

AMENDED AND RESTATED BYLAWS

OF

THE CALIFORNIA HISPANIC CHAMBERS OF COMMERCE



As Amended October 17, 2015



Amended and Restated Bylaws
Of
The California Hispanic Chambers of Commerce

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Article I General

Section 1 **Name**

The organization is incorporated under the laws of the State of California and shall be known as the California Hispanic Chambers of Commerce ("*CHCC*").

Section 2 **Principal Office**

The principal office for the transaction of activities, affairs, and business of the California Hispanic Chambers of Commerce shall be located in Sacramento, California, or such other location in the state, as specified by the board of directors; provided however, that any decision of the board of directors to move the principal location of the CHCC from Sacramento will require a two-thirds vote of the CHCC board of directors.

Section 3 **Regions**

The CHCC shall be comprised of four (4) Regions: (1) the Northern California Region, (2) the Southern California Region, (3) the Central California Region, and (4) the Inland Empire Region. The specific counties comprising each of the Regions will be determined from time to time by the CHCC board of directors.

Section 4 **Goals and Purposes**

4.1 **CHCC Purposes.** The goals and purposes of the CHCC are:

- a. To promote, support and encourage the advancement and development of Hispanic Chambers of Commerce in California;
- b. To provide an organizational forum for the exchange of ideas, information, technical assistance, procurement opportunities, and any other form of business opportunities that enhance the Hispanic and minority business communities;
- c. To develop a program of advocacy in order to inform and educate elected and appointed officials, legislative bodies, agencies and public and private organizations about the concerns, needs, and opportunities which affect the Hispanic and minority business communities in the State of California;
- d. To foster unity and communication between organizations, corporations, and individuals



who support the goals and objectives of the CHCC.

Section 5 **Nonprofit Status**

The CHCC shall observe all local, state and federal laws which apply to a nonprofit corporation as defined in Section 501 (c)(6) of the Internal Revenue Code.

Article II Membership

Section 1 **Eligibility for Voting Membership**

- 1.2 **Voting Membership.** Any business organization or other entity organized as a Hispanic chamber of commerce within the State of California, and which
- 1.3 has at least twenty-five (25) active members in good standing of such business organization,
- 1.4 is registered and in active status with the California Secretary of State and in compliance with all local, state and federal laws that govern a chamber of commerce, corporation, partnership or other business entity,
- 1.5 meets and maintains the voting membership qualification criteria as established from time to time by the CHCC board of directors, and
- 1.6 has among its primary goals and purposes the promotion of the goals and purposes of the CHCC as set forth in Article I, section 4.1, shall be eligible for a voting membership.

Section 2 **Application for Voting Membership**

- 2.1 Any business organization or other entity organized as a Hispanic chamber of commerce within the State of California, meeting the requirements of these bylaws, may apply to become a voting member of the CHCC.
- 2.2 The applicant shall submit an application in person or via electronic and or regular mail to the CHCC office. The application must be accompanied by a letter of recommendation from the Regional Chair for the region in which the proposed member is domiciled, the payment



of a non-refundable application fee, and all requisite documentation as established by the CHCC board of directors.

2.3 Applications for membership to become voting members of the CHCC shall be reviewed by the Executive Committee within forty-five (45) calendar days after receipt at the CHCC principal office, and scheduled for consideration by the full CHCC board of directors at its next duly called meeting.

2.4 The Regional Chair of the applicant seeking to be recognized as a voting member of the CHCC shall submit a written report containing his/her recommendations and the supporting rationale for approval or denial of the application to the CHCC Executive Committee. The CHCC Executive Committee and Board are not required to accept the recommendation of the Regional Chair concerning any application for voting membership. The Chair of the CHCC board of directors shall report to the CHCC board of directors regarding the recommendation of the CHCC Executive Committee for approval or denial of an application for voting membership in CHCC. Acceptance or denial of the membership application shall be at the sole discretion of the CHCC board of directors.

2.5 If approved by a majority of the CHCC board of directors at its next duly called meeting, the applicant shall immediately become a voting member of CHCC, with all the rights and privileges for such membership as described in these bylaws. Said membership shall be nontransferable and may be terminated pursuant to the terms of these bylaws. Upon approval by a majority of the CHCC board of directors, the new member shall be given a formal certificate evidencing its membership in good standing as a VOTING member. However, a certificate is not required to enjoy voting status.

Section 3 **Eligibility for Non-Voting Membership**

3.1 Non-Voting Membership. To foster unity and communication between the CHCC and other ethnic and business organizations, corporations, and city chambers that support the goals and objectives of the CHCC, a NON-VOTING membership may be extended by the board of directors.

3.2 ELIGIBLE ORGANIZATIONS FOR NON-VOTING MEMBERSHIP INCLUDE:

Any non-profit entity established as a City chamber of commerce within the State of California;

Any Ethnic business organization or Non-Hispanic Chamber of Commerce established in the State of California;

Any Professional business organization with the primary purpose of advancing the shared goals of the CHCC as identified in Section 4.



