

**BYLAWS
OF
SOUTH SAN FRANCISCO CHAMBER OF COMMERCE**
South San Francisco, California
A California Corporation
Revised January 23, 2024

ARTICLE 1: GENERAL

Section 1 – Name: This organization is incorporated under the laws of the State of California, effective June 8, 1949, and shall be known as the “South San Francisco Chamber of Commerce.”

Section 2. Purpose: To promote, support and enhance the business environment and economic climate of the greater South San Francisco community, the County of San Mateo, and the State of California.

Section 3. Limitations: The South San Francisco Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

The organization shall be non-profit, non-partisan, and non-sectarian and shall not discriminate on the basis of race, religion, color, national origin, ancestry, disability, marital status, sex, gender, age, sexual orientation, or military and veteran status.

ARTICLE II: MEMBERSHIP

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

Section 2. Election: Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An applicant shall become a member upon acceptance by the Chamber staff member as designated by the Board of Directors and payment of regularly scheduled investment as provided in Section 3 of Article II.

Section 3. Investments: Membership dues shall be at such rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

Section 4. Termination: a) Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member shall be expelled by the Board of Directors by a simple majority vote of said Board for non-payment of dues after ninety (90) days from the date is terminated unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds 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, after notice and opportunity for a hearing for the member complained against.

Section 5. Voting: In any proceeding where voting by the Board of Directors, a Committee, or members is called for, each voting member in good standing shall be entitled to cast one vote. Any member not responding will be deemed to have abstained. Abstentions shall not be counted towards the final tally.

Responses included in the final tally shall be made up of all "Support" and "Oppose" votes. A position to support or oppose shall require a quorum (10% of membership or a majority of the seated Board of Directors) of responses and a majority of all "Support" and "Oppose" votes.

Section 6. Voting by Electronic Mail: When a matter requires approval of the Board of Directors before the next regularly scheduled meeting, the Chamber President may, at his or her discretion, request a vote by electronic mail ("e-mail"). Each Director shall receive notification by group email from the Chamber President stating the matter to be voted upon. The notification shall state that the voting must be completed by a date and time certain that gives the Directors two (2) business days to cast their vote. Each Director is entitled to cast one (1) vote by reply email that shall be cc'd to the Board of Directors. Voting by proxy is not permitted. A unanimous vote of all seated Directors is required for approval of any matter by email.

Section 7. Exercise of Privileges: Any firm, association, corporation, partnership, or estate holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

ARTICLE III: MEETINGS

Section 1. Annual Meeting: The annual meeting of the corporation, in compliance with State law, shall be held during the first quarter of each year or at such other date as may be designated by the Board of Directors. The time and place shall be fixed by the Board of Directors, and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2. Special Meetings: Special meetings of the Chamber of Commerce may be called by the President, Chief Executive Officer, any three (3) Directors at any time or upon petition in writing of any five percent (5%) of the members in good standing. Notice of special meetings shall be mailed to each member by electronic mail at least three (3) days prior to such meetings.

Section 3. Quorums: At any duly called general meeting of the Chamber, ten percent (10%) of members or a majority of the seated Board of Directors shall constitute a quorum; at a regular or special Board Meeting, a majority of the seated Board of Directors shall constitute a quorum of the Board of Directors; at Committee meetings, a majority of the Committee members shall constitute a quorum except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum. Where a Committee is comprised of a non-specified number of members, five (5) members in attendance shall constitute a quorum.

Section 4. Notice: Written notice of all Chamber Board meetings must be given at least three (3) business days in advance unless otherwise stated. An advance agenda must be prepared for all such meetings.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Composition of the Board: The Board of Directors shall be composed of not less than eleven (11) nor more than nineteen (19), until changed by amendment of the Articles of Incorporation or these bylaws. The Board shall fix the exact number of directors from time to time, within these limits. There

shall be one seat on the Board for each Officer of the Corporation who shall be elected in accordance with Article IV, Section 2 of these bylaws. The South San Francisco City Manager or their designee shall serve as ex-officio, non-voting liaison to the Board.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. Term of Office. One-third of the Directors shall be elected annually for a term of three years with the maximum of two terms. The term of office shall begin on July 1st, and end on June 30th of the term.

