

# **MENIFEE VALLEY CHAMBER OF COMMERCE**

## ***Bylaws***

### **Amendment Record**

April 24, 2025

December 19, 2022

## Table of Contents

<b>ARTICLE I – GENERAL</b>	<b>3</b>
SECTION 1: NAME	3
SECTION 2: PURPOSE	3
SECTION 3: LIMITATION OF METHODS	3
<b>ARTICLE II – MEMBERSHIP</b>	<b>3</b>
SECTION 1: ELIGIBILITY	3
SECTION 2: CONFIRMATION	3
SECTION 3: INVESTMENTS	3
SECTION 4: REPRESENTATION	4
SECTION 5: MULTIPLE MEMBERSHIPS	4
SECTION 6: TERMINATION OF MEMBERSHIP	4
SECTION 7: MEMBER IN GOOD STANDING	4
SECTION 8: HONORARY MEMBERSHIP	4
<b>ARTICLE III – MEMBERSHIP MEETINGS</b>	<b>5</b>
SECTION 1: ANNUAL & GENERAL MEETINGS	5
SECTION 3: QUORUM	5
SECTION 4: VOTING	5
<b>ARTICLE IV – BOARD OF DIRECTORS</b>	<b>5</b>
SECTION 1: AUTHORITY	5
SECTION 2: TERM OF OFFICE	6
SECTION 3: SELECTION AND ELECTION OF DIRECTORS	6
SECTION 4: SEATING	6
SECTION 5: REGULAR BOARD MEETINGS	6
SECTION 6: SPECIAL BOARD MEETINGS	7
SECTION 7: QUORUM	7
SECTION 8: VOTING	7
SECTION 9: ABSENCES	7
SECTION 10: RESIGNATION	7
SECTION 11: VACANCIES	7
SECTION 12: CONFIDENTIALITY AGREEMENT	8
SECTION 13: INDEMNIFICATION CLAUSE	8
SECTION 14: CONFLICT OF INTEREST/SELF-DEALING TRANSACTIONS	8
SECTION 15: BOARD MEMBER CODE OF CONDUCT	9
<b>ARTICLE V – OFFICERS</b>	<b>10</b>
SECTION 1: DETERMINATION OF OFFICERS	10
SECTION 2: DUTIES OF OFFICERS & PRESIDENT/CEO	10
SECTION 3: EXECUTIVE COMMITTEE	11
<b>ARTICLE VI – COMMITTEES</b>	<b>12</b>
SECTION 1: APPOINTMENT AND AUTHORITY	12
SECTION 2: LIMITATION OF AUTHORITY	12
SECTION 3: STANDING COMMITTEES	12
<b>ARTICLE VII – FINANCES</b>	<b>12</b>
SECTION 1: CONTROL OF FUNDS AND ASSETS	12
SECTION 2: SIGNING AUTHORITY	13
SECTION 3: BUDGET	13
SECTION 4: FISCAL YEAR	13
<b>ARTICLE VIII – PARLIAMENTARY AUTHORITY</b>	<b>13</b>
<b>ARTICLE IX – AMENDMENTS</b>	<b>13</b>

## **Article I – General**

### ***Section 1: Name***

The name of this California nonprofit mutual benefit corporation is Menifee Valley Chamber of Commerce (MVCC), hereinafter referred to as the “Chamber”. The principal office of the Chamber for the transaction of its business shall be located in the Menifee Valley area of Riverside County, California.

### ***Section 2: Purpose***

The mission of the Menifee Valley Chamber of Commerce (MVCC) is to support economic growth, businesses and partnerships within the Menifee Valley and Southwest Riverside County by being a voice and an essential resource for the community.

### ***Section 3: Limitation of Methods***

The Menifee Valley Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in 501(c)(6) of the Internal Revenue Code.

## **Article II – Membership**

### ***Section 1: Eligibility***

Any person, business entity, association, corporation, educational institution or partnership having an interest in the objectives of this organization shall be eligible to apply for membership.

### ***Section 2: Confirmation***

Applications for membership shall be submitted online or in writing on forms provided for that purpose and signed by the applicant. Confirmation of members shall be by majority affirmative vote of the Board of Directors at any meeting thereof. Any applicant confirmed shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

### ***Section 3: Investments***

Membership investments shall be at such rates, schedules, or formula as may be from time to time prescribed by the Board of Directors and are payable in advance of services rendered.

#### ***Section 4: Representation***

Upon becoming a member of the Chamber, each member shall appoint one (1) representative to exercise its voting privilege.

#### ***Section 5: Multiple Memberships***

Organizations may apply for more than one membership. Each such membership will be assessed separate membership fees and require a separate designation of a different individual as representative.

