



ARTESIA CHAMBER OF COMMERCE BYLAWS

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ARTESIA CHAMBER OF COMMERCE BYLAWS

I. NAME, AREA, and PURPOSE

1. CORPORATE NAME. This organization is incorporated under the laws of the State of California and shall be known as the ARTESIA CHAMBER OF COMMERCE (ACC), hereinafter referred to as the “Chamber”.
2. PURPOSE.
 1. **General:** The Chamber is a nonprofit corporation and is not organized for the private gain of any person and no part of its net earnings may inure to benefit of any private shareholder or individual. It is organized under the California Nonprofit Corporation Law for public purposes.
 2. **Specific:** The Artesia Chamber of Commerce is a membership organization supporting local businesses, both large and small, and promoting economic development and retention and legislative advocacy.
3. CHAMBER AREA. The area of the Artesia Chamber of Commerce shall be defined as “all of the City of Artesia and surrounding areas of interest.”
4. OFFICES.
 1. **Principal Office:** The principal office for the transaction of the business of the Chamber may be established at any place or places within or without the State of California by resolution of the Board.
 2. **Other Office:** The Board may at any time establish branch or subordinate offices at any place or places where the Chamber is qualified to transact business.
5. LIMITATIONS OF METHODS.
 1. **Law Abiding:** The Chamber shall observe all local, state and federal laws, which apply to nonprofit organizations as defined in section 501(c)(6) of the Internal Revenue Code.
 2. **Equal Opportunity:** The Chamber shall not discriminate in its membership because of age, race, creed, color, sex, sexual orientation, national origin or any other classification prohibited by law.
 3. **Political Activities:** The Chamber has been formed under California Nonprofit Corporation Law for the purposes described in Article 1, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Chamber shall consist of carrying on propaganda, and the Chamber shall not participate in or intervene in any political campaign (including the publishing of statements) on behalf of, or in opposition to, any candidate for public office.
 4. **Prohibited Activities:** The Chamber shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 1. The Chamber may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such.

II. MEMBERSHIP

1. **ELIGIBILITY.** Any reputable person, association, corporation, partnership or entity having an interest in the objectives of the Chamber shall be eligible to apply for membership, hereinafter referred to as “member.”
2. **APPLICATION.** Applications for membership shall be in writing to the Board of Directors. Application and payment of annual membership dues shall constitute an agreement on the part of the applicant, if approved, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors.
3. **ADMISSION.** The Board of Directors shall review the admission of an applicant to membership for approval within thirty (30) days of receipt of application and full payment of membership dues subject to the Membership Committee.
4. **RESIGNATION, TERMINATION AND RENEWAL.**
 1. **Resignation:** Any member may withdraw from the Chamber upon written request to the Board of Directors. There will be no refund of dues already paid.
 2. **Termination for Non-Payment of Dues:** Any membership may be cancelled for non-payment of dues by the Membership Committee after sixty (60) days from the date due, unless otherwise extended, **given a written reminder was sent after thirty (30) days.** Membership may be reinstated upon payment of delinquent dues. This payment reinstates membership for one (1) year from their previously established anniversary date.
 3. **Termination for Unbecoming Conduct:** Any member may be released by two-thirds (2/3) vote of the Board of Directors present, at a regular scheduled meeting thereof, for conduct unbecoming a member prejudicial to the aims or repute of the Chamber. Previous to this, the member complained against must be afforded notice and opportunity for a hearing with the Executive Committee of the Board. If there is a tie, the Board may vote again at the same meeting. The Board may also revote at a subsequent meeting.
 4. **Renewal:** Any member who resigns in good standing (dues paid up-to-date) may reapply for membership by paying one year’s fair share dues. If date of resignation is less than six (6) months, this payment reinstates membership for one (1) year from their previously established anniversary date. If membership has not been current for more than six (6) months, applicant must make a new application and be approved by the Board of Directors.
5. **STATUS.**
 1. **Active members** are any individual, association, corporation, partnership, or entity that pay the investment schedule set by the Board of Directors. They enjoy all the rights and privileges of the Chamber, including the right to vote and to hold office.