3.3 CRITERIA REQUIRED FOR MEMBERSHIP AS NON-VOTING MEMBERS

The applicant entity must have at least twenty-five (25) active members in good standing of such business organization.

The applicant entity must be registered and in active status with the California Secretary of State and in compliance with all local, state and federal laws that govern a chamber of commerce, corporation, partnership or other business entity.

Section 4 Application for Non-Voting Membership

The applicant shall submit an application in person or via mail to the CHCC Executive Director. The application must be accompanied by a letter of recommendation from any CHCC board member, the payment of a non-refundable application fee, and all requisite documentation as established by the CHCC board of directors.

If approved by a majority of the CHCC board of directors at its next duly called meeting, the applicant shall become a NON-VOTING member of CHCC with all the rights and privileges for such membership as described in these bylaws.

Said membership shall be non-transferable and may be terminated pursuant to the terms of these bylaws. Upon approval by a majority of the CHCC board of directors, the new member shall be given a formal certificate evidencing its membership in good standing as a NON-VOTING member.

Section 5 Non-Voting Membership: Contributing and Corporate Memberships

5.1 Contributing Membership.

Any non-profit entity established as a City chamber of commerce within the State of California.

Any ethnic business organization or Non-Hispanic Chamber of Commerce established in the State of California.

Any professional business organization with the primary purpose of advancing the shared goals of the CHCC as identified in Section 1.

5.2 Corporate Membership. A business, chamber of commerce or corporation, which meets the requirements set forth in Section 1 of this Article, and does not qualify as a CHCC Voting Member in good standing shall be a non-voting, Corporate Member.



a.

Section 6 **Membership Expiration/Termination**

6.1 Termination of Membership. Any membership set forth herein may expire, be terminated, or be resigned, or any voting membership may be reclassified as a non-voting membership as follows:

- a. by written resignation from a member, which resignation shall take effect upon receipt by the CHCC board of directors;
- b. upon a finding by the CHCC board of directors that the member has failed to pay fees, is not in compliance with the California Secretary of State, or in violation of any state or federal law, or failed to submit requisite information or documentation in accordance with these bylaws or policies of the CHCC board of directors. Prior to said expiration, the board of directors shall give the member thirty (30) calendar days written notice of the default in payment of dues or the failure to submit information or documentation, and the member shall have thirty (30) calendar days thereafter to cure the default. The CHCC board of directors may extend the time set forth herein for good cause;
- c. by a majority vote of the CHCC board of directors, which in good faith determines that the member is (1) no longer eligible for voting membership, or (2) no longer meets the membership qualification criteria for the CHCC;
- d. upon death or dissolution of the member, or failure of the member to abide by local, state or federal laws, the membership is automatically terminated.

6.2 Prior Notice. If membership is terminated under Article II, Subsection 7.1c., the CHCC board of directors shall:

- a. Send written notice of termination at least fifteen (15) days prior to the termination. The written notice may be sent (i) to the member's address of record via US mail or courier, (ii) via facsimile, or (iii) via electronic mail. Such notice shall include:
 1. The date the termination shall take effect;



2. The reasons for termination; and
 3. Notice that the member has a right to provide a written response to the reasons for termination.
-
- b. Consider any written response from the member so long as it is received at least five (5) days prior to the effective date of the termination.

Article III Board of Directors

Section 1 **Members**

1.1 **Board Members.** The CHCC board of directors shall, if possible, have two-thirds of the positions held by business owners and shall be composed of twenty-one (21) directors, including:

- a. Twelve (12) Regional Directors consisting of two (2) directors from each Region and the Regional Chair (for a total of 3) of each of the four Regions;
- b. Election of the Chair and Vice Chair to serve as members of the CHCC board of directors;
- c. Seven (7) At-large Directors appointed from a list of candidates developed by the CHCC Nominations Committee.

1.2 **Regional Chair Elections.** The Chairs of each Region shall be elected by the delegates of Qualified Voting Members in good standing located within each respective region at the Elections.

Section 2 **Powers**

Subject to any limitations set forth in the Articles of Incorporation, or as provided in these bylaws or the laws of the State of California, the directors shall be responsible for establishing procedures and formulating policies of the CHCC. Said policies and procedures shall be maintained in written form and revised as needed. The CHCC board of directors shall be a policy board with the day-to-day operations and affairs of the CHCC being managed and conducted by the President and Chief Executive Officer.



Section 3 **Term of Office**

3.1 **Selection of Directors.** Twelve (12) directors, the Chair and the Vice Chair shall be elected at the Elections by the voting delegates of Qualified Voting Members in good standing within their respective regions in accordance with the Elections Procedures. Seven (7) directors shall be appointed by the CHCC board of directors from candidates developed by the CHCC Nominations Committee. (Called the “At-large” Directors.)

