

YORBA LINDA CHAMBER OF COMMERCE

4801 Park Avenue, Yorba Linda, CA. 92886

County of Orange

Phone (714) 993-9537

By-Laws of

The Yorba Linda Chamber of Commerce

ARTICLE I - GENERAL

Section 1: Name. This organization is incorporated under the laws of the State of California and shall be known as the Yorba Linda Chamber of Commerce.

Section 2: Purpose. The Yorba Linda Chamber of Commerce is dedicated to growing local businesses by cultivating relationships, between members, residents and government, encouraging community involvement and fostering economic growth.

Section 3: Limitation of Methods. The Chamber of Commerce shall observe all local, state, and federal laws, which apply to a nonprofit organization as defined in Section 501(c) (6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

Section 1: Eligibility. Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.

Section 2: Election. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Board of Directors reserves the right to approve the election of members by the affirmative vote of the majority of the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment.

Section 3: Investments. Membership investments (Membership Dues, Sponsorship, and/or Chairman Circle) shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance. A member may resign from the Chamber upon written notice to the Board of Directors, whose resignation shall become effective upon reasonable notice to the Board.

Section 4: Representation. Any person, association, corporation, or partnership, upon becoming a member of the Chamber, may then designate an individual of said association, corporation, or partnership to represent the association, corporation or partnership in all matters concerning the Chamber.

Section 5: Termination of Membership. (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) Any member shall 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; (d) Any member will be automatically terminated after 120 days of nonpayment. If the Board of Directors, by majority vote, determines that termination is warranted or 120 days of nonpayment has passed, the member to be terminated shall be given 15 days' notice of the intended termination by first class mail, postage prepaid, addressed to the member at his/her last address shown on the records of the Chamber. The notice shall state the reason for termination and state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the Chamber office not less than five 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.

If the Chamber office received a complaint gross conduct by a member, a panel of Past Chairs of the Board of Directors will be formed to review the complaint. The panel of Past Chairs, after the review, can determine to terminate that member.

Section 6: Privileges of Membership. Any member must nominate one individual who exercises the privileges of membership covered by its subscription, or hold office, and shall have the right to change its membership nomination upon written notice. Such person shall be listed as the primary contact person.

ARTICLE III - MEETING OF MEMBERS

Section 1: Place of Meetings. Meetings of members shall be held at any place designated by the Board of Directors. If not so designated, the meetings shall be held at the office of the Yorba Linda Chamber of Commerce.

Section 2: Annual Meeting. The annual, regular membership meeting of the Chamber shall be held during the fiscal year; the place, date, and hour to be designated by the Board of Directors. At this meeting, Directors may be installed, and any other proper business within the power of the members may be transacted.

Section 3: Special Meetings. Special meetings of members may be called by the Board of Directors, the Chairman of the Board of the Board, or by five percent or more of the members, by written request (except when called by the Board) delivered in person or mailed by first class mail, addressed to the Chairman of the Board, the Chairman of the Board-Elect, or the Chief Executive Officer at the Chamber office. The request shall specify the time desired for the meeting, not less than 35 or more than 90 days after the receipt of the request and shall also state the general nature of the business proposed to be transacted at the meeting.

A special meeting called by request shall be set by the Board of Directors on a date not less than 35 or more than 90 days after the receipt of the request. Within 20 days after receipt of the request, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting.

Section 4: Notices of Meetings. All notices of meetings of members shall be sent not less than 10 or more than 80 days before the date of the meeting. The notice shall specify the place, date and time of

the meeting, and (a) in case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the members.

Notice shall be given by delivery in person, by e-mail, by fax or by mail addressed to the member at the address of the member appearing on the books of the Chamber or given by the member to the Chamber for the purpose of the notice. If there is not any such address, the notice shall be held for the member in the Chamber office.

Section 5: Record Date for Notice. Members at the close of business on the business day preceding the day on which notice is given, subject to the power of the Board of Directors to fix a different record date, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members.

Section 6: Quorum. The presence of five (5) percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

Section 7: Voting. Each member shall have one vote on each matter submitted to a vote of the members.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by law.