2. **Inactive members** are any individual, association, corporation, partnership, or entity that fail to pay the investment schedule, withdraw, or are terminated.
5. **CLASSIFICATIONS.** There shall be five classifications of membership.
 1. **Civic memberships** are community supporters of the Chamber. These individuals or households have full benefit of the Chamber including the right to vote and to hold office. Membership benefits are limited to two (2) persons.
 2. **Business memberships** are organizations who wish to have full benefit of the Chamber including the right to vote and to hold office. The organization may have no more than nine (9) employees. No more than one member of the small business may serve on the Board of Directors of the Chamber at a given time.
 3. **Nonprofit membership** are organizations that have IRS nonprofit status. Members of the nonprofit have full benefits of membership including the right to vote and to hold office. No more than one member of the nonprofit may serve on the Board of Directors at any time if the nonprofit has nine (9) employees or fewer. No more than two members of nonprofit organizations with ten (10) or more employees may serve on the Board of Directors of the Chamber at a given time.
 4. **Corporate memberships** may represent an association, corporation, partnership, or business entity. Members of the corporation have full benefits of membership including the right to vote and to hold office. No more than two members of the corporate may serve on the Board of Directors of the Chamber at a given time.
 5. **Honorary Memberships** may be given to any person of distinction who has rendered outstanding service to the Chamber, the city or the community at large. Honorary members shall have all the privileges of members except the right to vote and hold office and shall be exempt from payment of dues. Election to honorary membership shall require a two-thirds (2/3) vote of directors present at any meeting thereof. Honorary membership shall be for one year unless otherwise specified by the board.
 6. **Ambassador Membership**, May be given to any individual and or business, who has a sincere interest in the community / business building relationships to improve the quality of service provided by the Chamber. Available to assist in gathering and distributing information, that relates to the Chamber activities, must be a community member in good standing, good communication skills, ability to take orders, and will work directly under the Executive and Board Committees.
6. **VOTING.** In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote in writing.
7. **DUES.**

1. **Payment:** Members shall pay annually in advance and in accordance with the schedule adopted by the Board of Directors and currently in effect. Membership rights shall not exist until dues have been paid.
2. **Basis:** Membership shall be on an annual rather than a continuing basis and is renewable on the anniversary date of the membership.
3. **Failure to Pay:** Any member who fails to pay dues within thirty (30) days will be sent a written reminder of the invoice. If dues are not paid after sixty (60) days, the membership is subject to cancellation. If dues are not paid after 90 days of delinquency, the membership shall be considered terminated. Reinstatement of membership is subject to approval from of the Board of Directors.

III. MEETINGS

1. **Annual Membership Meeting.** The annual meeting of the Chamber, in compliance with the State Law, shall be held in May. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least thirty (30) days before said meeting.
2. **Board Installation Meeting.** The annual board installation meeting shall be held in December, at a time and placed fixed by the Board of Directors, to perform the installation of newly elected Board Members.
3. **ADDITIONAL MEETINGS.** (General, Special, Regular Board, and Committee) Meetings may be called and notice of same given as follows:
 1. **General and Special Meetings** may be called by the President of the Board, the Board of Directors, or by written request of 10% of members in good standing. Notice thereof shall be emailed to each member at least two (2) days prior to such meeting. Notice shall contain time, place, and purpose of such special meeting. No other business may be transacted except that for which the special meeting is called.
 - 3.1.a. When a special Board meeting is not feasible, because of time constraints, then and only then, may the President elect to direct the Executive Director and staff to poll the Board members by phone; said contact to be made to be made with at least 51% of the Board members. Each member is to be given a complete explanation of the items under consideration, asking for a Yes, No, or no opinion vote. The President may act upon the majority results of the vote; however the Executive Director must seek confirmation of his actions at the next regularly scheduled Board of Directors meeting.
 - 3.1.b. The President must call a Board of Directors' meeting upon petition signed by not less than 10% of the Membership in good standing, within twenty (20) days of the receipt of such a petition.

