

Bylaws of the San Juan Capistrano Chamber of Commerce

Article 1 General

Section 1. Name: This organization is incorporated under the laws of the State of California and shall be known as the San Juan Capistrano Chamber of Commerce.

Section 2. Limitation of Activity: The San Juan Capistrano Chamber of Commerce shall observe all local, state and federal laws which apply to a not-for-profit organization as defined in Section 501(C)(6) of the Internal Revenue Code.

Section 3. Mission: To create and promote a climate where businesses can operate in a productive and profitable manner.

Section 4. Specific Objectives and Purposes:

1. To promote and assist businesses in San Juan Capistrano creating a climate where they can operate in a productive and profitable manner.
2. To cooperate with and represent the business community of San Juan Capistrano both locally and in the context of our position within the region.
3. To educate, inform and encourage residents to shop and dine in San Juan Capistrano and patronize local businesses.
4. To work with the Mission, the City and local businesses to educate, and inform visitors, the travel industry, and the general public about San Juan Capistrano as a tourist destination.
5. To provide opportunities and benefits for Chamber Members that strengthen their business.
6. To increase the economic base of San Juan Capistrano while preserving our historic resources, quality of life, rural ambiance and the interest of our members.

Article 2 Membership

Section 1. Eligibility:

Any reputable person, firm, partnership, corporation, association, business or estate that supports and is committed to the objectives and purpose of the Chamber shall be eligible for membership.

All applications for membership will be subject to approval of the Board of Directors or its designated agent.

Section 2. Classification of Membership

The classification of membership will be as follows:

- a. **Business Membership:** Persons engaged in business in the City of San Juan Capistrano and the surrounding areas shall be eligible for business membership. Such members shall designate a representative to represent it with respect to the Chamber, and shall enjoy the rights and privileges of the Chamber including the right to vote and hold office.
- b. **Resident Membership:** Any resident of San Juan Capistrano, or resident of the area adjoining San Juan Capistrano, who support and commit to the objectives and purposes of the Chamber shall be eligible for residential membership and shall enjoy the rights and privileges of the Chamber excluding the right to hold office.
- c. **Honorary Membership:** Honorary membership of the Chamber will be conferred upon current members of the City Council and other individuals selected by the Board of Directors. Honorary membership shall include all the privileges except those of holding office and voting, with the exemption from the payment of dues. Election to honorary membership shall require a majority affirmative vote by the Board of Directors. The Board of Directors may revoke an honorary membership at any time by a majority vote.
- d. **Senior Resident Membership:** Any person not actively engaged in business, 55 years of age or older, and who wishes to associate with and support and promote the objectives of this organization, shall be eligible for senior resident membership, provided such person resides within the city limits of San Juan Capistrano. Senior resident membership shall enjoy all of the privileges of the Chamber excluding the right to hold office.
- e. **Non-Profit Membership:** Member organization must be defined by Section 501 (C) (3) of the IRS code. Such members shall designate a representative to represent it with respect to the Chamber, and shall enjoy the rights and privileges of the Chamber including the right to vote and hold office.

Section 3. Application and Election: All applications for membership, other than honorary membership, shall be deemed a commitment on the part of the applicant to the purposes of the Chamber, and adherence to its Bylaws, rules and regulations.

Section 4. Evidence of Membership: A member in good standing may state that he or she is a member of the Chamber and may display such evidence of membership as may be issued by the Chamber.

Section 5. Expulsion: Members may be expelled by the Board of Directors for cause, or for nonpayment of dues. No member shall be expelled for cause other than nonpayment of dues or budget subscriptions, without the opportunity of a hearing before the Board of Directors at a prescribed time and place and after reasonable notice.

Section 6. Resignation: A member may resign at any time by giving notice of such intention in writing to the Chamber. After the Board of Directors has accepted the resignation, reinstatement may be made only by payment of dues for the balance of the year.

Section 7. Termination of Membership: The death, resignation or expulsion of a member shall terminate his/her membership. The substitution of a new representative for the holder of an organizational membership shall in no case terminate the particular membership.

Section 8. Fees and Dues: The cost of the membership shall be the dues of the classification of membership for which the person is applying. Such dues shall be paid at the time of applying for membership, and shall cover a twelve-month period.

Section 9. Annual Meeting: The Annual Meeting of the membership shall be in the month of July of each year. The time and place shall be fixed by the Board of Directors and notice given electronically to each member at least twenty days in advance of the meeting.

Section 10. Special Meetings: Special Meetings of the Chamber membership may be called by a majority of the Board of Directors, the President, or by 33% or more of the members. Notice of such meetings shall be mailed to each member at least fifteen days prior to such meetings or sent electronically. When a meeting is requested by the membership, the Board of Directors must then set the date of the meeting no less than 30 or more than 60 days after the receipt of the request. Notice of the meeting must be given within twenty days after the receipt of the request.

