

**AMENDED AND RESTATED BY-LAWS
OF THE ORINDA CHAMBER OF COMMERCE**

ARTICLE I - GENERAL

Section 1: Name. This organization is incorporated under the laws of the State of California and is known as the Orinda Chamber of Commerce (“Chamber.”)

Section 2: Purpose. The Chamber is organized to promote businesses and business interests in the City of Orinda by providing information, communication, and activities that benefit and enhance the community, citizens and City of Orinda.

Section 3: Compliance. The Chamber shall observe all local, state and federal laws which apply to a chambers of commerce as 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: Requirements for Membership. Applications for membership shall be submitted on forms provided for that purpose. an applicant can become a member upon payment of the then current annual dues applicable to such membership and membership level.

Section 3: Membership Dues. Membership levels and dues for such levels, as well as benefits for each such level, shall be determined from time to time by the Board of the Chamber (“Board”). Membership in the Chamber shall be for such period as determined by the Board. The current period (2015) is for one year, renewable annually.

Section 4: Termination of Membership in Chamber:

a. Any member who does not pay his/her/its dues within ninety (90) days after notice of the renewal date of such membership shall lose all rights and benefits of membership in the Chamber.

b. A membership in the Chamber may be terminated for actions determined by the Board to be detrimental to the well-being and or reputation of the Chamber.

ARTICLE III - MEETING OF MEMBERS

Section 1: Notice of Meetings. Notice of the Annual meeting and of any Special meetings of the Chamber members shall be given by posting the notice of the meeting on the Chamber’s website and by sending the notice by email to the members of the Chamber at the email address that each member has provided to the Chamber. The notice of such meeting shall set for the date, time and

place of such meeting and the general nature of the business proposed to be transacted at the meeting, and shall be given at least ten (10) days prior to such meeting.

a. Voting At Meetings of Members: Each then current Member of the Chamber shall be entitled to one vote (in person or by proxy) on any item at the meeting requiring a vote of the membership.

b. Quorum: Ten per cent (10%) of the Chamber members must be present, whether personally or by submitted proxy, at any Meeting of the Members to constitute a quorum in order to transact business. If a quorum is not present, the meeting may be adjourned to a future date, as determined by the members present at such meeting.

Section 2: Annual Meetings. The annual meeting of the members shall be held at such time and place as determined by the Board. The purpose of such meeting shall be to carry out any appropriate business of the membership meeting.

Section 3: Special Meetings: Special Meetings of the membership may be called by the Board, the Board's President, or by the written or electronic request of at least fifteen (15) members of the Chamber.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Authority. The Chamber shall be governed by the Board, which shall be in charge of and control the Chamber's finances, property, obligations, and activities.

Section 2: Board: The Board shall consist of at least seven (7) Directors and may have such additional Directors as the Board shall determine. The Directors shall serve terms of three (3) years; provided however, the Board may adjust terms of Directors to achieve a reasonable balance of the number of Directors whose terms expire each year. Directors shall attend a minimum of fifty percent (50%) Board meetings each fiscal year, except as may be excused for appropriate purposes.

Section 3: Selection and Election of Directors. At the regular Board meeting in September, (or if no meeting is held in September, the previous meeting) which is to be at least fifty (50) days prior to the election, the President shall appoint, subject to approval by the Board, a Nominating Committee consisting of three (3) Directors and may include up to two (2) other members of the Chamber. The President shall designate the chairman of the committee.

a. No later than twenty days (20) before the election, the Nominating Committee shall present to the President and the Board nominees for vacancies to fill at least the minimum number of Directors required under these Bylaws and may nominate other nominees to fill up to any maximum number of vacancies set by the Board. Such nominees shall be nominated to serve a three-year terms or another term proposed by the Nominating Committee, including to fill a remaining term or lesser term to maintain approximate equality of terms expiring each year over a three year period. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Such nominees shall be presented to the Board at the Board meeting set for such election of Directors.

b. Additional names of candidates for directors can be nominated by petition or nomination bearing the signatures of at least ten (10) members of the Chamber and submitted at least five (5) days prior to the meeting of the Board at which such annual election of Directors shall take place.

c. The Board may, on its own, fill any vacancies on the Board that occur during the fiscal year.

d. There shall be no term limits for Directors to the Board of the Chamber.

e. The term of any immediate former President (“President Emeritus”) in good standing whose term as a Director has expired, the term of such immediate prior President shall be extended by at least one (1) year, and shall be in addition to the other Directors, even if such extension results in the Board consisting of more than the otherwise provided maximum number of Directors.

Section 4: Absences. A member of the Board who, except due to illness or other absence accepted by the President or the Board, is absent from three (3) consecutive regular meetings of the Board may by vote of a majority vote of the Board be terminated as a Director.

Section 5: Meeting Place and Procedures. Meetings of the Board 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.

Section 6: Regular Meetings. There shall be at least six (6) regular meetings of the Board in each Chamber fiscal year.

