

FOSTER CITY

CHAMBER OF COMMERCE

AMENDED & RESTATED BYLAWS

Adopted by the Members & the Board of Directors

Effective as of _____, 2023

ARTICLE I - GENERAL

Section 1. NAME & OFFICES:

Foster City Chamber of Commerce (the "Chamber") is incorporated under the laws of the State of California as a nonprofit mutual benefit corporation. The principal office for the transaction of the activities, affairs, and business of the Chamber shall be located in the City of Foster City, County of San Mateo, State of California. The Chamber may have such other offices, either within or outside the State of California, as the Board of Directors of the Chamber (the "Board") may determine from time to time.

References in these Bylaws as to matters to be "determined" by the Board shall mean a determination by a resolution of the Board.

Section 2. PURPOSE:

The Chamber is organized for the purpose of protecting, maintaining, promoting and growing the economic and business resources in Foster City while enhancing the quality of life in the community and protecting its natural resources. Members of the Chamber realize the advantage of coordinating their efforts to develop sustainable civic, industrial and commercial growth within the community through advocacy, education, networking and active involvement.

Section 3. LIMITATIONS:

All policies and activities of the Chamber shall be consistent with applicable federal, state, and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Chamber is organized and operated, and applicable tax-exemption requirements.

ARTICLE II - MEMBERSHIP

Section 1. CLASS & ELIGIBILITY:

The Chamber shall have one class of members (the "Members"). Any business firm, individual, association, corporation, partnership or estate having an interest in the purpose of the Chamber shall be eligible to apply for membership in the Chamber. The Board may establish, from time to time, such other qualifications for eligibility to join the Chamber as a Member, and such other classes of members, as the Board determines is in the best interests of the Chamber.

Section 2. APPLICATION & ADMISSION:

Application for membership shall be in writing on the forms approved by the Board. Membership shall begin upon approval of the application by the Board or its designate in its sole discretion and payment of dues in accordance with Section 3 below.

Section 3. DUES:

The Board shall, from time to time, fix the amount of dues, fees and/or assessments to be paid by Members, at such rate or rates, schedule or formula as the Board deems appropriate. Each Member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments set by the Board pursuant

to this Section and, subject to the approval of the Board, a Member may pay all or part of its dues, fees and assessments with property other than cash, including the provision to the Chamber of such Member's services or products at a discount.

Section 4: RIGHTS OF MEMBERS:

Members in good standing shall be statutory members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Each Member in good standing shall have all other rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 5: EVIDENCE OF MEMBERSHIP:

The Board may provide evidence of membership, such as certificate, plaque, decal or card as may be appropriate.

Section 6: GOOD STANDING:

Those Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and whose membership has not been terminated in accordance with the provisions of Section 7 below shall be Members in good standing.

Section 7: TERMINATION:

A. Causes of Termination. A Member's status as such shall terminate on the occurrence of any of the following events:

- (1) Resignation of the Member, upon written notice to the Chamber;
- (2) Expiration of the period of Membership, unless the same is renewed on the renewal terms fixed by the Board;
- (3) Failure of the Member to pay dues, fees, or assessments as set by the Board within ninety (90) days after they become due and payable;
- (4) Occurrence of any event that renders the Member ineligible for Member status in accordance with the provisions of Section 1 of this Article II, or failure to satisfy qualifications for such; or
- (5) Expulsion of the Member, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has engaged in conduct materially and adversely prejudicial to the purposes and interests of the Chamber.

B. Procedure for Expulsion. If grounds appear to exist for expulsion of a Member under Section 7.A above, the procedure set forth below shall be followed:

- (1) The Member shall be given fifteen (15) business days' prior written notice of the proposed expulsion and the reasons therefor. Any notice given by mail shall be sent by certified or registered mail to the Member's last address as shown on the Chamber's records.
- (2) The Member shall be given an opportunity to be heard, either orally or in writing as determined by the Board, at least five (5) business days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion should take place.
- (3) The Board, or the authorized committee or person shall decide whether or not the Member should be expelled. The deciding body may impose some lesser punishment, including suspension or some other sanction. The decision of the Board or the Board-designated committee or person shall be final.

- (4) Any action challenging an expulsion or some other sanction, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or other sanction.

