

# **BYLAWS OF THE NATOMAS CHAMBER OF COMMERCE**

## **ARTICLE I: NAME**

The name of this organization shall be the Natomas Chamber of Commerce (“Chamber NCOC”)

## **ARTICLE II: PURPOSE**

The Chamber's mission is to promote business, drive community growth and safety through effective networking, advocacy, and education.

## **ARTICLE III: CORPORATE STATUS**

Section 1: This Chamber is incorporated as a 501c(6) non-profit corporation under the general Non-profit Corporation Laws of the State of California and has non-profit status pursuant to the Internal Revenue Service regulations.

Section 2: The County in which the principal office for the transaction of Chamber business is Sacramento.

Section 3: Nothing in this document shall create a partnership among the members of the organization for any purpose. No member, officer, or agent of the shall be liable for the actions or inactions of any other member, officer, or agent.

Section 4: In the event of the dissolution of the Chamber, and after the discharge of all its liabilities, the remaining assets shall be given to a non-profit organization whose purposes and objectives are similar to those of this organization and as chosen by a majority vote of the Board of Directors.

Section 5: The Chamber's primary purpose shall be non-profit, nonpartisan, nonsectarian and nonpolitical.

## **ARTICLE IV: MEMBERSHIP**

Section 1: The membership in this Chamber shall be divided into three classes of regular members, associate members, and honorary members.

Section 2: Regular Members: Any individual, entity, agency, organization, or association engaged in business in the Natomas area, and having interest in the above purpose, shall be eligible to apply for regular membership.

Section 3: Associate Members: Any individual, entity, agency, organization, or association not eligible as a regular member shall be eligible to apply for membership as an associate member. Anyone eligible as a regular member may not apply for Associate membership. Associate members may participate in all Chamber affairs except hold office and vote. For example, HOA management, leadership, rotary, nonprofits, sport leagues, school districts, city council, politicians, or any organization that has a board of directors.

Section 4: Honorary Members: The Board of Directors may grant Honorary Membership to individuals, entities, agencies, organizations, or associations in recognition of their service to the Natomas community and/or the Chamber. Honorary members will have all rights except for voting, holding office, or participating in the Chamber's operations. Honorary members will not be required to pay dues. Honorary members include organizations such as the Sacramento Police Department, Sacramento Fire, and regionally elected officials.

Section 5: Election of Regular: Associate membership applications must be submitted in the manner specified by the Board. The Board of Directors retains the right to review and approve all new member applications.

Section 6: Exercise of Privileges: Regular members are entitled to all privileges specified in the Bylaws, including nominating, voting, holding office, and participating in policy-making. Associate members can serve on committees and be listed in the directory but do not have voting rights.

Section 7: Resignation: Members may resign in writing from the Chamber anytime, but dues are non-refundable.

Section 8: Termination: Members who do not pay the required dues or services within sixty (60) days of notification may be removed from the Chamber at the discretion of the Board of Directors by a majority vote. Those terminated for nonpayment can be reinstated by reapplying and paying the current year's dues.

Members who do not adhere to their in-kind contractual obligation may be removed from the Chamber at the discretion of the Board of Directors by a majority vote.

A member may be expelled by a majority vote of the Board for conduct deemed unbecoming or harmful to the Chamber's mission and/or reputation for violation of the Code of Conduct. The Board's decision is final.

## **ARTICLE V: DUES**

Regular and associate member dues will be set at rates or schedules determined by the Board of Directors periodically. Upon payment of these dues, members will receive all rights and privileges as outlined in the Bylaws unless otherwise specified. The Board may waive dues for members as it deems appropriate.

## **ARTICLE VI: MEMBERSHIP VOTING**

Each Regular member of the Chamber in good standing is entitled to one vote on any matter presented to the membership in person for a vote. Proxy voting is not allowed. If ballots are distributed by email, they will be sent to the last email address provided by the member to the Chamber.

## **ARTICLE VII: MEETINGS & QUORUMS**

Section 1: Annual Membership Meetings: The annual membership meeting shall occur in June or at another time determined by the Board of Directors. At least fifteen (15) days in advance, notice of the meeting shall be sent by email to each member. The Annual Meeting will elect the Chamber's Board of Directors and address any other business as prescribed by the Board of Directors.

Section 2: Special Membership Meetings: Special meetings of the Chamber's membership may be called by the President, or a simple majority of the Board of Directors without the President's approval, or upon a written petition from twenty-five percent (25%) of the Regular members. Notice of these special meetings, including the time, place, and purpose, must be sent to each member at least ten (10) days prior to the meeting.

Section 3: Board of Directors Meetings: Board meetings shall be held monthly unless otherwise decided by the Board. An additional meeting of the Board of Directors may be called by the President or three (3) members of the Board of Directors. A notice of the meeting must be given 48 hours in advance with time, place and purpose.

Section 4: Executive Committee Meetings: The President may call meetings of the Executive Committee whenever he/she deems appropriate. The Board of Directors and Executive Committee may meet at the same time.

