

BYLAWS

HIGHWAY 120 CHAMBER OF COMMERCE, INCORPORATED
dba YOSEMITE CHAMBER OF COMMERCE
P.O. Box 1263
Groveland, CA 95321

As Amended October 31, 1994
Approved January 12, 1995
As Amended September 15, 1998
As Amended October 26, 2001
As Amended October 7, 2007

ARTICLE I
NAME

- 1.01 The name of this Corporation is the Highway 120 Chamber of Commerce, Incorporated (the Corporation), doing business as the Yosemite Chamber of Commerce (YCC). Its office is in Tuolumne County, California. The Corporation shall be operated as a non-profit mutual benefit corporation, was incorporated as a 501 (c) 6, and shall be owned by its members.

ARTICLE II
PURPOSE

The purpose of the Corporation is to:

- 2.01 Advertise and promote the Yosemite Region to encourage and stimulate travel and commerce throughout this area while enhancing the quality of life for this area.
- 2.02 Foster economic growth throughout the Yosemite region, while preserving its unique historical and geological past.
- 2.03 Promote goodwill and cooperative relationships among its members, thus promoting its business interests and establishing a sense of community throughout the Yosemite region.
- 2.04 Maintain the Yosemite Chamber of Commerce web site to provide information and communication to and about the Yosemite region and to promote other chambers of commerce and visitor bureaus throughout the Yosemite region.

ARTICLE III
MEMBERSHIP

3.01 ELIGIBILITY

Any person, business or organization which is sympathetic with the purpose and objectives of this corporation is eligible for membership.

3.02 CLASSES

There shall be five (5) classes of membership: Traditional Business Membership, Multi-National Business Membership, Friends of the Chamber Membership, Nonprofit Membership and Honorary Membership.

a. Traditional Business Membership

Application for Traditional Business Membership is available to any person, business, partnership, corporation or other entity engaged in a business, and using good business practices. Traditional Business Members shall have one (1) vote per membership and may serve on the Board of Directors of the corporation. Traditional Business Members shall be entitled to all benefits, privileges, rights and obligations as may be prescribed from time to time by the Board. Currently, some of these benefits include advertising opportunities and Website listing and link under one category. Traditional Business Members may purchase additional categories and may submit newsletter articles for consideration. Traditional Business Memberships are further divided into several levels, based on size, which are used to determine the dues rate. These levels are:

- (i) Big Businesses: 1,000 or more hours per week (25+ full time equivalent)
- (ii) Medium Businesses: 401 to 1,000 hours per week (10 – 25 full time equivalent)
- (iii) Small Businesses: up to 400 hours per week (up to 10 full time equivalent)
- (iv) Micro-Businesses: Sole Proprietor (no employees, no contractors)

b. Multi-National Business Membership

Application for Multi-National Business Membership is available to any person, business, partnership, corporation or other entity engaged in a business, and using good business practices. In addition to all the benefits, privileges, rights and obligations of the Traditional Business Membership, the Multi-National Business Member is entitled to front page website advertising provided free for the first year with paid membership. They are guaranteed no more than one business per category.

c. Friends of the Chamber Membership

Application for Friends of the Chamber Membership is open to any person who is supportive of the purposes and objectives of the Corporation. They can not own a business. Friends of the Chamber Members shall not have voting rights and may not serve on the Board of Directors. Friends of the Chamber Members shall be entitled to all benefits, privileges, rights and obligations as may be prescribed from time to time by the Board. They are invited to monthly mixers, are encouraged to submit articles for the YCC monthly publication, are eligible to sit on any of the YCC committees, and receive all mailings by the Chamber.

d. Nonprofit Membership

Associations, organizations or agencies sympathetic to the purposes and objectives of the Corporation may apply for a Nonprofit membership. To be eligible for this level, the organization must be a qualified Non-Profit, 501 (c) 3 or 6. This membership allows two representatives to participate in the monthly mixers and is welcome to take advantage of co-op advertising opportunities. The Nonprofit Member receives all member mailings and can neither vote nor hold office. They must provide reciprocal membership in their organization to the Chamber of Commerce and website link.

e. Honorary Memberships

An Honorary Membership may be conferred upon any person, business, partnership or corporation at the complete and sole discretion of the Board, in recognition of contributions or service to the Corporation or the community which it serves, in accordance with the purposes expressed in Article II. Honorary Members are entitled to such benefits, privileges, rights and obligations as may be prescribed from time to time by the Board of Directors; except that they may not vote or hold office unless such rights are granted by the Board.

3.03 ADMISSION TO MEMBERSHIP

a. Application

Application for membership shall be on such forms as prescribed from time to time by the Board and shall be accompanied by the appropriate dues in accordance with Section 4.02 of these Bylaws. The applicant shall designate, in writing, one natural person (“designated representative”) to represent the member. This designation may be changed at any time by notice in writing from the member to the Secretary of the Corporation.

