

November 19, 2004

THE HISPANIC CHAMBER OF COMMERCE

OF

CONTRA COSTA COUNTY, CALIFORNIA

SECOND AMENDED AND RESTATED
BYLAWS

ARTICLE I

Goals

- A. The name of this organization shall be the Hispanic Chamber of Commerce of Contra Costa County, California, and shall also be known as H5C, and herein “the Chamber.”
- B. The Goal of this organization shall be to promote the growth of the Hispanic business and professional community. In order to achieve this goal, the H5C will strive to develop better communication, understanding and cooperation among local, state, and national business and professional communities.
- C. All Board of Directors and General Membership meetings shall be governed by the latest edition of Robert's Rules of Order, inasmuch as the rules do not conflict with these Bylaws.
- D. The financial records of the Chamber shall be either audited or reviewed, as decided by the Board, on a biennial basis by either an auditor or CPA, as decided by the Board, to be designated by the President and approved by the Board of Directors.
- E. This organization was formed on July 1, 1988 under the California Nonprofit Mutual Benefit Corporation Law in force at that time.

ARTICLE II

Organization

The Chamber shall have the following Directors, described as either Executive or At Large as indicated:

1. One President, elected at large;
2. One Vice-President, elected at large;
3. One Corresponding/Recording Secretary, elected at large;
4. One Treasurer, elected at large;
5. Seven Directors without title, elected at large.

6. The President, Vice-President, Secretary, and Treasurer shall be described collectively as “Executive Directors;” the seven directors without title shall be described as “At Large Directors.” Collectively, Executive Directors and At Large Directors are called “Directors.”

ARTICLE III

Membership

- A. General membership is open to individuals, organizations, corporations, and businesses in accordance with these Bylaws, and dues shall be applied according to classifications to be established as provided below.
- B. All applications for membership are subject to final approval by the Board of Directors.
- C. Membership dues received between January and June inclusive will be prorated 50% the first year of membership to end on June 30; from that point, July 1 will be the anniversary date for all membership applications and dues.
- D. The membership dues and classifications for applicants will be established by the Board of Directors.
- E. A member will be considered in good standing upon payment of dues in accordance with these Bylaws.
- F. The members shall abide by the Membership Policies (attached to these Bylaws as Appendix A).

ARTICLE IV

Voting Rights

- A. In any proceeding in which voting by members is called for, each member in good standing for a minimum of 60 days prior to the election shall be entitled to vote.
- B. Voting at any Board of Directors meetings and at General Membership meetings will be decided by a simple majority, unless otherwise stipulated by these Bylaws.
- C. Each member organization in good standing and each individual member in good standing is entitled to one vote and must be personally present to vote. Businesses and organizations that are members must have one duly appointed representative personally present in order to vote.

ARTICLE V

Board of Directors

- A. Only individuals who are business owners or professionals can serve as Executive Directors. Individuals who represent members that are corporations, government agencies, or non-profit organizations may not serve as Executive Directors, but they may serve as At Large Directors.
- B. Both Executive and At Large Directors shall be part of the Board of Directors and shall have the right to participate in and vote on the decisions of the Board of Directors. The President shall count toward the

quorum at the Board of Directors meeting but may not vote except to break a tie vote; otherwise the President shall participate fully in the decisions of the Board of Directors.

C. The Directors will serve without compensation.

D. All members of the Board of Directors must remain in good standing as members of the Chamber during their entire term of office.

E. The term of office for all Executive and At Large Directors will be one year commencing July 1.

F. Should a Director become unable to complete his/her term, or should he/she be removed as provided in herein, the President shall promptly appoint a member in good standing to complete the term, subject to prior approval of the Board of Directors by majority vote. Serving a partial term by appointment in this manner shall not affect the ability to be elected for two full consecutive terms as provided immediately below.

G. All Executive and At Large Directors may serve only two consecutive one-year terms of office as a member of the Board. Thereafter, a period of one year must elapse during which the member is not a Director before the member can again seek election as an Executive or an At Large Director. The pattern of service for two terms as a Director followed by one year off can be repeated indefinitely.

H. In order to qualify as a candidate for election as a Director, the member must have been a member in good standing for H5C for six months prior to the election, and must express willingness to serve the full one-year term to completion and the subsequent Advisory Committee commitment.