#### ***Section 6: Termination of Membership***

(a) Any member may withdraw membership from the Chamber upon written notice to the Chamber staff and without anticipation of refund for any services.; (b) Any member may be terminated by the Board of Directors by a majority vote for non-payment of dues after 90 days from the due date, unless otherwise extended for good cause; (c) Any member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. If the Board of Directors by majority vote determines that termination is warranted, the member to be terminated shall be given 15 days notice of the intended termination. The notice shall state the reason for termination and also state that the member has an opportunity to submit a written statement about why the termination should not take place, which statement must be received in the Chamber office not less than five (5) days before effective date of termination. The Board of Directors shall consider the member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

#### ***Section 7: Member in Good Standing***

Member in good standing is defined as one who is current in the payment of their membership dues or has been extended for good cause as determined by a majority vote of the Board of Directors.

#### ***Section 8: Honorary Membership***

Any person of distinction who has rendered exemplary service to the Chamber may be elected by the Board of Directors for Honorary Membership.

All nominees for Honorary Membership will be vetted through the Executive Committee. Honorary members are not eligible for board service.

Honorary members shall have all the privileges of an Individual membership except the right to vote and shall be exempt from payment of dues. An Honorary Membership may be revoked by a majority vote of the Board of Directors.

## **Article III – Membership Meetings**

### ***Section 1: Annual & General Meetings***

The Board of Directors shall, from time to time, designate the time, date and place of the annual membership meeting and other general membership meetings of the Chamber.

### ***Section 2: Special Membership Meetings***

A special meeting of the membership may be called by a majority of the Board of Directors. More than twenty-five members, by written request, may compel the Board of Directors to conduct a special meeting of the membership. Notice shall be given by email to the membership not less than seven (7) days prior to any special meeting of the membership. Such notice shall explain the purpose of the meeting. Notice of the Special Board Meeting shall be sent with a proposed agenda and no other action shall be taken, or voted on, that was not stated on noticed Agenda.

### ***Section 3: Quorum***

A quorum for the conduct of business at any general or special meeting of the membership shall be established by the presence of one third of the members who are entitled to vote as of the date of the meeting notice. If the number of voting members present is less than one-third of the voting membership, but more than twenty-five members' representatives, then only those matters that were announced in the notice of the meeting may be addressed at the meeting.

### ***Section 4: Voting***

Each Member in Good Standing shall be entitled to one (1) vote. Only votes from the designated Primary Contact on file with the Chamber will be counted toward a vote record. Any member in good standing has the right to make motions, second motions, and vote at general meetings. All approved items by the general membership shall be taken to the Board for final approval.

## **Article IV – Board of Directors**

### ***Section 1: Authority***

The governance of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of not more than twenty (21) and no less than fifteen (15) members including Past Chair. All meetings of the Board are not open to the membership or public, unless desired and clearly stated by the Board of Directors.

In accordance with the law, AB1233, no ex-officio position shall be created or granted voting rights.

The Board of Directors recognizes that the Board is the unit of authority over the Chamber and that a Director has no individual authority. Unless agreed to by the Board as a whole, individual Directors shall not exercise any administrative responsibility with respect to the Chamber or command the services of any staff member.

## ***Section 2: Term of Office***

Seven (7) members of the Board of Directors shall be elected annually for a period of three (3) years. A member, who has served two consecutive three-year terms on the Board, shall not be eligible for election to the Board again until at least one year has elapsed. If the outgoing Chair has exhausted their two consecutive four-year terms or is not reelected, the Chair's term will be extended by one year in order to serve the Chamber as Past Chair.

## ***Section 3: Selection and Election of Directors***

The Nominating Committee shall meet at least 90 days before the end of the calendar year to review nomination guidelines, voting procedures, and application deadlines. If a any member of the Nominating Committee is running for re-election to the Board of Directors, they must recuse themselves from all voting-related activities, including vote tallying.

The Nominating Committee shall vet all nominees before presenting a final slate of candidates to the Board of Directors. All candidates approved by the Board of Directors will appear on the election ballot as long as they're a MVCC member in good standing.

Elections shall be conducted in accordance with California law and the Chamber's Policies and Procedure Manual.

Election results shall be published on the Chamber website and shall be read at the next Board meeting following the election.

## ***Section 4: Seating***

All newly elected directors shall attend the first Board meeting of the ensuing calendar year.

## ***Section 5: Regular Board Meetings***

Regular meetings of the Board of Directors shall be held, at a minimum, quarterly at such time and place fixed by the Board.

All meetings of the Board of Directors shall be conducted in person. Except under extraordinary circumstances, meetings of the Board shall be conducted through use of internet meeting services designated by the Chairman.