The applicant shall be provided with copies of the Articles, Bylaws and Rules of the Corporation and shall agree to be bound thereby.

b. Acceptance

If the applicant possesses the qualifications for General, Associate, Reciprocal or Honorary Membership as herein provided, his/her application may be accepted by a majority vote of the Board.

c. Rejection

Should the Board propose rejection of an application, the applicant shall be given the opportunity to be heard, either orally or in writing, within sixty (60) days of the Board meeting at which the application was initially considered. The hearing shall be held by the Board in accordance with the quorum and voting rules set forth herein applicable to meetings of the Board. The notice to the applicant shall start the date, time and place of the hearing.

If an application is rejected, dues shall be returned in full.

3.04 NON-DISCRIMINATION

The Corporation admits membership of any race, color, national and ethnic origin to all rights, privileges and activities made available to its membership.

3.05 TERMINATION OF MEMBERSHIP

a. By Resignation or Death

The membership of any member of the Corporation shall automatically terminate (1) on his/her written request for such termination delivered to the President or Secretary of the Corporation personally or by United States mail, such membership to terminate when the request is received; or (2) on his/her death; or (3) as provided below, provided, however, that such termination shall not relieve the member or his/her estate, in the event of termination by death, of the obligation to pay any dues or other charges theretofore accrued and unpaid.

b. By Non-payment of Dues

The membership of any member who fails to pay his/her dues or assessments when they become due and within sixty (60) days thereafter shall automatically terminate at the end of such sixty (60) day period, provided he/she was given written notice delivered to him/her personally or by United States mail within ten (10) days before the due date that such

dues were due and payable as of said due date. In the event that such written notice is not given as herein required, then such membership shall automatically terminate for non-payment of dues if they are not fully paid within sixty (60) days after such written notice is eventually given and delivered to the member in person or deposited in the United State mail, postage prepaid, and sent to him/her at his/her address as it appears on the books of the Corporation.

c. Rights on Termination

All rights and interest of a member in the Corporation shall cease upon termination of membership as herein provided.

d. Reinstatement

Any member whose membership is terminated as provided in this section, other than by death, or other than as provided above, may have his/her membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request therefore with the President or Secretary of the Corporation or with any Director and on approval of the request by a majority of Directors present at the meeting at which the request is considered, provided that such request shall not be considered at any meeting at which a quorum is not present.

3.06 SUSPENSION AND EXPULSION

a. The Board of Directors is authorized as herein provided, to suspend from membership for a period of not more than one (1) year, or expel from membership any member of this Corporation for good cause, after giving written notice thereof and an opportunity to be heard before the Board of Directors' next meeting after notice is given, provided that notice is given ten (10) days prior to the next date set for the Directors' meeting.

b. "Good cause" as used in this section, means:

(i) Any conduct that brings the Corporation into disrepute or violates the purpose for which the Corporation is formed;

(ii) Any willful failure or refusal to abide by the Bylaws or Rules and Regulations of this corporation.

c. Definitions

(i) A "suspension" requires compliance with the notice and hearing procedures set forth above, and in addition all voting and other rights of the member during the term of his/her suspension are

terminated, provided, however, that such member shall not be relieved of any liability for payment of dues falling dues or levied during the period of his/her suspension.

- (ii) An “expulsion” requires compliance with the notice and hearing procedures provided above and in addition thereto the membership of the member in this Corporation is immediately and conclusively terminated, provided, however, that such member shall not be relieved of any liability for the payment of dues accruing prior to the hearing on the charges against him as herein provided.

d. Procedure

- (i) Proceedings against a subject member may be initiated by resolution of the Board of Directors adopted at any meeting at which a quorum is present or by petition signed by ten percent (10%) or more of the voting members of the corporation filed with the Secretary or President of the Corporation.
- (ii) On adoption of the resolution or on receipt of the petition, as the case may be, the President, or if he/she is unable or refuses to act, the Vice-President shall schedule the matter to be heard by the Board of Directors at the next regular or special meeting held not less than twenty (20) days or more than forty (40) days after the date the resolution is adopted or the petition received, as the case may be. The Secretary, or other person appointed by the President for the purpose, shall deliver at least ten (10) days prior to the date of the hearing a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject member either in person or by United States mail addressed to him/her at his/her address as it appears on the books of the Corporation. Should the person whose duty it is to serve the notice fail or refuse to do so, such copy and notice may be delivered as herein provided by any Director of the Corporation, and in such event the matter shall be heard at the next regular or special meeting of Directors at which a quorum is present held not less than ten (10) days after the copy and notice are personally delivered or deposited in the United States mail. If a quorum fails to attend such meeting, the matter shall be heard at the next succeeding regular or special meeting, provided, however, that if a quorum fails to attend such next succeeding regular or special meeting, the matter against the subject member shall be dismissed. Such dismissal shall be automatic and final, except that the alleged conduct of the subject member giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct.

