



Bylaws

Incorporated: July 17, 1946 Approved: July, 2011

MISSION STATEMENT

The Indio Chamber of Commerce is dedicated to the promotion, support and enhancement of a growing economy and quality of life for the community.

VISION STATEMENT

The Indio Chamber of Commerce will provide dynamic leadership in transforming Indio into a local, regional and international center for commerce, education, culture and recreation.

TABLE OF CONTENTS

ARTICLE I:	GENERAL	Page 3
Section 1	Name	
Section 2	Purpose	
Section 4	Limitation of Methods	
ARTICLE II:	MEMBERSHIP	
Section 1	Eligibility	
Section 2	Election of Members	
Section 3	Investments	
Section 4	Representation	
Section 5	Termination of Membership	
ARTICLE III	MEETINGS OF MEMBERS	Page 4
Section 1	Place of Meetings	
Section 2	Annual Meeting	
Section 3	Regular Membership Meetings	
ARTICLE IV	BOARD OF DIRECTORS	
Section 1	Authority	
Section 2	Term of Office	
Section 3	Eligibility	Page 5
Section 4	Appointment of Nominating Committee	
Section 5	Nomination of Board of Directors	
Section 6	Ballot	
Section 7	Seating of New Directors	
Section 8	Regular Board Meetings	
Section 9	Special Board Meetings	
Section 10	Quorum	Page 6
Section 11	Notices, Agenda, Minutes	
Section 12	Waiver of Notice	
Section 13	Adjournment	
Section 14	Action Without Meeting	
Section 15	Absence from Meetings	
Section 16	Vacancies	Page 7
Section 17	Resignation	
Section 18	Fees and Compensation	

ARTICLE V:	OFFICERS	Page 7
Section 1	Officer Composition	
Section 2	Term of Office	
Section 3	Eligibility	
Section 4	Vacancies	
Section 5	Election of Officers	
Section 6	Responsibilities of Officers	
A.	Chairman of the Board	Page 8
B.	Immediate Past Chairman	
C.	Chairman-Elect	
D.	Vice-Chairman	
E.	Secretary	
F.	Chief Financial Officer	
G.	President/Chief Executive Officer	Page 9
ARTICLE V:	COMMITTEES	
Section 1	Appointment and Authority	
Section 2	Limitation of Authority	
Section 3	Definition	
1.	Standing Committees	
a.	Executive Committee	Page 10
b.	Finance/Audit Committee	
c.	Government Affairs and Public Policy Committee	
d.	Events Committee	
2.	Ad-Hoc/Temporary Committees	Page 11
Section 4	Committee Funds	
ARTICLE VII: FINANCES		
Section 1	Funds	
Section 2	Disbursements	
Section 3	Fiscal Year	
Section 4	Budget	
Section 5	Bonding	
Section 6	Maintenance and Inspection of Articles, Bylaws and Financial Records	
Section 7	Review of Financial Records	
ARTICLE VIII: DISSOLUTION		Page 12
ARTICLE IX: PARLIMENTARY PROCEDURE		
ARTICLE X: INDEMNIFICATION CLAUSE		
ARTICLE XI: REFERENDA		
ARTICLE XI AMENDMENTS		

ARTICLE I – GENERAL

SECTION 1: NAME. This organization is incorporated under the laws of the State of California as the Indio Chamber of Commerce Incorporated, and shall be known as the Indio Chamber of Commerce.

SECTION 2: PURPOSE. The Indio Chamber of Commerce is organized to promote and support the business community.

SECTION 3: LIMITATION OF METHODS. The Indio Chamber of Commerce shall observe all local, state, and federal laws and regulations of the Internal Revenue Code which apply to a Non-profit organization as defined in Section 501, (c) (6) of the Internal Revenue Code.

ARTICLE II-MEMBERSHIP

SECTION 1: ELIGIBILITY. Any business entity, government agency, educational organization, estate, association or individual having an interest in the objectives of this organization shall be eligible for membership, regardless of location or place of residence.

SECTION 2: ELECTION OF MEMBERS. Applications for membership shall be on forms provided for that purpose, signed by the applicant. Election of members shall be by the affirmative vote of the majority of the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment.

SECTION 3: INVESTMENTS. Membership investment dues shall be determined by the President/CEO and the Board of Directors, and are payable in advance.

SECTION 4: REPRESENTATION. Upon becoming a member of the Chamber, each member shall appoint a single representative to exercise its voting privilege and act as the member's primary representative.

