

BYLAWS

OF

QUINCY CHAMBER OF COMMERCE, INC.

QUINCY

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Draft October 12, 2018

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ARTICLE 1

Name and Principal Office of Corporation

- 1.0 The name of this corporation shall be the Quincy Chamber of Commerce, Inc. (hereinafter referred to as QCC).
- 1.1 The principal office for the transaction of the activities and affairs of the corporation is located in Quincy, California. The QCC Board of Directors (Board) may change the location of the principal office.
- 1.2 Branch or subordinate offices may be established at any time by the Board.

ARTICLE 2

Mission Statement

- 2.0 The Quincy Chamber of Commerce is a Quincy, CA based non-profit organization providing a comprehensive array of business services and fostering the enhancement of quality of life throughout our community. The Chamber will assist businesses, organizations and the community by providing membership services to promote and encourage economic growth and to encourage tourism, relocation, historic preservation and to enhance the community through events.
- 2.1 The Quincy Chamber of Commerce is a politically neutral organization.
- 2.2 The main focus of the Quincy Chamber will be the geographic area of the 95971 zip code including Quincy, Greenhorn, Bucks Lake and other surrounding areas such as the Feather River Canyon.

ARTICLE 3

QCC Board of Directors

3.0 QCC shall be governed by a Board of Directors of at least nine (9) members and no more than thirteen (13) members.

During the regular meeting in March of each year current Board members will be polled for their interest in continuing on the Board.

Notification will be sent out in April of each year of expiring/open Board positions and whether or not the incumbents are willing to continue. Any members interested in joining the Board that have attended at least two meetings within the last 12 months must submit a letter by June 1st detailing their ideas and comments regarding the Chamber. If the number of interested parties exceed the maximum Board positions then an election will be held, otherwise the Board will review the letters and vote at the June Board meeting. If an election is needed then ballots will go out by mail or email to be returned within a 2 week period. Board terms will be a minimum of two years beginning July 1 and ending June 30.

As long as a minimum number of Board members are seated, any additional vacancies throughout the year may or may not be filled as decided by a majority of the Board. If a person is interested in joining the Board at a time other than during the April through June process then they must follow the same procedures by attending at least two meetings and submitting a letter detailing their ideas and comments regarding the Chamber. Anyone filling a vacancy during any other time of the year will serve a minimum of two years plus the time of filling the vacancy until July 1.

Any member may be removed from the Board at any time by the affirmative vote of two-thirds (2/3) of the voting members of the Board.

3.1 A majority of the existing members of the Board of Directors constitutes a quorum.

3.2 The Board of QCC may hold regular and special meetings. Regular meetings shall be held once a month. The date for the next month's regular meeting will be chosen by the majority of the voting board members present at each regular meeting. This date will be announced in the **Meeting Minutes** that are available to all chamber members. Special meetings may be called by any voting member. Written notice of the time, place, and agenda for special meetings shall be given to each Board Member either by personal delivery, mail, email or phone, at least three (3) days before the meeting.

3.3 Any director that misses three consecutive meetings of the Board without appropriate notice may be removed by a majority vote of the board.

3.4 The Administrative Director shall be staff to the QCC and shall be present at meetings of the Board. The Administrative Director shall have one vote the same as any other Director.

3.5 Any member of the Board may resign from the Board upon giving written notice thereof to the Secretary of the Board, stating effective date of said resignation.

3.6 The QCC Board shall see to the development of a five year strategic plan and an annual work plan for accomplishing the strategic plan. Both plans and the ongoing status of each shall be presented to the membership at the annual meeting every October.

3.7 Board of Directors shall be current members of the Quincy Chamber of Commerce.

ARTICLE 4

Officers

4.0 The officers of QCC shall be elected annually by the incoming QCC Board and shall consist of a President, Vice-President, Secretary and Treasurer.

4.1 The President shall be the Chief Officer for the QCC and shall preside at meetings of the Board of Directors; shall have general supervision of the business and affairs of QCC; shall assist in formulating and shall promote the general program and obligation of the organization and the President shall submit an annual report of the activities of the QCC to the membership in October.

4.2 The Vice-President, in the absence of the President, shall preside at all meetings of the Board and shall perform such other powers and duties as may be from time to time assigned by the Board.

4.3 The Secretary shall keep at the principal office, or such other place as the Board may order, an electronic copy of the minutes of all meetings of the Board and its committees with the time and place of holding, the names of those present, and the proceedings of the meeting. The Secretary shall keep at the principal office of the Corporation the original or a copy of the QCC Articles and Bylaws as amended to date. The Secretary shall have such other duties as may be assigned by the Board.

4.4 The Treasurer is the Chief Financial Officer of the corporation and shall keep and maintain or cause to be maintained adequate and correct accounts of the properties and business and financial transactions of the corporation, including a proposed annual budget, quarterly financial statements and arrange for an annual compilation, inhouse or otherwise as necessary. The Treasurer shall have such other duties as may be assigned by the Board.