Section 8: Inspectors of Vote. Before any meeting of the membership at which a vote of the membership shall take place, the Chairman of the Board of the Board, with the approval of the Board of Directors, shall appoint three (3) members, other than the nominees for office, to act as inspectors at the meeting or any adjournment of the meeting. The Inspectors shall (1) determine the existence of a quorum, (2) receive votes or ballots, (3) hear and determine all challenges and questions arising in connection with the right to vote, (4) count and tabulate all votes, (5) determine the results, and (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

Section 9: Action by Written Ballot. Any action that may be taken at any annual regular meeting or special meetings of members may be taken without a meeting and without notice, if a written or electronic ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall (i) set forth the proposed action, and (ii) specify the time by which the ballot must be received by the Chamber to be counted. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by the Chamber may not be revoked. All written ballots shall be filed with the Chief Executive Officer of the Chamber

maintained in the records of the Chamber. The results of the written ballot shall be stated in the Chamber's next mailing to members.

Section JO: Proxy Voting. Members entitled to vote, as set forth in these By-Laws, shall have the right to vote either in person or by a written proxy executed by such person or his or her duly authorized agent and filed with the Chief Executive Officer of the Corporation, provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Authority. The government of the Chamber of Commerce, direction of its work, the control of its finances and property and the control and direction of its Chief Executive Officer shall be vested in a Board of Directors consisting of not less than 10 but no more than 21 members, plus any duly elected officer(s) whose three year term has expired; but by virtue of his/her office shall be an additional member of the Board of Directors and shall be entitled to vote as such.

Section 2: Term of Office. Members of the Board of Directors shall be elected annually for a period of three years. No director shall be eligible for re-election for more than two terms, or not to exceed six years, until after lapse of one (1) year following the expiration of the term as Director. Number of newly elected Members of the Board of Directors will be determined based on the number of vacancies due to end of terms.

Section 3: Selection and Election of Directors. At the September board meeting the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of three (3) board members and two (2) other members of the Chamber. The Chairman of the Board- Elect shall be the Chairperson of the Nominating Committee.

At the October board meeting the Nominating Committee shall present to the Chairman of the Board a slate of candidates to serve three-year terms to replace the directors whose regular terms are expiring. The Nominating Committee may also nominate alternate candidates to serve in the event of a vacancy. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Upon receipt of the report of the Nominating Committee the Chairman of the Board of the Board shall notify the membership of the names of persons nominated as candidates for directors and the right of petition.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least (5) five percent qualified members of the chamber. Such petition shall be filed with the Board of Directors within ten (10) days after notice has been given of the names of those nominated. The determination of the Chief Executive Officer as to the legality of the petition(s) shall be final.

If a petition is properly filed, the Board of Directors shall determine the final slate of nominees at the October meeting by voting and approving those nominees receiving the highest number of votes.

If no petition(s) is filed within the designated period, the nominations shall be closed, and the nominated slate of candidates shall be declared final at the November Board meeting. The Board of Directors shall vote upon the final slate of candidates at the November Board meeting.

Political candidacy. Any member of the Board of Directors shall resign his/her position before filing papers for any political office. A director resigning to run for political office may be appointed to complete their term, if not elected to public office.

Section 4: Ballot. Before the Annual Meeting, the membership shall vote on the slate of candidates approved by the Board of Directors. The Chief Executive Officer shall mail, fax, or e-mail ballots to all active members at least 15 days before the Annual Meeting. The ballots shall be marked in accordance with instructions printed on the ballot. Directors shall be installed at the Annual Meeting.

Section 5: Re-election. No member of the Board of Directors shall be eligible for re-election until after the lapse of one (1) year following his term, except as follows:

(a) This shall not apply to the outgoing Chairman of the Board of the Board who automatically becomes a Board member (Past Chairman of the Board) for the following year. He/she shall serve his/her term as a Director until the end of the term for which he/she was originally elected, and until his/her successor shall have been elected and taken office.

(b) This shall not apply to a Director who is elected Chairman of the Board of the Board for the coming year, even though he/she is a previously elected and retiring Director.

(c) This shall not apply to an outgoing Director who has been nominated by the Chairman of the Board of the Board and confirmed by a majority vote of the Board of Directors to fill a vacancy of 18 months or less.