Article 3 Directors

Section 1. Number and Election of Directors:

The corporation shall have a minimum of nine and a maximum of seventeen directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications:

- a. Directors shall be of the age of majority in this state.
- b. Directors must own or represent a business or non-profit located in or conducting business in San Juan Capistrano.
- c. Directors must be a member or designated representative of an organizational member in good standing.
- d. Directors must share, support and be committed to the goals and objectives of the Chamber of Commerce.

Section 3. Conflicts of Interest: If potential conflicts of interest exist they will be fully disclosed and discussed. Consideration will be given to whether or not the conflict is sufficiently fundamental to disqualify a candidate for the Director position. If the conflict is not material then the Director may serve, but shall refrain from voting on certain issues arising out of the potential conflict. Directors having any material conflict of interest on any particular matter must refrain from voting on matters related to said conflict.

Section 4. Powers: Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5. Duties: It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- f. Participate in Chamber events such as mixers and special events.

- g. Foster Membership and encourage sponsorship of the Chamber of Commerce.
- h. Make an active contribution to the work of the Chamber through committee work and planning sessions.

Section 6. Election:

a. Tenure of Office: Each director shall be elected for a period of three (3) years on or before June 15th of each year. Directors serving a full term may be reelected to the Board for another full term of three (3) years. After two terms this Director will be ineligible for reelection until after the lapse of one (1) year following his/her term.

Directors filling a vacancy may serve a term of three (3) years with the first year beginning at their date of election and ending on the following June 30th. They may then be reelected for one more full three (3) year term under the same guidelines as stated above.

b. Election of Directors:

No later than March 1st of each year the President of the Board shall appoint a three (3) member nominating committee, at least two (2) of whom must be members of the Board of Directors. This committee will nominate a slate of candidates consisting of the number of vacancies scheduled to be filled at the end of the current term (June 30th of that year). All nominees must be a member or the designated representative of an organizational member of the Chamber in good standing. The nominating committee shall interview each of the candidates thus selected prior to placing their names on the "Slate of Candidates," and secure their pledges to serve faithfully if elected as a Director.

The Slate of Candidates shall be sent to the membership by regular mail or email no later than May 1st.

Any thirty (30) members may nominate one or more additional candidates by filing with the Executive Director of the Chamber an approved petition form no later than ten (10) days after the Slate of Candidates is sent to the membership. The thirty (30) members designated above shall not include more than one (1) signature per member, and each of these members must be in good standing prior to the initial slate being sent out.

If no petitions are filed within ten (10) days after the Slate of Candidates is sent to the membership, the Candidates selected by the Nominating Committee are deemed elected.

Should a petition be filed, the Nominating Committee would then prepare a ballot with all candidates listed in alphabetical order which shall be sent to the membership by a means selected by the Nominating Committee. The election would then occur with the candidates receiving the most votes being elected to fill the vacancies available.

Section 7. Compensation:

Directors shall serve as Board members without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties; and they may be compensated for specific activities which are above and beyond their duties as a Board member when this is approved in advance and in writing by the Board.

Section 8. Place of Meetings:

Meetings shall be held at locations within San Juan Capistrano as may be designated by the President of the Board of Directors.

Section 9. Regular Meetings:

Regular meetings of Directors shall be held on the second Tuesday of every month unless such day falls on a legal holiday, in which event the regular meeting shall be held at the time designated by the Executive Board. Two meetings per year will open to the general membership.

Section 10. Special Meetings:

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or if different, by the persons specifically authorized under the laws of this state to call Special Meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the Special Meeting.

Section 11. Notice of Meetings:

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- b. Special Meetings. The Executive Committee of the corporation shall give at least one-week notice to each director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification or e-mail, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within 24 hours of the first transmission.

- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Meetings:

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the chairperson at such a meeting shall entertain is a motion to adjourn.

Section 13. Majority Action as Board Action:

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage of different voting rules for approval of a matter by the Board of Directors.

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 individually or collectively consent in writing to that action, or by telephone or email with thorough documentation. Such action by written consent or by telephone or email shall have the same force and effect as a unanimous vote of the Board. Such written, telephonic or electronic consent or consents shall be filed with the minutes of the Board.

Section 14. Conduct of Meetings:

Meeting of the Board of Directors shall be presided over by the President of the Board, or in his or her absence, by the Vice President of the Board or, in the absence of each of these persons, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rule of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of the law.

Section 15. Vacancies:

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected majority of directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors. The Board of Directors may nominate prospective directors to fill the vacancy and vote for their choice. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. Nominees must be presented for discussion at a full board meeting at least thirty (30) days prior to being presented for election to the Board of Directors.

Section 16. Reserved.