As hereinafter provided, no member of the Board of Directors shall be eligible for re-election until after the lapse of one year from their sixth year as director. The Directors shall have power to fill all vacancies on the board. Such member appointed/elected shall not serve longer than six (6) consecutive years.

Section 3. Selection and Election of Directors:

1. **Nominating Committee:** At the regular December Board meeting, the President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee of five (5) members in good standing.
2. **Board of Directors:** At the regular December Board Meeting, the Directors and Officers will identify the particular skills/professions that would most benefit the Chamber if possessed by Directors to be elected in April/May.
3. **Nomination of Candidates:** Between the December Board meeting and the February Board meeting, the President shall notify the regular membership to submit names of candidates for nomination to the Board (within 15 days of the notification).
 1. Any candidate names submitted shall have the approval of the candidate.
 2. The submission of a name shall also contain a brief written explanation of "why" the person is being recommended as a candidate.
 3. Any member may submit their own name as a candidate and shall follow all requirements of this process.
1. **Nominating Committee:** Prior to the regular March Board meeting, the Nominating Committee shall present to the Board a slate of candidates for Director. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Except as provided below, no Director who has served two consecutive three-year terms or equivalent is eligible for election for a third term. A period of one (1) year must lapse before eligibility is restored. If quorum is not achieved, extension will be granted with approval of the board.

The Nominating Committee will review and screen all candidates for nomination. Interviews may be conducted as deemed appropriate by the Committee. Members of the Nominating Committee may also offer names of candidates for the Committee's review.

1. **Publicity of Nominations:** Upon approval of the Nominating Committee's Final Report by the Board of Directors at a regularly scheduled meeting, the CEO shall immediately notify the membership by electronic mail of the names of the persons nominated as candidates for Directors and the right of petition.

2. **Nominations by Petition:** Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twenty (20) qualified members of the Chamber. Such written petition shall be filed with the Chamber staff within ten (10) business days following notification to the membership of the slate of candidates. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
3. **Determination:** The names of all candidates shall be arranged on a ballot in alphabetical order. Each candidate shall be identified by firm affiliation and shall be allowed to include biographical information of up to fifty (50) words. Instructions will be to vote for the number of vacancies only. Cumulative voting shall not be allowed. The President shall send this ballot by electronic mail to all active members at least 14 days prior to the regularly scheduled May board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall, at their regular June meeting, declare the candidates with the most votes elected. In the event of ties, the Board shall vote separately solely for the purpose of breaking ties.
4. **Judges:** The President shall appoint, subject to the approval of the Board of Directors, three (3) judges who are not members of the Board of Directors or candidates for election. Two of the judges may be employees of the Chamber, and one judge must be a member in good standing. Such judges shall have complete supervision of the election, including auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 4. Seating of New Directors: All newly elected Directors shall be seated as of July 1. Retiring Directors shall continue to serve until the end of June 30.

Section 5. Vacancies: The Chamber staff member designated by the Board of Directors shall bring to the attention of the President a member of the Board of Directors who shall be absent from three (3) consecutive regular meetings or one-third (1/3) of regular meetings of the Board of Directors during a calendar year. The President shall bring this matter to the attention of the Board for a vote to drop the member unless the member is confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors may be filled by nomination by the President, subject to confirmation by a majority of the Board of Directors. The term of said appointment shall be equal to the remaining portion of the term of the seat being vacated.

Section 6. Policy: The Board of Directors is responsible for establishing procedures and formulating the policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary by the Executive Committee.

Section 7. Management: The Board of Directors is tasked with the hiring of the Chief Executive Officer, setting the CEO's salary, and defining other employment-related terms. Subsequently, the Chief Executive Officer is responsible for recruiting all other staff members of the chamber. The Board President, along with a designated committee of directors, will conduct the annual performance review of the Chief Executive Officer at anniversary.

Section 8. Indemnification: The Chamber will, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its staff, Directors, or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or willful misconduct.

