

BYLAWS

INYOKERN CHAMBER OF COMMERCE, INC.

ARTICLE I. OFFICES

Section 1.01 Principal Office

The principal office of the Corporation for its transaction of business is located at 1439 Broadway, Inyokern, Kern County, California 93527.

Section 1.02 Change of Address

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Kern, California. Any such change shall be noted by the Secretary as an amendment of these Bylaws.

ARTICLE II. MEMBERS

Section 2.01 Classification of Members

The Corporation shall have four classes of membership: Business, Individual, Senior and Non-profit. Each member shall have equal voting rights and privileges. No person shall hold more than one membership in the Corporation.

Section 2.02 Eligibility for Membership

Any person over the age of eighteen, business or organization is eligible to be a member of the Corporation.

Section 2.03 Admission to Membership

Any person qualified for membership under Section 2.02 of these Bylaws shall be admitted to membership on the approval of the Board of Directors, and on payment of annual dues as specified in Section 2.05 of these Bylaws. The Board of Directors may delegate membership approval to a Membership Committee.

Section 2.04 Application Fee for Membership

There will be no application fee for requesting membership in the Corporation.

Section 2.05 Dues

Membership dues shall be set by the Board of Directors and reviewed annually. Dues shall be payable for the first year upon admission and billed annually thereafter.

Section 2.06

Membership Plaques

Upon admission as a Business, or Non-profit organization Member, a membership plaque shall be awarded at no extra cost. An updated annual sticker shall be awarded each year upon payment of annual dues. Upon election, each Director shall receive a Chamber of Commerce Plaque which he may display during his, or her, term as a member of the Board of Directors and which must be returned to the Chamber of Commerce at the conclusion of that term unless the person is re-elected for another term.

Section 2.07

Assessments

Memberships shall be nonassessable.

Section 2.08

Number of Members

There shall be no limit on the number of members of the Corporation.

Section 2.09

Membership Record

The Corporation shall keep in written form (or in any form capable of being converted into written form) a membership list containing the name, address, and class of each member. Such list shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 2.10 of these Bylaws.

Section 2.10

Inspection Rights of Members

Section 2.10 (a) Qualifications

The rights of inspection as set forth in this section of these Bylaws may be exercised by a member, or members, for any purpose reasonably related to that member's interest in the Corporation.

Section 2.10 (b) Methods of Achieving Purpose

Upon five (5) business days' written notification to the Corporation any member may:

(1) Inspect and copy the membership list, including names, addresses and classifications; or

(2) By tendering a reasonable fee, obtain from the Secretary of the Corporation, the most recent membership list of record, including names, addresses and classification. The membership list shall be available on or before the latter of ten (10) business days after receipt of the request, or on a mutually agreed upon date.

**Section 2.11 Liability of Members**

A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

**Section 2.12 Transferability of Membership**

Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

**Section 2.13 Termination of Membership**

**Section 2.13 (a)** The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

(1) The voluntary resignation of a member with notice as prescribed by Section 2.13 (b) of these Bylaws.

(2) A membership issued for a period of time shall terminate at the expiration of such period of time.

(3) The death of a member.

(4) The dissolution of the Corporation.

(5) The nonpayment of dues, subject to the limitations set forth in Section 2.13 (c) of these Bylaws.

**Section 2.13 (b) Resignation By Giving Notice**

A corporate member may terminate such membership on submittal of a written request for termination delivered or mailed to the President or Secretary of the Corporation or orally by personal request to the President and Secretary of the Corporation or to a Quorum of the Board of Directors of the Corporation at a regularly scheduled Board of Directors Meeting.

**Section 2.13 (c) Failure to pay Dues**

Membership in the corporation shall automatically terminate upon failure to pay annual dues within ninety days of receipt of renewal notice. Membership may be reinstated by paying current dues.

**Section 2.13 (d) Effect of Termination**

All rights of membership in the Corporation and in its property shall cease on the termination of membership.

ARTICLE III. MEETINGS OF MEMBERS

**Section 3.01 Place of Meeting**

Membership Meetings shall be held at the principal office of the Corporation or any other place designated by the Board of Directors and communicated to the Membership of the Corporation in a timely manner as defined in section 3.05.

**Section 3.02 Annual Meeting**

The members shall meet annually on the last Tuesday in October at 7.30 pm for the purpose of transacting regular business and to elect Directors for such terms as are fixed in section 4.03 of these Bylaws.

