

Bylaws of Weaverville Chamber of Commerce

ARTICLE I: NAME

The name of the organization is incorporated under the laws of the state of California and shall be known as the Weaverville Chamber of Commerce (henceforth referred to as The Weaverville Chamber).

ARTICLE II: PURPOSES AND OBJECTIVES

SECTION A: The PURPOSE of the Weaverville Chamber is to advance the general welfare and prosperity of the Weaverville area so that its citizens and all areas of its business community shall prosper.

SECTION B: The OBJECTIVES of the Weaverville Chamber of Commerce are:

1. To unite the business owners, merchants, and employees.
2. To foster business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses.
3. To promote programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community.
4. To assist business owners, merchants, and employees to understand and adhere to local codes, regulations, and cultural mores that govern the Weaverville Chamber's region.

ARTICLE III: MEMBERSHIPS

SECTION A: ELIGIBILITY

1. Any person, association, corporation, partnership, and/or estate having an interest in the objectives of the organization shall be eligible for membership.
2. Application for membership shall be in writing and signed by the applicant, who shall become a Member upon payment of the Membership dues as prescribed by the Board of Directors.
3. In any proceeding in which voting by Members is called for, each Member in good standing shall be entitled to one (1) vote.

ARTICLE IV: MEETINGS

SECTION A: ANNUAL MEETING - The Annual Meeting of the Weaverville Chamber Corporation in compliance with state law shall be held for the purpose of electing officers and directors. The Weaverville Chamber Annual Meeting shall be held in January of each year in conjunction with the Weaverville Chamber's regularly scheduled monthly Board meeting. The Annual Meeting shall be publicized noting the time and place of the meeting at least fourteen (14) days prior to the meeting.

SECTION B: GENERAL MEETINGS OF THE BOARD

1. The Weaverville Board of Directors shall meet monthly. These meetings may be scheduled for a regular day of the month, or may be called only as needed.
2. All meetings are open to the general membership and the public. The dates, times, and place of these meeting shall be regularly posted to the membership and the public one (1) week prior to the meeting.
3. The general membership shall have voting powers in the annual election of directors, and on any other item of business which may come before the Board requiring a vote.
4. Special Meetings of the Chamber may be called by the President, the Secretary, or by any two directors of the Board. Notice of a special meeting, including the purpose of the meeting shall be sent out to the membership in an appropriate manner 5 days prior to the meeting. The special meeting shall be for the transaction of only such business as stated in the call for the meeting.
5. Committee meetings may be called at any time by the President of the Board or the Chairperson of the committee.

SECTION C: QUORUM - A quorum of the Board shall consist of 1/3 of Board members in good standing.

SECTION D: ACTION BY WRITTEN CONSENT WITHOUT MEETING - Any action required or permitted to be taken by the Board under any provision of law, may be taken without a meeting, if all Board members shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the Board proceedings.

ARTICLE V: DUES

Business, professional, and individual memberships dues shall be decided annually at the January Annual Membership Meeting. The membership year shall be the calendar year.

ARTICLE VI: DIRECTORS

SECTION A: NUMBER - The Weaverville Chamber Board of Directors shall consist of no less than three (3) and no more than eleven (11) directors.

SECTION B: TERMS - Directors shall hold office for two-year terms; ½ of positions shall be open for election in even numbered years, and ½ shall be open for election in odd numbered years. Vacancies of officers or directors may be appointed at a regular meeting following the meeting in which the vacancy is announced, by a majority vote of all Board Members present. An Officer or Director that is appointed to fill a vacancy, shall serve for the remainder of the vacated term.

SECTION C: ELECTION - At the regular Board meeting in October, the President of the Board shall appoint, subject to the approval of the Board of Directors, an ad-hoc committee that shall present to the President at the December Board meeting a slate of proposed candidates to replace or re-elect the directors whose regular terms are expiring, or to fill positions that are vacant. The President of the Board shall designate the chair of the Nominating Committee. Members shall be notified of the proposed nominees in December. The elections shall take place at the Annual Board Meeting in January. The Annual Board Meeting shall be publicized, noting the scheduled Board elections, fourteen (14) days prior to the meeting.

SECTION D: POWERS

1. Subject to California Nonprofit Public Benefit Law and any limitation in the Articles of Incorporation and Bylaws, the activities and affairs of the Weaverville Chamber shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.
2. The Board shall have the power to elect officers and directors.
3. No Director or Officer of the Weaverville Chamber Board shall act independently in matters pertaining to the conduct of the Chamber's business.

SECTION E: DUTIES - It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
2. Meet at such times and places as required by these Bylaws.
3. Register their addresses, telephone numbers, and e-mail addresses with the Secretary.
4. Review and approve the Annual Weaverville Chamber budget.

SECTION F: COMPENSATION - Directors and Officers shall serve without compensation. Directors may submit receipts for expenses incurred in performance of their duties. Reimbursement shall be by approval of the Board.

