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# Pleasanton Chamber of Commerce By-Laws

## Article 1 Membership

Section 1. Any person may subscribe for membership in the Pleasanton Chamber of Commerce by payment of dues thereof.

Section 2. The minimum membership fee shall be determined annually by the Board of Directors.

Section 3. Members may be elected at any meeting of the Board of Directors, a two-thirds vote of those present shall be necessary to elect.

Section 4. Any member may be expelled by the Board of Directors by a two-thirds vote for non-payment of dues; or after notice and an opportunity for a hearing, for conduct unbecoming a member. All members who have not been thus expelled by the Board of Directors are considered members in good standing.

Section 5. Any member up on written request to the Board of Directors, accompanied by remittance covering the full amount due on his membership pledge, may resign from the Pleasanton Chamber of Commerce.

Section 6. The death or a member shall, and the removal of his residence from the city or the vicinity, may cancel his membership pledge.

## Article II Board of Directors

Section 1. The corporate powers of the Chamber shall be vested in and exercised by a Board of Directors to be composed of fifteen members, with equal voting power who shall be elected as hereinafter provided.

Section 2. The Manager shall be an ex officio member of the Board. He/She shall not be counted in the number of members constituting the Board.

Section 3. Members of the Board of Directors elected by the membership for a three year term shall not be eligible for re-election by the membership until one year shall have elapsed after their term of service as Directors.

## Article III Officers

Section 1. President. The President shall preside at all meetings of the Chamber of Commerce and of the Board of Directors. The President shall perform all duties incident to the office and advise such action as may be deemed by the President likely to increase the usefulness of the Chamber.

Section 2. Vice Presidents. One of the vice presidents shall act in the absence of the president; and in the absence of disability of the vice presidents a member of the Board of Directors shall be chosen to act temporarily. It is agreed upon that one of the responsibilities of the First Vice President shall be to oversee all plans for the annual Awards Banquet and its committee. The Board of Directors shall establish the number and order of the vice presidents.

Article III  
Officers (cont'd)

Section 3. Treasurer. The treasurer shall receive and disburse the funds of the Chamber. The Treasurer shall keep all money's of the Chamber deposited in its name. At frequent intervals the Treasurer shall make reports to the Board of Directors, which shall require him/her to give acceptable bond, in such as the Board determines, for the faithful performance of his/her duties.

Section 4. Secretary of the Board. The Secretary of the Board shall keep the minutes of each meeting of the Executive Committee and the Board of Directors in a comprehensible form.

Section 5. Officers of the Chamber of Commerce shall be elected by the Board of Directors as soon as practical after the election of the Board by the membership and prior to the Annual Meeting. Announcement of officers for the ensuing year shall be made at the Annual Meeting.

Section 6. Manager. The Manager shall be the chief administrator officer and with the advice and counsel of the President and Executive Committee, be in charge of the operation of the Pleasanton Chamber of Commerce. The Manager shall, with the advice and counsel of the President and Executive Committee, have control of the employed personnel of the Chamber, and be responsible for and have the power to carry out the details of the operation of the organization along the lines of policy and according to the regulations set down by the Board of Directors and the Executive Committee.

Article IV  
Committees

Section 1. Appointment. The President shall appoint all committees subject to confirmation by the Board of Directors.

Section 2. Auditing. The President shall appoint an auditing committee at the end of the fiscal year. It shall be the duty of the auditing committee to examine and audit, or cause to be examined and audited, the books and accounts of the treasurer and the Manager at the close of the year's business and report its findings to the Board of Directors.

Section 3. Authority of Committees. It shall be the function of committees to investigate and make recommendations. They shall report in writing to the Board of Directors or Executive Committee. No standing or special committee shall represent the Chamber of Commerce in advocacy of or opposition to any project without specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under general powers delegated by the Board of Directors to that committee.

Section 4. Committee Meetings. Meeting of Committees may be called at any time by the President or by the Chairman of such Committees. All regular Committees shall meet at least once each month at a time and place set by the committee.

Article V  
Elections

Section 1. Election. The Election of Directors shall be held during the month of September on a date to be set by the Board of Directors or by the Executive Committee. It is recommended that ballots be sent to the membership in either July or August and elections to be held in September each year.

Section 2. Only members in good standing shall be entitled to vote at the election. To be in good standing, members shall have paid membership dues for at least the current quarter.

Section 3. Each member in good standing shall be entitled to one vote.

Article V  
Elections (cont'd)

Section 4. The members shall vote by mail or in person, by secret ballot in conformity with such additional rules and regulations as the Board of Directors may adopt.

Section 5. The Directors shall be nominated and elected annually in the manner prescribed by the Board of Directors.

Article VI  
Vacancies

Vacancies by resignation or otherwise of membership elected member of the Board of Directors shall be elected by the Board of Directors to fill the unexpired term of that Board position.

Article VII  
Executive Committee

There shall be an Executive Committee which shall consist of the President, Vice Presidents, and Secretary of the Board, Treasurer and Manager. The Executive Committee shall perform such duties as ordinarily devolve upon committees of like character and jurisdiction, and shall attend to the routine work of the Pleasanton Chamber of Commerce which need not be passed on by the Board of Directors, and also shall perform such duties as from time to time may be delegated to it by the Board of Directors. Their action shall be reported to and be subject to approval by the Board.

Article VIII  
Meetings

Section 1. The Board of Directors shall hold stated meetings at least twice each month. Absence from three consecutive regular meetings without excuse deemed valid and so recorded by the Board of Directors shall be construed as constituting a vacancy on the Board of Directors.

Section 2. A special meeting of the Board of Directors may be called at any time by the President or by three Directors, provided that when called otherwise than by the President a call shall be issued to each director stating the purposed of the meeting not less than three hours preceding the meeting.

Section 3. At all meetings of the Board of Directors nine members shall constitute a quorum.

Section 4. All questions of parliamentary procedure shall be decided according to Roberts Rules of Order.

Article IX  
Fiscal Year

Section 1. The Fiscal Year for the Chamber of Commerce shall end the last day of December of each year.

Section 2. All employees or Directors of the Chamber of Commerce who handle its funds or accounts shall not be required to be bonded.

Article X  
Amendments

Section 1. This Constitution and By-Laws may be amended at any regular meeting by a majority vote of the members in good standing, or by a majority vote of the membership present at any special meeting called for that purpose, provided five percent of the membership is present and voting, and provided that such proposed amendments shall be plainly stated in writing in the call for the meeting at which they are to be considered.

Section 2. Notice of meetings at which such amendments are to be considered must be given at least five days prior to the time of the meeting.

## **AMENDMENTS**

01/08/08 Amended the current By Laws to include voting by email for issues with a time constraint. A quorum will still be in place.