ARTICLE VI

Duties of Directors

A. The Directors shall create a Statement of Goals that sets forth the activities and objectives of the Chamber for that year. This document will be prepared annually during the month of September by the incoming Directors. Copies of the document will be available to the General Membership on the web site (www.H5C.org) or through the Secretary.

The President will:

1. Preside at all Board of Directors and General Membership meetings.
2. Supervise and direct the organization in accordance with these Bylaws.
3. Be an ex-officio voting member of all committees.
4. Maintain all records relating to the office of President.
5. Be one of the checking or savings account co-signers.
6. With the approval of the Board of Directors, have the authorization to create committees composed of Directors and/or non-Director members, and select chairpersons for such committees.

7. Be a delegate, or appoint a representative in his/her place, to the State Board meetings annual conventions and national conventions.
 8. Designate an independent accountant or CPA to audit or review the financial records of the Chamber on an biennial basis. That designation will be subject to the approval of the Board of Directors. If a CPA is chosen, he/she may be a member of the Chamber, but not a Director.
- B. The Vice-President will:
1. Serve all functions of the President in the temporary absence of the President.
 2. Serve as the President to the end of the President's term in the event that the presiding President is unable to continue fulfilling his/her duties and responsibilities as set forth in the Bylaws, provided that such inability by the President is determined by a two-thirds (2/3) vote of the Board of Directors. Upon such vote, the Vice President will automatically assume the President's duties on a permanent basis.
 3. Maintain all records relating to the office of Vice-President.
 4. Be one of the checking or savings account co-signers.
- C. The Secretary will:
1. Maintain the minutes of all Board of Directors meetings and prepare said minutes for approval at the next meeting.
 2. Maintain records of all General Membership meetings.
 3. Notify all members of Special and General Membership meetings.
 4. In coordination with the treasurer, maintain a current roster of all members.
 5. Maintain all records relating to the office of Secretary.
- D. The Treasurer will:
1. Keep and maintain all financial records of this organization.
 2. Prepare monthly financial statements for the Board of Directors.
 3. Receive and deposit all monies due to this organization into the Hispanic Chamber of Commerce of Contra Costa County bank accounts.
 4. Be one of the checking or savings account co-signers.
 5. Send a membership renewal notice to each member 30 days before their anniversary date.
 6. Maintain all records relating to the office of Treasurer.

7. Surrender the financial documents of the Chamber to an independent accountant or CPA designated by the President and approved by the Board of Directors for the biennial audit or review by the end of May.

E. The At Large Directors will:

1. Chair standing committees to which they have been appointed as Chair by the President.
2. Participate in the policy and decision making process of the organization.
3. Maintain all records relating to their office.

ARTICLE VII

Board and General Membership Meetings

A. The Board of Directors will meet once a month, at a specified time and location set forth by the President. Board meetings are open to the general membership, and are open to any other person at the discretion of the Board.

1. The Board may take decisions through email communications among the Directors through the following procedures:

- (a) If a Director has an issue that he/she wishes to present as a motion for consideration via email, he/she shall communicate it to the Secretary.
- (b) The Secretary, in consultation with the President, shall email the proposed motion to all Directors. Each Director shall acknowledge receipt by email, and may second the motion if he/she desires. Failure to receive acknowledgement of receipt from all Directors shall prevent the motion from being handled via email.
- (c) If the motion is seconded, the Secretary shall announce the opening of discussion. Directors may send emails to all other Directors to express points of view.
- (d) When he/she deems it appropriate, the President shall declare the discussion period closed and call for an email vote. If the vote is unanimous in favor or against, the motion is approved or rejected, as the case may be. If the vote is not unanimous, the motion must be discussed at the next Board meeting, and no action shall be taken on it until then.

At any time during the email discussion period, if any Director communicates to the other Directors that he/she feels that the issue should be aired at a Board meeting, the formal email discussion period shall end, and the issue shall be calendared for the next Board meeting, with no action to be taken on it until then. Directors shall still be free to exchange points of view on the issue by email, however.

B. A quorum of 51% of the Board of Directors shall be required to conduct Chamber business.

C. General Membership meetings shall be held at a specified time, date, and location set forth by the Board or its designee.

D. General Membership meetings will be held at least four times a year. The Annual General Membership meeting will be held in June of each year. The election of Directors will take place at the Annual General Membership meeting.