(d) This shall not apply to an outgoing Director who has been nominated by the Chairman of the Board of the Board and confirmed by a majority vote of the Board of Directors to fill a vacancy.

Section 6: Resignation or Removal of a Director. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the Chairman of the Board, or the Board of Directors. Any Director may be removed from office immediately, or at a later time specified by the Board, by majority vote of the Board of Directors. If the resignation or removal is effective at a future time, a successor may be selected in advance to fill the vacancy upon the effective date.

Section 7: Absences. A member of the Board of Directors who has three unexcused absences from regular meetings of the Board of Directors will be given written notice and on the fourth unexcused absence shall be reviewed by the Board of Directors for dismissal upon majority vote. The Director may petition for reinstatement upon acceptance by the Executive Committee, be ratified by the full Board of Directors

Section 8: Meeting Place and Procedures. Meetings of the Board of Directors 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 Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

Section 9: Other Regular Meetings. Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board of the Board, the Chairman Elect of the Board, or any three directors.

Section 10: Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the Chairman of the Board-Elect, or any three directors.

Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director by four (4) days' notice by mail, e-mail or fax or 48 hours' notice delivered in person or by telephone or telegraph at the Director's address shown on the records of the Chamber.

If action is proposed to be taken at any meeting or approval of (a) removal of directors from office, (b) filling vacancies on the Board of Directors, (c) approval of contracts between the Chamber and a Director or a corporation, firm or association in which a Director is also a director, or (d) amendment of the Articles of incorporation, the notice shall also state the general nature of the proposal.

Section 11: Quorum. A majority of the authorized number of Directors is a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

Section 12: Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

Section 13: Adjournment. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14: Voting. All matters or issues to be voted upon by the Board shall be considered during regularly scheduled or specially called meetings during which Board members are allowed to deliberate as a group. Notwithstanding the foregoing, individual Board members may participate in such meetings by telephonic communication, provided they have the ability to hear and participate in the deliberations. Members participating by electronic communication may be counted as present for purposes of determining whether a quorum exists. Voting on matters or issues may not be conducted by e-mail. The name of any Director who is present, but abstains from voting, shall be stated in the minutes of the meeting. The names of individual Board members and their voting position may be omitted from the minutes unless an individual Board member requests that his/her position be recorded or a majority of Directors vote in favor of a roll call vote, in which case all votes shall be recorded.

Section 15. Meetings Open. All regular meetings of the Board will be open to members of the Chamber, except as specified below. The Board may elect to close its meetings when:

- Discussion by the Board could harm the reputation or character of any person.
- Information to be discussed by the Board could have an adverse legal impact on the Chamber.
- Information to be discussed by the Board could have an adverse financial impact on the Chamber.
- Information to be discussed by the Board is privileged or confidential.

The Board, in its discretion, may dismiss any non-Board member or non-Chamber member from its meetings.

To close a meeting, a motion must be made and approved by a majority of the Board members present. Business conducted in the closed meeting must pertain directly to the stated purpose for closing the meeting.

Section 16: Vacancies. Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the Chairman of the Board and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a Director by the members may be filled only by the members, in the manner provided for election of a Director. A Director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

Section 17: Fees and Compensation. Directors and members of committees shall serve without compensation for their services. This shall not preclude any Director from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

ARTICLE V - OFFICERS

Section 1: Determination of Officers: The currently serving Chairman of the Board-Elect shall present the names of the candidates for each of the offices as determined by the Nominating Committee. Officers to be nominated are: Chairman of the Board-Elect, Treasurer, and Chairpersons representing each of the major committees of the Chamber. All officers must be members of the Board of Directors; however, an outgoing Director who would otherwise be ineligible for re-election, may be elected Chairman of the Board of the Board and serve on the Board during his/her term of office. The Immediate Past Chairman of the Board shall also serve on the Board during his/her term of office. All officers may serve for a term of two years or until a successor assumes the duties of office and they shall be voting members of the Board. The Chairman of the Board, Chair Elect, Past Chair, and Treasurer may serve a 2-year term, with Chair and Treasurer assuming office on a bi-cycle term.

