

# **Wilmington Chamber of Commerce Bylaws**

**November 9, 2017**

**Wilmington Chamber of Commerce  
544 N. Avalon Blvd  
Wilmington CA 90744**

## **ARTICLE I General**

### **Section 1: Name**

This organization is incorporated under the laws of the State of California and shall be known as the Wilmington Chamber of Commerce, Incorporated.

### **Section 2: Objectives**

The goal of the Wilmington Chamber of Commerce has two distinct but indivisible parts;

- a) To provide a collective voice to promote the interest of Chamber members and to serve as an advocate supporting member concerns to local, regional, state and national legislative and regulatory bodies.
- b) To promote socially responsible growth within the community and to advance the general welfare and prosperity of the Community of Wilmington and the Harbor Area.

### **Section 3: Limitation of Methods**

The Wilmington Chamber of Commerce 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.

## **ARTICLE II Membership**

### **Section 1: Eligibility**

The Chamber shall have one Class of Members as follows:

Any individual, company, business, partnership, or corporation that is dedicated to the purposes of this Chamber which conducts a duly authorized business within Wilmington or the vicinity shall be eligible for membership. In addition, membership may include any individual, company, business partnership or corporation not actively engaged in business as authorized by the Board of Directors.

### **Section 2: Application / Election**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the Annual Membership Fee, as provided in Section 3 of Article II.

### **Section 3: Membership Fees**

Membership Dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

### **Section 4: Termination** (Resignation, expulsion and delinquency.)

- a) Any member may resign from the chamber upon written request to the Board of Directors;
- b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety days from the date due, unless otherwise extended for good cause;

c) Any member may be expelled by a two-thirds 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, after notice and opportunity for a hearing are afforded the member complained against.

**Section 5: Voting**

In any proceeding in which voting by members is called for, each member organization in good standing shall be entitled to cast one vote.

**Section 6: Exercise of Privileges** (Assignment of membership privileges)

Any individual, company, business, partnership, or corporation holding membership may nominate one individual whom the holder desires to exercise the privileges of membership on their behalf and shall have the right to change its nomination upon written notice. Upon approval of the Board the representative shall be entitled to vote.

**ARTICLE III  
Meetings**

**Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with State law, shall be held during June of each year. The time and place shall be fixed by the Board of Directors and notice thereof provided to each member at least ten days before said meeting.

**Section 2: Executive Board, Board and Committee meetings.**

a) Executive Board Meetings will be held on the first Thursday of the month. Board meetings of the Chamber will be held on the second Thursday of each month at the Chamber's general offices at 544 N. Avalon Blvd. in Wilmington;

b) Board meetings may be called by the President or three members of the Executive Board or by the Board of Directors upon written request of three members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one day prior to said meeting;

c) Committee meetings may be called at any time by the President, Executive Director or by the committee's chairman.

**Section 3: Quorum**

At any duly called Board Meeting of the Chamber, fifty percent plus one member shall constitute a quorum; at an Executive Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine members. In that case, five shall constitute a quorum.

**Section 4: Notices, Agenda, Minutes**

Notice of all Chamber meetings must be given at least ten days in advance unless otherwise stated. An advance agenda will be available twenty four hours prior to all meetings. When a delay would prevent action by the Chamber, Items may be added to the Agenda by a motion and two-thirds vote.

## Board of Directors

### Section 1: Composition of the Board

The Board of Directors shall be composed of twenty-four members, one half of whom shall be elected annually to serve for two years or until their successors are elected. The Past President shall serve as an ex officio member of the Executive Board. 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 March Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three members of the Chamber. The President shall designate the chairman of the committee.

Prior to the April Meeting of the Board of Directors, the Nominating Committee shall present to the President a slate of twelve candidates, to serve a two-year term 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.

**B. Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.

**C. Nominations by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least two qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

**D. Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of twelve candidates shall be declared elected by the Board of Directors at their regular May Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for twelve candidates only. The President shall provide this ballot to all active members at least fifteen days before the regular May Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its regular May Board meeting declare the twelve candidates with the greatest number of votes elected.

**E. Judges.** The President shall appoint, subject to the approval of the Board of Directors, at least three, but not more than five judges who are not candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

### Section 3: Seating of New Directors

All newly elected and appointed Board members shall be seated at the Annual Board meeting in June and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

A member of the Board of Directors who is absent from three consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof unless a properly executed Proxy was submitted to the president prior to the general meeting in lieu of their attendance. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

**Section 5: Policy** (Statements of position on issues.)

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 a policy manual, to be reviewed annually and revised as necessary.

**Section 6: Management**

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

**Section 7: Indemnification**

The Chamber may, 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 officers, directors or employees 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**

### **Executive Board**

**Section 1: Determination of Officers**

The President shall nominate four Board Members to serve on the Executive Board, as is deemed necessary to conduct the activities of the Chamber. The Treasurer and three additional Executive Board Members will be elected from members of the Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

**Section 2: Duties of Officers**

**A. President.** The President 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 President of the Board shall, with advice and counsel of the Executive Director determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

**B. President Elect and Past President.** The President Elect or Past President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

**C. Executive Board Members.** The duties of the Executive Board shall be such as their titles by general usage would indicate, and such as required by law.

**D. Treasurer.** The Treasurer 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. Checks are to be signed by the President or in their absence by an authorized member of the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.

**E. Executive Director.** The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board. The Executive Director shall serve as advisor to the President and the Board.

The Executive Director shall be a member of the Board of Directors, the Executive Committee and all committees but is not entitled to vote.

The Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Executive Director in consultation with the President shall be responsible for hiring, discharging, directing and supervising all employees.

In cooperation with the President and Budget Committee, the Executive Director 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 Executive Director shall also be responsible for all expenditures with approved budget allocations.

### **Section 3: Executive Board**

The Executive Board 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. It shall be composed of the President, President Elect, Treasurer, VP of Special Events and Media, VP Business Development, VP Membership and the Executive Director. The President shall serve as chairman of the Executive Committee.

## **ARTICLE VI Committees and Divisions**

### **Section 1: Appointment and Authority**

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees 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.

## **Section 2: Limitation of Authority**

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board of Directors.

Committees shall be discharged by the President 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 chairmen or, in their absence, their designee as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies, if so directed by the President and Board.

# **ARTICLE VII**

## **Finances**

### **Section 1: Funds**

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

### **Section 2: Disbursements**

Upon approval of the budget, the President shall be 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.

### **Section 3: Fiscal Year**

The fiscal year of the Chamber shall close on June 30th of each year.

### **Section 4: Budget**

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

### **Section 5: Review / Audit**

The accounts of the Chamber of Commerce shall be reviewed or audited by a public accountant as directed by the Board of Directors. The review / audit statement shall be available to members of the organization within the offices of the Chamber.

## **ARTICLE VIII Dissolution**

### **Section 1: Procedure**

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

## **ARTICLE IX**

### **Section 1: Parliamentary Authority**

The current edition of Roberts 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 Amendments**

### **Section 1: Revisions**

These bylaws may be amended or altered by a two-thirds 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. Any proposed amendments or alterations shall be submitted to the Board or the members at least ten days in advance of the meeting at which they are to be acted upon.

**Adopted:** by the Board of the Wilmington Chamber of Commerce November 9, 2017

**Amended:** (date)  
                  (date)  
                  (date)