3.2 **Staggered Terms.** Directors shall be elected in alternating years in order to promote continuity of leadership on the board of directors. The Northern and Southern Region Directors and Chairs shall be elected in uneven years and the Central and Inland Empire Region Directors and Chairs shall be elected in even years. The At-large Directors shall be appointed by the CHCC board of directors whenever vacancies of At-large Directors exist on the CHCC board of directors.

3.3 **Term of Board Membership.** The term for each member of the CHCC board of directors shall be two (2) years. Except for directors serving on the CHCC board as a result of *ex officio* status, directors may serve only two (2) consecutive full terms in the same office. If a director desires to serve again after two (2) consecutive terms in the same office, the director must wait a full term before serving in the same office again. Nothing in this section 3.3 shall limit the ability of a person to serve greater than two (2) consecutive terms if he/she serves in a different category of board membership; provided however that no director may serve more than eight (8) consecutive years in office without having to wait a full term before serving as a member of CHCC board of directors for an additional term of office. Notwithstanding the provisions of Section 3.3, term limits shall not apply to “at large” directors. “At large” directors shall serve two year terms and may be re-appointed by the CHCC board of directors if the board determines the appointment is in the best interests of the CHCC.

3.4 **Beginning of Term of Board Membership.** Terms of office will commence on the date that Elections for board membership are held.

Section 4 **Removal**

4.1 **Removal.** A Director shall be removed from the CHCC board of directors and lose all voting rights as follows:

- a. Director submits a written resignation to the board of directors. Resignation shall be effective upon acknowledgment by any authorized officer of the CHCC. This Section 4.1(a) shall also apply to the offices of Chair and Vice Chair.
- b. When a director is removed in accordance with the *Standards of Participation* adopted by



the CHCC board of directors. This Section 4.1(b) shall not apply to the offices of Chair and Vice Chair.

- c. When a director elected by a specific Region permanently changes residence from said Region, removal shall be effective upon notification to the CHCC of the change of residence.
- d. When an At-large Director is removed, with or without cause, by majority vote of the CHCC board of directors.

- e. A Regional Director or Regional Chair may be removed, with or without cause, if the majority of the members of that Region vote to remove said director or chair under the following procedures:
 - 1. If CHCC has fewer than fifty (50) voting members, the voting members of the Region may vote at a duly constituted meeting of the voting members as set forth in Article II, Section 5 of these bylaws.
 - 2. If CHCC has fifty (50) or more voting members, the voting members of the Region may vote at a duly constituted meeting of the voting members or may cast ballots as permitted as set forth in Article II, Section 6 of these bylaws.

4.2 **Removal for Cause.**

- a. Chair and Vice Chair. The board of directors is empowered to remove the Chair and/or the Vice Chair upon showing of good cause and a vote of 2/3 of disinterested members of the board. (“Disinterested members of the board” means any member of the board other than the Chair and Vice Chair.) If the Chair is removed and the Vice Chair is not removed, the Vice Chair will take the Chair position and a special election of the members shall be called to fill the position of Vice Chair. If the Vice Chair is removed and the Chair is not removed, a special election of the members shall be called to fill the position of Vice Chair. If both the Chair and the Vice Chair are removed, a special election of the members shall be called to fill both positions. The new Chair and/or Vice Chair will finish the unexpired term of office.

In the event of resignation, removal by the membership, incapacity, declaration of unsound mind by a final order of court, conviction of a felony, or the death of the Chair and/or Vice Chair, or if the Chair and/or Vice Chair is found by a final order or judgment of any court to have breached any duty under the Nonprofit Public Benefit



Law, the same procedures as the prior paragraph shall apply with regard to special elections and Vice Chair moving into Chair position, and fulfillment of the unexpired term.

- b. Directors. In the event of resignation, removal by the membership, incapacity, declaration of unsound mind by a final order of court, conviction of a felony, or the death of any director, or if a director is found by a final order or judgment of any court to have breached any duty under the Nonprofit Public Benefit Law, the board of directors may declare the office vacant. If the director was a Regional Director, the Nominations Committee shall hold an election to fill the vacancy within forty-five (45) days. In the event the Nominations Committee fails to hold an election, the vacancy shall be filled by the board of directors. If a Regional Chair position is vacant, the Nominations Committee will hold an election to fill the vacancy within forty-five (45) days. In the event the Nominations Committee fails to hold such election, the vacancy shall be filled by the board of directors. If the office is for an At-large Director, the vacancy shall be filled by the CHCC board of directors. The successor shall only serve out the length of the unexpired term of office.

4.3 Replacement of Regional Directors. If a Regional Director position is vacant due to lack of candidates in an election, the Regional Chair for that Region may appoint a person to the vacant position. If a Regional Chair position is vacant due to lack of candidates in an election, the board of directors may appoint a person to fill such vacant position. The successor shall serve out the length of the unexpired term of office.

