



CERES
CHAMBER OF COMMERCE

BYLAWS

Amended January 7

2016

The Bylaws that govern this organization shall be reviewed on an annual basis to ensure that the mission and vision of the Ceres Chamber of Commerce are achieved and are hereby adopted on the date above during a regular meeting of the Board of Directors.

Of the Ceres
Chamber of
Commerce

Ceres Chamber of Commerce BYLAWS

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CERES CHAMBER OF COMMERCE BYLAWS

ARTICLE I - NAME:

The name of this organization shall be the Ceres Chamber of Commerce.

ARTICLE II – MISSION AND VISION STATEMENTS:

Mission Statement

"The Chamber is dedicated to advancing the interests of the business community through advocacy, leadership and representation, and is committed to working with like-minded economic development organizations to strengthen the Ceres business community."

Vision Statement

"The Chamber provides a forum for community and economic improvement that generates wealth, jobs and enhances the quality of life in Ceres."

ARTICLE III - GOALS AND OBJECTIVES:

The Ceres Chamber of Commerce is organized for the purpose of encouraging a strong local economy by maintaining and advancing business.

The leadership (1) works to initiate, promote, market and sustain area economic development opportunities that will contribute to an expanded economy, job development, enhanced support for existing firms, and a positive environment for prosperous business investment; (2) provides an informed membership through the Chamber website, magazine, the business directory and business surveys; (3) serves as an active/proactive observer to review current legislation at all levels that impact the local business community; and (4) promotes advancement of business through information and recognition programs. The following objectives are designed to achieve this goal.

1. ORGANIZATIONAL DEVELOPMENT

Grow and sustain leadership, resources, membership & value in order to carry out the Chamber's mission by:

- A.** Mobilizing the Board of Directors to become more engaged in the development & support of The Chamber's membership.
- B.** Developing & implementing initiatives to expand and retain the Chamber's membership and its financial resources.
- C.** Providing value to the Chamber's membership base, encouraging each member's participation in the Chamber.

- D. Maintaining & providing resources for the Chamber’s staff in order to allow them to guide the Chamber in accomplishing its mission.

2. TECHNOLOGY & COMMUNICATIONS

To embrace emerging trends in communications and technology and to seek improvements in effectiveness and efficiency, always promoting the Chamber and its members by:

- A. Constantly promoting the Chamber, its benefits and initiatives to members and the business community.
- B. Further enhancing and expanding member communications through “cutting edge” technology.
- C. Establishing and maintaining a relevant, timely, “cutting-edge” Chamber website.
- D. Expanding and enhancing member participation in surveys to maintain member input.
- E. Identifying use of smaller, special interest groups & networks.

3. ECONOMIC & BUSINESS DEVELOPMENT

To initiate, promote, market and sustain area economic development opportunities that will contribute to an expanded economy, job development, enhanced support for existing firms, and a positive environment for prosperous business investment by:

- A. Developing and implementing a sustainable marketing and image-building initiative to promote the community as a destination for economic investment, retail, residential growth, cultural experiences and livability.
- B. Expanding economic development through ongoing analysis of current economic conditions, identifying trends, strengths and challenges, and seeking out opportunities that stakeholders can capitalize upon to facilitate economic growth in the city.
- C. Fostering a nurturing business environment that will lead to the retention and growth of business and entrepreneurial development in the city of Ceres and surrounding area.
- D. Providing a strategic and coordinated leadership team to review, monitor and address economic trends and identify needs in the community and to facilitate applicable strategies, policies and actions in the public and private sectors.

4. EDUCATION & WORKFORCE

To link business and education leading to sustainable educational excellence and skilled workforce capacity by:

- A. Sustaining advocacy and support for implementation of a comprehensive workforce initiative that contributes to meeting the needs of area employers.
- B. Providing aggressive leadership, advocacy and coordination that foster effective business-education partnerships that contribute to excellence in education, career preparation and enrichment for all students.

5. COMMUNITY RELATIONS

Foster, enhance and expand the development of the rich human, cultural and natural resources of the community resulting in a more competitive economy and more livable community by:

- A. Providing leadership development opportunities that stimulate and facilitate volunteer involvement in community issues and needs.
- B. Providing advocacy and leadership to leverage the area’s cultural assets into an economic and competitive advantage.

- C. Promoting and facilitating development and marketing of the area's livability to expand and sustain economic vitality and growth.
- D. Promoting a physical image and environment that contributes to the community's livability and economic vitality.