ARTICLE VIII

Election of Directors

- A. General Elections will be held in June of each year.
- B. An Election Committee Chair will be appointed by the President with the approval of the Board of Directors.
- C. The Chair will appoint the members of the Election Committee. No candidate for any office in an election can serve on the Election Committee for that election.
- D. Nominations for election as a Director shall be submitted in writing to the committee at least fifteen (15) days prior to the election day. Any member can nominate any other member, and can nominate him/herself, unless the standing for election by the potential nominee would otherwise be prohibited by these bylaws.
- E. All members seeking election as a Director must have been member in good standing for at least six months prior to the election.
- F. The Election Committee will compile a list of eligible nominees for office that have been nominated by the General Membership. Such a list will be mailed to the General Membership for their information eight (8) days prior to election day.
- G. The election will be by secret ballot and require a simple majority vote. In the case of a tie, there will be a runoff vote at the same general meeting at which the election is held. The tied candidates will be allowed to address the general assembly of members prior to the runoff vote. If the runoff election results in a tie, runoff votes will be taken at the same meeting, with further opportunities to address the general assembly, until the tie is broken.
- H. The Election Committee will retain ballots for a period of not less fifteen (15) days after ballots are counted and certified by the Election Committee. Members may inspect the ballots in the presence of the Committee. Voting results are open to the knowledge of the general membership.
- I. The Election Committee will approve all election materials prior to its distribution via newsletter, Internet, or other media. All election materials that are submitted in favor of candidates shall be published simultaneously, whether by newsletter, Internet, or other.
- J. Elected Directors will assume office at the Board of Directors meeting scheduled for the month of July.
- K. Vacancies on the Board at any time during the year will be filled by appointments by the President with the prior approval of the Board of Directors by majority vote.

ARTICLE IX(A)

Advisory Committee

The immediate past President, Vice-President, Treasurer, and Secretary shall be members of a standing Advisory Committee to the Board. In addition, three other persons shall be members of the standing Advisory

Committee to the Board, to be selected by the President and approved by the Board. The function of this committee is to support the incoming Board through its knowledge and experience. If an immediate past Executive Director cannot serve or cannot continue to serve on the Advisory Committee, the President can appoint a replacement, with the prior approval of the Board, to serve for one-year renewable terms.

ARTICLE IX(B)

Budget Rules for Projects and Committees

All projects must have a budget previously approved by the Board. In any instance in which the approved budget will be exceeded by more than 5%, immediately upon such fact becoming evident or likely, the committee or individual in charge of the project shall communicate with the Board and obtain approval for such overage. The proposed overage must in any case exceed \$100 in order for this provision to be triggered.

ARTICLE X

Removal of Directors

A. Removal by Board Vote: A Director that was elected by a vote of the members may be removed from office by a 2/3 vote of the Board of Directors for the following reasons (the Director subject to the removal vote shall not vote):

1. A court, by final order, has declared him/her to be of unsound mind.
2. He/she has been convicted of any felony.
3. Three (3) unexcused absences from official board meetings.
4. Failure to maintain a paid membership in the organization.

B. Removal by Membership Vote: In all other cases, removal of a Director that was elected by a vote of the members shall only be upon a majority vote of the members.

ARTICLE XI

Suspension of Members

A. Members of the organization may be suspended by a 2/3 vote of the Board of Directors for the following reasons:

1. Defaming the organization.
2. Acting in an unauthorized official capacity.
3. Violating the Membership Policies. (See attached.)

B. The suspended member will automatically receive a prorated refund of their dues, prorated from the date of their suspension.

C. Suspension Procedures

1. The member to be suspended shall receive 15 days' prior notice of the suspension and the reasons therefore, notice to be by any method reasonably calculated to provide actual notice, including but not limited to first class mail to the member's last address as shown on the Chamber's records;

2. The member shall have the opportunity to be heard either orally or in writing by the Board not less than five days before the effective date of suspension before the Board.

ARTICLE XII

Delegates to State and National Events

A. The President will be a delegate to State and national meetings and conventions.

B. In accordance with state and/or national organization rules regarding delegates, the Board may designate (an)other representative(s) in addition to the President to state and national meetings and conventions from among the Directors or the General Membership.

ARTICLE XIII

Power of the Membership

A. A member in good standing may petition the Board of Directors to be heard at a regular Board meeting regarding a concern or issue which has a direct impact on the membership of the Chamber. Matters involving a suspension of that member's membership shall be handled using the procedures outlined in Article XI.

