of the Chamber.

Revised September 21, 2004\* October 21, 2021

**Section 8. Insurance.** The Chamber of Commerce shall obtain such insurance as may be required to cover all its activities and, in such amounts, to cover expected liabilities. The Chamber of Commerce shall also require certificates of insurance from any person or firm contracting with or acting on behalf of the Chamber of Commerce. Revised September 21, 2004\*

## **Article XI- Indemnification Clause** Revised September 21, 2004\*

**A. Rights of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 5238 (a) of the California corporations code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding;" as that term is used in that section, and including any action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses;" as used in this bylaw, shall have the same meaning as in section 5238 (a) of the California corporation's code. October 21, 2021

No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation. Entire Section New September 21, 2004\*

**B. Approval of Indemnity.** Upon written request to the board by any person seeking indemnification under section 5238 (e) of the California corporations code whether the applicable standard of conduct set forth in section 5238 (b) or section 5238 (c) has been met and, if so, the Board shall authorize indemnification. Revised September 21, 2004\*

**C. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification pursuant to these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**D. Insurance.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## Article XII. Miscellaneous

**Section 1. Inspection of Records.** The Chamber's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the Office of the Chamber. The minutes shall be kept in written form (or electronic format) and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member. Revised September 21, 2004\* October 21, 2021

**Section 2. Contracts, etc. How Executed.** The Board of Directors, except as in the bylaws otherwise provided, may authorize any officer, or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances: and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. Any such authorization shall be in writing and incorporated into the minutes of the meetings of the Board.

**Section 3. Inspection of By-Laws.** The corporation shall keep in its principal office for the transaction of business the original or a copy of the laws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours. Revised September 21, 2004\* October 21, 2021

## Article XIII. Dissolution

**Section 1. Procedure.** The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall insure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c) (3) of the Internal Revenue Code. Revised September 21, 2004\*

## Article XIV. Parliamentary Authority

**Section 1. Parliamentary Authority.** The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber. Revised September 21, 2004\*

**Section 2. Revisions.** These Bylaws may be amended or altered by two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations, and they shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon. Revised September 21, 2004\* October 21, 2021

If the Board of Directors fails to approve said amendment(s), then upon petition signed by at least twenty-five (25) active members said amendment(s) shall be submitted to the general membership for adoption by majority vote. The special membership meetings procedures as specified in Article IV, Section 2, shall be followed.

*Amended:*

*Tuesday, April 19, 1988 by the General Membership*

*Tuesday, October 15, 1991 by the General Membership*

*Tuesday, July 30, 1992, by the General Membership*

*Tuesday, June 21, 1994, by the General Membership*

*Tuesday, March 21, 1995 by the General Membership*

*Tuesday, May 29, 1998 by the General Membership*

*Friday, August 21, 1998 by the General Membership*

*Tuesday, September 10, 2002 by the General Membership, (Article III, Section 3)*

*Tuesday, September 21, 2004 by the General Membership, (each article and section changed is noted)*

*Tuesday, September 13, 2005 by the Board of Directors, (each article and section changed is noted)*

*Friday, February 19, 2010 by the General Membership*

*Tuesday, August 5, 2010 by the Board of Directors*

*Thursday, November 15, 2012 by the Board of Directors*

*Thursday, October 17, 2013 by the Board of Directors*

*Thursday, October 21, 2021 by the Board of Directors*