

SACRAMENTO ASIAN-PACIFIC CHAMBER OF COMMERCE
AMENDED AND RESTATED BYLAWS

**ARTICLE I
GENERAL**

SECTION 1. NAME

This organization is formed and operated under the laws of the State of California and shall be known as the SACRAMENTO ASIAN-PACIFIC CHAMBER OF COMMERCE, also known as SACC (hereinafter referred to as "the Chamber").

SECTION 2. PURPOSE

The Sacramento Asian-Pacific Chamber of Commerce is organized to achieve the following objectives:

Promoting Asian/Pacific business and Asian/Pacific community growth and development by:

- Promoting economic programs designed to strengthen and expand the income potential of all business within the service area and economic region;
- Promoting programs of civic, social, educational and cultural nature which are designed to increase the functional and aesthetic values of the community at large; and
- Discovering and correcting abuses, which prevent the promotion of Asian/Pacific business expansion and Asian/Pacific community growth.

SECTION 3. SERVICE AREA AND ECONOMIC REGION

The service area and economic region may be adjusted from time to time as determined by the Board of Directors.

SECTION 4. LIMITATION OF METHODS

The Sacramento Asian-Pacific Chamber of Commerce shall observe all local, state and federal laws, 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 person or other legal entity having an interest in the purpose of the organization shall be eligible to apply for membership.

SECTION 2. ACCEPTANCE

Applications for membership shall be writing, on forms provided for that purpose, and signed by the applicant. Acceptance of Members shall be by the Board of Directors, or its designee. Any applicant so accepted shall become a Member upon payment of the regularly scheduled dues as provided in Section 3 of Articles II. Membership in the Chamber is not transferable.

However, any firms, association, corporation, partnership, or other Institutional Member holding a membership interest in the Chamber may designate that person or persons who shall exercise the privileges of membership held by such Institutional Member and shall have the right to change its membership designation upon written notice to the Chamber.

SECTION 3. DUES

Membership dues shall be paid at such amount and at such times as prescribed by the Board of Directors. The Board of Directors shall be authorized to levy such dues, assessments, or fees upon the Members as may be required to carry out the purposes of the Chamber. A Member must pay the membership dues for each year of membership in the Chamber at such time and at such rate as is determined by the Chamber.

SECTION 4. TERMINATION (RESIGNATION, EXPULSION AND DELINQUENCY)

- A. Any Member who does not remain current in the payment of membership dues shall have its membership interest expire, by its own terms, at the end of the annual period covered by the membership dues last paid by such Member. The Chamber shall advise any Member show membership has expired for failure to remain current in the payment of dues by written notice.
- B. Any Member may be expelled by a two-thirds vote by the entire Board of Directors then in office, at a regularly scheduled meeting thereof, for conduct unbecoming a Member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded to the Member complained against.

SECTION 5. REINSTATEMENT

No Member who has been expelled under the provisions of Article II, Section 4, Item B may be reinstated without special review and approval by a 2/3 vote of the entire Board of Directors.

SECTION 6. VOTING

In any proceeding, in which voting by Members is called for, each Member, whether a person or other legal entity shall be entitled to one (1) vote.

SECTION 7. HONORARY MEMBERSHIP

The Board of Directors, by majority vote, may determine eligibility for honorary membership to the Chamber. Eligibility shall be based upon a candidate's special and unique distinction in support of the Chamber and in furtherance of the Chamber's purpose as stated in Article I, Section 2.

ARTICLE III MEETINGS

SECTION 1. MEETING OF MEMBERS

Special meetings of the Members may be called by the Chairperson of the Board at any time, or upon petition in writing of thirty percent (30%) of the Members in good standing. Written notice of any meeting of the Members shall be given by first-class mail not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each Member who, on the record date for notice of meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. Notices to Members shall conform with the requirements of Section 7511 of the California Nonprofit Corporation Law.

SECTION 2. BOARD MEETINGS

- A. Unless otherwise designated by the Board of Directors, the annual meeting of the Board of Directors shall be held in December of each year. The date, time and place of the annual meeting of the Board of Directors shall be fixed by the Board and notice given to all Board members no less than ten (10) days prior to the meeting. Any previously scheduled annual meeting of the Board of Directors may be postponed by resolution of the board of directors upon written notice given on or prior to the date previously scheduled for such annual meeting of the Board of Directors.
- B. Regular meeting of the Board may be set at such times, locations and such frequencies as set by the Board of Directors. Regular meetings of the Board of Directors shall not require prior notice. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting. All directors are required to maintain a current, valid email address, mailing address and telephone number with the Secretary. A return receipt or response shall be proof of notice sent through text or e-mail. If the notice is sent to the email address, telephone number or mailing address on file with the Secretary and is returned as undeliverable, notice shall be valid.
- C. Special meetings of the Board may be called by the Chairperson of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting.
- D. Committee meetings shall be called at any time by the Chairperson of the Board, or by the committee's chairperson.