SECTION G: DISMISSAL - A director may be dismissed by a majority vote of the Board following a closed session hearing for the following reason:

1. Conduct in the performance of the Weaverville Chamber's business is determined to be contrary or detrimental to the accomplishment of the purposes, objective and/or the performance of the business of the Weaverville Chamber.
2. Non-participation is such as, but not limited to missing three (3) or more meetings without notice of absence during a twelve (12) month period.

ARTICLE VII: OFFICERS

Officers serve simultaneously as directors and therefore are subject to items A to G in SECTION VI.

SECTION A: NUMBER OF OFFICERS - The officers of the Weaverville Chamber shall be President, Secretary, Treasurer, and the Sergeant-at-Arms. The Board may also agree to have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers or other Officers. The same person may hold any number of offices except that neither the Secretary, nor the Treasurer may serve as the President of the Board.

SECTION B: ELECTIONS - Any Director may serve as an Officer of the Board. Officers shall be elected at the Annual meeting in January, or at any time a vacancy occurs, by a majority vote of the Board.

SECTION C: TERMS - Officers shall hold office for two-year terms.

SECTION D: DISMISSAL - The Board may declare vacant the office of an Officer on the occurrence of any of the following:

1. Misuse or misappropriation of Chamber funds.
2. Misrepresenting a Chamber position in an official capacity.
3. Failure to attend three (3) unexcused meetings in one (1) year.
4. Excused absences entail prior notification to any officer of the Weaverville Chamber.

ARTICLES VIII: DUTIES OF OFFICERS

SECTION A: PRESIDENT - The President shall be the chief executive officer of the Weaverville Chamber and shall, subject to the control of the Board, supervise and control the affairs of the Weaverville Chamber, and the activities of the officers. The President shall preside at all meeting of the Weaverville Chamber of Commerce and the Executive Committee, shall appoint all Standing Committees and Special Committee Chairpersons unless otherwise directed by a majority vote; and shall prepare and post the agenda for all Weaverville Chamber meetings.

SECTION B: VICE PRESIDENT - In the absence or disability of the President, the Vice President shall perform all the duties of the President; and such other duties as may be required in support of the President and the organization.

SECTION C: SECRETARY - The Secretary shall keep the original, or a copy of the most recent of these Bylaws, a record of minutes of all meetings of the Directors, and if applicable, meetings of committees, recording therein the time and place of the meeting, whether regular, annual, or special, the names of those present at the meeting, and the proceedings thereof. The Secretary shall have charge of all correspondence, files, records, and clerical activities of the Weaverville Chamber. The Secretary shall work directly with the President in assuring that notices of Regular Meetings, Annual Meeting, other meetings, Special, or Committee, are publicized in a timely manner to the general membership and the public.

SECTION D: TREASURER - The Treasurer will have custody of and be responsible for, all funds and securities of the Weaverville Chamber, and deposit all such funds in the name of the Weaverville Chamber in such banks or other depositories as shall be selected by the Board. The Treasurer shall receive and give receipts for, monies due and payable to the Chamber from any source whatsoever, and disburse, or cause to be disbursed, the funds of the Chamber as may be directed by the Board, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain adequate and correct accounts of the Chamber's properties and business transaction, include accounts of its assets, liabilities, receipt, disbursements, gains and losses. The Treasurer shall prepare a regular financial report to be presented at the regular Board meetings. Report should include all disbursement, monies received, and current account balance(s) for time period since last report was prepared. The Treasurer shall prepare annual financial reports and insure that all governmental fees and filings are current.

SECTION E: SERGEANT-AT-ARMS - The Sergeant-at-arms shall be responsible for the orderly behavior of the members and shall enforce orders of the President; shall be responsible for the arrangement for the meetings; and shall perform such other duties as may be required.

ARTICLE IX: COMMITTEES

SECTION A: EXECUTIVE COMMITTEE - The Chamber may have an Executive Committee, which shall consist of President, Vice-chairperson, Treasurer/Secretary, immediate Past President, and the Executive Director which shall, to the extent as determined by the Board (1) have and exercise the authority of the Board of Directors in the management of the chamber, and (2) take responsibility of the fiscal management of the chamber.

SECTION B: SPECIAL AND/OR STANDING COMMITTEES - Special and/or Standing Committees may be created by the Board as needed.

ARTICLE X: DONATIONS

The Weaverville Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall be distributed to the members of the Chamber, nor donated to other organizations or to support causes other than those sponsored or co-sponsored by the Chamber.

ARTICLE XI: DISSOLUTION

On dissolution of the Weaverville Chamber, any funds remaining shall be returned to the Treasurer of the Trinity County Government.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended by a majority of the Board present at any regular Board Meeting; provided that the proposed amendment(s) has been submitted in writing to the Board, thirty (30) days prior to said meeting.