The Chairman may call a Closed Session during any meeting of the Board, provided that proper notice has been given in accordance with applicable procedures.

## ***Section 6: Special Board Meetings***

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman, the Chairman-Elect, or any four (4) Directors, upon 4 days' notice by e-mail, or upon forty-eight (48) hours' notice delivered personally by telephone, and shall be in conformance with the California Corporations Code. Notice of the Special Board Meeting shall be sent with the proposed Agenda, and no other items will be voted on or action taken, other than stated on the noticed Agenda.

## ***Section 7: Quorum***

More than fifty percent or at minimum eleven (11) of the currently seated members of the Board of Directors shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdraw of directors beyond the number required to establish a quorum.

## ***Section 8: Voting***

A Director may not grant a proxy or absentee ballot of any type to any other person, including another Board member, for the purpose of voting on any matter before the Board.

## ***Section 9: Absences***

Unexcused absences by a Director from three (3) consecutive, or four (4) total Board meetings in a calendar year will be deemed to be automatically removed from the Board unless by illness or other cause approved by the majority vote of the board. Any board member can appeal the automatic removal via written notice to the Chairman.

## ***Section 10: Resignation***

Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the Chairperson, or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

## ***Section 11: Vacancies***

Any vacancy on the Board of Directors shall be filled by a majority vote of the Board of Directors. Nominations can be made by any member of the board and provided to the Chairman. The Executive Committee will conduct a vetting of any candidate brought forward for nomination to fill a vacancy. A Director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office. Such appointment shall count toward fulfillment of their term limits.

## ***Section 12: Confidentiality Agreement***

All Directors elected, or appointed, to the Board agree to sign a Confidentiality Agreement each year at the first Board meeting and disclose any conflicts as defined in the Chamber's Policies and Procedures Manual.

## ***Section 13: 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 corporation.

## ***Section 14: Conflict of Interest/Self-Dealing Transactions***

Each Officer and Director of the Chamber shall, in the course of their duties on behalf of the Chamber, act with strict loyalty and fidelity to the best interests of the Chamber, exercise the utmost good faith in all matters and transactions involving the Chamber, and adhere to the highest ethical standards of fiduciary duty to the Chamber.

Each Officer and Director of the Chamber shall endeavor to avoid, to the best of their ability, any situation which may compromise their duty to the Chamber personally because of a duality or conflict of interest with any other entity or person with which the Officer or Director may be involved; and each Officer and Director shall endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on the Chamber.

The Board shall consider and evaluate potential conflict of interest and/or self-dealing transaction disclosed in light of the Internal Revenue Code ("IRC") standards for, and prohibitions of, self-dealing and private inurement, and the requirements of Section 5233 and 5234 of the California Corporations Code governing transactions in which Directors have material financial interests, and the approval of transactions involving interlocking, or mutual, Directorships, respectively. The Board shall approve or authorize such transactions, if at all, only in good faith without unjustified favoritism, provided that the primary beneficiary of the transaction is the Chamber.

To ensure compliance with State and Federal law, to avoid inadvertent violations, to live up to the public trust, to avoid the appearance of impropriety, and to fulfill fiduciary duties, Directors shall be required to:

- i. Disclose fully any relationships and any financial or other interests likely to influence any Director's decision-making.
- ii. Follow the procedures for abstention and recusal by a director.
- iii. Ensure that Board decisions are made after careful consideration of the effect of the relationship or transaction on the Chamber; and



- iv. Cooperate fully in the recording of documents related to the conflict of interest or self-dealing transaction.

Except as provided in this Article or as prohibited under applicable laws, a Director with an actual or potential conflict of interest (financial or otherwise) in a matter presented to the Board may be counted for quorum, provide information, and answer questions.

Disclosures shall be made to the President/CEO and the Chair, or if the President/CEO or Chair is the one with whom the conflict exists, then to the next highest-ranking Officer of the Board. The people who are notified shall investigate the facts surrounding the conflict or transaction, seek advice from the Chamber's legal counsel or other counsel for the Chamber on legal issues as necessary.

All disclosed information shall be maintained in confidence by the Board. The Board shall choose which action is necessary to secure a proper vote:

Recusal- When a Director has a certain type of financial interest in a proposed transaction, the Director shall be recused (leave the room) and shall not participate in the deliberations on the merits of the proposal or vote. Recusal is required in the following situations:

- i. Direct Payment to Director: If the proposed transaction involves direct payment of compensation (including payment or reimbursement of expenses) by the Chamber to a Director, for services other than as an Officer or Director, the full Board shall consider the proposal in the absence of the interested Director. A disinterested majority of all Directors then in office is required to approve such compensation for a Director.
- ii. Indirect Payment to Director. If the proposed transaction involves the Chamber's indirect payment to a Director through any payment, the full Board shall consider the proposal in the absence of the interested Director. A disinterested majority of all Directors then in office is required to approve the transaction in which the Director has a financial interest.