ARTICLE V: OFFICERS

Section 1. Election: Within ten (10) days after the annual election of Directors, and before the annual membership meeting, the Directors shall meet and elect by written ballot, the following officers for the ensuing year: President, Vice President, Secretary and Treasurer. All of said officers must be members of the Board of Directors, except the Treasurer, who may or may not be a member of the Board of Directors.

Section 2. Surety Bonds: The Treasurer and the Chief Executive Officer may, at the direction of the Board, furnish surety bonds in amounts as the Board of Directors shall deem necessary, the cost to be paid by the South San Francisco Chamber of Commerce.

Section 3. Determination of Officers: The Nominating Committee, in conjunction with the incoming President, shall meet before the April Board Meeting to develop a slate of officer recommendations for the upcoming term.

The Nominating Committee, in conjunction with the incoming President, submit nominations for the officers to the current President not less than five (5) days before the regular meeting of the Board of Directors scheduled for the month of April.

Section 4. Election: Additional nominations may be made for any office at the regular April meeting of the Board of Directors. Any Director nominated for office must accept the nomination personally or in writing. All officers must be duly elected to the Board of Directors. In the event that on the close of nominations, there is no office for which there is more than one nominee, the slate of officers shall be deemed elected. In the event of multiple nominations for one or more offices, the election shall be conducted by individual office for all contested offices. All officers shall take office on the first day July and serve for a term of one year or until their successors assume the duties of the office. They shall be voting members of the Board of Directors.

Section 5. Duties of Officers:

- 1. President:** The President shall preside at all meetings of the chamber and Board of Directors, and perform all duties incident to the office. The President shall, subject to the approval of the Board of Directors, appoint all committees, and shall be an ex-officio member of all committees. The outgoing President shall, at the annual meeting of the chamber, and at such other times as the President may deem proper, commend to the membership of the Board of Directors such matters, and make such suggestions, as may tend to promote the prosperity and increase the usefulness of the chamber. The President shall have the custody of the aforementioned bonds (if any). The President shall, with the advice and counsel of the Executive Committee, assign

Vice Presidents to divisional or departmental responsibility, subject to the Board of Directors' approval.

2. **Immediate Past President:** The Immediate Past President shall perform the duties of the President in the absence or disability of the President and President-Elect. The Immediate Past President shall continue to serve on the Executive Committee for the remainder of the fiscal year. In the event the term of the Immediate Past President shall expire at the end of the Presidential term, the Immediate Past President shall continue on the Board of Directors for the period of one (1) year, and the total number of voting members of the Board shall be increased by one (1).
3. **Vice Presidents:** The duties of the Vice Presidents shall be such as their titles by general usage would indicate and such as required by law, as well as those that the President and the Board of Directors may assign. They will also have under their immediate jurisdiction all committees pertaining to their general duties. The Vice President shall act in the absence of the President and shall succeed the President in office for the remainder of that term. In the absence of the President, and Vice President, a member of the Board of Directors shall be chosen to fill the vacancy for the remainder of that term.
4. **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 Executive Officer and the Treasurer shall have signature authority. The Treasurer shall cause a monthly financial report to be made to the Board.
5. **Secretary:** The Board shall appoint a member of the chamber staff or a member of the Board of Directors to serve as Secretary to the Board of Directors and cause to be prepared notices, agendas, and minutes of the meetings of the Board. The Secretary shall serve as an advisor to the President and the Executive Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber, and shall perform the duties of Corporate Secretary. If the Secretary is a staff person, they shall be a non-voting member of the Board of Directors, the Executive Committee, and all the committees. With the assistance of the Vice Presidents and the Executive Committee, this person shall be responsible for the administration of the program of work in accordance with the policies and regulations of the Board of Directors.
6. **Chief Executive Officer.** The Board of Directors may employ a Chief Executive Officer, whose compensation shall be determined by the Board of Directors according to the policies and procedures, and reviewed at least annually.

It shall be the duty of the Chief Executive Officer (CEO) to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and all committees, and any other duties as defined in the job description. The CEO shall submit a financial statement and written report of the year's work at the close of each fiscal year. The CEO shall have general supervision over all employees of the Chamber and shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors.