Article IV Officers and Duties

Section 1 **Officers**

1.1 **Officers.** The officers of the CHCC shall be:

- a. Chair
- b. Vice Chair
- c. Chair, Central Region
- d. Chair, Inland Empire Region
- e. Chair, Northern Region
- f. Chair, Southern Region
- g. President and Chief Executive Officer



- h. Secretary
- i. Treasurer
- j. Parliamentarian

1.2 **Executive Officers.** The Chair, Vice Chair, Regional Chairs, President and Chief Executive Officer, Secretary, Treasurer and Parliamentarian shall be the CHCC Executive Officers.

Section 2 **Selection of Officers**

2.1 **Election by Board.** The Secretary, Treasurer, and Parliamentarian shall be appointed by the CHCC Chairman and ratified by the CHCC board of directors from the CHCC board members. The “two year” term limit provisions contained in Article III, Section 3.3 shall not apply to these positions, and individuals may be reappointed to serve as Secretary, Treasurer or Parliamentarian if the CHCC board of directors determines that the appointment is in the best interests of the CHCC and so long as the individual is either an “at large” or “elected” board member. Nothing in this provision is intended to amend the term limits addressed in Article III, Section 3.3 as to elected directors. The President and Chief Executive Officer shall be selected by the CHCC board of directors but will not serve as a member of the CHCC board. The CHCC board of directors may, from time to time, acknowledge the office of *Chair Emeritus* as a non-voting member of the CHCC board based on criteria, and with such prerogatives, as established by the CHCC board.

2.2 **Election by Voting Members.** The Chair and the Vice Chair shall be elected every two (2) years by vote of the Qualified Voting Members. In the event of the death, incapacity, or removal from office of the Chair, the Vice Chair will become the Chair. In the event of the death, incapacity or removal from office of the Vice Chair more than ninety (90) days prior to the next regularly scheduled election, the Chair shall call a special election to fill the position of Vice Chair. In the event of the death, incapacity or removal from office of the Vice Chair less than ninety (90) days prior to the next regularly scheduled election, the board of directors may fill the position of Vice Chair.

Section 3 **Duties of the Chair**

The Chair shall have supervision and control of the board of directors and Executive Committee. The Chair shall be an *ex officio* member of all standing committees with vote, and shall have the general powers, duties and management incident to the office of Chair and such other duties and management incident to the office of Chair and such other duties and powers as may be prescribed by the board of directors.



Section 4 **Duties of the Vice Chair**

The Vice Chair shall serve the roles and duties of the Chair in the event of his/her death, incapacity, or removal from office. The Vice Chair shall be an *ex officio member* of all standing committees with vote, and shall have the general powers, duties and management incident to the office of Vice Chair, and such other duties and management incident to the office of Vice Chair and such other duties and powers as may be prescribed by the board of directors.

Section 5 **Duties of the Regional Chairs**

The Regional Chairs shall preside at all regional quarterly meetings; shall be responsible for the organizational development of region chambers, shall be the liaison between the CHCC and all chambers within his/her Region; and shall perform all other duties as may be assigned by the Chair or the board of directors.

Section 6 **Duties of the Secretary**

The Secretary shall keep or cause to be kept, at the principal office of the CHCC, a membership book, showing the name and address of each chamber. Termination of any membership shall be recorded in the book, together with the date upon which membership ceased. He/she shall record or cause to be recorded minutes of all meetings of the board of directors and Executive Committee; shall certify adoption, repeal, and/or amendment of the Bylaws and record the date thereof; shall be custodian of all documents of the CHCC; and generally perform all duties incident to the office of Secretary and such other duties as assigned by the Chair or the CHCC board of directors.

Section 7 **Duties of the Treasurer**

The Treasurer shall keep and maintain or cause to be kept or maintained adequate and correct accounts of the properties and business transactions of the CHCC, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and accounts shall be open to inspection by any member of the board of directors upon written notice of not less than five (5) days. The Treasurer shall disburse the funds as ordered by the Chair or the board of directors; shall report on the financial conditions at all quarterly meetings; shall deposit all monies and other valuables to the credit of the CHCC with such depositories as may be designated by the Executive Committee; shall act as the liaison between the board of directors and the independent Certified Public Accountant; shall prepare or cause to be prepared the annual budget and shall present same at the first quarterly meeting in January. The Treasurer shall perform such other duties as are incident to the office of Treasurer and such other duties as assigned by the Chair or the board of directors.

Section 8 **Duties of the Parliamentarian**

The Parliamentarian shall assist the Chair or presiding officer in maintaining order and interpreting



the Bylaws, Articles of Incorporation or any other official CHCC written form, regulation, or resolution in accordance with Robert's Rules of Order-Newly Revised by Gen. Henry M. Robert, revised by Sarah Corbin Robert. The Parliamentarian shall have the authority to appoint a sergeant at-arms and to seek advice from the Legal Counsel, as he/she deems appropriate.