Section 9: **NO TRANSFER OF MEMBERSHIP:**

Membership in the Chamber is not transferable or assignable. In the case of a Member which is a corporation, limited liability company, partnership or other entity, all rights of Membership cease on the Member's dissolution.

Section 10: **MEETINGS OF MEMBERS:**

A. Place of Meeting. Meetings of the Members shall be held at any place within Foster City designated by the Board. In the absence of any such designation, Members' meetings shall be held at the principal office of the Chamber.

B. Regular Meetings.

Annual Members' Meeting. An annual Members' meeting shall be held at a date and time as shall be set by the Board, notification of which shall be sent to Members as provided in these Bylaws. At the annual meeting Members in good standing shall be entitled to cast their votes for the election of Directors (other than the Directors who serve ex officio by virtue of their positions as Immediate Past Chair or Executive Director) and vote or discuss any proper business that may be transacted.

C. Special Meetings.

Persons Authorized To Call. A special meeting of the Members for any lawful purpose may be called at any time by the Board, any one of the officers of the Board, the Executive Director or by five percent (5%) or more of the Members.

D. Notice Requirements for Members' Meetings.

The Board must give Chamber members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

Section 12: **QUORUM:**

More than five percent (5%) of the voting power of the Members shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, the notice of each Members meeting, whether regular or special, shall conform to the provisions of these Bylaws.

Section 13: **VOTING:**

A. Eligibility to Vote. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, Members entitled to vote at any meeting of Members shall be Members in good standing as of the date of voting. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members. Members who are corporations, limited liability companies, partnerships or other entities shall each designate a representative to cast each such Member's vote.

B. Manner of Voting. Voting may be by voice, proxy or ballot. Voting for the election of Directors shall be by ballot.

C. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power of the Members represented at the meeting shall be the act of the Members unless the vote of a greater

number is required by the California Nonprofit Mutual Benefit Corporation Law or by the Chamber's Articles of Incorporation.

Section 15: **PROXIES:**

A. Right of Members. Each Member entitled to vote shall have the right to do so either through its agents authorized by a written proxy (in the form determined by the Board from time to time), signed by the Member and filed with the Secretary of the Chamber. A proxy shall be deemed signed when executed by the Member or by the Member's attorney-in-fact (including the Member's designated representative), whether manually or by facsimile. The Board may establish written policies relating to the use of proxies.

ARTICLE III – SUPPORTERS

The Chamber may refer to other individuals or entities associated with it as "members," even though those individuals or entities are not voting members as set forth in Article II of these Bylaws, but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law unless that individual or entity shall have qualified for a voting membership under Article II of these Bylaws.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: **GENERAL POWERS:**

A. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Chamber's Articles of Incorporation or these Bylaws regarding actions that require the approval of the Members, the Chamber's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board.

Section 2: **COMPOSITION; QUALIFICATIONS & TERMS:**

A. Composition. The Board shall consist of no less than five (5) and no more than seventeen (17) Directors, including the Officers, the specific number to be established from time to time by a resolution of the Board. All Directors shall be elected by the Members, except the Immediate Past Chair and Executive Director of the Chamber shall serve on the Board as Directors ex officio without the right to vote.

B. Qualifications. Any Member of the Chamber in good standing is eligible for election to the Board, but Directors need not be residents of Foster City, California.

C. Terms. Each Director shall serve staggered two (2) year terms, arranged so that approximately one-half of the Directors shall conclude their service in any year. Except for the term of the Immediate Past Chair, which may be extended under Article V, Section 2, no Director may serve more than three (3) full consecutive terms, nor shall such Director be eligible for appointment to a Board vacancy until at least a year has elapsed from the expiration date of the Director's most recent elected term. Each Director shall hold office until expiration of the term for which elected and until a successor is elected and qualified. Term limits do not apply to the Executive Director.

Section 3: **NOMINATION & ELECTION OF DIRECTORS:**

A. Annual Election.

- (1) Directors of the Chamber shall be elected annually by a majority vote of the Members at the Annual Meeting to fill Board vacancies occurring as of the beginning of the following fiscal

year. Election shall be by ballots. That number of candidates shall equal the number of Board vacancies. Those who receive the highest number of votes shall be elected to fill such vacancies. If one or more vacancies on the Board are not filled by the election of Directors at the Annual Meeting, Directors may be elected at a special meeting of Members called and held for that purpose, or via mail ballot conducted in accordance with California law. Directors elected at the Annual Member Meeting shall take office as of the immediately following April 1.

