

CRESTLINE RESORTS CHAMBER OF COMMERCE BY-LAWS

REVISED September 5, 2022

As approved by the Board of Directors

Article 1 DECLARATION

Section 1. – NAME - This organization is incorporated under the laws of the State of California and shall be known as the *CRESTLINE RESORTS CHAMBER OF COMMERCE* (“Chamber”)

Section 2. - PURPOSE - The Chamber is organized to achieve the objectives of: 1) Promoting business and community growth and development by; promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of the business expansion and community growth. 2) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the businessperson and a concern for their problems; creating a more intelligent business and public opinion regarding our community.

Section 3. - LOCATION - The Chamber’s principal office shall be in the community of Crestline, County of San Bernardino, State of California

Section 4. - REAL ESTATE - For the purpose herein named, the Chamber may purchase, acquire, hold, convey, lease, improve, mortgage and sell property, whether real, personal, or mixed.

Section 5. - NO CAPITOL STOCK - The Chamber shall be without capitol stock and no dividend or pecuniary profits shall accrue to the members.

Article 2 MEMBERSHIP

Section 1. - ELIGIBILITY - Any person age 18 and over, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2. - MEMBERSHIP -

- A) BUSINESS MEMBERS.** Natural persons and entities which own a for-profit business or their designates which have an interest in the Crestline area, and are in full compliance with County, State, and Federal law's concerning such businesses. This membership has voting rights and may hold office on the Chamber board.
- B) ASSOCIATE MEMBERS.** Non- business members (neither for-profit, not for profit or persons associated with an existing business member) who have an interest in promoting the general welfare and prosperity of the Crestline area. Members in this classification may vote in general elections and meetings but may not hold office on the Chamber Board.
- C) NON-PROFIT ORGANIZATION MEMBERS.** Non-profit entities or their designates which have an interest in promoting the general welfare and prosperity of the Crestline area. Members in this classification may vote at general elections and meetings but not hold office on the Chamber board.

Section 3. - APPLICATION - Acceptance of candidates for active membership are subject to the two thirds (2/3) vote of a majority of the Board of Directors (“the Board”).

Section 4. – ENDORSEMENTS – No committee, employee or member shall not represent the Chamber in advocacy of, or in opposition to any public interest without specific authority from the Executive Board.

Section 5. - ADVERTISING - Any member may state that he/she is a member of the Chamber and display such membership emblem as may be issued, but the use of the name of the Chamber in any other form for advertising or publicity purposed is prohibited except upon the express authority of the Executive Board of Directors.

Section 4. - TERMINATION - Any member may resign from the Chamber upon written request to the Board of Directors;

A) Any member shall be expelled by the Executive Board of Directors upon a two-thirds vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good causes.

B) Any member may be expelled by a two-thirds vote of the executive 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. C)

Expulsion may take place only after fifteen (15) days notice and the opportunity for a hearing, not less than five (5) days before the effective date of the expulsion, are afforded the member complained against. The required notice may be given by first class or registered mail to the member’s last address shown on Chamber records

Article 3
MEMBERS MEETINGS

Section 1. - ANNUAL MEETING - The annual meeting of the Chamber shall be held during February of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2. - ADDITIONAL MEETINGS - General meetings of the Chamber of Commerce will be held on a monthly basis and may be called by the President at any time or upon petition in writing of any thirty (30) members in good standing.

Section 3. - SPECIAL MEETINGS Notice of special meetings shall be mailed to each member at least (5) days prior to such meetings; Board meetings may be call by the President or by him/her upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, respective department vice president, or by its chairperson.

Section 4. - BOARD MEETINGS - Board of Directors meetings shall be held in the Chamber office or at any other place that is designated from time to time by the Board. Any meeting, regular or special, may be held without the physical presence of some or all of the Directors, by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another and participate in discussion.

Section 5. - EXECUTIVE BOARD MEETINGS – Executive Board meetings shall be held at least once per month.

Section 6. - QUORUM - At any duly called General Meeting of the Chamber, twenty percent (20%) of general voting membership shall constitute a quorum. At Committee Meetings a majority shall constitute a quorum.