2. **Executive Committee Meetings** shall be held monthly, and held at a place, date and hour to be designated by the President of the Board. Notice thereof, shall be given to each member of the Executive Committee at least **two (2)** days prior to said meeting.
3. **Board of Director Meetings** shall be held monthly, and held at a place, date and hour to be designated by the Board of Directors. Notice thereof, including the purpose of the meeting shall be given to each director at least thirty (30) days prior to said meeting. Board of Directors meetings shall be open to the general membership of the Artesia Chamber.
4. **Committee Meetings** may be called at any time by the President of the Board, respective division vice president, or by the Committee's Chair.

4. QUORUMS

1. **General and Special Meetings:** At any duly called meeting of the Chamber, ten percent (10%) of the members in good standing shall constitute a quorum:
2. **Executive Committee Meetings:** At any duly called meeting of the Executive Committee, three (3) of the members in good standing shall constitute a quorum.
3. **Regular Board Meetings:** A majority of Directors shall constitute a quorum of the Board of Directors.
4. **Committee Meetings:** A majority shall constitute a quorum, except when a committee consists of more than nine (9) members, then (5) constitutes a quorum.
5. **COMMENTS.** Excluding members of the Board of Directors, or committee members, any member wishing to speak on any item included on the agenda will request permission to speak from the presiding officer. At the discretion of the presiding officer, comments will be limited to three (3) minutes.
6. **PARLIAMENTARY PROCEDURE.** The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order. A member of the Board of Directors will serve as the Parliamentarian of the Chamber.

IV. BOARD OF DIRECTORS

1. **COMPOSITION.** The affairs of the Chamber shall be vested in the Board of no less than ten (9) Directors and no more than twenty-one (21) Directors elected from the membership at large. No more than one (1) membership reserved for a City of Artesia employee.
 1. The Immediate Past President and all Officers shall be elected members of the Board.

2. The President of the Board, subject to Board approval, may appoint an attorney at law, licensed to practice in California, to serve as General Counsel of the Chamber. The General Counsel shall provide the Board with legal interpretations and advice on matters designated and may attend all meetings of the Board and the Executive Committee as a nonvoting member.
 3. Participation in the Board of Directors shall be limited to two (2) representatives per dues paying member.
2. **POWERS EXERCISED BY THE BOARD.** Subject to the provision of the Articles of Incorporation of the Chamber, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Chamber shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the "Board"). The Board may delegate the management of the activities of the Chamber to any person or persons, a management company or committee however composed, provided that the activities and affairs of the Chamber shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall direct the work, control the property, determine the policy, and monitor the regular business of the organization.
 3. **TERMS.** Up to seven (7) members of the Board of Directors shall be elected annually for a three (3) year term at the November Board meeting. In accordance with State law, no director shall serve on the Board for more than two (2) consecutive terms. Following two (2) consecutive (3) year terms, or subject to time served to fill a vacancy of more than eighteen (18) months, one (1) year must elapse before the board members shall be eligible to serve again. These term limits are effective as of January 2020.
 4. **NOMINATIONS.**
 1. By September 1st of each year, the President of the Board shall appoint a Nominating Committee to nominate Directors to be elected from the membership. The Nominating Committee shall consist of six (6) members. The five (5) voting members, of whom one shall be appointed Chairperson, will include the President, and four others, two of which are not on the Board of Directors, the Executive Director shall be an ex-officio, nonvoting member of the committee. Three voting members shall constitute a quorum.
 2. The committee, in carrying out its function with respect to Directors, shall nominate, in writing, members in good-standing who have consented to serve equal in number to the Directors whose terms expire. The slate of nominees shall be given to the President of the Board in time for the Board of Directors to confirm the individual nominees at the November Board Meeting. The President of the Board shall advise the general membership of the proposed slate of nominees within fifteen (15) days of the confirmation.

