

Klamath Chamber of Commerce Bylaws

Bylaws of the  
Klamath Chamber of Commerce  
*March 13, 2007*

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### Article I Organization

Section 1. The organization is incorporated under the laws of the State of California and shall be known as the Klamath Chamber of Commerce.

### Article II Purpose

Section 1. The purpose of the organization is to:

- a. Advance the economic, professional and civic welfare of the Klamath area.
- b. Encourage the growth of existing businesses and industries while giving all proper assistance to any firms or persons seeking relocation in this area.
- c. Support all activities believed to be beneficial to the community and area.
- d. Promote the welfare of all area citizens, always following those policies intended to accomplish the greatest good for the greater number.
- e. Promote the economic, civil, commercial, cultural, industrial and educational interest in the area.

### Article III Limitations

Section 1 The Klamath 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 IV Membership

Section 1 Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

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- Section 2 Applications for new membership are submitted in writing, on forms provided and signed by the applicant. Acceptance of all applications for membership will be determined by the Board of Directors, hereafter referred to as the “Board”, at any meeting thereof. Membership may be granted to applicants willing to adhere to the Purpose and principals of these Bylaws. The Board reserves the right to deny any application.
- Section 3 Membership dues are set by the Board. Rates may be adjusted periodically by a majority vote of the Board. Dues may be paid annually or semi-annually and are paid in advance. Members are considered to be “in good standing” only after payment has been received by the Treasurer.
- Section 4 Every member of the Chamber of Commerce in good standing is entitled to one vote in any election, referendum, or membership meeting. Voting may not be done by proxy. No individual, for any reason, shall be entitled to cast more than one vote at any time. Each business or association with a membership in good standing shall designate a person(s) in writing to the Treasurer, to act in its behalf and such business or association shall be entitled to one vote.
- a. Any member may resign from the Chamber upon written notification to the Board.
  - b. Any membership may be terminated by the Board by a two thirds vote for non-payment of dues after (90) ninety days from the due date, January 1, unless otherwise extended for good cause.
  - c. Any member may be terminated by a two-thirds vote of the Board at a regularly scheduled or special meeting thereof, for conduct unbecoming a member.
    1. Conduct Unbecoming a Member is defined as those acts or omissions committed by a member which are intentionally harmful to the Chamber or any of its members; or any act intended to disgrace or dishonor the Chamber or its members; or acts which displays a general disregard for the welfare, safety and security of the Chamber and community.
  - d. Procedure for Termination of Membership is listed in Appendix A of these Bylaws.
  - e. The Board may cancel or modify membership conditions and dues at its discretion.

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- f. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following group: new and existing directors, officers, and committee leaders.

### Article V Meetings

- Section 1 There shall be an annual meeting of the membership in the month of December except if such day is a legal holiday, then and in that event, the Board shall fix the day but it shall not be more than two weeks from that date set by these bylaws. This meeting shall be called the Annual Membership Meeting of the Klamath Chamber of Commerce.
- Section 2 The Corresponding Secretary shall cause to be mailed to every member in good standing to his/her address, as it appears in the membership roll book in this organization, a notice telling the time and place of such annual meeting. All meeting notifications provided shall include any form of electronic transmission.
- Section 3 Regular meetings of this organization shall be held in Klamath, California, normally on the 2nd Tuesday of each month, or at such place and time as may be designated by the Board.
- Section 4 Special meetings of this organization may be called by the President, or by a designated representative as appointed by the President, when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting be called, the business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
- Section 5 Quorum: At all membership meetings, 25% of the members in good standing shall constitute a quorum of the membership. A majority (50% plus 1) of elected Board members shall constitute a quorum of the Board.
  - a. In the event insufficient members are present to constitute a quorum of the general membership, a meeting of the Board may be convened as defined in Article IX, herein, provided there are a majority of the Board members present.
- Section 6. Should an issue be put before the membership which generates lengthy discussion, a time limit may be imposed by the President.

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### Article VI Voting

- Section 1. At all meetings, except the election of Officers and Directors, all votes shall be by voice. For the annual election of Officers and Directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- Section 2. At any regular meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

### Article VII Elections

- Section 1 There shall be an annual meeting of the membership in the month of December of each and every year as specified in Article V, Section 1, at which time the election by ballot of Officers and Board Members will be conducted to determine those individuals who will serve for the ensuing year. Nominations for such positions shall be made beginning in the month of November during the regular scheduled meeting.
- Section 2 The President or Chairperson conducting an election by ballot shall, prior to the commencement of balloting, appoint a committee of three who shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify in writing to the President or Chairperson the results with a certified copy physically affixed in the minutes book for the minutes of that meeting.
- Section 3 No Inspector of Election shall be a candidate for office or shall be personally interested in the question being voted on.
- Section 4 Midterm vacancy of the President shall be filled by the Vice President. Any remaining unfilled offices shall be filled by appointment and installed by the Board first from among the Board members.
- Any remaining midterm office vacancy may be filled by the Board from among the general membership and, after installation by the Board; such member shall serve for the remaining term of office.
- Section 5 The term of office for Chamber Officers and the Board shall be for one (1) year.

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## Article VIII Order of Business

- Section 1 The order of business for a General Membership meeting of the Chamber may be adopted to conduct a Board meeting;
- a. Roll Call
  - b. Convene Meeting
  - c. Reading of the Minutes of the preceding meeting
  - d. Treasurer's Report
  - e. Reports of Committees
  - f. Reports of Officers
  - g. Old & Unfinished Business
  - h. New Business
  - i. Adjournment
- Section 2 In the event insufficient members are present to constitute a quorum of the membership as a whole, then the meeting may be convened as a Board meeting as defined in Article IX, herein, provided there are a majority of the Board members present.