Section 5: Quorum for Board Meetings: Four (4) members of the Board of Directors shall constitute a quorum for the Board of Directors meeting.

## **ARTICLE VIII: OFFICERS AND EXECUTIVE COMMITTEE**

Section 1: Officers and their election: The Chamber's officers shall include the President, First Vice President, Second Vice President, Treasurer and Secretary. All officers will be elected annually by a majority vote of the Board of Directors at the first Board meeting following the annual membership meeting and will serve as the Executive Committee.

Section 2: Duties of Officers:

- A. President: The President shall serve as the organization's principal elected officer and preside over all Chamber meetings, the Executive Committee, and the Board of Directors. The President shall designate all committees, appoint committee chairs, and serve as an ex officio member of all standing committees without voting rights. The Board of Directors must approve the appointment of committee chairpersons. The President shall communicate with the membership and the Board of Directors, sharing information and proposals that advance the Chamber's objectives at the annual meeting and other appropriate times. Additionally, the President shall perform duties inherent to the office. With the Board of Directors' approval, the President shall sign deeds, contracts, and other documents that impact the Chamber's operations. The President may delegate any duties or authority under this section to any other Board members.
- B. First and Second Vice Presidents: This role often involves overseeing specific areas, such as membership development, events, or community outreach and may include managing related committees. As a member of the Board of Directors, the Second Vice President contributes to decision-making and helps shape the Chamber's strategic direction.

- C. First Vice President: The First Vice President shall act as assistant to the President, assuming the President's duties in their absence. They will serve as members of the Board of Directors, responsible for the day-to-day administrative functions of the Chamber, and oversee specific committees or initiatives as needed.
- D. Second Vice President: The Second Vice President of a Chamber of Commerce serves as an additional layer of leadership, supporting both the President and First Vice President and stepping in when either is unavailable.
- E. Treasurer: The Treasurer serves as the Chief Financial Officer of the Chamber and is responsible for managing its finances and tax obligations. This role includes presenting the annual budget to the membership and providing monthly financial reports to the Board of Directors. In the absence of the President and Vice Presidents, the Treasurer assumes the duties of the President.
- F. Secretary: The Secretary is responsible for maintaining all records required by these Bylaws and the laws of the State of California, excluding financial reports. This role includes preparing and distributing minutes of the Executive Committee and Board of Directors meetings, as well as handling all notices required by these Bylaws. The Secretary manages all required correspondence for the Chamber and assumes the duties of the President in the absence of the President, Vice Presidents, and Treasurer.

Section 3: Term of Office: The officers' terms of office shall align with the terms of the Board of Directors and shall last for one year. The members of the Board will not receive any compensation.

## **ARTICLE IX: BOARD OF DIRECTORS**

Section 1: Composition of the Board: The Board shall consist of up to five (5) Officers and up to seven (7) at-large members. Except as otherwise specified, six (6) of the twelve (12) Board members will be elected at the annual membership meeting by plurality vote to serve a two (2) year term. During the transition to two (2)-year staggered terms, the Board may appoint six (6) outgoing members to serve an additional one (1)-year term. (Reference article IX, section 5 vacancies)

Section 2: Power of the Board: The Board of Directors shall oversee and direct the affairs of the Chamber, determine and adjust policies within the framework of these Bylaws, actively promote the Chamber's objectives, and manage the expenditure of approved funds. The Board may establish rules and regulations for conducting its business and that of the Chamber as it deems appropriate. The Board may hire employees for the Chamber. Additionally, the Board is authorized to adopt resolutions and establish positions on issues affecting the Chamber.

Section 3: Selection and Election of Officers and Directors:

- A. Nominating Committee: At the regular March Board meeting, the President shall appoint, subject to Board approval, a Nominating Committee. By May 1st, the Nominating Committee shall provide the President with a slate of candidates to replace Officers and Directors whose terms are expiring. Each candidate must be a Regular member in good standing and must agree to accept the responsibility of a directorship.
- B. Publicity of Nominations: Upon receiving the Nominating Committee's report, the Chamber shall notify the membership by email by May 15th of the names of the individuals nominated as candidates for Directors.
- C. Elections: The slate of six (6) Directors will be presented at the Annual Meeting. At that time, additional nominations may be made from the floor for each Director position. The election for these six (6) Director positions will be conducted by plurality vote.

Section 4: The term of the Board of Directors: The two-year term for the newly constituted Board of Directors shall commence on July 1st each year.

Section 5: Vacancies: The Board may fill vacant positions on the Board. Selection of a member to fill the vacancy must be approved by a simple majority of the Board. The term of a newly elected Board member shall be at most the remainder of the term of the Director being replaced. Any vacancies will be announced via email to the Chamber members at least fourteen (14) days before the Board meeting at which the vacancy will be addressed.

Section 6: Attendance at Board of Directors meetings: If a Board member misses three (3) consecutive Board meetings or has chronic attendance issues, the Board may declare the seat vacant. Once deemed vacant, the position shall be filled in accordance with these Bylaws. Courtesy notification will be given once a decision is made.