3. The membership has until the fifteenth business day in October to file a petition nominating other qualified members who have consented to serve. Only one nominee per petition will be accepted and it must have the legible signature, business name, and telephone number of three (3) members in good standing. No members are eligible for election to the Board of Directors unless nominated and his/her name filed with the Chamber on or before the first business day in October. If no nominations are filed, other than those filed by the official Nominating Committee, or before the first business day in October, as herein provided, those members nominated by the Nominating Committee shall be declared elected. Should one or more qualified members be nominated by petition, they, along with the nominee presented by the Nominating Committee, shall be submitted to a vote of the membership by email ballot. Names shall be arranged on the ballot in alphabetical order. Instructions will be to vote for an equal number as the Directors whose terms expire. Ballots shall be mailed or emailed to the membership no later than the first business day in November. Completed ballots shall be returned to the Chamber and must be received by the fifteenth business day in November.
4. 20% of the slate may be nominated without the requirement of one-year prior board experience with approval of the Board of Directors.
5. ELECTION COMMITTEE. The President of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but no more than five (5), tellers who are not members of the Board of Directors or candidates for election; One (1) will be designated Chairperson by the President of the Board. The Executive Director will be an ex-officio member of the committee. The Election Committee shall have complete supervision of the election, including the auditing of the ballots. The Election Committee shall meet at the Chamber offices on the second business day in December to begin to verify and tally the votes. Immediately upon completion of the tally, and prior to the December Board meeting, the Election Committee shall report the results of the election to the Board of Directors.

Figure 1. Election Process

Date	Action	Responsible Party
September 1	Name Nominating Committee <ul style="list-style-type: none"> ▪ 3 board ▪ 2 non-board ▪ Executive Dr. (nonvoting) ▪ Due by November 1 	President
September 15	Email Notice to Members of Nominating Committee, Process and Timelines Email Notice to Members of Petition Process	Executive Director
October 1	Member Petition for Nomination <ul style="list-style-type: none"> ▪ 5 signatures required ▪ Due by October 15 	Executive Director
November 1	Present Slate to President	Nominating Committee Chair
November 5	Present Slate to the Board for Approval	President
November 15	Present Ballot to Membership <ul style="list-style-type: none"> ▪ Email Ballot ▪ Due by December 1 	Teller (City of Artesia)
December 1	Membership Notified of New Board Members	President

6. TIES. In case of a tie, selection shall be made by draw under the direction of the Board of Directors.
7. SEATING. All newly elected Directors shall be seated at the regular first meeting of the Board of Directors in January and shall be participating members thereafter.
8. ABSENCES, VACANCIES, AND RELEASES.
 1. **Absences:** A member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors or four (4) regular and special board meeting during one year shall automatically become vacant, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board. No declaration of a vacancy of the Board of Directors shall be made without a quorum vote of the Board of Directors present at a regularly scheduled Board of Directors meeting.
 2. **Filling Vacancies** on the Board, or among the officers, shall be filled by a majority vote of the Board, to serve the unexpired term. Board members who fill vacant positions are eligible to run for an additional term.
 3. **Termed-Out Vacancies:** After the second (2nd) consecutive term, a Director will be required to vacate their position of a minimum of one (1) year before they are eligible to be re-elected for a Board position.
 4. **Release:** Any officer may be removed for failure to perform the duties of office or for conduct unbecoming a Chamber officer and director prejudicial to the repute of the Chamber upon a vote of two-thirds (2/3) of the Board of Directors at any regularly scheduled meeting or a meeting called expressly for that purpose, after ten (10) days and opportunity for hearing are afforded the officer complained against.
9. MANAGEMENT. The Board may employ a CEO/Executive Director and shall fix the salary and other considerations of employment. The Executive Director shall

be the chief administrative officer and a nonvoting member of the Board and the Executive Committee. Responsibilities are listed below:

- 1.1.a. Run the day-to-day operations of the chamber, serve as point of contact for vendor relations, execute contracts on behalf of the chamber, and handle purchasing within approved budget(s)
- 1.1.b. Facilitate communication pertaining to Executive Committee and Board of Directors
 - 1.1.a.1. Prepare agendas for meetings and share information to membership at large
 - 1.1.a.2. Provide support to other chamber committees upon request
- 1.1.c. Prepare an annual operating budget in cooperation with the Treasurer and Finance Committee, subject to approval at BOD's March meeting
- 1.1.d. Provide advice to the board on programming, advocacy, communications, and community relations
 - 1.1.d.1. Manage the communications of the chamber:
 - 1.1.d.1.1. Build and maintain relationships with local elected officials and community stakeholders (Ex: Update the Artesia city council at their monthly meetings on chamber affairs)
 - 1.1.d.1.2. Mailchimp email marketing/newsletter: Compile info for and send out bi-monthly updates to subscribers fill categories of helpful news, grants, sponsorships, activities, events and announcements and Manage subscriptions (add and drop)
 - 1.1.d.1.3. Written communications: Draft and print Letters on letterhead and certificates for mailing and manage records in the cloud
 - 1.1.d.1.4. Manage website and social media: Instagram, Twitter, Facebook
- 1.1.e. Assist Membership committee with maintenance of active directory and membership roster. Send Invoices, receive payments and process new new memberships

10. FEES AND COMPENSATION. Directors and members of committees are not staff members, shall serve without compensation for their services.

11. INDEMNIFICATION. The Chamber has, by resolution of the Board of Directors, provided for indemnification by the Chamber of any and all of its Directors or 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 Directors or employees of the Chamber, except in relation to matters as to which such

Directors or employees 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.

V. OFFICERS

1. **DETERMINATION OF OFFICERS.** The Board (new and retiring directors) at its regular December meeting shall reorganize for the coming year. At this meeting, the Board shall elect the five (5) **to nine (9)** officers who form the Executive Committee. Officers will be elected from members of the new Board; However new members are not eligible to vote until January 1.
2. **EXECUTIVE COMMITTEE.** The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President of the Board, Vice President, Treasurer, Secretary, Parliamentarian, Member-at-Large, and Past President. The Past President is not a voting member of the Executive Committee, but if he/she is still a general board member they have a vote on other issues presented before the board. The Executive Director is a nonvoting member of the Executive Committee. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, and chief financial officer (if any) may not serve concurrently as the President.
 1. All officers shall serve for a term of one (1) year, and they shall be voting members of the Board.
 2. If the President of the Board shall complete his/her six (6) years of continuous service on the Board of Directors, then his/her term of office will be extended to cover completion of that term of office through the position of Immediate Past President of the Board, and may become an ex-officio member of the Executive Committee with all the rights of a standing board member.
3. **OFFICER DUTIES**
 1. **President of the Board.** The President of the Board shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and the Executive Committee. The President of the Board shall, with the advice and counsel of the Executive Director, assign Vice President and Committee Chairs to divisional or departmental responsibility, subject to approval of the Board. The President of the Board shall, with the advice and counsel of the Vice President and Executive Director, determine all committees, select all committee leaders, and assist in the selection of the committee personnel, subject to approval of the board. The President shall be an ex-officio member of all committees.
 2. The Vice President shall perform the duties of the President of the Board in the absence or disability of the President. In the event the Vice

President is not present, the President shall designate one of the Executive Committee Members to act on his or her behalf. The Board of Directors with a majority vote can repeal the designation of the President at any time.