Abstention- when a Director has no financial interest in the proposed transaction, but has another personal interest in the transaction, the Director shall abstain (shall not vote) but may remain in the room during the discussion, during the deliberation on the merits of the proposal, and during the vote on the transaction.

Records/Minutes- The minutes of the meeting of the Board at which any conflict of interest or self-dealing transaction is discussed shall reflect the existence and nature of the relationships or the conflict of interest disclosed, the interested Director's recusal or abstention, if any, and the vote of the disinterested Directors.

### ***Section 15: Board Member Code of Conduct***

Directors shall conduct themselves in a manner that reflects the integrity and mission of Menifee Valley Chamber of Commerce. Each board member agrees to:

- Act in good faith, with honesty, transparency, and in compliance with applicable laws.
- Prioritize the interests of the organization over personal or professional gain.
- Respect the confidentiality of board matters and organizational information.
- Avoid conflicts of interest and disclose any that may arise.
- Engage actively in meetings and board responsibilities.
- Treat fellow members, staff, and stakeholders with professionalism and respect.

Failure to adhere to this Code may result in corrective action, including possible removal from the Board.

## **Article V – Officers**

### ***Section 1: Determination of Officers***

At a Board meeting during the fourth quarter of the calendar year, Officers shall be elected by the Board for the ensuing calendar year. Director shall have served one year on the Board to be eligible to be elected an Officer of the Board. Nevertheless, for good cause, the Board may waive this requirement. The Officers shall serve at the will of the Board and hold office commencing January 1.

### ***Section 2: Duties of Officers & President/CEO***

- a) Chairperson of the Board. The Chairperson shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairperson shall, with the advice and counsel of the Executive Committee, and President/CEO, determine all committees and select all committee chairs, subject to the approval of the Board of Directors. The position of Chairperson shall ascend to Past Chairperson upon completion of service as Chairperson.
- b) Past Chair. The Past Chair shall perform such duties as may be assigned by the Chairperson of the Board or the Board of Directors.
- c) First Vice Chair. The First Vice Chair shall, as appropriate, perform the duties of the Chairperson of the Board in the absence of the Chairperson. In the event the Chairperson is no longer able to perform the duties of Chairperson, or resigns, the First Vice Chair shall assume the position of the Chairperson of the Board, for the remaining term. The position of First Vice Chair ascends to Chairperson of the Board upon completion of service as First Vice Chair.
- d) Second Vice Chair. The Second Vice Chair shall, as appropriate, perform the duties of the Chairperson of the Board in the absence of the Chairperson and the

First Vice Chair. In the event, the First Vice Chair is no longer able to perform the duties of First Vice Chair, or resigns, the Second Vice Chair shall assume the position of First Vice Chair, for the remaining term. The position of Second Vice Chair ascends to First Vice Chair upon completion of service as Second Vice Chair.

- e) Secretary. The Secretary shall be responsible for maintaining a record of all meetings, including, but not limited to minutes of all Membership, Board and Executive Committee meetings. In the absence of the Chairperson, the First Vice Chair, and the Second Vice Chair, the Secretary shall act as Chairperson.
- f) Treasurer. The Treasurer shall cause to be received and disbursed, all funds of the Chamber, keep an accountable record of the use of these funds, and cause to be deposited, funds in a selected financial institution. A detailed financial report of each budget category within the Treasurer's report shall be made to the Board of Directors reflecting the financial record of the preceding month's disbursements and receipts each month. The Board may require an appropriate bond for the Treasurer position.
- g) President/CEO. The Board of Directors shall employ a President/CEO who shall be the chief administrative and executive officer of the Chamber.

The President/CEO shall assist the Secretary of the Board of Directors in the preparation of notices, agendas, and minutes of meetings of the Board and the Executive Committee.

The President/CEO shall serve as advisor to the Chairperson of the Board and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber.

The President/CEO may participate in all committee meetings as deemed appropriate. The President/CEO shall be responsible for hiring, discharging, directing and supervising all employment activities.

### ***Section 3: Executive Committee***

The Executive Committee shall be composed of the Chairperson of the Board, Past Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer. The President/CEO services the performatory functions of the Executive Committee. The Executive Committee shall be available on the call of the Chairperson to assist and advise the Chairperson and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session. All actions taken shall be subject to ratification at the following board meeting. A majority of the voting members of the Executive Committee shall constitute a quorum.

