

**MERCED COUNTY
Hispanic Chamber of Commerce**

BY-LAWS

**ARTICLE I
MEMBERS**

Section One

Classification of Membership and Rights

The Chamber shall have three classifications of members. The entitlements of each group, such as voting, rights, interests, and other privileges will be as follows:

- A. General Membership – The general membership shall consist of businesses, non-profit agencies and similar / organizations. These members have the power to vote.
- B. Individual Membership – Individual members shall be a non-business entity and do not have the power to vote.
- C. Associate Membership – Any person who is (18) eighteen years of age or older and currently enrolled as a student in a public or private educational institution. These members do not have the power to vote.

No members shall have any interest or property right in the assets of the Chamber and no member shall hold more than one membership in the Chamber.

Section Two

Qualifications

Any individual, eighteen (18) years or older, of good character and any firm, including, but not limited to an association, corporation, partnership, trust or estate, of good standing wishing to assist in the promotion of the objectives of the Chamber, subject to his/her election as provided, shall be eligible for membership.

Section Three

Dues

Dues shall be paid annually. Membership shall be valid for (12) twelve months beginning from the day and month dues are paid. The Board of Directors are authorized to amend the membership fees as appropriate on an annual basis.

Section Four
Termination of Membership

Conditions for Membership termination are as follows:

- A. Non-payment of membership dues.
- B. Written letter of resignation from a member.
- C. Death or relocation of a member
- D. Closing of a business, agency or organization.

Suspension or expulsion of a member shall be confirmed by a two thirds vote of the Board of Directors. Cause for termination shall be for conduct unbecoming of a member. A hearing notice will be provided to the individual or business in writing one month prior to the next Chamber Board meeting.

Section Five
Voting and Other Rights of Members

Each General member of the Chamber shall be entitled to one vote. Individual members and Associate members are not entitled to vote.

ARTICLE II
Membership Meetings

Section One
Meeting Place

Membership meetings will be open to all members and shall be held at a place designated by the President

Section Two
Annual General Membership Meeting

General Members shall meet annually in November on a date determined by the President.

Section Three
Purpose of General Membership Meeting

The purpose of the general membership meeting is to provide information such as updates on chamber activities as well as to collect feedback from the general membership.

Section Four
Notice of Meetings

Notice of critical information such as time, place, and purpose of meetings shall be sent via mail, email or telephone at least fifteen (15) calendar days prior to said meeting.

Section Five
Quorum for General Membership Meetings

Fifty percent (50%) of the voting members shall constitute a quorum for the transaction of business. No business shall be conducted in the absence of a quorum, unless permitted by Chamber Articles of Incorporation, or by Chamber by-laws.

Section Six
Cumulative, Proxy, and Fractional Votes

Cumulative voting shall not be allowed, no single vote shall be split into fractional votes. Voting by proxy shall not be allowed.

Section Seven
Conduct of Meetings

Meetings shall be governed by Robert's Rules of Order (Parliamentary Procedure). As such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these by-laws, with the Articles of Incorporation of the Chamber, or with the Law.

ARTICLE III
BOARD OF DIRECTORS

Section One
Authority

The Chamber Board of Directors shall hold the following responsibilities and authorities:

- A. To conduct and control the business affairs of the Chamber.
- B. To make rules, regulations and guidelines for its officers, management and members.
- C. To take general charge of all funds and other assets relating to the Chamber.
- D. To employ an Executive Director and other staff members as necessary or to contract with a consultant for professional services.
- E. To support the mission of the Chamber, give direction to the Executive Director or staff, maintain the safety and soundness of the Chambers records, finances and property.
- F. The Directors shall serve as Chamber volunteers without monetary compensation.

Section Two**Board Composition and Term of Office**

The Board of Directors shall be composed of fifteen (15) members in good standing, whose terms of office shall be three (3) years. Eight (8) directors shall be elected one year and seven (7) directors the following year. No director shall serve more than two (2) consecutive terms unless approved by the majority of the seated directors.

Executive officers shall be elected from members who are currently seated members of the Board of Directors. Officers shall serve for a period of two (2) years. The President-Elect will assume the position of President at the conclusion of his/her term.

Section Three**Nomination**

At the regular May Board of Directors meeting, the President shall appoint a Nominating Committee made up of five (5) members in good standing including the President-Elect who shall be chair. At the August Board of Directors meeting the Nominating Committee shall present to the Board of Directors, a slate of candidates to fill the positions available on the Board of Directors, and to fill any of the Executive Officer positions available. Each candidate must be an active member in good standing and must have agreed to accept.