3. **Vice President.** The duties of each Vice President 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 President and Board. They will also have under their immediate jurisdiction of all committees pertaining to their general duties and shall exercise the powers and authority. With the cooperation of the Finance Committee led by the Treasurer.
4. **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. The Treasurer shall also chair the Finance Committee and will cause a monthly financial report to be made to the Board of Directors at the regular meeting. The Treasurer is responsible for filing all necessary financial and tax reports. Checks are to be signed by one of the following: the President of the Board, the Treasurer, or other member of the Executive Committee as assigned by the President of the Board designated at the beginning of the fiscal year.
5. **Secretary.** The Secretary shall be responsible for preparing ~~agendas and~~ minutes for all meetings of the board and providing them to the Board of Directors for approval and to the Executive Director for dissemination (printing and email).
6. **Parliamentarian:** The Parliamentarian shall keep order at all meetings using Robert's Rules of Order. Maintain the by-laws. Serve on the Executive Committee and make sure that all policies and procedures of the Chamber are being effectively carried out. When the Parliamentarian can ~~not~~ attend a meeting, the MAL or another appointed Executive Committee member shall keep order.
7. **Member-At-Large.** The MAL shall be responsible for filling in for other Executive Board members when they are unavailable and is responsible for special projects as assigned by the Executive Committee and approved by the board. THE MAL may vote on issues of the Executive Committee when filling in for the missing officer. The MAL may not fill in for the President, that responsibility is held by the Vice President.
8. **Immediate Past President.** The Immediate Past President shall remain a Member of the Board in an Ex Officio capacity without voting privileges. He or she shall assist in the smooth transition to the new set of officers. He or she shall be a member of the Board for one year after his or her term only.

VI. COMMITTEES

1. **COMPOSITION.** The President of the Board, by and with the approval of the Board, shall appoint all committees consisting of not less than one (1) and no more than five (5) members of the Board. It shall be the function of committees to make investigations and carry on such activities as may be delegated to them by the Board.
2. **LIST OF COMMITTEES.**
 1. **Executive Committee.** Such committee shall be comprised of officers of the Chamber. The Executive Director is a non-voting member of the Executive Committee. Such committee shall be chaired by the President. Powers are described in Article IV, Section B.
 2. **Finance Committee.** Such committee shall be chaired by the Treasurer. Such committee shall study the financial condition of the Chamber and its requirements for the next fiscal year.
 3. **Bylaws and Policy Committee.** Such committee shall be responsible for maintaining the Bylaws and Policy Manual for the Chamber. The Parliamentarian (if any) shall be a member of this committee. A nonvoting representative from the City of Artesia may be an appropriate addition to this committee. All bylaws and policies recommended by this committee must be ratified by a quorum of the Board of Directors. Bylaws and policies shall be accessible on the Chamber website. When the Parliamentarian is not available to attend a meeting to keep order, the President will select another member of the committee to keep order.
 4. **Membership Committee.** Such committee shall be responsible for securing new and renewed membership and planning membership events, including the Annual General Membership Meeting. The Membership Committee shall recommend Ambassadors from the membership-at-large who will participate in meetings of this committee. The Membership Committee shall also provide procedures for the scheduling of Grand Openings.
 5. **Marketing and Fundraising Committee.** Such committee shall be responsible for Chamber branding, communications, and website. This committee will also be responsible for promoting the philanthropic goals of the Chamber. This committee must be chaired by a board member and have at least two (2) other board members. Additional members may join from the membership-at-large.
 6. Any other committees necessary to carry out the programs of the Chamber are to be listed under the respective Chairs under which said committee falls. Committee chairs shall serve concurrent with the term of the appointing President of the Board unless a different term is approved by the Board.

7. Term for appointment shall be no more than one year, but a member can be voted back in an appointment by the Board for no more than one more additional year.
3. **COMMITTEE CHAIRPERSONS.** The President shall appoint all Standing Committee Chairpersons, subject to Board of Directors ratification. The Board of Directors shall authorize and define the powers and duties of all committees.
4. **LIMITATION OF AUTHORITY.** No action by any member, committee, subdivision, and employee, 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. No committee may exceed its budget appropriation without prior consent of the Board. Committees shall be discharged 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. Each Board Member shall serve on at least one committee each year during their term on the Board.
5. **REVOCAION OF DELEGATED AUTHORITY.** The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease the number of members of a Committee, and fill vacancies in a Committee from the members of the Board or the membership of the Chamber.