SECTION 5: TERMINATION OF MEMBERSHIP. (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) Any member shall be terminated by the Board of Directors by a majority vote for non-payment of dues after 90 days from the due date, unless otherwise extended for good cause. Members reported 90 days delinquent in the payment of dues shall not be entitled to vote at any meeting of the Chamber until such delinquency has been cured by payment in full of dues owed to date; (c) Any member may be terminated by a majority vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. If the Board of Directors determines that termination is warranted, the member to be terminated shall be given fifteen (15) days' notice of the intended termination. The notice shall be made by first class mail, postage prepaid, addressed to the member at

his/her last address shown on the records of the Chamber. The notice shall state the reason for termination and state that the member has an opportunity to submit a written statement why the termination should not take place, which statement must be received in the Chamber office not less than five (5) days before effective date of termination. The Board of Directors shall consider the member's statement, if any and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

ARTICLE III: MEETING OF MEMBERS

SECTION 1: PLACE OF MEETINGS. Meetings of members shall be held at any place designated by the Board of Directors.

SECTION 2: ANNUAL MEETING. The Annual Meeting of the Chamber shall be held during the fiscal year; place, date and hour to be designated by the Board of Directors.

SECTION 3: REGULAR MEMBERSHIP MEETINGS. The Board of Directors may provide for holding general membership meetings whenever it may be deemed necessary or advisable. Announcements shall be made in the press and by any other means at hand.

ARTICLE IV-BOARD OF DIRECTORS

SECTION 1: AUTHORITY. The governing Board of Directors of the Indio Chamber of Commerce is responsible for establishing general policy and direction for the Chamber, including adoption of the annual budget, monitoring financial position, adoption of an annual program of work; approval of legislative positions; confirmation of appointments to the Board or Executive Committee; approval of amendments to Chamber Bylaws; selection of the President/Chief Executive Officer and related matters. The Board of Directors shall consist of fifteen (15) active Chamber members, whose annual dues are current. The number of Board of Directors may increase upon growth of membership with an approximate ratio of one (1) Board of Director to thirty (30) Chamber members.

SECTION 2: TERM OF OFFICE. Board member terms coincide with the fiscal year. Members of the Nominating Committee will declare the number of open board positions to be elected annually. Board shall be elected annually. No director shall serve more than two (2) consecutive full three (3) year terms. No Director serving two (2) consecutive full terms shall be eligible for re-election until after the lapse of one (1) year following his/her second term. No director serving to fill a vacancy of one (1) or two (2) years in addition to a three (3) year term, whether elected or appointed, may serve more than six (6) years. The sole exception being that if the Immediate Past Chairman of the Board has completed his/her allowable two (2) - three (3) year terms.

SECTION 3: ELIGIBILITY. Any active member in good standing, representing a legitimate business interest, who has been a member for at least one (1) year, is eligible to serve as a Director. Only one representative from any one member business or its affiliates may serve on the Board at any time. This includes persons working in a different company or organization run by or a subsidiary of another with the same management. At all times, the Chamber membership shall strive to ensure that the Board reflects diversity of interest in the organization and the business composition of the Chamber. No more than one (1) non-business affiliated member may serve on the Board at any time.

SECTION 4: APPOINTMENT OF NOMINATING COMMITTEE. The Chairman of the Board shall appoint a five (5) person Nominating Committee each January. It shall consist of three (3) Board members and two (2) other members of the Chamber. The Vice-Chairman of the Board shall designate the chairman for the Nominating Committee. The President/Chief Executive Officer shall serve as a non-voting ex-officio member of the committee.

SECTION 5: NOMINATION OF BOARD OF DIRECTORS. In February, the Nominating Committee shall convene to review each director and determine if directors at the end of their terms should be recommended for re-election. At the March Board meeting, the Nominating Committee shall recommend for approval the candidates for election to one (1) three (3) year term. No member of the Nominating Committee shall be eligible for reelection that year.

SECTION 6: BALLOT. The official ballot with background information on each candidate shall be mailed to each Chamber member representative in good standing. A thirty (30) day period for casting ballots shall be allowed. Upon receiving the returned ballots, the President/ Chief Executive Officer will place them in a secure location. Prior to the May Board Meeting, the Nominating Committee will convene to count the ballots and will present the election results in writing to the Board of Directors. The announcement will then be made to the newly elected board members and to the general membership.