**Section 3.03 Regular Meetings**

The members shall meet at such time and place as designated by the Board of Directors and published to the membership.

**Section 3.04 Special Meetings**

Special meetings of members may be called by the Board of Directors or the President of the Corporation and held at such place as is designated in Section 3.01 of these Bylaws. Special meetings may also be called by ten percent of the voting membership of the corporation.

**Section 3.05 Notice of Regular Meetings**

Notice of regular meetings shall be published in accordance with 3.03

**Section 3.06 Notice of Special Meetings**

Notice of special meeting of members shall be either personally delivered or mailed ten (10) days before the date of said meeting. Notice of such meeting shall also be posted at the principal office of the Corporation and/or be published in any general circulation newspaper in Kern County. The Secretary of the Corporation, or any agent specially designated by the Secretary, may be required to execute an affidavit that notice of the meeting has been communicated to the membership.

**Section 3.07 Contents of Notice**

Notice of Meeting shall state the place, date, and time of the meeting. In the case of special meetings, the notice shall state those matters which shall be presented for action by the members.

**Section 3.08**

**Quorum**

A quorum at any meeting of members shall consist of five percent of the members in good standing.

**Section 3.09**

**Adjournment for Lack of Quorum**

In the absence of a quorum, any meeting of members may be adjourned by the vote of a majority of the members present and no other business may then be transacted.

**Section 3.10**

**Voting of Membership**

Each membership is entitled to one vote on each matter submitted to a vote of the members.

**Section 3.11**

**Conduct of Meetings**

**Section 3.11 (a)**

**Chairman**

The President of the Corporation or, in his or her absence, the Vice President of the Corporation shall be Chairman of and shall preside over the meetings of the members.

**Section 3.11 (b)**

**Secretary**

The Secretary of the Corporation shall act as the Secretary of all meetings except that in his or her absence, the Chairman of the meeting shall appoint another person to act as Secretary for the meeting.

**Section 3.11 (c)**

**Rules of Order**

The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, or the Articles of Incorporation of this Corporation.

**Section 3.12**

**Inspectors of Election**

**Section 3.12 (a)**

**Appointment**

In advance of the Annual Meeting (Section 3.02) the Board may appoint any persons, other than candidates for office, as Inspectors of Election to act at the meeting and any adjournment thereof. If the Inspectors of Election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member must, appoint Inspectors of Election at the meeting. The number of Inspectors shall be either one (1) or (3). If appointed at a meeting on the request of one or more members, the majority of members represented in person shall determine whether one (1) or three (3) inspectors are to be appointed.

### Section 3.13 (b) Duties

The Inspectors of Election shall perform the following duties:

(1) Determine the number of qualified voting memberships within the Corporation, and the number of qualified voting memberships represented at the meeting.

(2) Receive votes, ballots, or consents;

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(4) Count and tabulate all votes and consents;

(5) Determine when the polls shall close;

(6) Determine the result; and

(7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

### Section 3.13 (c) Vote of Inspectors

If there are three (3) Inspectors of Election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

### Section 3.13 (d) Report and Certificate

On request of the Chairman or any member, the Inspectors of Election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

## ARTICLE IV. DIRECTORS

### Section 4.01 Number

The Corporation shall be governed by a Board of seven (7) Directors. The Directors shall elect their own officers which shall consist of President, Vice President, Secretary and Treasurer. Collectively, they shall be known as the Board of Directors.



Section 4.07 (d)

Quorum

A majority of the members of the Board of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Section 4.07 (e)

Conduct of Meetings

The President of the Board or, in his or her absence, the Vice President, shall preside at meetings of the Board of Directors. The Secretary of the Corporation or in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment. Such participation shall constitute personal presence at the meeting.

Section 4.07 (f)

Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Directors not present at such a meeting must be notified of the time and location of the continuation of the adjourned meeting.

Section 4.08

Action without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent orally or in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board. Such action shall have the same force and effect as the unanimous vote of such Directors.

Section 4.09

Removal of Directors

Section 4.09 (a) Removal for Cause

The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of the court;
- (2) The Director has been convicted of a felony; or
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7239 of the Corporation Code on Directors who perform functions with respect to assets held in charitable trust.

Section 4.09 (b)

Removal Without Cause

Any or all of the Directors may be removed without cause by approval by a majority vote of the membership at a general meeting provided a quorum of the members are present.