6. GOVERNMENT AFFAIRS

Represent the interests of members and the overall business community in order to foster and sustain a positive business climate and livable community and to maintain advocacy at all levels of government by:

- A. Implementing and sustaining consistent information management system that enhances the Chamber's role in representing and communicating the interests of members and business community that influences public policy.
- B. Implementing actions that contribute to the assessment and advocacy of long range transportation and infrastructure needs to support expansion of the area's economic base and enhance livability.
- C. Sustain initiatives that enhance and sustain the environmental quality of Ceres.

ARTICLE III - MEMBERSHIPS:

Section 1: There shall be two types of memberships in this organization.

- A. As Associate Membership shall be open to: (1) non-profit organizations; or (2) individuals not in business for themselves or in a managerial position with a local firm as defined by the Board of Directors.
- B. A Business Membership shall be open to all types of firms, corporations, franchises, partnerships or individuals, operating any type of retail, service, manufacturing, wholesale, professional, farming or other business. The membership shall be carried in the name of the business.
- C. All members shall name one person, affiliated with the firm holding the membership, to be the Chamber Delegate. The Delegate shall exercise the voting power for that membership in Chamber matters.

Section 2: The membership dues of the Chamber shall be in such amount as established by the Board of Directors policy. Such policy may also determine what membership sub-classifications, if any, are necessary.

Section 3: All memberships in this organization shall be in effect for one calendar year. Memberships shall become renewable on the 1st day of January each year. Memberships are automatically canceled if renewal fees become more than three (3) months in arrears.

ARTICLE IV -BOARD OF DIRECTORS:

Section 1: The governing body of this organization shall have a minimum 11-member and a maximum 15-member Board of Directors. The Office Manager of the Chamber shall serve as the Ex-Officio Secretary-to-the-Board, with no voting privileges.

- A. The Board of Directors, at its discretion, may appoint two (2) alternate Board Members and one (1) alternate Junior Board Member. Alternate Board Members shall be expected to attend all Board meetings. Alternate Board Members will have voting privileges whenever sufficient Board Members are not present to constitute a quorum, the presiding officer shall designate which Alternate Board Member may vote. The term of office shall be February 1st to January 31st for all Board of Directors, Alternate Board Members and Junior Board Members. Alternate Board Members may serve consecutive terms if appointed by the Executive Board.
- B. Fifty percent (50%) plus one (1) present voting members, as defined in Article IV, Section I of the Board of Directors, constitutes a quorum for the transaction of business at any meeting of the Board.
- C. The Board may have liaisons serving as Ex-Officio Board Members, with no voting privileges. These members shall include representatives from the City of Ceres, the Ceres Unified School District, and the Stanislaus Business Alliance.
- D. The Board may also identify an Ex-Officio Junior Board Member, and an Alternate Junior Board Member, both with no voting privileges. These board members will serve as liaisons working in conjunction with the Ceres Unified School District to disseminate information to the youth of our community.

Section 2: Term limits for Board Members are defined as (2) two years. Board members may be re-appointed to their seats by the Executive Committee for additional terms. The President of the Chamber shall serve a (2) two-year term and may be re-appointed to serve additional terms by a quorum vote of the Board of Directors. The Vice President automatically succeeds the final term of the President. The Board of Directors may use its discretion in changing these term limits through Board Policy with a quorum vote of the Board of Directors. Any changes must be reflected in this document of Bylaws.

Section 3: The Executive Committee shall have the power to take action on behalf of the Board of Directors in the period of time between regularly scheduled Board Meetings.

- A. The Executive Committee shall consist of the President, Vice President, Immediate Past President (for one year), and Treasurer. The Office Manager of the Chamber shall serve as the Ex-Officio Secretary-to-the-Board, with no voting privileges.
- B. No action by the Executive Committee shall violate these Bylaws or the policy of the Ceres Chamber of Commerce.

Section 4: The Board shall approve routine operating procedures of the Chamber by the use of formal policy statements.

- A. Such policy shall be approved by an affirmative vote of majority of those Directors present if they constitute a quorum at a regularly scheduled Board Meeting, providing each Director has received written notice of the proposed policy at least three (3) working days prior to said meeting.
- B. The general membership may also approve policy by a majority vote of the voting delegates present at a regularly scheduled membership meeting, provided the

membership received written notice of the proposed policy at least ten (10) working days prior to said meeting.

- C. The Secretary-to-the-Board shall keep a file on current policy statements in the Chamber office. It shall be open for inspection by any member.