- (2) There shall be no election for the Directors who serve on the Board ex officio in their capacity as the Immediate Past Chair or Executive Director of the Chamber.

B. Nominations and Elections Policies.

The Board may adopt written policies and procedures related to Nominating and Electing members of the Board so long as they are not inconsistent with these bylaws.

Section 4: **VACANCIES:**

A. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (1) the death or resignation of any Director;
- (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the Chamber holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law;
- (3) the increase in the authorized number of Directors;
- (4) the removal of a Director pursuant to Section 4.B below; or
- (5) the failure of the Members, at any meeting of the Members at which any Director(s) are to be elected, to elect the number of Directors required to fill vacancies on the Board as of the date of that meeting.

B.

B. Removal by Members. Any Director (other than the Executive Director) may be removed by a vote of a majority of the Members.

C. Resignations. Any Director may resign effective upon giving written notice to the Chair, the Secretary or the Board, unless the notice specifies a later effective time for such resignation. No Director may resign if the Chamber would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General.

D. Filling Vacancies. Except for vacancies created by the Members' removal of Directors, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director. The Members may fill any vacancies not filled by the Directors. Each Director so elected shall serve the remaining term of the Director whose resignation or removal from the Board caused the vacancy, and until his or her successor is duly elected at the next Annual Members Meeting or until his or her death, resignation or removal from office.

E. No Vacancy on Reduction of Number of Directors. No reduction in the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5: **BOARD MEETINGS:**

A. Place of Meetings. Meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the Chamber's principal office.

B. Participation in Meetings by Means Other Than Physical Attendance. Any meeting of the Board, regular or special, may be held by:

- (1) conference telephone or electronic video screen communication, so long as all Directors participating in such meeting can hear one another; or
- (2) electronic transmission by and to the Chamber (other than conference telephone and electronic video screen communication) so long as both of the following apply:
 - (a) All Directors participating in such meeting can communicate with one another concurrently; and
 - (b) Each Director participating in such meeting 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.

C. Annual Meeting. Immediately after the Annual Meeting of the Members, the Board shall hold a regular meeting in order to elect officers and transact any other business which may be required. Notice of this meeting is not required.

D. Other Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time. In addition to the annual meeting of the Board held after the Annual Member Meeting each year, the Board shall hold no less than three (3) regular meetings in each fiscal year.

The Board may hold special meetings upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, email, facsimile, or similar electronic communication.

F. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board. The Directors may continue to transact business at a meeting at which a quorum is initially present, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

G. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice.

H. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

J. All meetings held by the Board are open to the Membership except that matters deemed in good faith to be confidential by the Board shall be addressed during a closed or attorney-client privileged.

Section 6: **ACTION WITHOUT MEETING:**

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board 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. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of the Chamber authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 7: **COMPENSATION AND REIMBURSEMENT:**

Directors shall not receive compensation for their services as members of the Board; provided, however that Directors may receive such reimbursement of expenses as may be determined by Board resolution to be just and reasonable as to the Chamber at the time the resolution is adopted.

Section 8: **CONDUCT OF MEETINGS:**

Meetings of the Board shall be presided over by the Chair, or, in his or her absence, by the Vice-Chair designated by the Board or, in the absence of each of these persons, by a chair chosen by a majority of the Directors present at the meeting. The Secretary of the Chamber shall act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. The Board may adopt other written rules concerning the conduct of Chamber meetings.

ARTICLE V - OFFICERS

Section 1: **DETERMINATION OF OFFICERS:**

The officers of the Chamber shall be a Chair of the Board, an Immediate Past Chair, one or more Vice Chairs, a Secretary, a Treasurer, and such other officers as may be elected by the Board to offices created by the Board. Officers shall have powers and duties as specified by law, by the Chamber's Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board. One person may hold two or more offices, except no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2: **ELECTION & TERM OF OFFICE:**

A. Nomination. Candidates shall be nominated for election to the offices of the Chamber by the Nominating Committee. Such nominations shall be made at the same time using the same method for the Nominating Committee's nomination of candidates to fill Board vacancies.