Section 7: Special Meetings. Special meetings of the Board may be called for any purpose at any time by the President or any two Directors. Notice of the time and place of any special meetings of the Board shall be given to each Director at least forty-eight (48) hours by email or by telephone. Such notice need not specify the purpose of the meeting.

Section 8: Quorum. A majority of the Directors is a quorum for the transaction of business. 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 9: Waiver of Notice. The transactions of any meeting of the Board, 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 sign a written waiver of notice, a written consent to holding of the meeting, or an approval of the minutes of the meeting.

Section 10: Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors of the Board individually or collectively consent in writing to that action.

Section 11: Resignation. Any Director may resign, effective immediately or at a later time specified by the Director, by notice to the President.

Section 12: Vacancies. Persons to fill vacancies on the Board, or among the officers, may be nominated either by a nominating committee or by the President, and confirmed by a majority vote of the Board. A Director elected to fill a vacancy on the Board may be elected to complete the balance of the term to which elected or to such other term as the Board may determine as provided under Article IV, Section 2 of these Bylaws.

Section 13: Fees and Compensation. Directors shall serve without compensation for their services as Directors of the Board. However, this shall not preclude any Director from serving the Chamber in any other capacity, whether as an agent, employee, as a provider of goods or services, or otherwise, and receiving compensation for that service.

ARTICLE V - OFFICERS

Section 1: Election of Officers. All officers of the Chamber shall be a Director and shall serve for a term of two (2) years based on the Chambers' fiscal year or other year set by the Board, and shall continue until a successor is elected. The Nominating Committee for Directors shall also nominate a slate of officers to serve for the next term year. Officers to be nominated are: President, Vice President(s), Treasurer, and Secretary. All officers must be Directors. The Board, in its discretion, may additional Vice-President(s) as additional officers.

Section 2: Executive Committee. The Executive Committee shall be composed of the President, and at least two additional offices approved by the Board. A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 3: Duties of Officers. The Officers of the Chamber shall have the following duties:

a. President of the Board ("President"). The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board and Executive Committee. The President shall, with the advice and approval of the Board, appoint committee members and committee chairpersons. The President shall be an ex-officio member of all committees.

b. Vice President(s). The duties of the Vice President(s) 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, and to exercise the powers and authority and perform the duties of the President in the absence or disability of the President, and shall perform such other duties as may be assigned to him or her by the President or the Board.

c. President-Elect. Any President-Elect shall perform such duties as may be assigned to him or her by the President or the Board.

d. Treasurer. The Treasurer shall be responsible for the managing and 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. The Treasurer is responsible for assisting in preparing the budget for the year with the President and the Executive Committee.

e. Secretary: The Secretary shall serve as secretary of the Board and the Executive Committee, and shall cause to be prepared minutes of meetings of the Board and the Executive Committee.

ARTICLE VI - COMMITTEES

The Board may, from time to time, establish such committees and/or sub-committees as it deems advisable to conduct the business of the Chamber. The Board may delegate to any such (sub) committee such authority as the Board deems appropriate to enable it to perform its designated function. The size and makeup of any of these (sub) committees shall be the prerogative of the full Board and shall serve under the direction of the Board.

ARTICLE VII - FINANCES

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

Section 2: Disbursements. The President, other appropriate officers, and staff designated by the Board are authorized to make disbursements on behalf of the Chamber. Disbursements for amounts of \$500 or less may be made by the President or another Director as authorized by the Board. All other checks shall be signed by both the President and a second Officer who has been authorized by the Board.

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

Section 4: Budget. The Board shall adopt a budget for each up-coming fiscal year which shall be submitted to and approved by the Board prior to the beginning of the fiscal year.

Section 5: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records. A copy of the Chamber's Articles of Incorporation and Bylaws shall be maintained in electronic format, and shall be available on line, by electronic transmission, or from 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, its Board and any other committees for which minutes are prepared shall be kept and maintained in electronic format in and/or accessible from the Office of the Chamber. The minutes and books and records of account shall be open to inspection by a Member upon written demand of such Member at a reasonable time during office hours, for a purpose reasonably related to such Member's interest as a Member.

ARTICLE VIII - DISSOLUTION

In the event of the dissolution of the Chamber, the assets of the Chamber shall be liquidated, outstanding bills and obligations shall be paid to the extent appropriate and/or possible from existing funds and assets, and any funds and assets remaining after paying all obligations shall be distributed to one or more qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board as defined in Section 501 (c)(3) of the Internal Revenue Code with a focus and priority for such distribution to be to local organizations.

ARTICLE IX - 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 not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X – INDEMNIFICATION CLAUSE

No member, officer or director of this 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 XI - AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the Board, or by a two-thirds (2/3rds) vote of the Chamber members at any regular or special meeting of members, provided that such proposed amendments have been submitted to the Board or the Members in writing or electronic notice at least ten (10) days in advance of the meeting at which they are to be acted upon.