If the current Chairman of the Board is re-elected for another term as Chairman of the Board, the current immediate past Chairman of the Board shall remain on the Executive Committee for another term. If the immediate past Chairman of the Board has fulfilled his/her term on the Board of Directors, he/she will stay on as Immediate Past Chairman of the Board.

Section 2: Duties of Officers.

(a) Chairman of the Board. The Chairman of the Board 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 Chairman of the Board shall, with the advice and counsel of the Chairman of the Board-Elect, and Chief Executive Officer, determine all committees and select all committee and task force chairpersons, subject to the approval of the Board of Directors. The Chairman of the Board shall determine all committees necessary to implement the Program of Action at the Planning Conference and be an ex-officio member of such committees.

(b) Immediate Past Chairman of the Board. The Immediate Past Chairman of the Board shall perform such duties as may be assigned to him/her by the Chairman of the Board or the Board of Directors. The Immediate Past Chairman of the Board shall coordinate an annual meeting of the past Chairman of the Boards/Chairpersons as a resource to the Chamber.

(c) Designated Chairman of the Board-Elect. The Chairman of the Board-Elect shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board and shall perform such other duties as may be assigned to him/her by the Chairman or the Board of Directors. The Chairman of the Board-Elect shall also serve as head of the Strategic Planning Retreat Committee of the Chamber. The Chairman of the Board-Elect shall be designated by the incoming Chairman of the Board, approved by the Nominating Committee, and confirmed by the Board of Directors.

(d) Committee Chairpersons. The duties of the Committee Chairperson shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Board of Directors. Committee Chairpersons also have under their immediate jurisdiction, the coordination of all committees in their assigned division of the Chamber's program.

(e) 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; or invested in a manner approved by the Board of Directors. The Chief Financial Officer is responsible for assisting in preparing the budget for the year with the Chief Executive Officer and the Executive Committee. (NOTE: This position was commonly referred to as the treasurer in the past)

(f) Chief Executive Officer. The Board of Directors shall employ the Chief Executive Officer who shall be the corporate secretary and the chief administrative and executive officer of the Chamber. The Chief Executive Officer shall serve as secretary of the Board of Directors and the Executive Committee and cause to be prepared notices, agendas, and minutes of meetings of the Board and the Executive Committee.

The Chief Executive Officer shall serve as advisor to the Chairman 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 Chief Executive Officer shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees.

The Chief Executive Officer shall be responsible for the Program of Action in accordance with the policies and direction of the Board of Directors.

The Chief Executive Officer shall be responsible for recruiting, hiring, discharging, directing, and supervising all employment activities; provided, however, the Executive Committee shall have final authority to approve and remove any position.

The Chief Executive Officer shall be responsible for the preparation of an operating budget, in conjunction with the Chief Financial Officer, covering all activities of the Chamber. He/she shall submit it to the Executive Committee for its adoption, which in turn shall forward it to the Board of Directors for approval. The Chief Executive Officer shall also be responsible for all expenditures with approved budget allocation.

The Chief Executive Officer may resign, effective immediately or at a later time specified by the Chief Executive Officer, by providing written notice to the Chairman of the Board of Directors. The Chief Executive Officer may be removed from office immediately, or at a later time specified by the Board, by a majority vote of the Board of Directors. If the removal is effective at a future time, a successor may be selected in advance to fill the vacancy upon the effective date.

Section 3: Executive Committee. The Executive Committee shall be composed of the Chairman of the Board, Immediate Past Chairman of the Board, designated Chairman of the Board-Elect, Chief Financial Officer and Chief Executive Officer. The Executive Committee shall be available on the call of the Chairman of the Board to assist and advise the Chairman of the Board 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, but it shall be accountable to the Board for any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum.

ARTICLE VI - COMMITTEES AND TASK FORCES

Section 1: Appointment and Authority. The Chairman of the Board, with the approval of the Board of Directors, shall appoint all committees and task forces and such chairpersons. The Chairman of the Board may appoint such ad hoc committees and their chairpersons as are deemed necessary to carry out the programs of the Chamber. Committee and Task Force appointments shall be at the will and pleasure of the term of the appointing Chairman of the Board and shall serve concurrently with the term of the appointing Chairman of the Board unless the Board of Directors approve a different term.