B. The Board of Directors will, upon receiving the petition, place the member's name and issue on the agenda for the next regular Board of Directors meeting.

C. The Board of Directors, upon hearing the member's concern, will evaluate the issue and respond to the member in writing within ten (10) days. The member shall provide a mailing address for such response.

D. If a member is not satisfied with the Board's response, he/she may petition the Board in writing within ten (10) days of receipt of the response to schedule a hearing time at the next regularly scheduled General Membership meeting.

E. At that General Membership Meeting, the President, representing the Board of Directors, will present the Board's position, and the member shall present his/her position regarding the issue.

F. The President will call for a vote from the General Membership present in order to direct the Board in the resolution of the issue.

G. A 2/3 vote from the General Membership present will constitute a mandate on the issue, and the Board will act accordingly.

ARTICLE XIV

Disbursements

- A. Funds of this non-profit organization will be maintained in a commercial checking and/or savings accounts in the Contra Costa County area, and in a bank selected by the Board of Directors.
- B. Checks and savings withdrawals must be signed by at least two (2) Executive Directors, one of whom must be the Treasurer or one of whom must be the President, and otherwise in compliance with the requirements of state law.

ARTICLE XV

Non Liability of Members

To the full extent permitted by law, a member of the Chamber shall not, solely because of membership, be personally liable for the debts, obligations, or liabilities of the Chamber.

ARTICLE XVI

Transferability of Membership

Membership rights in the Chamber shall be exercised by the member in the Chamber and cannot be transferred, assigned or given to another person or entity, for value or otherwise.

ARTICLE XVII

Dissolution

Upon dissolution of this organization, any and all remaining funds will be distributed to one or more qualified Hispanic-serving charitable organizations to be selected by the Board of Directors.

ARTICLE XVIII

Amended Articles

- A. Bylaws may be amended, repealed or changed as recommended by an appointed Bylaws Committee and with a simple majority vote by the Board of Directors. The Board may also amend the Bylaws by simple majority vote without having received recommendations by an appointed Bylaws Committee.
- B. Should a particular Article or clause in the Bylaws be found to be unenforceable, the remaining Bylaws shall remain the official mandate and be binding in the manner of which they were intended.
- C. These Bylaws shall come into force as of the date of approval by the Board. Any Director who holds office as of the date of approval shall count his/her present term as the first term for purposes of counting the limit of two-year consecutive terms as provided in Article V(G).

I hereby certify that these Amended and Restated Bylaws of the Hispanic Chamber of Commerce of Contra Costa County, consisting of Eighteen (18) Articles and nine (9) pages have been adopted by a simple majority vote of the Board of Directors as provided in the Bylaws in Article XVII(A) of the Bylaws in force at the time of the vote, on August 14, 2004.

Signed:

Richard Mac Bride, Secretary _____

APPENDIX A
TO BYLAWS

MEMBERSHIP POLICIES

The goal of the Hispanic Chamber of Commerce of Contra Costa County (the “Chamber”) is to promote the growth of the Hispanic business and professional community. The Chamber will strive to develop better communication, understanding, and cooperation among local, state, and national business and professional communities.

In keeping with these goals, the following principles shall guide the members in their relations with the community and with one another:

1. The members shall at all times behave in a manner that furthers the goals of communication, understanding, and cooperation in the business and professional community.
2. The members shall be respectful of all members of the community in their personal and business relations.
3. Failure to uphold these principles may result in the suspension of membership privileges.

ANEXO A
A LOS ESTATUTOS

POLITICAS DE LOS MIEMBROS

La Cámara de Comercio Hispana del Condado de Contra Costa (la “Cámara”) tiene como objetivos la promoción y el crecimiento de las comunidades comercial y profesional de los hispanos. La Cámara se esforzará en mejorar la comunicación, comprensión y cooperación entre las comunidades comercial y profesional a nivel local, estatal y nacional.

En cumplimiento con estos objetivos, los principios siguientes guiarán a los miembros en sus relaciones con la comunidad y entre ellos:

1. Los miembros se comportarán en todo momento de una manera que promueva los objetivos de la comunicación, la comprensión y la cooperación en las comunidades comercial y profesional.
2. Los miembros serán respetuosos con todo miembro de la comunidad en sus relaciones personales y comerciales.
3. El incumplimiento de estos principios puede conducir a la suspensión de los privilegios de ser miembro.