B. Election. The officers of the Chamber shall be elected annually by a majority vote of the Directors at the annual meeting of the Board immediately following the March Meeting of the Members. There shall be no election for the Immediate Past Chair as the outgoing Chair shall automatically become the Immediate Past Chair, provided he/she agrees to serve.

C. Term. Except as provided in these Bylaws, officers shall be elected for a term of one (1) year each. Each officer shall hold office until the expiration of the term for which elected and until a successor shall have been elected, unless otherwise removed.

D. Term Limits. No individual may serve more than two (2) consecutive one (1) year terms as Chair.

Section 3: **REMOVAL:**

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed by the Board, with or without cause, whenever in its judgment the best interests of the Chamber would be served thereby.

Section 4: **RESIGNATION:**

Any officer may resign at any time by giving written notice to the Board or to the Chair or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at a later date specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Chamber under any contract to which the officer is a party.

Section 5: **DUTIES OF OFFICERS:**

The Board shall establish written rules and duties for each officer.

ARTICLE VI – EXECUTIVE PERSONNEL

Section 1: **EXECUTIVE DIRECTOR:**

The Board may employ an Executive Director, with the terms and conditions of employment being specified in an appropriate employment contract. The Executive Director shall be accountable to the Board, and manage the daily activities of the Chamber subject to Board policy and general oversight.

ARTICLE VII - COMMITTEES

Section 1: **BOARD COMMITTEES:**

A. Executive Committee.

- (1) The Chamber shall have an Executive Committee, which shall be a Board Committee (defined as a committee all of the members of which are Directors of the Chamber). The Executive Committee shall consist of not less than five (5) members and shall include the Chair of the Board; the Vice Chairs (including the Designated Vice Chair); the Immediate Past Chair; and the Executive Director. The Chair of the Board shall serve as chair of the Executive Committee.
- (2) Except as to matters reserved to the Board under the California Nonprofit Mutual Benefit Corporation Law Executive Committee shall act for and on behalf of the Board, consistent with established Board policy, when the Board is not in session, but shall be accountable to the Board for its action.

B. Other Board Committees. In addition to the Executive Committee, the Board may create such other Board committees as from time to time may be required. Each committee shall consist of at least two (2) members, all of whom shall be Directors of the Chamber. The Board may adopt written rules pertaining to the formation, operation and termination of committees.

ARTICLE VIII - FINANCES

ARTICLE XII - DISSOLUTION

A. Distribution of Assets Held in Charitable Trusts on Liquidation. Upon the dissolution and winding up of the Chamber, assets held by the Chamber in charitable trust (if any) remaining after payment, or provision for payment, of all debts and liabilities of the Chamber, shall be distributed exclusively for charitable and/or educational purposes to one or more organizations which have established their tax exempt status under Internal Revenue Code Section 501(c)(3) as selected by the Board. Any of such assets not so distributed shall be distributed by the Superior Court in the county in which the Chamber's principal office is located, exclusively for the aforesaid exempt purposes to such organization or organizations as are then described in Internal Revenue Code Section 501(c)(3) as said Court shall determine.

B. Distribution of Other Assets on Liquidation. Upon the dissolution and winding up of the Chamber, each Member shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment, of all debts and liabilities of the Chamber.

ARTICLE XIII - AMENDMENTS

Section 1: **AMENDMENT BY BOARD:**

A. Membership Rights Limitations. Subject to the rights of the Members provided in these Bylaws or by the laws of the State of California and the limitations set forth below, new Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority vote of the Board; provided, however, in no event shall an adoption, amendment or repeal of Bylaws materially and adversely affect the Members' right to voting.

C. High Vote Limitation. If any of these Bylaws requires a higher Board vote than is otherwise required by law, said Bylaw may not be altered, amended, or repealed except by such higher Board vote.

Section 2: **AMENDMENT BY MEMBERS:**

New bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Members. Any provision of these Bylaws that requires a higher vote of the Members than otherwise is required by law may not be altered, amended, or repealed except by vote of that higher number. No amendment may extend a Director's term beyond that for which the Director was elected.