It shall be the function of committees and task forces to conduct investigations and studies, hold hearings, 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 or task force, 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 and task forces shall be discharged by the Chairman 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 wise to discontinue the committees.

Section 3. Committee Funds. All committee fundraising activities must have prior approval of the Board of Directors. All funds collected by any committee must be deposited into a Chamber account. All expenses for committee fundraising activities must be paid from a Chamber account. All assets maintained in such accounts are assets of the Chamber and are not the property of any committee or individual.

ARTICLE VII - GRANT OF AUTHORITY

After state and national issues have been studied by the California Chamber of Commerce or the Chamber of Commerce of the United States and either have recommended a course of action and there is insufficient time to convene the Executive Committee and/or the Board of Directors, the Chairman of the Board, with the advice of the other Chamber officers and other Chamber members with whom he/she chooses to consult, is authorized to act on behalf of the Chamber in support of the positions of the California and United States Chambers of Commerce. In the absence or unavailability of the Chairman of the Board, the Chairman of the Board-Elect, or if the Chairman of the Board and Chairman of the Board-Elect are not available, then any or all Committee Chairpersons are authorized to substitute for him/her. Any action taken under this Article will be reported to the Executive Committee and the Board of Directors at their first meeting following the action taken.

ARTICLE VIII - FINANCES

Section 1: Funds. All money paid to the Chamber shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

Section 2: Disbursements. Upon approval of the budget, the Chief Executive Officer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be paid by check, Credit Card, or ACH by the CEO for payments in the amount of up to \$3,000. Any amounts greater than \$3,000 shall require approval by an authorized officer of the Executive Committee. All other checks shall be signed by the Chief Executive Officer and countersigned by an officer who has been authorized by the Board of Directors.

Section 3: Fiscal Year. The fiscal year of the Chamber shall begin January 1st and end December 31st.

Section 4: Budget. As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall adopt a budget for the coming fiscal year and submit it to the Board of Directors for approval.

Section 5: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records. A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any member at all reasonable times during office hours.

The Chamber's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the Office of the Chamber. The minutes

shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member. A twenty-four-hour notice is required, and an appointment may be set to do so.

Section 6: Annual Review. The accounts of the Chamber shall be reviewed annually, in some form, as of the close of the year's business. The review shall be always available to members of the Chamber at the Chamber's business office.

ARTICLE IX - 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 insure 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 or qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE X-POLICIES AND PROCEDURES

The Board of Directors shall from time to time establish policies and procedures to provide guidance for Board members, Chamber staff and the general membership. All policies proposed to the board should be considered on the basis of whether the proposed policy is:

- Necessary for the efficient operation of the Chamber?
- Consistent with the Chamber's mission statement?
- Within the scope of Board authority?
- Consistent with local, state, and federal law?
- Consistent with the bylaws of the Chamber?
- Enforceable?

A copy of the policies and procedures shall be always available in the Chamber office for review by Chamber employees, Board members and the general membership. All policies and procedures shall be reviewed annually by the Board, or a committee appointed by the Board for conformance with these Bylaws, actual practice of the Board, staff and general membership and appropriateness. Except as otherwise provided by law, any policy or procedure may be suspended, repealed, amended, or waived by a majority vote of the Board.

ARTICLE XI- PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are consistent with the Charter, Bylaws or Policies and Procedures of the Chamber.

ARTICLE XII-LIABILITY

No member, officer or director of the 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.

ARTICLE XIII - AMENDMENTS

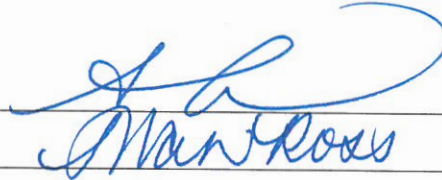
These Bylaws may be amended or altered by two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

These By-Laws were amended and presented for ratification as prescribed.

Date 11-16-2022

Signature of the Chairman of the Board

Signature of the Chief Executive Office



By Laws amended: November 16, 2021