SECTION 7: SEATING OF NEW DIRECTORS. All newly-elected Directors shall be seated at the regular June Board of Directors meeting and shall be participating members thereafter.

SECTION 8: REGULAR BOARD MEETINGS. The Board of Directors shall meet monthly on a schedule as determined by the Board. Any meeting may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

SECTION 9: SPECIAL BOARD MEETINGS. Special Board meetings may be called by the Chairman of the Board at his/her own election or by the the Chairman of the Board upon written request of three (3) members of the Board. Notice of the time and place of any special meetings (including the

purpose of the meeting) shall be given to each director at least forty-eight (48) hours in advance of said meeting. Notice may be made in person, by telephone, fax or electronic means to the Director's address shown on the records of the Chamber.

SECTION 10: QUORUM. A majority of the number of Directors constitutes a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the quorum.

SECTION 11: NOTICES, AGENDA, MINUTES. Prior to the scheduled meeting, written notice, agendas, minutes, financial statements and other relevant information shall be made available to the Board of Directors meetings based upon their preference.

SECTION 12: WAIVER OF NOTICE.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. Minutes, waivers, consents and approvals shall be filed with the corporate records. Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

SECTION 13: ADJOURNMENT. A majority of Directors present, whether or not a quorum, may adjourn any meeting. If a meeting is adjourned to reconvene at a later time, all Directors shall be notified of the rescheduled meeting regardless of their presence at the initial meeting.

SECTION 14: ACTION WITHOUT 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 individually or collectively consent in writing to that action. Such action by written consent shall have the same force and affect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the Board.

SECTION 15: ABSENCE FROM MEETINGS. In the event any Director is absent more than three (3) Board meetings during any 12-month period for reasons which the Board fails to declare sufficient, the resignation of that Director shall be deemed to have been tendered and accepted. The Board of Director applying for a leave of absence must supply a letter to the President/Chief Executive Officer in writing, stating: reason for leave, effective date, and date of return. The Board of Directors shall fill vacancies on the Board of Directors by a majority vote based on recommendations of the Chairman of the Board.

SECTION 16: VACANCIES: Directors shall be appointed by the Chairman of the Board from the general membership and approved by a majority vote of the Board of Directors to fill the vacancy for the unexpired term of the Board Member replaced. Officers shall be appointed from the Board of Directors upon recommendation of the Executive Committee and approved by the Board of Directors to fill the vacancy for the unexpired term of the officer replaced.

SECTION 17: RESIGNATION. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the President/Chief Executive Officer, Chairman of the Board or the Secretary of the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

SECTION 18: FEES AND COMPENSATION. Directors and members of the Committees shall serve without compensation for their services. This shall not preclude any Director from serving the Chamber in any other capacity and receiving compensation for that service.

ARTICLE V-OFFICERS

SECTION 1: OFFICER COMPOSITION. Officers shall be: Chairman of the Board, Immediate Past Chairman, Chairman-Elect, Vice Chairman, Chief Financial Officer and Secretary. The President/Chief Executive Officer shall be a non-voting ex-officio member of the Executive Committee.

SECTION 2: TERM OF OFFICE. All Officers, with the exception of the President/Chief Executive Officer, are elected to one-year terms. The sole exception being if the Board of Directors approves to retain the same member in the same seat for a single additional year, determined by a majority vote of members present.

SECTION 3: ELIGIBILITY. Appointed members of the Board are not eligible for Officer positions.

SECTION 4: VACANCIES. Based upon recommendation of the Chairman of the Board, the Board of Directors shall fill officer vacancies determined by a majority vote of the Board members present.

SECTION 5: ELECTION OF OFFICERS. At the June Board meeting the current Directors shall elect the Officers for the ensuing year. Nominations for Officers will be from a slate presented by the Nominating Committee, then opened for additional nominations prior to the vote. The officers will be determined by a majority vote of members present.

SECTION 6: RESPONSIBILITIES OF OFFICERS. The duties of the Officers shall include: exercise the powers of the Board of Directors between meetings and shall be accountable to the Board of Directors for actions taken; make

recommendations to the Board of Directors; establish the Planning Conference; other duties as assigned by the Board; conduct an annual performance evaluation of the President/Chief Executive Officer; function as the Human Resources Committee.