Article 4
BOARD OF DIRECTORS

Section 1. - COMPOSITION OF THE BOARD OF DIRECTORS - The Board of Directors shall be composed of fourteen (14) members, four (4) of whom will be elected annually to serve as executive officers, or until their successors are elected and have qualified. The immediate past president shall serve on the Board for one year as one of the fourteen (14) members, unless having been expelled for good cause. Newly seated directors will serve a term of three (3) years. The directors shall compose a fair representation of the businesses. The recommendations for

government and policy-making shall be vested in the Executive 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 October Board meeting, the President shall appoint a Nominating Committee of two (2) members of the Chamber and two (2) members of the Board who are not up for reelection, designating one as chair. The Nominating Committee shall present to the Recording Secretary of the Board prior to, but no later than the November General Meeting of the Board, a slate of candidates for Director on the Board of Directors consisting of: Directors whose terms are expiring who wish to be reelected; plus additional nominees wishing to fill the remaining positions on the Board not presently filled. Beginning with the 2023 regular elections, each Candidate must be a Member in good standing for no less than six months, and be a currently active member of a committee, and must agree to be placed on the ballot and also agree to accept the office if elected. The immediate past president need not be reelected having been assigned by these bylaws.**
- B.) Publicity of nominations. Upon receipt of the report of the Nominating Committee, the Recording Secretary shall immediately notify the membership by mail or email, of the names of persons nominated as candidates for directors, and the right of nomination by petition.**
- C.) Nomination by petition. Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of at least twenty percent (20%) of the qualified members of the Chamber. Such a petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The Nominating Committee shall determine the legality of the petition(s) and such determination(s) shall be final.**
- D.) Determination. If no petition is filed within the designated period, the nominations shall be closed and the nomination slate of candidates shall proceed to the ballot.**
- E.) Ballot. It shall be the duty of the Recording Secretary to prepare a proper ballot for the annual election. Blank spaces shall be included for Members to write in individual Members not included on the Ballot. One (1) copy of such ballot shall be mailed, faxed, emailed or delivered in person to each voting member of the Chamber.**
- F.) Voting. Each member in good standing is entitled to one (1) vote for each Director position to be filled by election. The ballot received by the member shall be marked and returned to the President or Executive Director by mail, email, fax, or in person so as to reach him/her on or before the reply date set on the ballot.**
- G.) Tally of the ballots. The President, Recording Secretary and the Executive**

Director shall open and tally the ballots received, and a report of their findings shall be given to the Board of Directors within five (5) days thereof.

- H.) Election. The respective candidates receiving the highest number of votes shall be elected. In the event of one or more ties, such candidates shall determine their election by drawing lots.**
- I.) Disposition of votes. All ballots shall be delivered to the Recording Secretary to be preserved for not less than ninety (90) days or after the next General Meeting, whichever is later.**
- J) The Annual Meeting. The annual meeting will be presided over by the ex-officio President, who will read into the records the report of the election results. The ex officio President will then ask for nominations from the newly seated Board members to nominate one of their members to be the new President. Following the election of the new President, the new President will preside over the meeting. The first order of business for the new President shall be to nominate for board approval a Vice President, Recording Secretary and Treasurer.**

Section 3. - SEATING OF NEW DIRECTORS - All newly elected Board members shall be seated at the regular annual meeting and shall be participating Board members thereafter. Retiring Directors shall continue to serve for one (1) month.

Section 4. - VACANCIES - A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness, other excused absence, or otherwise decreed by a majority vote of those voting at any meeting thereof. Vacancies of the Board of Directors, or among the Executive Officers, shall be filled by the Board of Directors by a majority vote no later than 6 months after the vacancy is announced or through the next regular election if within the 6 month period. Any Member or Officer elected in this manner shall serve the remainder of the former's term.

Section 5. - POLICY - The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary. Policy changes shall be discussed at two Board meetings and handled in an expeditious manner.

Section 6. - INDEMNIFICATION - The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former Directors 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 or Directors of the Chamber, except in relation to matters as to which such officer or Director 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. The Chamber shall provide General Liability and P&O insurances for all Board Members.

Section 7. - QUORUM OF THE BOARD OF DIRECTORS - A Quorum shall consist of a majority of the members of the Board.

Section 8. – PROXY - A Board member has the right, upon notification to the Board at its regular meeting, to vote via written proxy on a specific issue to come before the Board of Directors.

Section 9. – EXPULSION - A Board member may be expelled for good cause by two-thirds (2/3) vote of the remaining Board. What constitutes “good cause” shall be in the sole discretion of the Board. No Member shall be expelled without due notice (which shall be not less than ten (10) days) and an opportunity to be heard.