4.5 No committee or officer of QCC shall represent or commit the organization in advocacy of or opposition to any project nor shall any committee resolution be considered binding upon QCC without specific authorization of the Board of Directors.

4.6 No Committee of QCC or any member thereof shall contract any debt in its behalf which shall in any manner or to any extent render QCC liable for the payment of any sum unless the same shall have been budgeted or approved by the Board of Directors.

ARTICLE 5

Administrative Director

5.0 The Administrative Director of QCC shall be an employee and manage the daily operations of the corporation. The Administrative Director shall be responsible for coordinating the implementation of QCC's policies and projects and such other duties as the Board may require.

ARTICLE 6

Membership

6.0 Any individual, firm, partnership, association, organization or corporation may be eligible for membership in QCC.

6.1 Every member of QCC shall be entitled to hold office, to serve on all committees and to attend all regular and special meetings including board meetings. If a member wishes to be on a Board agenda they will need to arrange that through the QCC Business Office. Every member is also entitled to participate in all referenda conducted by QCC and to display the emblem of the organization.

6.2 Each current paid membership of QCC shall be entitled to one vote. Vote shall be by individuals only and no votes may be cast by proxy.

6.3 Every resignation from QCC must be in writing. There shall be no refund of any dues paid.

ARTICLE 7

Membership Dues

7.0 Membership dues shall be reviewed and fixed annually by the Board of Directors at its regular June board meeting.

ARTICLE 8

Meeting of the General Membership

8.0 The annual meeting of the members of QCC shall be held in the month of October.

8.1 Regular meetings of the membership may be called by the QCC President or upon request of a majority of the Board of Directors.

8.2 Notice of all meetings of the membership, stating the purpose of the meeting and the time and place thereof, shall be made public at least one week preceding the meeting.

8.3 A quorum shall consist of twenty five percent (25%) of the general membership.

8.4 All meetings of the membership shall be conducted and all questions of parliamentary procedure shall be settled according to Robert's Rule of Order, whenever such rules of orders are not inconsistent with these Bylaws, or the Statutes of the State of California.

ARTICLE 9

Committees

9.0 The QCC Board, by resolution adopted by a majority vote, may designate or appoint other committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or an individual member of any responsibility imposed on them by law or these Bylaws.

9.1 Committees shall hold meetings as appropriate for the purposes of transacting such business as may be properly brought before the committee. Special meetings may be held at any time and place as may be designated by the Chairperson of the Committee.

ARTICLE 10

Finances

10.0 All monies received by the QCC, except those designated for specific purposes, constitutes a general fund. The Board of Directors is authorized to established additional funds for specific projects and purposes.

10.1 All checks, drafts, and other instruments for payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of QCC by the following: Two Members of the Board of Directors, for any expenses exceeding \$1,000.00. Amounts of less than \$1,000.00 require only one signature.

10.2 All funds of QCC shall be deposited to the credit of QCC in such banks, savings and loans, or other depositories as the Board may select.

10.3 The Board may accept on behalf of QCC any contribution, gift, bequest, or device for the general purpose or for any special purpose of QCC.

10.4 The annual budget will be prepared consistent with the preparation of the work plan to be completed by June 30th of each year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board. Expenses included in the budget need no further Board approval while expenses outside the budget, including new projects, will need Board approval.

10.5 If the QCC has any projects that exceed \$2,500 a minimum of two quotes will be obtained. Those quotes will be reviewed and voted on by the Board and a contract prepared. Contracts will include payment terms and will be approved by the Board with authority to sign given at that time to the President and Treasurer.

10.6 Event purchasing will be as follows:

1. Buy from members first
2. Buy locally, non-members
3. Buy in the county
4. Buy in the state
5. Buy out of the state

10.7 An overage consideration in the amount of 10% will be given to local bidders/vendors.

ARTICLE 11

General Provisions

11.0 The fiscal year of QCC shall begin on the first day of July and end on the last day of June of each year.

11.1 Within 90 days after the close of each fiscal year, QCC shall prepare: (1) A balance sheet showing, in approved accounting practices and in reasonable detail, the financial condition

of QCC at the close of the fiscal year; (2) A statement of the source and application of funds showing the results of the operation of QCC during the fiscal year.

11.2 Robert's Rules of Order Newly Revised shall govern the parliamentary procedures of QCC when not in conflict with these Bylaws.

11.3 In the event of the dissolution of QCC, any funds left as the result of operations shall be disbursed consistent with legal requirements.

ARTICLE 12

Adoption

12.0 These Bylaws shall be adopted by a majority vote of the Board in attendance at a duly convened meeting of the Board. These Bylaws shall become effective immediately on their adoption.

ARTICLE 13

Amendments

13.0 Amendments to these Bylaws may be made by vote of the Board. However, prior to any vote to amend these Bylaws, the Board Members shall be given thirty (30) days advance notice of any motion to amend the Bylaws.