At the termination of the CEO's employment, the CEO shall deliver to the Board of Directors all books, papers and property of the Chamber. The position of the CEO and the CEO's assistants may be bonded in the amounts approved by the Board, and the associated fees or fees shall be paid by the Chamber. The CEO may assist the Treasurer in the latter's duties.

ARTICLE VI: COMMITTEES

Section 1. Powers: The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. Executive Committee. The Executive Committee shall act on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall comprise the President, the Immediate Past President, President-Elect, Vice Presidents, the Chief Executive Officer and two Chamber Board of Director's at large. The President shall serve as the head of the Executive Committee. To the extent permitted by law, it shall be permissible to conduct meetings of the Executive Committee by telephonic means. To the extent that the Executive Committee must act on short notice, the Chief Executive Officer, at the request of the President, may poll the Executive Committee to authorize extraordinary actions or respond to issues of paramount concern to the Chamber.

Powers of Executive Committee. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board. At the beginning of its fiscal year, it shall prepare and submit to the Board a budget of the general expenses of the Chamber for that year.

Section 3. Finance Committee. The Finance Committee shall hire an independent Certified Public Accountant to perform a Review of the Financial Statements annually. Every three years, an Audit shall be performed by an independent Certified Public Accountant. The financial statements with the accompanying accountant's report will be presented to the Board of Directors. The report will be available at the Chamber office for the membership to review. A member may also request a copy of the report to be mailed to them. All recommendations for expenditures outside the budget shall be submitted to the Finance Committee, whose recommendations shall be submitted to the Board.

The Finance Committee and the Treasurer shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors.

Section 4. Investigation Committee. Board or Chamber Staff Complaint: Should a complaint regarding a director or Staff member be brought to the attention of a Director of the Chamber of Commerce, the following procedure will be followed.

A three (3) person Investigation Committee will be convened consisting of the Chief Executive Officer, taking on the role of Investigation Committee Chair, the Current President, and the Vice President. The Investigation Committee will interview all parties involved and determine if further steps need to be taken.

Informal Steps: The Investigation Committee will conduct an informal dialog with the parties involved in an attempt to resolve the matter to the parties' satisfaction.

Formal Steps: The Investigation Committee will take the complaint to the Investigation Committee Chair, who will also hear from the parties involved, should the parties choose to present their case. The Investigation Committee Chair will decide on a course of action. Should this formal action require removal or termination from the Board of Directors, or termination of Chamber membership, the complaint will be presented in writing to the full Board of Directors. Should any formal action be taken, a two-thirds vote of the Board of Directors is required.

Exceptions: If the complaint is against the current President, he or she will not sit on the Investigation Committee; the Investigation Committee Chair will appoint a current Director in the current President's place on the Investigation Committee. If the complaint is against the Chief Executive Officer, the President will appoint a director in his or her place on the Investigation Committee.

ARTICLE VII. FINANCES

Section 1. Funds: All money paid to the Chamber shall be placed in general operating accounts. Funds unused from the current year's budget will be placed in a reserve account.

Section 2. Disbursements: Disbursements, other than routine, reoccurring budgeted items, must be approved by the President and reported by the Treasurer to the Board of Directors.

Procedure: No disbursements of the Chamber funds outside the approved budget shall be made unless the same have been approved, authorized and ordered by the Board of Directors. All disbursements shall be made by check, petty cash or electronic debit. Checks shall be signed by the CEO and counter signed by the Treasurer, President or Vice-President. The Executive Committee shall decide on an amount to which the CEO may sign on checks without a counter signature for funds outside the approved budget.

Section 3. Fiscal Year: The fiscal year of the Chamber shall close on December 31.

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

ARTICLE VIII. DISSOLUTION

Section 1. Procedure: The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure 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 and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in the Internal Revenue Code Section 501(c)(3).

ARTICLE VIII: PROCEDURE

Section 1. Amendments: These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, provided the notice of the meeting includes the proposals for amendments. Any

proposed amendments or alterations shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.