## Article IX Board of Directors

- Section 1 The business of this organization shall be managed by a Board consisting of 5 members, together with the officers of this organization. At least one of the directors elected be a resident of the State of California and citizen of the United States.
- Section 2 The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a term of one (1) year.
- Section 3 The Board shall have the control and management of the affairs and business of this organization. Such Board shall only act in the name of the organization when it shall be regularly convened on the 2<sup>nd</sup> Tuesday of the month or other date designated by its chairman after due notice to all directors of such meeting.
- Section 4 Each director shall have one vote and such voting may not be done by proxy.

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- Section 5 The Board may make such rules and regulations covering its meeting as it may in its discretion determine necessary.
- Section 6 Vacancies in the Board shall be filled by a vote of the majority of the remaining members of the Board for the balance of the year.
- Section 7 The President of the organization by virtue of his/her office shall be Chairman of the Board. The Board shall select from one of their members a Secretary.
- Section 8 A director may be removed when sufficient cause exists for such removal in accordance with the Corporation Code Part 3, Chapter 2, Sections 7220-7225 Article 2. - Selection, Removal and Resignation of Directors. A member of the Board who shall be absent from three (3) consecutive regular meetings of the Board shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of the Board.

### Article X Officers

- Section 1 The Offices of the organization shall be as follows:
- President
  - Vice President
  - Recording Secretary
  - Corresponding Secretary
  - Treasurer
- Section 2 Conditions of Office
- a. The Officers shall uphold the principles of Purpose as defined in these Bylaws.
  - b. Officers shall be, by virtue of their office, members of the Board of Directors.
  - c. No director or officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from any compensation from the organization for duties other than as a director or officer.

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### Section 3 Duties of Officers:

- a. President: The President shall:
  1. Preside, direct, conduct, and keep order at all meetings called in the name of the Klamath Chamber of Commerce.
  2. Present, at each annual meeting of the organization, an annual report of the work of the organization.
  3. Appoint all committees, temporary or permanent.
  4. See all books, reports and certificates required by law are properly kept or filed.
  5. Be one of the officers who may sign the checks or drafts of the organization.
  6. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- b. Vice President: The Vice President shall:
  1. In the absence of or inability of the President exercise his/her office become acting President of the organization with all the rights, privileges, and powers as if he/she had been duly elected.
- c. Recording Secretary: The Recording Secretary shall:
  1. Keep the minutes of the organization.
  2. Be one of the officers required to sign checks and drafts of the organization.
  3. Give and serve all notices to members of this organization.
- d. Corresponding Secretary: The Corresponding Secretary shall:
  1. File any certificate required by any statute, federal or state.
  2. Be authorized to prepare all official inquiries and responses as directed by the President or at the official request of the Board.
  3. Present to the membership at any meeting all communication addressed to him/her as Corresponding Secretary of the organization.



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4. Submit to the Board any communications, which are addressed to him/her as Corresponding Secretary of the organization.
  5. Be the official custodian of the minutes, records, and seal of this organization.
  6. Attend to all correspondence of the organization and shall exercise all duties incident to the office of Corresponding Secretary.
- e. Treasurer: The Treasurer shall:
1. Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/she shall cause to be deposited, such monies or securities, in a regular business bank or trust company.
  2. Be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
  3. Render a written and verbal account of the finances of the organization at each monthly meeting. Such report shall be physically available to the Board at such meeting.
  4. Exercise all duties incident to the office of Treasurer.

### Article XI Committees

All committees of this organization shall be appointed by the Board and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board.

### Article XII Parliamentary Procedure

The most current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure unless such rules are inconsistent with the By-Laws of this Chamber.

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### Article XIII Amendments

These By-Laws may be altered, amended, repealed or added to by two-thirds (2/3) vote of the Board, or by a majority of the members at any regular or special meeting, providing the appropriate notice is provided includes of a particular form of amendment to be proposed or repealed in accordance with Corporation Code, Part 3, Chapter 1, Article 5 Section 7150-7153.

Approved by General Membership: March 13, 2007

Board Members: President: Michael Pina; Vice President: Fred Stockett; Recording Secretary: Lynn Marshall; Corresponding Secretary: Debbie Thompson; Treasurer: Jan Crandall; Directors: Kaci Elder, Tammy Dahl, Dave Gross, Marilyn Strasser and Paul Crandall

Appendices to the Klamath Chamber Of Commerce

Appendix A  
Procedure for Termination of Membership

In accordance with Corporation Code, Part 3 Chapter, 3, Article 4, Sections 7340 & 7341, any member can be terminated by the Board for just cause in writing, with due notification of 30 days prior to such termination and that such terminated member shall have the right to appeal within 5 days of such termination.

1. To hear an appeal, the President will call a Special meeting of the Board.
2. At such Special meeting the President or a presiding officer shall be designated and instructions to the Board as to the purpose and scope, rules of discussion, protocols, and quorum requirements for the Special meeting shall be explained.
3. The Board shall present to the terminated member specific examples of those acts and/or willful omissions which clearly demonstrates the reasons for such member's termination.
4. The terminated member is then allowed to present such evidence that is specifically relevant to the case. The terminating member may be represented by counsel at his or her own expense.
5. All inquiries for clarification or for additional information are to be addressed through the presiding officer. Depending on the appropriateness of the question, the presiding officer will repeat the question to the appropriate individual for response.
6. When no more inquiries are evident, the Board may retire for further discussion or remain in session to render a decision to uphold or reject the action to terminate the individual's membership for cause.
7. In the event of a tie vote, the action to terminate such membership shall be defeated.

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