- (iii) Notwithstanding any other provisions in these Bylaws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled shall be given to all Directors as required by these Bylaws for special meetings of Directors.
 - (iv) The hearing shall be informal and the rules of evidence and rules of judicial procedure need not be observed. The hearing shall be presided over by the President of the corporation who shall (1) read the charges against the subject member; (2) require that the charges be verified by the testimony of the person or persons making them; (3) hear any other witnesses against the subject member; (4) allow the subject member to cross examine each witness; (5) allow the subject member to make a statement in his/her own behalf; (6) allow the subject member to call witnesses in his/her own behalf; (7) allow the Directors present, when and as recognized by the Chair, and subject to the control of the chair, to question witnesses; and (8) rule on the admission and exclusion of evidence and on questions of hearing procedure.
 - (v) After the hearing is closed, the Directors shall vote on whether to impose discipline or dismiss the matter. If they vote to impose discipline but cannot agree on the nature and extent thereof, the discipline shall be suspension of membership for six (6) months. The vote imposing discipline or dismissing the matter shall in any event be final.
- e. An expelled member shall not be eligible for re-admission to the Corporation prior to the expiration of two (2) years from the date of his/her expulsion.
 - f. All rights of the subject member in the Corporation or in its property shall cease on his/her expulsion.

3.07 MEMBERSHIP BOOK

The Corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the manner of termination and the date on which such membership ceased. Such book shall be kept in the Corporation's principal office and shall be available to any Director or member of the Corporation during regular business hours as provided herein.

3.08 NUMBER OF MEMBERSHIPS

The location of each business, service or goods by each member shall require a separate membership along with separate dues requirements. Multiple businesses operated by the same person or owners shall have separate and individual memberships.

3.09 RIGHT TO INSPECT RECORDS

All records of this Corporation shall be open to inspection by any member in accordance with policy determined by the Board of Directors. In no event shall original documents be removed from the office.

ARTICLE IV
DUES

4.01 APPLICATION FEE

No fee shall be charged for making application for membership in the Corporation.

4.02 DUES

All members shall pay annual dues in such amount as shall be determined from time to time by resolution of the Board of Directors, and shall be set forth in a schedule available for inspection of all members.

4.03 PROPERTY OF DUES

Except as otherwise provided for in these Bylaws (Section 3.03), dues paid to the Corporation shall become the property of the Corporation and any severable or individual interests of any member therein terminates on such payment.

4.04 Dues shall be due at the beginning of the fiscal year on November 1.

4.05 Payment of dues by new members joining after November 1 shall be prorated.

ARTICLE V
VOTING

5.01 Each Traditional Business Membership or Multi-National Business Membership in good standing which has paid dues for the current year's membership and in accordance with the classes of membership as described in Article III, shall have one (1) vote in any action of the Corporation. Friends of the Chamber Memberships, Nonprofit Memberships, and Honorary Memberships do not have voting privileges.

- 5.02 Votes can be received electronically, the procedures for which will be determined and announced prior to the vote.

ARTICLE VI
MEETINGS

- 6.01 The Annual Meeting of the Members of the Corporation shall be scheduled in October of each year for election of the members of the Board of Directors whose terms are ending and other pertinent business.
- 6.02 Scheduled meetings should be held monthly on an established date and time set by the Board for the purpose of conducting any necessary discussion and business.
- 6.03 Special meetings of the Membership may be called by the Board, the President of the Board or by at least 5% of the Membership. A notice of a special meeting and its agenda shall be mailed to each Membership at least 10 days prior to the meeting.
- 6.04 A quorum shall be required to open any general or special meeting. A quorum shall be at least 25% of the Traditional Business Memberships and Multi-National Business Memberships in good standing.
- 6.05 Approval of all motions at general or special meetings shall require a majority of Traditional Business Memberships and Multi-National Membership Memberships present at that meeting.

ARTICLE VII
BOARD OF DIRECTORS

- 7.01 The Board of Directors at its first meeting following the Annual meeting shall elect from its members a President, Vice-President, Secretary and Treasurer.
- 7.02 Except as required by the laws of the State of California and these Bylaws, the Board is empowered to transact all business of the Corporation. However, any action should be taken with the view of the desires of the Membership.
- 7.03 The term of office shall be three (3) years starting with the Annual meeting. Three (3) Directors shall be elected in each year. All Directors shall serve without compensation except for expenses from a specific project approved by the unanimous vote of the Board.
- 7.04 A quorum of the Board shall consist of five (5) members.