Section 7: Voting: Each Board member is entitled to one vote. Proxy voting is not allowed.

Section 8: Remote Voting: For any matter requiring a Board meeting, discussion, or vote, any Board member may submit the issue via email to all current Board members. To initiate a vote, a motion must also be sent by email to the same recipients. A vote on the matter must receive responses from at least seventy-five percent (75%) of the Board members. If the matter does not achieve this minimum response rate within forty-eight (48) hours of the motion, it will not be approved but may be re-submitted either through remote voting or at the next scheduled Board meeting.

## **ARTICLE X: EXECUTIVE DIRECTOR**

Section 1: Internal Management: Internal management of the Chamber may be delegated to any individual or group of individuals as authorized by the Board. If this authority has not been delegated, the President will assume responsibility for internal management of the Chamber.

Section 2: Responsibilities: The Chamber may hire additional staff as needed to support the Chamber's activities, subject to Board approval. The Chamber may delegate authority to organize and oversee Chamber activities as directed by the Board and will have the authority to manage specific expenditures, provided they are approved by the Board.

Section 3: Compensation: Any employee of the Natomas Chamber shall receive reasonable compensation for services rendered to the Chamber as the budget allows, as determined and agreed upon by the Board of Directors.

Section 4: Other Staff: The Chamber may hire one or more staff members to manage internal operations and perform other tasks assigned by the Officers. Hiring, compensation, and termination decisions must be approved by a simple majority of the Board of Directors. The President will handle day-to-day supervision of the staff.

## **ARTICLE XI: COMMITTEES**

Section 1: Creation of Committees: The President shall establish the type, number, chairpersons, members, and responsibilities of any Chamber committees, with the approval of the Board of Directors. All chairpersons and committee members will serve at the President's discretion and under the guidance of the Board of Directors.

Section 2: Executive Committee: The Chamber shall have a standing Executive Committee. The Executive Committee shall be comprised of all of the Officers of the Chamber.

## **ARTICLE XII: AMBASSADORS**

The Board may create an ambassadorship program to encourage greater involvement from individuals and members who are not on the Board. This program will be managed by a committee appointed by the Board, with at least one Board member serving as chair. The Board, based on recommendations from the committee chair, will define the scope and duties of the ambassadorship program, ensuring it aligns with the Chamber's objectives.

## **ARTICLE XIII: FINANCES**

Section 1: Funds: All funds received by the Chamber that are not designated for a specific purpose shall be placed into a general fund.

Section 2: Disbursements: No obligation or expense exceeding \$500 shall be incurred, and no funds shall be appropriated without prior approval from the Board of Directors. Approvals for disbursements shall be made by one officer from the executive board for amounts under \$500. Approvals for disbursements over \$500 must be signed by two officers. For expenses under \$500, the President may authorize the expenditure and report it at the following Board meeting.

Section 3: Fiscal Year: The Fiscal Year of the Chamber shall close on June 30<sup>th</sup>.

Section 4: Annual Accounting: The Treasurer shall provide an annual accounting summary of the Chamber as soon as practical after the end of the Fiscal Year. This accounting must be made available to all Chamber members by September 1<sup>st</sup> each year and will be made available for member review.



## **ARTICLE XIV: BUDGET**

The Treasurer or their designee shall present a proposed annual budget to the Board of Directors by the June Board meeting each year. The budget will be considered approved if adopted by a majority of the Board. Once approved, this authorizes the President and staff to incur expenses according to the budget, unless specific authorization is reserved by the Board of Directors. The Board may reserve authorization for the entire budget or any portion of it, as determined. The Budget Committee should conduct a mid-year review and reallocate funds as needed. These should be submitted to the Board of Directors for approval.

## **ARTICLE XV: AMENDMENTS**

Section 1: Proposal and Approval: Amendments to these Bylaws may be proposed by the

President, a simple majority of the Board of Directors, or a written petition from twenty percent (20%) of the regular members. To be approved, amendments must receive a majority vote from both the Board of Directors and a quorum of the regular members.

Section 2: Notice: When an amendment to these Bylaws is proposed and advanced by a majority of the Board of Directors, under the direction of the Secretary, shall email a copy of the amendment to each member's last recorded address at least ten (10) days before the special, annual, or regular meeting where the amendment will be considered.

## **ARTICLE XVI: PARLIAMENTARY PROCEDURES AND SEAL**

Section 1: Procedures: The President may conduct all meetings in accordance with the procedures which he or she deems most appropriate. The President may consult the latest rules of Roberts Rules of Order, as revised.

Section 2: Seal: The Chamber may adopt and use a seal of a design approved by the Board of Directors.

**ARTICLE XVII: EFFECTIVE DATE**

Section 1: Bylaws: These Bylaws shall take effect immediately upon approval by a majority vote of the membership at a special or annual meeting where a quorum is present, in accordance with these Bylaws.

As approved by the Board of Directors on February 12, 2025.

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_

Title: \_\_\_\_\_

Previous revision: 8/20/21  
7/8/2014