Section 9 **Duties of the President and Chief Executive Officer**

The President is the Chief Executive Officer and general manager of CHCC but is **not** (i) a voting member of the CHCC board of directors, or (ii) a voting member of the Executive Committee. The President shall, subject to the control of the CHCC board of directors, have responsibility for the day-to-day operations of the CHCC and shall have general supervision, direction and control of the business and affairs of CHCC and of its officers, employees and agents, including the right to employ, discharge and prescribe the duties and compensation of all officers, employees and agents of CHCC, except where such matters are prescribed in the bylaws or by the CHCC board of directors. The President and Chief Executive Officer is authorized to: (i) sign all contracts, notes, conveyances and other papers, documents and instruments in writing, and (ii) engage in all manner of business transactions and activities in the name of CHCC as may be established, from time to time, by policies of the CHCC board of directors.

Section 10 **Duties of the Immediate Past Chair**

The Immediate Past Chair shall assist the Chair and the Executive Committee in matters pertaining to the goals and objectives that arose during his/her chairmanship; shall perform any duties as from time to time may be assigned to him/her by the Chair or the board of directors; and shall serve as a nonvoting member of the Executive Committee.

Article V Meetings

Section 1 **Quarterly Meetings of the Board of Directors**

The CHCC board of directors shall meet once every three (3) months at a date, time, and location set by the Executive Committee. Notice of a quarterly meeting shall be delivered to each member of the board of directors not less than twenty (20) days prior to the meeting date. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice, prior to or at the meeting's commencement. All such waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 2 **Special Meetings of the Board of Directors**

2.1 **Special Meetings.** Special meetings of the board of directors may be called as follows:



- a. by the Chair;
- b. by one-third of the members of the board of directors, each providing the following to the Secretary: a written request by each such member, accompanied by a resolution of the board of directors of a chamber member, in the member's respective region, endorsing such request; or
- c. by a majority of the Executive Officers.

2.2 Notice. Notice of the time and place and the subject matter of the special meeting shall be delivered by Secretary to each chamber member not less than twenty (20) days prior to the meeting. The Executive Committee shall choose the time and location of the meeting, taking into consideration the convenience of the membership as a whole.

2.3 Delivery of Notice. For purposes of this section, the term "delivered" shall refer to United States Postal Mail, internet email and/or facsimile.

Section 3 **Quorum for a Board of Directors Meeting**

One-third (1/3) of the CHCC board of directors and at least three (3) Executive Officers shall constitute a quorum for the transaction of business. Once a quorum has been established, it shall remain in force until the meeting is adjourned. Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, no business shall be transacted in the absence of a quorum.

Section 4 **Electronic Participation in Board of Directors Meetings**

Unless specifically limited to personal attendance in the Notice of Meeting, participation in a meeting through use of conference telephone equipment constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a. Each director participating in the meeting can communicate with all of the other directors concurrently; and
- b. Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by CHCC; and
- c. The corporation adopts and implements some means of verifying (i) each person participating in the meeting is a director or other person entitled to participate in the meeting and (ii) all actions of, or votes by, the board are taken or cast only by directors



and not by persons who are not directors.

Section 5 **Written Consent by Directors in lieu of Board of Directors Meeting**

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. All members of the board of directors as used in this section does not include any "interested director" as defined in Section 5233 of the Corporations Code.

Section 6 **Agenda for Board of Directors Meeting**

The Executive Committee shall provide the board of directors the opportunity to include agenda items for all meetings within thirty (30) days of any Board meeting, unless the meeting is called on shorter notice. The written agenda shall be delivered to all Board of Directors not less than seven (7) days prior to the meeting date. This delivery requirement means that the minimum time to call a board meeting is seven days, unless waived by the directors.

Section 7 **Annual Meetings of the Membership**

The CHCC Annual Meeting shall be held at a date and time in the months of August or September, and shall be at a location set by the Executive Committee. Notice of the time and place of all meetings shall be delivered by the Secretary to each member not less than sixty (60) days prior to such meeting. The Voting Members Delegates shall attend the Annual Meeting to vote on any and all measures to be duly voted on by the CHCC Voting Members.

Section 8 **Special Meetings of the Membership**

Special Meetings. A special meeting of the Voting Members and Non-Voting Members may be called for any lawful purpose by any of the following:

- a. The CHCC board of directors;
- b. The Chair;
- c. The President and Chief Executive Officer;
- d. A written petition signed by the CEO or Executive Director of Five percent (5%) or more of the Voting Members in good standing at the time the special meeting is



requested.

The person or persons calling the special meeting of the Voting Members shall present notice of the meeting to the Secretary. The Secretary shall determine if the special meeting request meets the criteria established by these bylaws. If unmet, the request will be returned to the petitioner and shall include a notice outlining the deficiency. If the request meets the criteria for a special meeting, the Secretary shall set the date, time and topics to be addressed in the special meeting and shall send a notice of the meeting to all Voting Members. The meeting must be held within thirty (30) calendar days of receipt of the notice by the Secretary.