Article 5 EXUCUTIVE BOARD OF DIRECTORS

Section 1.- DUTIES OF THE OFFICERS -

- A) President. The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The President shall, with the advice and counsel of the past president, determine all committees; select all chairpersons; assist in the selection of committee personal, subject to the approval of the Board of Directors.**
- B) Vice President. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall also serve as Chair of the Planning Committee of the Chamber. As such, he/she and his/her committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed towards achieving business and Community needs in the areas served by the Chamber**
- C) 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 approved by the Board of Directors, subject to checks signed by the treasure and the President, or, in the absence of either or both, by any two (2) executive officers. The Treasurer shall cause a monthly financial report to be made to the Board. He/she shall be the chairperson of the Finance committee and He/She shall verify that the annual tax return data has been submitted to a Certified Public Accountant and have been submitted to the IRS and the State franchise Tax Board in a**

timely manner.

- D) **Recording Secretary.** The Recording Secretary shall serve as secretary to the Board of Directors, and cause to be prepared notices and minutes of the General Membership meetings of the Chamber and keeping the Executive Board members informed.
- E) **Executive Director.** The Board may appoint, to serve at its pleasure, an Executive Director who is the Chamber's executive officer. The Executive Director shall manage the property and corporate business and perform such functions and duties as assigned by the Board and/or the President. The Executive Director shall be an ex officio member of the Board, Executive Committee, and all Councils.

Article 6 FINANCE

Section 1. – DUES - The dues shall be set by the Board of Directors and reviewed on an annual basis.

Section 2. – DISBURSEMENTS - All disbursements shall be made by check. Checks less than \$ 250.00 may be signed by the Treasure or President, checks more than \$ 250.00 but less than \$ 1000.00 shall be signed as outlined in Article 5, Section 1-C. Checks more than \$1000.00 shall be signed as outlined in Article 5, Section 1-C presented for Executive Board approval.

Section 3. - FISCAL YEAR - The fiscal year of the Chamber shall begin on January 1 and end on December 31 of each year.

Section 4. - GENERAL BUDGET - As soon as possible after election of the new Board of Directors and Officers, the budget Committee shall compile a detailed budget of estimated expenses for the coming year and submit it to the Board of Directors for approval 30 days prior to the end of the fiscal year.

Section 5. - ANNUAL REVEIW - The accounts of the chamber of Commerce shall be reviewed as of the close of business on December 31 by a public accountant, or special audit committee. The review shall at all times be available to members of the organization within the offices of the Chamber.

Section 6. - BONDING - Any officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

Section 7. - INDEBTEDNESS - No member of the Board shall contract any debt on the Chamber's behalf which shall in any manner or to any extent render the Chamber liable for the payment of any sum unless the same have been approved by

the Chamber Board.

Article 7
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. He/she may appoint such ad hoc committees and their chairmen as he/she deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President. It shall be the function of the committee to make investigations, conduct studies and hearings, and 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 shall have 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 committee.

Section 3. - TESTIMONY - Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or in his/her absence, whom he/she designates from his/her committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

Section 4. - DIVISIONS - The Board may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all division bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils. No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Section 5. - FINANCES - Committees may raise funds for their own group for the furtherance of any project or activity with the Board of Directors approval. Such funds shall have separate accounting which shall be submitted monthly to the Chamber's treasurer for approval of the Board of Directors.

Section 6. - REPORTS - The Committees shall submit to the Board of Directors

reports of their condition and reviews of their proceedings and activities at least quarterly.

Section 7. – RECOMMENDATIONS –

A) Minutes must be kept of all committee meetings and all recommendations shall be in writing and preceded by a brief statement of the subject matter. B) No recommendation or resolution adopted in a committee meeting shall be released for publicity or considered a policy of the chamber until acted upon by the Board of Directors.

Article 8

DISSOLUTION

Section 1. - PROCEDURES - The Chamber shall use its funds only to accomplish the objects 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.

Article 9

PARLIAMENTARY AUTHORITY

Section 1. - ROBERT RULES OF ORDER - The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

Article 10

REVISIONS

Section 1. - REVISIONS - These bylaws may be amended or altered by two-thirds (2/3) vote of the Board or by a majority of the members at any regular or special meeting, providing the notice for the meetings includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.