Section 17. Non-liability of Directors:

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 18. Indemnification by Corporation of Directors and Officers:

The corporation to the fullest extent permissible may, at its sole option, indemnify the directors and officers of the corporation under the laws of this state.

Section 19. Public Relations:

The Chamber of Commerce may take a position on issues that affect their members. The Board of Directors will with proper notice invite the general membership to discuss and debate the issues. The Board will then come to an informed position. If the membership is deeply divided on the issue, the Chamber position shall be neutral.

The Board of Directors will state the Chamber of Commerce position on issues either through a designated spokesperson or as individual directors. Directors reserve the right to publicly state their own differing positions so long as they clarify that they are not speaking on behalf of the Chamber of Commerce.

The use of the name of the Chamber, by a member, in any other form for advertising or publicity purposes is prohibited except upon expressed authority of the Board of Directors.

Section 20. Insurance for Corporate Agents:

Except as may be otherwise proved under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation including a director, officer, employee or other agent of the corporation against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 4 Officers

Section 1. Designation of Officers:

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications:

Any Director is qualified to be elected as an officer of the corporation.

Section 3. Election and Term of Office:

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a maximum of three one-year terms at which point he or she will not be eligible for election as an officer until after one year out of office; or until he or she resigns or is removed or is otherwise disqualified to serve.

Section 4. Removal and Resignation:

The Board of Directors may remove any officer, either with or without cause, at any time by a two-thirds vote of the full Board. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies:

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

Section 6. Duties of President:

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and, if the corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be expressly authorized by the Board of Directors.

Section 7. Duties of Vice President:

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary:

The Secretary shall certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been

terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes or the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer:

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Work with the committees prepared budgets to create an annual fiscal budget to be passed by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. File all required tax returns.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Article 5 Committees

Section 1. Executive Committee:

The Board of Directors may, by a majority vote of its members, designate an Executive Committee composed of the President, the President-Elect, the Treasurer, the Secretary, and such other appointed Directors and the Executive Director, the latter without the right to vote.

The Executive Committee shall carry out executive assignments as directed by the Board of Directors when deemed necessary. The powers and authority shall be with the Board of Directors unless expressly delegated to the Executive Committee for a special assignment.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees:

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees:

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 4. Limitation of Authority:

Except as otherwise properly delegated herein, no action by any member, committee, Director or Officer shall be binding upon or express policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Article 6
Executive Director

The Board of Directors will employ the Executive Director of the Chamber of Commerce. The Executive Director will be responsible for managing the daily affairs of the Chamber of Commerce office while serving the members, residents and visitors of San Juan Capistrano in keeping with the Chamber's Mission Statement. The Executive Director, working with the committee chairpersons, will help facilitate the goals of the Chamber as directed by the Board of Directors. The primary responsibility of the Executive Director is to promote the businesses of San Juan Capistrano which also includes planning mixers and special events. The Executive Director shall serve as advisor to the President of the Board and shall assemble information and data and prepare reports as required by the Board of Directors. The Executive Director will be a non-voting member of the Board of Directors, the Executive Committee and all committees. The Executive Director shall be responsible for the preparation of an operating budget, in conjunction with the Treasurer, covering all activities of the Chamber. The Executive Director shall also be responsible for all expenditures with approved budget allocation.

The Board of Directors will review the performance of the Executive Director annually, fostering communication and evaluating performance. In the event that an Executive Director is not performing the duties for which he or she was hired after being put on notice in accordance with the Employee Handbook, the full Board of Directors with a majority vote may choose to terminate the Executive Director.

The salaries of the Executive Director and other paid employees, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries shall be reasonable and given in return for services actually rendered to or for the corporation. Salaries will be reviewed annually by the Executive Committee of the Board.

Article 7
Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments:

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes:

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payments of money, and other evidence of indebtedness of the corporation shall require two of the following signatures: President, Treasurer, or Executive Director.

Section 3. Deposits:

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts:

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the not-for-profit purposes of this corporation.

Article 8 Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records:

The corporation shall keep at its office:

- a. Minutes of all meetings of directors, committees of the Board of Directors and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the classification of membership held by each member and the termination date of any membership; and
- d. A copy of the Articles of Incorporation and Bylaws of the corporation as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal:

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Inspection Rights of Directors:

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Inspection rights of Members:

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts:

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report:

The board shall cause any annual or periodic report required under law to be prepared and delivered to any office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

**Article 9
IRC 501 (C) (6) Tax Exemption Provisions**

Section 1. Limitations on Activities:

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (6) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement:

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 2. Distribution of Assets:

Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510 (c) (6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 10
Amendment of Bylaws

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article 11
Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Bylaws were revised and approved by the Board of Directors at their regular monthly meeting on April 8, 2008.

Eric Altman, Board President