Article VI Nominations and Elections

Section 1 **Eligibility for Office**

To be eligible for service on the Executive Committee, a candidate must:

- a. Be a member of a Chamber Member in good standing with CHCC; and
- b. For the office of Chair, have been a past or is a current president or chair of a Qualified Voting Member or has had prior service of at least one (1) year on the Executive Committee of the CHCC board of directors; or
- c. For the office of Vice Chair, Regional Chair or Regional Director, have served on the board of directors of a Qualified Voting Member.

Section 2 **Nominations**

2.1 Nomination Committee. Not less than sixty (60) days prior to the CHCC Annual Meeting, the Chair shall appoint a Nominations Committee composed of no less than three (3) members of the CHCC board of directors representing the membership interest, which shall meet for the purpose of nominating candidates to serve (i) as an At-large member of the CHCC board of directors, (ii) as a candidate to run for election as a Regional Director at the Elections and (iii) as a member of the Executive Committee. The Chair of the Nominations Committee will preside and conduct the candidate forum. The Nominations Committee will operate in accordance with policies and procedures adopted from time to time by the CHCC board of directors.

2.2 Notice of Intent to Seek Office. Not less than thirty (30) days prior to the CHCC Annual Meeting all qualified nominees seeking a seat as an Executive Officer or a director shall notify the Chair of the Nominations Committee or the President and Chief Executive Officer of his/her intention to seek office.



2.3 No Nominations from Floor. No nominations from the floor will be accepted at the time of the Elections for those candidates that will be elected by the Regions for service on the CHCC board of directors in order to ensure that the candidate meets the eligibility requirements for such office as established by these bylaws and the Elections Procedures.

Section 3 Elections – Voting Membership, Delegates

3.1 Qualified Voting Member. Any organization which meets the qualification for voting membership as set forth in these bylaws, meets the voting membership qualification criteria as established by the CHCC board of directors from time to time, and has been approved for voting membership in the CHCC by the CHCC board of directors shall be eligible for status as a CHCC voting member in “good standing” (a “*Qualified Voting Member*”).

“Good Standing” is interpreted to mean, the organization that meets the qualifications for voting membership is in active status with the California Secretary of State, and is in compliance with all local, state and federal laws and in compliance with CHCC bylaws or other rules as may be adopted from time to time by the CHCC board of directors.

A Qualified Voting Member that remains in good standing shall be entitled to vote as a member of CHCC in elections held by the CHCC, in accordance with the terms of these bylaws and such election policies and procedures as adopted from time to time by the CHCC board of directors (the “*Elections Procedures*”). A Qualified Voting Member may be issued a certificate of voting membership by the Secretary of the Board, and the member shall be eligible to vote if its status remains in good standing thirty days before the general elections, which is the deadline to submit the list of delegates.

3.2 Annual Meeting - Delegates. Each Qualified Voting Member that is certified to vote is entitled to five (5) voting delegates and five (5) alternates to the general elections (the “*Elections*”) held immediately before the CHCC Annual Meeting. Each delegate or alternate must be present at the meeting and comply with the Elections Procedures in order to vote in the Elections.

3.3 Annual Meeting – delegate list. Not less than thirty (30) calendar days prior to the date of the CHCC Annual Meeting at which the Elections will take place, each Qualified Voting Member certified to vote as a Qualified Voting Member shall submit to the Secretary, the names of the five (5) individuals who will attend the CHCC Annual Meeting on behalf of such Qualified Voting Member and who will vote in the Elections (the “*Voting Member Delegates*”). Each Qualified Voting Member shall concurrently submit the names of the five (5) alternates who may attend and vote in the Elections in the event any named person of the Qualified Voting Member to vote is unable or unwilling to participate in the Elections.



Section 4 **Elections – Mechanics of Elections**

4.1 Immediately prior to the CHCC Annual Meeting, the Voting Member Delegates or their alternates shall meet for the purpose of electing one (A) the twelve (12) Regional Directors, and (B) the Chair and Vice Chair of the CHCC Board of Directors according to these bylaws and the Elections Procedures.

4.2 The Voting Member Delegates or their alternates from each region shall elect two (2) Regional Directors and one (1) Regional Chair for a total of three (3) board positions for their region from the list of candidates selected by the Nominations Committee.

4.3 In the event two (2) candidates receive the same number of votes, a recount will be conducted. If the matter is not thus resolved, each candidate will be allowed three (3) minutes to address the voting delegates, and then a runoff will be conducted. A candidate may appoint a representative to be present at the time the votes are counted in the event of a runoff. Should the two (2) candidates again receive an equal number of votes; the issue will then be resolved by a majority vote of the current board of directors. The Elections Procedures shall apply.

Section 5 **Membership Voting by Ballot**

5.1 **Written Ballots.** In the event that CHCC has fifty (50) or more voting members eligible to vote at any Election or meeting, the CHCC board may accept votes by written ballot.

5.2 **Notice.** In the event that CHCC determines that it will accept votes by written ballot under this section, CHCC shall send a written ballot to each Voting Member eligible to vote at least thirty (30) days prior to the meeting or Election. Written ballots and any associated materials may be transmitted and returned electronically if approved by the CHCC board of directors.