The Board of Directors will select new directors and officers at the regularly scheduled August meeting. Those candidates with the greatest number of votes will be elected to the vacant Director seats.

Section Four**Seating**

All newly elected Directors shall be seated at the first regular Board of Directors meeting in September.

Section Five**Vacancies**

A member of the Board of Directors absent from three (3) Board of Directors meetings shall resign by non-attendance and dropped from Board membership, unless confined by illness or other circumstances approved by a majority vote of those voting at any meeting of the Board.

Board of Directors shall nominate a replacement and appoint said replacement with a majority vote.

Section Six**Quorum for Board of Directors Meetings**

Fifty percent (50%) of the Board of Directors plus one (1) shall constitute a quorum for the transaction of business. In the absence of a quorum, the Board shall conduct no business.

Section Seven**Meetings**

- A. Directors shall meet regularly at the Chamber office on the first Thursday of each month. Special Board of Directors meetings may be called by the President or any eight (8) Directors.
- B. A notice of the time and place of special meetings shall be delivered to each Director by mail, email or telephone at least twenty four (24) hours prior to said meeting.

**ARTICLE IV
OFFICERS****Section One****Number and Titles**

The Chamber shall have a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President.

Section Two**Duties of the President**

- A. To preside at all Board of Directors and membership meetings.
- B. To guide Chamber activities and act on resolutions and directives made by the Board of Directors.
- C. Direct audits of the Chamber's financial records every three (3) years. A review of said records can also be made on an annual basis.
- D. To serve as the principal spokesperson of the Chamber along with the Executive Director.
- E. To serve as an "ex officio" member of all committees except the Nominating Committee.
- F. To prepare an agenda prior to each meeting.

Section Three**Duties of the President-Elect**

- A. To assist the President in fulfilling his duties.
- B. To serve in the President's stead in his/her absence or inability to perform his/her duties.

Section Four
Duties of the Secretary

- A. To keep a record of all proceedings of meetings of the Board of Directors, the general membership meeting, and meetings of the committees of the Chamber
- B. To maintain the Chamber's official membership roll.
- C. To make minutes and records available to members upon request.
- D. To maintain a list of all Chamber committees.
- E. To maintain a record book in which the by-laws, resolutions, directives, and minutes with any amendments are kept.
- F. To be responsible for the general correspondence of the Chamber.
- G. In the absence of the president and the President-Elect shall serve in their stead.

Section Five
Duties of the Treasurer

- A. To collect all dues and receive all funds belonging to the Chamber, issue receipts for same and keep a record of all receipts and disbursements.
- B. To pay all expenses and amounts as approved by the Board of Directors.
- C. To keep and maintain the books of the Treasury, proofs of payments and other pertinent records.
- D. To give interim financial reports to the Board of Directors every month and a final report at the end of the fiscal year. The report shall be a complete report of disbursements and receipts previously approved by the Board of Directors for acceptance and payment.
- E. To serve as chair of the Finance Committee as provided for by these By-laws.

ARTICLE V
COMMITTEES

Section One
Standing Committees

The Standing Committees of the Chamber are as follows:

1. Executive Committee
2. Finance Committee
3. Marketing/Membership Committee
4. Special Projects/Fund-Raising Committee

The President shall appoint the committee chairs subject to confirmation by the Board of Directors. The committee chairs shall be appointed from the Board of Directors unless otherwise directed by said Board. The committee chairs shall present a monthly report of activities in writing and/or submit minutes of their meetings to the Board of Directors at their regularly scheduled meetings.

ARTICLE VI FISCAL YEAR

Section One **Bank Account**

All funds of the Chamber shall be deposited in a FDIC bank account. All disbursements shall be made by check. Checks shall be signed by two authorized persons. The President, President-Elect, Secretary and Treasurer shall be the authorized persons.

ARTICLE VII AFFILIATION

The Chamber shall seek affiliation with the California Hispanic Chamber of Commerce, the U.S. Hispanic Chamber of Commerce, any other Chamber of Commerce or business association subject to approval by the Board of Directors.

ARTICLE VIII AMENDMENTS

Section One **Repeal or Amendment of the By-Laws**

These By-Laws may be repealed or amended, or new By-Laws may be adopted by majority vote of the Board of Directors.