## **Article VI – Committees**

### ***Section 1: Appointment and Authority***

The Chairperson of the Board, with the approval of the Board of Directors, shall appoint all committees and committee chairs. The Chairperson may appoint such ad hoc committees and their chairs as is deemed necessary to carry out the programs of the Chamber.

It shall be the function of committees to conduct their assigned activities, 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, Director or Officer shall be binding upon, or constitute an expression of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairperson of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed appropriate to discontinue the committees.

### ***Section 3: Standing Committees***

These are the committees that carry responsibility for specific ongoing activities of the Chamber. Each Committee is open to any member in good standing. All committees will report to the full Board on a regular basis, but at least once a year. At minimum the Chamber will maintain an Executive Committee, Finance Committee, and Nominating Committee. The roles and responsibilities of each committee are outlined in the Policies and Procedures manual.

## **Article VII – Finances**

### ***Section 1: Control of Funds and Assets***

No funds of the Chamber shall be disbursed unless the same shall have been approved and authorized through the yearly established budget of the Chamber. Liabilities of regular frequency, approved for payment by the Board of Directors, can be established with automatic payments or authorized ACH deposits by direction of the President/CEO to the bookkeeper. Emergency disbursements may be made by debit or credit card at the discretion of the President/CEO. The Board shall authorize four members of the Executive Committee, including the President/CEO, to sign checks, any two of which shall be required to sign each check.

The foregoing notwithstanding, the Executive Committee shall establish a petty cash account in accordance with the Chamber's Policies and Procedures. Said account may require only one signature. Said authorized signature shall be restricted to the

members of the Executive Committee and the President/CEO. The maximum balance allowable in said petty cash shall be set by the Board of Directors.

### ***Section 2: Signing Authority***

The President/CEO and the Chairperson of the Board or Executive Committee designee shall, on being directed by the Board, sign all contracts, including leases, executed on the Chamber's behalf.

### ***Section 3: Budget***

The President/CEO in conjunction with the Finance Committee that is chaired by the Treasurer, shall be responsible for the preparation of an operating budget. The Treasurer shall submit it to the Executive Committee for its adoption, which in turn shall forward it to the Board of Directors for approval. The President/CEO shall also be responsible for all expenditures with approved budget allocation.

### ***Section 4: Fiscal Year***

The Chamber shall conduct its financial affairs on a calendar year basis, beginning January 1<sup>st</sup> and ending December 31<sup>st</sup>.

## **Article VIII – Parliamentary Authority**

The current edition of Roberts Rules of Order shall be recognized as the authority governing the meetings of the Executive Committee and the Board of Directors, as long as its provisions do not conflict with the California Nonprofit Corporations Code or these Bylaws.

## **Article IX – Amendments**

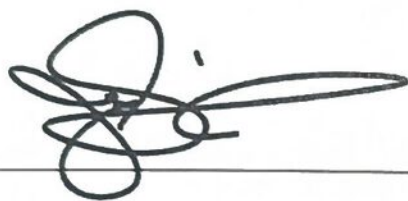
These Bylaws may be amended or altered by two-thirds (2/3) vote of the entire Board of Directors, or by a majority of the voting members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and shall be submitted to the Board or the members via email at least fourteen (14) days in advance of the meeting at which they are to be acted upon.

These Bylaws have been adopted effective April 24 by a two-thirds (2/3) vote of the entire Board of Directors.

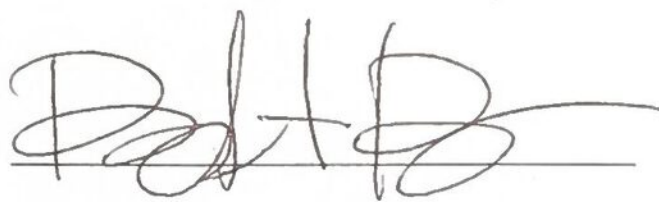
## **Article X – Dissolution**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall ever inure to the benefit of

any Director, Officer, or member of the Chamber, or be distributed to any Director, Officer, or member of the Chamber. On dissolution or winding up of the Chamber, any funds remaining after payment, or provision for payment, of all debts and liabilities of the Chamber shall be distributed to on or more regularly organized or qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as identified in Section 501c(6) of the Internal Revenue Code. Any such assets shall be disposed exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for exempt purposes.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a horizontal line and a small loop.

Jesse Simms  
Chairperson of the Board

A handwritten signature in black ink, featuring a large, stylized 'B' followed by a horizontal line and a small loop.

Barbie Ray  
Secretary of the Board