- (A) CHAIRMAN OF THE BOARD.** The Chairman of the Board shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the Membership, Board of Directors and Executive Committee. The Chairman of the Board shall, with the advice and counsel of the President/Chief Executive Officer, assign responsibilities of officers, subject to Board of Directors' approval. The Chairman shall review the agenda for the Board of Director's meetings. The Chairman shall, with the advice and counsel of the Chairman-Elect, and President/Chief Executive Officer, determine all committees and select all committee chairpersons, subject to the approval of the Board of Directors. The Incoming Chair shall serve as Chair of the Planning Conference and shall be responsible for determining that the programs and activities of the Chamber are in compliance with the chamber's mission. The Chairman of the Board shall serve as an ex-officio member of all committees,
- (B) IMMEDIATE PAST CHAIRMAN.** The Immediate Past Chairman will serve as Senior Advisor to the Chairman of the Board and shall perform such duties as may be assigned to him/her by the Chairman of the Board or the Board of Directors. The Immediate Past Chairman shall be a voting member of the Board of Directors and the Executive Committee.
- (C) CHAIRMAN-ELECT.** The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board. The Chairman-Elect shall serve as a member of the Finance/Audit Committee.
- (D) VICE-CHAIRMAN.** The Vice-Chairman shall have under his/her jurisdiction, the coordination of all committees in their assigned division of the Chamber's program. Unless eligible for reelection, the Vice Chairman shall serve as Chair of the Nominating Committee.
- (E) SECRETARY.** The Secretary shall prepare, or cause to be prepared, notices, agendas, and minutes of meetings of the Board and the Executive Committee.
- (F) CHIEF FINANCIAL OFFICER.** The Chief Financial Officer shall prepare, or cause to be prepared, regular financial reports for the Board of Directors, and shall oversee financial matters of the organization. He/she shall review the monthly financial expense and income statements and report findings to the Board. The Chief Financial Officer shall serve as chair of the Finance/Audit Committee. The Chief Financial Officer shall work with the President/ Chief Executive Officer to review the financial activities throughout the fiscal year and assist in the preparation of an annual budget.

(G) PRESIDENT/CHIEF EXECUTIVE OFFICER. The Board of Directors shall employ a President/Chief Executive Officer and shall be the corporate secretary, the chief administrative and executive officer of the Chamber.

1. The President/Chief Executive Officer shall serve as advisor to the Chairman of the Board and shall assemble information and data and cause to be prepared special reports as required by the programs of the Chamber.
2. The President/Chief Executive Officer shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.
3. The President/Chief Executive Officer shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors.
4. The President/Chief Executive Officer shall be responsible for hiring, discharging, directing and supervising all employment activities.
5. The President/Chief Executive shall oversee the day-to-day operations of the Chamber.

ARTICLE VI-COMMITTEES

SECTION 1: APPOINTMENT AND AUTHORITY. The Chairman of the Board, with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The Chairman may appoint such ad hoc committees and their chairpersons as are deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the term of the appointing Chairman and shall serve concurrently with the term of the appointing Chairman unless a different term is approved by the Board of Directors.

It shall be the function of committees to conduct investigations and studies, hold hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

SECTION 2: LIMITATION OF AUTHORITY. No action by any member, committee, director or officer shall be binding upon or constitute an expression of, the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

SECTION 3: DEFINITION. Two types of Chamber Committees shall be created:

1. **STANDING COMMITTEES.** Created for the purpose of carrying out the long-term purposes of implementing and establishing the Chamber's mission. Initiation of program committees shall be determined by a majority vote of the board members present. The term as chair of a committee, regardless of method of appointment, shall be for a twelve (12)

month period from July 1 to June 30 or any part of the activity year.