Section 5: The Directors shall submit a full, written report of the work and finances of the Chamber of Commerce to the membership at the Annual Meeting of the organization.

ARTICLE V - ELECTIONS:

Section 1: All Chamber members in good standing are eligible to hold a seat on the Board of Directors.

Section 2: The general members as prescribed in Article VI, Section 4, Item D shall elect The Board of Directors.

- A. The President shall appoint a nominating committee at a regular scheduled August Board of Directors meeting to select qualified candidates for the positions available. This committee shall report findings at the second regularly scheduled September meeting.
- B. The Board of Directors shall present to the Chamber membership, in October, a slate of individuals nominated for election of open director positions.
- C. Elected Directors shall assume duties on February 1st.

Section 3: The Board of Directors shall present its officers at the annual meeting in January.

- A. The officers shall be: President, Vice President, Immediate Past President (if still a member of the Board), and Treasurer. The Office Manager of the Chamber shall serve as the Ex-Officio Secretary-to-the-Board, with no voting privileges.
- B. The Executive Committee shall serve as nominating committee to nominate qualified directors as officers. This committee shall make its report at the annual January meeting.
- C. All Directors will be recognized at the annual January membership meeting.

Section 4: Vacancies among the Directors shall be filled by election of the Board of Directors.

- A. The successful replacement candidate must be elected by a quorum vote of the Directors present at a regularly scheduled Board meeting.
- B. Persons elected to fulfill the unexpired term of a Director shall only serve until the end of the unexpired term.

Section 5: A Board member who misses three (3) consecutive regular monthly Board meetings or five (5) regular meetings in one calendar year shall be excused from office.

- A. A letter informing the Board member of this action shall be sent by the Chamber President with the concurrence of the Executive Board.

- B. The Executive Committee has the discretion to excuse any absences of a Director due to extenuating circumstances.

ARTICLE VI - DUTIES OF OFFICERS:

Section 1: The President shall be the official spokesman for the Chamber of Commerce. He/She presides at all meetings of the membership and Board of Directors. He/She shall perform all duties incidental to his/her office and advises, assists and oversees all committees and the Secretary-to-the-Board in the function of their duties. The President shall serve on the Economic Development and Finance Committees.

Section 2: The Vice President shall work directly with the Membership & Marketing Committee to encourage, recruit and support increased membership to the Chamber. When the President is absent the Vice-President shall perform the duties of the President as needed. The Vice President shall automatically succeed the office of the President after his/her two-year term.

Section 3: The Treasurer shall maintain and keep accurate records of all financial transactions of the Chamber. He/She shall submit a written financial report to the Board of Directors monthly. He/She shall serve as a member of the Finance Committee.

Section 4: Vacancies among the officers shall be filled in the following order of succession:

- A. If the office of President becomes permanently vacant for any reason, the Vice President shall assume the position for the remainder of the unexpired term.
- B. If the office of Vice President becomes permanently vacant for any reason the President shall appoint a Director to the position for the remainder of the unexpired term.
- C. If both the offices of President and Vice President become permanently vacant for any reason, the Secretary-to-the-Board shall declare a special election of the Board of Directors to fill the offices for the remainder of the unexpired term.
- D. If all of the offices of President, Vice-President and Treasurer, become permanently vacant for any reason, the Secretary-to-the-Board shall declare a special election of the General Membership to fill the office(s) for the duration of the unexpired terms.

ARTICLE VII – STAFF:

Section 1: The Secretary-to-the-Board shall be a paid employee of the Chamber of Commerce, hired by the Board of Directors.

Section 2: The Secretary-to-the-Board shall be in charge of carrying out the routine operations and policies of the Chamber of Commerce as determined by the Board of Directors, and shall act as the liaison between other organizations or groups and the Chamber. He/She shall be an Ex-Officio member of all Chamber Committees with no voting privileges, except as prescribed by Article IX, Section (1), paragraph C.

Section 3: The Board shall determine the salary of the Secretary-to-the-Board and all other staff.

Section 4: Special meetings of either the Board of Directors or the membership may be called by the President or the Secretary-to-the-Board at the written request of three members of the Board of Directors.

ARTICLE VIII - MEETINGS:

Section 1: A general membership meeting of the Chamber may be held quarterly, except in January. The Board of Directors policy shall determine the date, time and location of the membership meetings.

Section 2: The annual meeting of the Chamber shall be held in January in conjunction with the Annual Community Awards & Installation Dinner.

