

Boron Chamber of Commerce

By-Laws

I - Name

This organization is incorporated under the laws of the State of California and shall be known as the Boron Chamber of Commerce. Its principal office shall be located at 26962 Twenty Mule Team Road, Boron, California 93516.

II - Objective

Section I: The objective of the Boron Chamber of Commerce is to promote the general business interests of Boron, to promote the civic interest and general well-being of the community, and to encourage the development of all facilities and the various businesses of the community.

Section II: The Chamber shall be non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in city, county, state or nation.

III- Membership

Section I:

- A. Any adult (over the age of 18), business or organization with the objectives of the Chamber shall be eligible for membership.
- B. Any high school student under the age of 18 interested in the objectives of the chamber shall be eligible for Associate Membership.

Section II: Membership shall be classified as follows:

- A. Commercial membership shall be confined to those engaged in commerce.
- B. Individual membership is available to all adults interested in the purposes and Objectives of the Chamber.
- C. Organizational membership is available to any organizations that are interested in the purposes and objectives of the Chamber.
- D. Honorary membership may be conferred by two-thirds vote of the Board of Directors and shall enjoy all rights and privileges of the Chamber.
- E. Associate membership for students in the High School grades 9 – 12 that are under the age of 18. This membership does not have voting privileges. .

Section III: Dues shall be paid annually.

- A. Commercial Members: See schedule below.
 - 1. one to fifty employees - Base rate per annum.
 - 2. Over fifty employees - four times base rate per annum.
- B. Individual Members. Base rate per annum.
- C. Organizational Members. Base rate per annum
- D. Honorary Members. Exempt from all dues and fees.

E. Associate Members. Exempt from all dues and fees.

Section IV: The Board of Directors shall have the power to increase or decrease the base rate for dues for any subsequent year when circumstances warrant such a change.

Section V: The Chambers Fiscal year begins April 1. Notice of payment of dues will be mailed no later than February 1 of each year.

Section VI: Voting Privileges

The members shall have the right and privilege of voting as follows:

- A. All members in good standing present at the meeting are eligible to vote.
- B. Absentee Ballot in the form prescribed by the Secretary shall be issued to those individuals eligible to vote in the annual election. Absentee votes are required to be delivered to the Twenty Mule Team Museum before 4:00pm on the day of the election.
- C. Members will not be entitled to vote at any meeting of the Chamber until dues are paid. If any member has failed to pay their dues within one (1) month after date of maturity (April 1), the Treasurer shall report the fact to the Board of Directors and the Membership Chairperson.

Section VII: Membership in Good Standing

A member in good standing shall be an adult, business or organization who is registered with the Membership Chairperson, and whose dues are current.

Section VIII: Expulsion

Should any member bringing discredit to the Chamber, the Board of Directors shall bring these activities to the general membership for a vote of expulsion.

Section IX: Resignation or Death

- A. Any member, upon written request addressed to the Board of Directors, may resign from the Boron Chamber of Commerce
- B. In the event of the death of an Individual Member, the Board of Directors shall cancel their membership.

IV - Board of Directors

Section I: The government of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors consisting of nine members. The members of the Board of Directors are elected for a one year term and shall be eligible for re-election. . The executive committee members will be elected each year by the new Board.

Section II: The President, with the approval of the Board, shall appoint at the regular meeting in March a Nominating Committee of at least three (3) members. The Nominating Committee shall recommend Directors for election from individual members in good standing of the Chamber, and report their findings to the Chamber at the

first regular meeting in April. Additional nominations may be made from the floor at that time. All nominees shall provide prior consent to their nomination and possible inclusion on the Executive Committee. At that time all nominations are closed.

Section III: The annual election shall be held at the annual meeting by secret ballot. Where more than one Director is to be elected, those with the most votes shall be elected.

Section IV: The President shall appoint, from the members in good standing who are NOT candidates, a committee of three (3) inspectors of election, whose duties it shall be to conduct and supervise the election to receive the ballots, to determine the validity of each and to count the ballots. The Membership Chairperson or Treasurer shall prepare for the Inspectors of Election a poll list of all Members in good standing

Section V: The President, with approval of the Board of Directors, shall have the power to fill all vacancies on the board – such appointees are to serve until the next annual election. The position will be filled by electing a person to complete the remaining time for that position. The person appointed may be elected to fill that position.

Section VI: Officers Duties:

The duties of the officers shall be such as their titles, by general usage, would indicate and such as required by law, and such as may be assigned to them, respectively, by the Board of Directors from time to time.