5.3 **Ballot Content.** The written ballot shall set forth the following:

- a. The proposed action;
- b. An opportunity to specify approval or disapproval of any proposal;
- c. The time by which the ballot must be received to be counted. The written ballot must provide a reasonable time within which to return the ballot to CHCC.
- d. The number of responses needed to meet the quorum requirement;
- e. For actions other than the election of directors, the percentage of approval necessary to pass the measure submitted.



- f. A statement that the written ballot shall also state that such ballot shall be voted according to the choices made, unless the written ballot is changed, and the procedures by which the ballot can be changed.

5.4 **Written Ballots for Directors.** In the event that the written ballot is for the election of directors, the ballot must also state:

- a. The names of all the nominees for the election.
- b. An opportunity to specify approval, disapproval or withholding approval. In the event that a written ballot is marked as withholding approval, the ballot shall not be voted either for or against the election of a director.

Article VII Committees

Section 1 **Standing Committees**

1.1 **Standing Committees.** The CHCC shall have the following standing committees with a chair for such committee appointed by the CHCC Chair and ratified by the CHCC board of

directors: a.Executive Committee;

b. Audit Committee;

c. Nominations Committee;

d. President/CEO Evaluation Committee.

Section 2 **Selection**

Each committee chair, other than the Executive Committee, shall select his/her committee members with the approval of the board of directors. The selection for committee membership shall seek to provide a broad representation of the entire membership.

Section 3 **Ad Hoc Committees**

The CHCC board of directors may, by resolution, create and appoint such other committee, task force or similar group as deemed appropriate to carry out the programs and activities of the CHCC.



Section 4 **Executive Committee**

4.1 **Executive Committee.** The Executive Committee shall include the following directors:

- a. Chair
- b. Vice Chair
- c. Chair, Central Region
- d. Chair, Inland Empire Region
- e. Chair, Northern Region
- f. Chair, Southern Region
- g. Secretary
- h. Treasurer
- i. Parliamentarian

4.2 **Non-Voting Members.** The Immediate Past Chair and the President and Chief Executive Officer shall serve as non-voting members of the Executive Committee.

4.3 **Functions of Executive Committee.** The Executive Committee shall review policies and procedures submitted by the President and Chief Executive Officer for the maintenance of records and accounts, receipt and expenditures of funds, preparation and submission of an annual budget, preparation and submission of an annual business plan, and periodic report to the CHCC board of directors.

4.4 **Authority of Executive Committee.** The Executive Committee shall have all the authority of the board, except as to the following:

- a. The approval of any action for which the California Nonprofit Corporation Law requires approval of the members or approval of a majority of the members;
- b. Remove, suspend or terminate the membership of a voting or non-voting member of the CHCC in accordance with the requirements of these bylaws and California law;
- c. The filling of vacancies on the CHCC board of directors or in any committee which has



- the authority of the board;
- d. The fixing of compensation of the directors for serving on the CHCC board of directors or any committee;
 - e. The amendment or repeal of bylaws or the adoption of new bylaws;
 - f. The amendment or repeal of any resolution of the CHCC board of directors which by its express terms is not so amendable or repealable;
 - g. The appointment of committees of the CHCC board of directors or the members thereof;
 - h. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
 - i. The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Nonprofit Corporation Law.

Section 5 **Audit Committee**

5.1 **Audit Committee.** The CHCC shall have an Audit Committee whose members shall be appointed by the CHCC board of directors, and who may include both directors and non-directors, subject to the following limitations:

- a. A majority of the members of the Audit Committee may not consist of members of the finance committee of the board (if such a committee is established);
- b. The chair of the Audit Committee may not be a member of the finance committee of the CHCC board of directors;
- c. The Audit Committee may not include any member of the staff or the President and Chief Executive Officer or the treasurer;
- d. The Audit Committee may not include any person who has a material financial interest in any entity doing business with CHCC; and
- e. Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their board service. It is preferred that the members of the Audit Committee have a background in accounting or financial management.



5.2 **Functions.** The Audit Committee shall:

- a. Recommend to the board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor;
- b. Negotiate the compensation of the auditor on behalf of the CHCC board of directors;
- c. Confer with the auditor to satisfy the Audit Committee members that the financial affairs of CHCC are in order;
- d. Review and determine whether to accept the audit; and
- e. Approve performance of any non-audit services provided to CHCC by the auditor's firm.



Section 6 **Nominations Committee**

The Nominations Committee shall be composed of no less than three (3) members of the CHCC board of directors representing the membership interest, which shall meet for the purpose of selecting one (1) or more nominees for the offices up for election. The Chair of the Nominations Committee will preside and conduct the candidate forum.

Section 7 **President/CEO Evaluation Committee**

The President/CEO Evaluation Committee shall be composed of no less than three (3) members of the CHCC board of directors. The committee shall meet from time to time as decided by the board, but in no case less than once per year, and shall prepare and present a written report to the board as decided by the board, but in no case less than once per year, regarding the President/CEO's performance.