Section 3: The Board of Directors shall meet at the first and third Thursdays of each month. If additional meetings are required dates will be established by the Board of Directors.

Section 4: At all meetings of the General Membership, a quorum shall be established by the presence of official delegates representing at least (21) twenty-one members. A quorum at Board of Directors meetings shall be established by the attendance of at least fifty percent (50%) plus one (1) of the total number of current voting Board members.

ARTICLE IX - COMMITTEES:

Section 1: There shall be at least (5) five standing committees operated on a regular basis by the Chamber of Commerce:

- A. The ECONOMIC DEVELOPMENT COMMITTEE shall work side-by-side with the City of Ceres and the Stanislaus County Alliance in new business attraction, business retention and workforce development. Business and political leaders discuss issues that impact business and quality of life in the area. CEOs of new businesses are invited tell the community about their business and why they decided to do business in Ceres. This committee shall be composed of at least (5) five members, one of which shall be the President of the Chamber.
- B. The LEGISLATIVE COMMITTEE shall be responsible for keeping the Board of Directors informed on legislation at all levels of government that may have an impact on the general membership of the Chamber. This committee shall be composed of at least (3) members.
- C. The MEMBERSHIP & MARKETING COMMITTEE shall be responsible for overseeing activities of the marketing staff and Ambassadors including visiting

current members to discuss Chamber activities, visiting new businesses to welcome them to the Ceres business community, and soliciting new memberships. This committee is responsible for training all staff and Ambassadors and educating Board members on marketing initiatives. Marketing efforts shall include focus on a Chamber Magazine, New Member Packets, the Website and other Social Media tools, email campaigns, and general marketing materials. The committee shall be composed of at least (7) seven members, (2) two of which shall be the Vice President and the Secretary-to-the-Board.

- D.** The FINANCE COMMITTEE shall audit, or cause to be audited, the books and financial records of the Chamber at least once a year, prior to the annual meeting. The findings of that audit shall be reported to the membership at the annual meeting. This committee is also responsible for preparing an annual budget of anticipated revenues and expenditures. The budget shall be submitted to the Board of Directors for its approval no later than the regularly scheduled January Board meeting. The committee shall be composed of at least (5) five members, two (2) of which shall be the President and Treasurer. The Treasurer shall not serve as Chair of this committee.
- E.** The EVENTS COMMITTEE shall be responsible for identifying, developing, establishing and implementing events sponsored in whole, or in part, by the Ceres Chamber of Commerce. This committee shall develop partnerships with other agencies and/or organizations to implement such events. This committee shall establish a Calendar of Events, either annual or one-time, and shall report to the Board of Directors on a monthly basis, the progress and outcome of all events. This committee is responsible for working with others on the Ceres Street Faire, the Agribusiness Luncheon, the Annual Installation & Awards Dinner, the Smoke on the River BBQ Festival, monthly mixers, and other events hosted by or with the Chamber. This committee shall consist of (4) four members of which one will be the City of Ceres Parks & Recreation Board Liaison, as needed.
- F.** The Board shall also establish (2) two temporary committees – the first to review and update these Bylaws as needed and the second as a Nominating Committee for elections.
- G.** The Board may establish any number of other committees, standing or temporary, in addition to those called for in these Bylaws, as deemed necessary to properly accomplish the goals of the Chamber of Commerce.

Section 2: The President shall, with the approval of the Board, appoint the Chairman of all standing committees approved by Board Policy, except as provided in Article VI, Sections 2, 3 and 4. Such appointments shall be made at the first regularly scheduled Board meeting of the year, or as soon thereafter as possible.

ARTICLE X - OPERATING RULES:

Section 1: All meetings of the Ceres Chamber of Commerce, including membership, Board and committee meetings, shall be governed by: First, these Bylaws; Second, such policy as may be formally adopted by the Board of Directors or membership; or Third, by the latest edition of Roberts Rules of Order.

ARTICLE XI - AMENDMENTS:

Section 1: These Bylaws may be amended in one of two ways.

- A.** An amendment may be approved by an affirmative vote of two-thirds (2/3) of the entire Board of Directors (10) ten, provided the vote is taken at a regularly scheduled Board meeting and each Director receives a copy of the proposed amendment at least (3) three working days prior to the meeting.
- B.** An amendment may be approved by an affirmative vote of two-thirds (2/3) of the voting delegates present at a regularly scheduled membership meeting, provided each member has received a written copy of the proposed amendment at least (10) ten working days prior to the meeting.