Section VII: Conflict Of Interest:

It is recognized that occasions may arise when a member of the Board of Directors or an Officer of the Corporation has a financial interest in a contract of transaction upon which action is to be taken or withheld by such Board of Directors or a committee thereof. It is the policy of the Corporation and of its Board of Directors that:

- A. Any material facts as to such financial interest shall be disclosed by such member or officer to the members of such Board of Directors or committee. Such disclosure shall be recorded in an annual conflict of interest statement signed by such member and officer or, if not previously disclosed in such statement, when the matter at interest comes up for action by such Board of Directors or committee.
- B. The member or officer having such financial interest on any matter shall not vote or use any personal influence in regard to that matter (except that the member may state a position on the matter and respond to questions about it); however, such member or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting.
- C. The Board of Directors or committee may authorize any contract or transaction between the Corporation and any such member or officer, or between the Corporation and any Corporation, association, or other organization in which such member or officer is a Director or officer or has a financial interest, unless such contract or transaction would be in violation of applicable law.

Section VIII: Compensation: Directors shall not receive any salary for their services as Board members.

V – Meetings

Section I: There shall be one (1) regular meeting of the Chamber monthly on the day and the time and place described by the membership at the annual meeting. The President shall also call special meetings when deemed necessary.

Section II: Each member of the Chamber shall be given notice of such special meetings; such notice shall be at least forty-eight (48) hours prior to the date of such meeting and shall give an agenda of the business to be considered. Emergency meetings excluded from this provision.

Section III: The annual meeting of the Chamber of Commerce shall be held at the regular meeting in April. At this meeting, the annual reports of Officers and Committees shall be presented. The vacancies for the Board of Directors shall be filled by election at this meeting. The new Board shall elect its officers prior to the next regular meeting.

Section IV: Quorum

- A. Four Directors, two of whom are officers, shall constitute a quorum for the transaction of business at a regular meeting of the Chamber.
- B. A majority of the Directors shall constitute a quorum for the transaction of business at any special meeting of the Board of Directors.

Section V: The Board of Directors shall meet once a month, the time and place to be fixed by the Board. Absence from three (3) consecutive meetings, whether regular or Directors', without a valid excuse prior to the 4 meeting, shall be construed as a resignation from the Board.

Section VI: Special meetings of the Board of Directors may be called at any time by the President or by three (3) Directors. Provided that when a special meeting is called, a direct communication shall be issued to each Director stating the purpose of the meeting at least three (3) hours preceding the Special meeting.

Section VII: Disbursements

- A. The General Fund shall consist of membership dues and other sources. Charges for the maintenance and conduct of the Organization and other expenses regularly incurred by the Chamber shall be paid out of the General Fund.
- B. No disbursements of the funds of the Chamber, in excess of Fifty (50) dollars shall be made unless the Committee/Officers budget has been approved by the Board of Directors and spending authority has been granted.
- C. All disbursements and receipts must be accounted for and reported by the Treasurer monthly.

Section VIII: Fiscal Year shall end on the last day of March.

VI - Committees

Section I: The Board of Directors shall authorize and define in writing the powers and duties of Committees.

Section II: The President shall appoint all Committees, subject to confirmation of the Board of Directors.

Section III: It shall be the function of the Committees to investigate and make recommendations. No Committee, standing or special shall have the power to commit the Chamber on any matter of General Policy. It is the intent of this section to provide that Committees shall have the authority to decide matters of interest to such Committees only, and to recommend to the Directors, for decision, all matters affecting the Community or the Chamber as a whole.

Section IV: Standing Committees which have submitted a budget, subsequently approved by the Board, shall have the authority to expend funds which are both raised by the Committee, and within the budgeted amounts authorized by the Board. All such Standing Committees shall provide a monthly detailed written report of receipts and expenditures to the Treasurer.

Section V: In the event any Committee fails to fulfill the duties assigned to it with reasonable promptness, such Committee may be discharged by a quorum of the Board of Directors including the President and there upon appoint a new Committee.

Section VI: All Committees shall have two (2) Chamber members on their committee, one being a Chamber Director.

Section VII: The Executive Committee shall be composed of the President, Vice-President, Second Vice- President, the Secretary and the Treasurer.

- A. A In the interim between meetings of the Board, the Executive Committee shall have the authority to order disbursement for necessary expenses and may grant to any Committee a reasonable amount of money for special work, provided the Board previously approves such work.
- B. B. At the beginning of the fiscal year, the Executive Committee shall prepare and submit to the Board a budget of the general expenses of the Chamber for that year.

Section VIII: An Audit Committee shall be appointed at the first regular meeting in April. The Treasurers books shall be audited within two (2) months following the close of the fiscal year.

VII - Amendments

Section I: These By-Laws can only be amended by a two-thirds vote of the members in good standing in attendance at any regular membership meeting.

VIII- Parliamentary Procedure

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest Modern Edition of Robert's Rules of Order.

IX –Effective Date

These By-Laws shall be effective immediately following its adoption by a two-thirds vote of the members in good standing of the Boron Chamber of Commerce present at the meeting designated, and when so adopted shall supersede all previous by-laws which are thereby annulled.

These by-laws of the Boron Chamber of Commerce are effective this day: December 13, 2016.

Randolph J. Smith
President, Boron Chamber of Commerce



Shelley Keller-Gage
Secretary, Boron Chamber of Commerce