7.05 DUTIES AND POWERS

- a. The Board may declare a seat on its Board vacant if a Director becomes inactive. An inactive Director is one who may have missed three (3) meetings or has not expressed a strong interest in fulfilling his/her obligations to the Corporation.
- b. In the event of a vacancy on the Board, the Board may fill that vacancy from the Membership for the balance of the term.
- c. A Director who is unable to attend a meeting may appoint another Director as a proxy for that meeting provided written notice is given to the Board. Unless limited in the proxy statement, the proxy shall vote on all matters as he/she sees fit. The proxy cannot be counted to make a quorum.
- d. The Board of Directors shall meet regularly prior to the General meetings. These meetings shall be open to the General Membership.

ARTICLE VIII OFFICERS

8.01 The Officers shall be: President, Vice-President, Secretary and Treasurer.

8.02 PRESIDENT

- a. The President shall preside at all meetings.
- b. The President shall not serve more than two (2) consecutive terms.
- c. The President shall appoint all committees.

8.03 VICE-PRESIDENT

- a. The Vice-President shall preside in the absence of the President.
- b. The Vice-President shall serve as Program Chair.

8.04 SECRETARY

- a. The Secretary shall keep adequate records of all meetings of the General Membership and the Board of Directors meetings.
- b. The Secretary shall prepare and distribute official correspondence of the Corporation.

- c. The Secretary shall give notice to Corporation Members of any special meetings called as provided by these Bylaws.

8.05 TREASURER

- a. The Treasurer shall keep adequate and correct accounts of all moneys of the Corporation.
- b. The Treasurer shall collect dues and other special contributions as may become available.
- c. The Treasurer shall disburse moneys as directed by the Board.
- d. The Treasurer shall chair the Budget and the Ways and Means Committees.

8.06 NON-OFFICER DIRECTORS

- a. The five (5) Directors who are not officers shall serve as Chair of at least one (1) standing committee.

ARTICLE IX STANDING COMMITTEES

9.01 WAYS AND MEANS/BUDGET

- a. The purpose of this Committee is to establish means of funding the activities of the Corporation when necessary, and to present the Board with an annual budget.
- b. This committee shall be chaired by the Treasurer, who may choose Committee Members.

9.02 NOMINATING

The purpose of this Committee is to be available to nominate candidates for office. It shall consist of no less than three (3) members and shall be appointed by the President.

9.03 MEMBERSHIP

- a. The purpose of the Committee shall be to increase membership in the Corporation.
- b. This Committee's duties shall include, but not be limited to, the following:
 - (i) Solicit new members.

- (ii) Keep membership list current and correct, providing up-to-date information to the Board.
- (iii) Prepare and distribute annual membership roster to the Membership.

9.04 HISTORIAN

The purpose of the Historian is to keep and maintain a permanent record of Corporation activities, including photos, published articles, mementos, et cetera. The Office Administrator will perform the duties of the Historian in the event no other member is available to perform this function..

9.05 MARKETING

- a. The purpose of this Committee is to publicize and promote the activities of the Corporation and maintain the website.
- b. The Committee shall be chaired by a Board member.

9.06 GOVERNMENT LIAISON

- a. The purpose of this Committee is to interface with all public and private agencies affecting the Yosemite region.
- b. This Committee shall be chaired by a member of the Board who shall select no less than two (2) other members.

9.07 AMBASSADOR

The purpose of this committee is to promote communication and synergy among the Yosemite region chambers of commerce and visitors bureaus.

9.08 MIXER COORDINATOR

The purpose of this committee is to seek hosts for upcoming chamber mixers.

ARTICLE X
AMENDMENTS

10.01 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of mutual benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted as follows:

- a. Subject to the power of members to change or repeal these Bylaws under Section 7150 of the Corporation Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights as to voting or transfer, however, a Bylaw specifying or changing the number of Directors of the Corporation may not be adopted, amended or repealed except as provided in subparagraph (b) of this Section;
- b. By approval of a majority vote of the voting Membership of this Corporation.

ARTICLE XI
DISSOLUTION

- 11.01 In the event of the dissolution of this organization, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this organization, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable and/or educational purposes, and which has established its tax-exempt status under Section 501 C-3 of the Internal Revenue Code of the United States and Sections 214 and old 237 of the Revenue and Taxation Code of the State of California. If this organization holds any assets in trust, such assets should be disposed of in such a manner as may be directed by decree of the Superior Court of the county in which this organization's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

ARTICLE XII
ROBERT'S RULES OF ORDER

- 12.01 The current edition of ROBERT'S RULES OF ORDER shall govern the procedure used at all meetings.

ARTICLE XIII
FISCAL YEAR

- 13.01 The fiscal year shall be November 1 through October 31.