**Section 4.10                      Resignation of A Director**

Any Director may resign effective on giving written or oral notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the resignation specifies a later time for the effectiveness of such resignation. A successor may be appointed by majority vote of the Board of Directors to fill the unexpired term.

**Section 4.11                      Vacancies on the Board**

**Section 4.11 (a) Causes**

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased and on the failure of the members in any election to elect the full number of Directors authorized, or failure to appear at any three duly scheduled meetings of the Board of Directors. This latter cause may be waived at the discretion of a majority vote of the other members of the Board.

**Section 4.11 (b) Filling Vacancies by Directors**

Except as otherwise provided in the Articles of these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by a majority vote of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

**ARTICLE V. OFFICERS**

**Section 5.01                      Number and Titles**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The President is the general manager and chief executive officer of the Corporation. The officers are members of the Board of Directors.

The qualifications, terms of office, nomination, election, compensation, removal, resignation, and filling of vacancies of the officers are identical to the rules set out for the directors and the rules apply to the officers since they are directors.

**Section 5.02                      Duties of Officers**

**Section 5.02 (a). President**

The President shall represent the Inyokern Chamber of Commerce and the people of Inyokern and carry out the wishes of the Chamber membership as formulated in open meeting. The President shall preside over all meetings of the Board and the membership.

**Section 5.02 (b). Vice President**

The Vice President shall assume duties of the President in his or her absence.

**Section 5.02 (c). Secretary**

The Secretary shall keep minutes of meetings; shall be custodian of all records and files of the Chamber of Commerce; shall receive and prepare correspondence for Chamber; shall maintain up-to-date files accessible to the Board of Directors.

**Section 5.02 (d). Treasurer**

The Treasurer shall collect dues and grants and deposit funds into the Chamber account; shall dispense Chamber funds and pay Chamber bills in accordance with prior approval of the membership in open meetings; shall maintain up-to-date records of Chamber assets and obligations accessible to the Board of Directors.

**ARTICLE VI. CORPORATE RECORDS,  
REPORTS, AND SEAL**

**Section 6.01 Records**

The Corporation shall keep adequate and correct records of accounts and minutes of the Meeting of the Board, General Meetings, and Committee Meetings of Committees appointed by the Board and directed by the Board to keep minutes. The minutes shall be kept either in written form or in any other form capable of being converted into written form.

**Section 6.02 Annual Report**

**Section 6.02 (a) Contents**

The annual report shall be prepared by the Treasurer of the Corporation not later than ninety (90) days after the election of the Board of Directors (Section 3.02), and shall contain in appropriate detail the following:

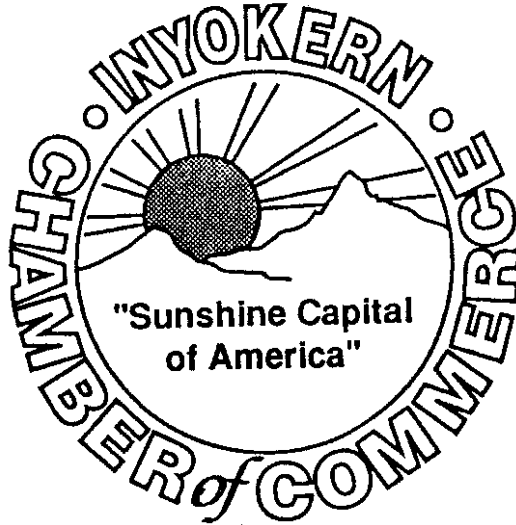
- (1) A balance sheet for the Ending Fiscal Year.
- (2) A statement of income and expenses for the Ending Fiscal Year including a summary of changes in the Chamber's financial position for the year.
- (3) A statement including the location of the names and addresses of the current Chamber membership.

(4) The annual report shall be accompanied by a report of independent accountant or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 6.03

Corporate Seal

The Board of Directors shall adopt a corporate seal which shall be in the following form and design:



The Secretary of the Corporation shall have custody of the seal and affix it, where appropriate, to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

CERTIFICATE OF SECRETARY  
OF  
INYOKERN CHAMBER OF COMMERCE, INC.  
A CALIFORNIA NONPROFIT CORPORATION

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising twelve (12) pages, constitute the Bylaws of the Corporation as duly adopted by the Board of Directors at its meeting on

May 29, 1990

Jan Kucha  
Secretary

7-9-90  
Date