Article VIII Financial

The fiscal year shall be from January 1 through December 31.

Article IX Disbursements and Contracts

Section 1 **Disbursements**

Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other instruments of indebtedness of the CHCC, shall be approved by the Executive Committee or executed in accordance with the restrictions and limitations imposed under policies and procedures adopted, from time to time, by the CHCC board of directors.

Section 2 **Contracts**

Any contract, lease or other instrument, other than those in the daily course of the operation of the CHCC, executed in the name of and on behalf of the CHCC, with the approval of the Executive Committee or executed in accordance with the restrictions and limitations imposed under policies and procedures adopted, from time to time, by the CHCC board of directors may be executed by the Chair, the Treasurer or the President and Chief Executive Officer.



Article X Bylaws

Section 1 **Records**

These bylaws shall be maintained by the Secretary and Parliamentarian. The Secretary shall keep the original copy of the bylaws at the principal office of the CHCC.

Section 2 **Amendment**

The CHCC board of directors may adopt, repeal, or amend the bylaws by a two-third (2/3) vote of the CHCC board of directors voting on the issue, except where the approval of amendments requires the approval of the Qualified Voting Members as required by California law.

Article XI Dissolution

Section 1 **Voting**

CHCC may be voluntarily dissolved either by (1) approval of a majority of all voting members of CHCC; or (2) a two-third (2/3) majority vote of the CHCC board of directors and approval of the Qualified Voting Members.

Section 2 **Distribution of Assets**

On dissolution of the CHCC, any funds remaining shall be distributed to one (1) or more regularly organized and qualified non-profit, charitable, educational, scientific, or philanthropic organization selected by the Board and defined in Section 501 (c)(3) of the Internal Revenue Code.

Article XII Indemnification

Section 1 **Definitions**

For the purposes of these bylaws:

- a. "*Agent*" means any person who is or was a director, officer, employee, or other agent of CHCC, or is or was serving at the request of CHCC as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of CHCC or of another enterprise at the request of such predecessor corporation;
- b. "*Proceeding*" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and



- c. "*Expenses*" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article.

Section 2 **Actions Brought by Persons Other than CHCC**

This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by, or in the right of, CHCC, an action brought under Section 5233 of the Corporations Code by the Attorney General or a person granted "*relator*" status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of CHCC, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, provided that such person acted in good faith and in a manner that he or she reasonably believed to be in the best interests of CHCC. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of "*nolo contendere*" or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interests of CHCC or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 3 **Actions Brought by CHCC**

3.1 Indemnification Given. This Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of CHCC, or brought under Section 5233 of the Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of CHCC, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action, provided that such person acted in good faith, in a manner that he or she believed to be in the best interests of CHCC and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

3.2. Indemnification Denied. No indemnification shall be made under this Section for any of the following:

- a. Any amounts paid in respect of any claim, issue or matter as to which any person shall have been adjudged to be liable to CHCC in the performance of his or her duty to CHCC; except that the court in which such action was brought may determine, upon application, that, in view of all the circumstances of the case, such person should be entitled to indemnity for the expenses in an amount which the court shall determine, and in such event, such person may be indemnified in that amount;
- b. Any amounts paid in settling or otherwise disposing of a threatened or pending action without court approval; or



- c. Any expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4 **Successful Defense by Agent**

To the extent that an agent of CHCC has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5 **Required Approval**

Except as provided in Section 4, above, any indemnification under this Article XII shall be made by CHCC only if authorized in the specific case on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article, which determination shall be made by any of the following:

- a. A majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- b. The court in which the proceeding is or was pending, on application made by CHCC or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by CHCC.

Section 6 **Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by CHCC before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized in this Article.

Section 7 **Other Contractual Rights**

Any right to indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent such additional rights to indemnification are authorized in the articles of incorporation of CHCC. The rights to indemnification under this Article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of CHCC may be entitled by contract or otherwise.



Section 8 **Limitations**

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(b), above, in any circumstance where it appears:

- a. That such indemnification or advance would be inconsistent with a provision of the articles, a resolution of the board or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That such indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9 **Insurance**


The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of CHCC against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not CHCC would have the power to indemnify the agent against that liability under the provisions of this section; provided, however, that CHCC shall have no power to purchase and maintain insurance to indemnify any agent of CHCC for a violation of Section 5233 of the Corporations Code.



CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY:

I certify that I am the presently elected and acting secretary of **The California Hispanic Chambers of Commerce**, a non-profit corporation, and the foregoing Amended and Restated Bylaws (“Bylaws”) are the true and correct, duly adopted bylaws of CHCC, that the Amended Bylaws were adopted on October 17, 2015, and that the Amended Bylaws include all amendments, if any, to the date of this certificate. Executed at San Diego, California, this day of 2016.

Roberto Cortez,  _____, Secretary of the Corporation