VII. FINANCES AND RECORD-KEEPING

1. **FUNDS.** All receipts shall be placed in the general fund of the Chamber unless a special purpose account is created by two-thirds (2/3) vote of the Board.
2. **DISBURSEMENTS.**
 1. **Disbursement of Budgeted Items.** The Executive Director is authorized to make disbursement on accounts and expenses provided for in the approved budget without additional approval of the Board if finances are available.
 2. **Disbursement of Non-Budgeted Items.** Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.
 3. **Check-Signing Authority.** No disbursements, except those from petty cash or approved bank card will be made other than by check and shall be signed by the President of the Board, Treasurer, or a member of the Executive Committee as appointed by the President of the Board. The Executive Director shall have no check signing authority.
3. **FISCAL YEAR.** The fiscal year of the Chamber shall be from January 1 through December 31.
4. **ANNUAL OPERATING PLAN AND ANNUAL FINANCIAL BUDGET.**
 1. **Annual Operating Plan** shall be presented by the Executive Director to the Board at the March board meeting. All board committees shall have

integrated their projects with budget into this plan by the February Board meeting.

2. **Annual Operating Budget** shall be presented by the Executive Director to the Board after it has been reviewed by the Finance Committee for approval by the Board of Directors at the March Board Meeting. Operating budget items shall correspond with items presented in the operating plan. As passed by the Board, this budget shall serve as the appropriation measure for the Chamber.
5. **AUDIT.** The accounts of the Chamber shall be reviewed by an Auditing Committee, selected by the incoming President annually, or as soon as practical, after the close of the fiscal year. A special audit may be made for any purpose when authorized by the Board of Directors.
6. **EXECUTIVE DIRECTOR EMPLOYMENT AND COMPENSATION AGREEMENT.** The Board shall approve the Executive Director's Employment and Compensation Agreement in December of each year. Any costs shall be a line item in the operating budget.
7. **MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS AND OTHER CHAMBER RECORDS.** A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, shall be maintained on the website of the Chamber and shall be open to inspection by any current paid member at all reasonable times during office hours. The Chamber's books and records of account and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept on the Chambers in shared google drive Only Executive Board members and Board of Directors will have access. The minutes shall be kept in written form 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 current paid member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

5.1.VIII. DISSOLUTION, INDEMNIFICATION AND AMENDMENTS

5.1.VIII.1. **PROCEDURE.** The Chamber shall use its funds only to accomplish the objectives and purposes ratified in these Bylaws and in the Articles of Incorporation 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 the Internal Revenue Section 501(c)(6).

5.1.VIII.2. **INDEMNIFICATION CLAUSE.** 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 Chamber.

5.1.VIII.3. AMENDMENTS. The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations.

5.1.VIII.3.1. **Two-Thirds Vote.** These Bylaws may be amended by two-thirds (2/3) vote of the Board of Directors

5.1.VIII.3.2. **Notice.** Any proposed amendments shall be submitted to the Board in writing at least thirty (30) days in advance of the meeting at which they are to be acted upon.

5.1.VIII.3.3. **Extension of Terms.** No amendment may extend the term of a member of the Board of Directors beyond that for which such Director was elected.

5.1.VIII.3.4. **Adoption of Bylaws.** These Bylaws shall supersede all previous Bylaws and amendments thereto, which are hereby annulled and set aside. The most recent copy of the Bylaws are available on the Chamber website at all times.

Revised June 9, 2021

Revised and Ratified February 4, 2020

Revised December 17, 2019

Adopted October 21, 2019

Amended October 17, 2019

Ratified and Amended October 1, 2019

Amended September 24, 2019

Amended August 23, 2019

Amended July 31, 2019

Amended February 22, 2022