- a. **EXECUTIVE COMMITTEE.** The Executive Committee shall be composed of the Chairman of the Board, Immediate Past Chairman, Chairman-Elect, Chief Financial Officer, President/Chief Executive Officer and up to two (2) members of the Board of Directors who shall be appointed by the Chairman of the Board, subject to approval of the Board of Directors. The Executive Committee shall be available on the call of the Chairman to assist and advise the Chairman and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board of any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum.
- b. **FINANCE/AUDIT COMMITTEE.** The Finance Committee shall consist of the Chairman of the Board, Chief Financial Officer, Chairman-Elect and a minimum of one (1) additional member of the Board of Directors. The Finance/Audit Committee should take an active role in the prevention and deterrence of fraud and an effective ethics and compliance program. The Finance/Audit Committee should constantly challenge management and the auditors to ensure that the entity has appropriate antifraud programs and controls in place to identify potential fraud and to ensure that investigations are undertaken if fraud is detected. The Finance/Audit Committee should take an interest in ensuring that appropriate action is taken against known perpetrators of fraud. The Finance/Audit Committee is responsible for reviewing draft audited financial statements and management letter comments as well as the implementation of such comments as deemed necessary. The Finance/Audit Committee shall meet as deemed necessary, but no less than two (2) times per year.
- c. **GOVERNMENT AFFAIRS AND PUBLIC POLICY COMMITTEE.** Government Affairs and Public Policy Committee (GAPP) shall consist of a minimum of one (1) Officer, two (2) Board Members and Chamber members that are interested in pro-business friendly legislation. The GAPP shall meet on a monthly basis and/or determined by a majority of the GAPP members, but no fewer than six (6) times per year. A majority of the voting members of the GAPP Committee shall constitute a quorum.
- d. **EVENTS COMMITTEE.** The Events Committee shall consist of a minimum of one (1) officer, 2 (two) Board Members and Chamber members that are interested in promoting the activities of the Chamber. The Events Committee shall meet as deemed necessary, but no less than six (6) times per year.

2. AD-HOC/TEMPORARY COMMITTEES. Appointed by the Chairman

of the Board with approval of the Board for special purpose projects not covered by the activities of a "standing" committee. An ad-hoc/temporary committee's purpose and membership shall be reviewed by each new succeeding Chairman of the Board, and the same may be confirmed, modified or abolished.

SECTION 4. COMMITTEE FUNDS. Money raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the chamber and are not the property of individual committees.

ARTICLE VII - FINANCES

SECTION 1: FUNDS: All money paid to the Chamber shall be placed in a general operating fund except that money allocated or contributed for a special purpose shall be placed in a separate account for such purpose.

SECTION 2: DISBURSEMENTS. Upon approval of the budget, the President/Chief Executive Officer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

SECTION 3: FISCAL YEAR. The fiscal year shall be July 1 to June 30.

SECTION 4: BUDGET. The annual budget for the Chamber shall be adopted no later than July 30 of each fiscal year by the Board of Directors. It shall be the responsibility of the President/Chief Executive Officer to follow the adopted budget, or to recommend amendments as necessary. The budget is a guideline for revenue and expenditures and each line item may vary as circumstances dictate.

SECTION 5: BONDING. Officers and Staff, as the Executive Committee may designate, shall be bonded by a sufficient fidelity bond paid for by the Chamber.

SECTION 6: MAINTENANCE AND INSPECTION OF ARTICLES, BYLAWS AND FINANCIAL RECORDS. A copy of the Chamber's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any member at all reasonable times during office hours.

SECTION 7: REVIEW OF FINANCIAL RECORDS. An audit shall be made by a recognized accounting firm annually. All reports of the CPA shall be distributed to the Board of Directors at the next scheduled Board meeting after receipt of the financial report.

ARTICLE VIII: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3) or 501(c) 6.

ARTICLE IX: PARLIAMENTARY PROCEDURE

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Articles of Incorporation or Bylaws of the Chamber.

ARTICLE X-INDEMNIFICATION CLAUSE

No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

ARTICLE XI: REFERENDA

Upon the request in writing of ten percent (10%) of the members in good standing, the Board of Directors shall, or upon its own initiative may, submit a question by mail to the membership for a referendum vote. The ballot for that vote shall be accompanied by briefs stating both sides of the question. Action taken thereon by the membership shall be final and shall bind the Board of Directors. Each member may indicate his/her vote on the referenda and return his/her ballot to the office of the Chamber of Commerce either in person or by mail not later than 5:00 pm on the thirtieth (30th) day after the ballots have been mailed. A fifty percent (50%) vote of the membership shall constitute a referendum and a majority of the votes cast shall control.

ARTICLE XI: AMENDMENTS.

These bylaws may be amended by a majority vote of members present at a regular or special meeting. Twenty one (21) days' notice must be given to the Directors concerning any proposed changes providing the notice for the meeting includes the proposals for amendments.

By-Laws Amended:

**OCTOBER 1989
JULY 1990
AUGUST 1991
FEBRUARY 1993
JANUARY 17, 1995
MAY 18, 1999**

**MAY 16, 2000
AUGUST 21, 2001
DECEMBER 2003
APRIL 21, 2009
JULY 2011**