SECTION 3. QUORUMS

Unless otherwise specified herein, at any duly called meeting of the Members, twenty percent (20%) of the Members in good standing present in person or by proxy shall constitute a quorum. For the purposes of the transaction of business at any meeting of the Board of Directors, thirty-three percent (33%) of the total number of directors then in office (not counting Board vacancies) shall constitute a quorum; if a quorum is present, the affirmative vote of the majority of directors present at the meeting entitled to vote and voting on any matter shall be the act of the Board of Directors, unless a greater number is required by these Bylaws, the articles of incorporation of the California Nonprofit Corporation Law. Except as otherwise provided in these Bylaws or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business despite the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, if any action thereafter taken is approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, by the articles of incorporation or by these Bylaws.

Where a committee consists of more than five (5), three (3) members of that committee shall constitute a quorum for the purpose of making committee decisions. Otherwise a majority of the committee members shall constitute a quorum.

SECTION 4. NOTICES, AGENDA AND MINUTES

Written notice of all Chamber meetings must be given at least ten (10) in days advance to the designated participants, unless otherwise stated herein. An advance agenda and minutes will be prepared for meetings, where appropriate.

SECTION 5. ACTION WITHOUT A MEETING; WRITTEN CONSENT

- A. Subject to the requirements of the California Nonprofit Corporation Law, the Members may take action without a meeting, if the Chamber distributes in writing a ballot to every Member entitled to vote on a matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Chamber.
- B. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. All members of the Board of Directors as used in this section does not include any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of up to thirty three (33) elected members each serving three (3) year terms, or until their successors are elected and have been properly installed. The elected members of the Board shall be voting members. A Board member who has served three consecutive three-year terms or nine consecutive years is not eligible for re-election. A period of one (1) year must elapse before eligibility is restored.

Directors serve three (3) year terms with one-third of the directors completing their term on the date of the annual meeting, or the calendar year ending immediately thereafter. The Chairperson and Chair-Elect can serve up to two consecutive years in addition to their term as director. The Immediate Past Chair of the Board shall serve as a voting member of the Board for one year after the conclusion of his/her term as Chairperson of the Board, or until a new Immediate Past Chair of the Board is determined.

The President/CEO has a right to attend and participate at all meetings of the Board, except when the Board enters executive session, but shall not have any voting rights.

SECTION 2. SELECTION AND ELECTION OF DIRECTORS

- A. Nominating Committee: The Executive Committee shall serve as the Nominating Committee, and be led by the Board Chairperson.
- B. Publication of Nominations: At the Board meeting set for the election of directors, the Nominating Committee shall present in writing a slate of candidates for vacant Board positions, which are to be presented to the full Board of Directors. Generally, directors for the oncoming term of office shall be elected at the annual meeting of the Board of Directors.

SECTION 3. SEATING OF NEW DIRECTORS

All newly elected and appointed Board members shall be seated at the regular January Board meeting or the first regular meeting after their election and shall be participating members thereafter.

SECTION 4. VACANCIES

Unless confined by illness or other good cause, a member of the Board of Directors, who shall be absent from three (3) consecutive regular meetings or five (5) regular meetings per annum of the Board of Directors, may be subject to removal from the Board as determined by the Board of Directors.

Whenever a Board member vacates his/her position prior to the expiration of his/her term, the Chairperson of the Board and the Executive Committee may prepare a list of candidates to fill such vacancy. The Chairperson of the Board and Executive Committee shall submit such list with any recommendations at a regular Board meeting. The Board must vote in order to fill the vacancy. The new Board member shall fill the vacancy only for the duration of that term. Where multiple vacancies are present, the Chairperson of the Board and Executive Committee shall make a recommendation as to which candidate will fill which vacant term.

While the Board may elect candidates to fill vacancies, the Board is not required to do so. If vacancies exist until the next regular election of the Board of Directors, such vacancies shall be filled at such regular election.

SECTION 5. RESIGNATION AND REMOVAL OF DIRECTORS

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President/CEO, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony. Any director failing to meet the minimum standards of participation set forth by the Board of Directors may be removed from office by majority vote of the Board represented at a duly held regular or special meeting at which a quorum is present. Any or all of the directors may be removed without cause by the vote of a majority of the Board then in office at a duly held regular or special meeting. Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term of office.

SECTION 6. POLICY (STATEMENT OF POSITION ON ISSUES)

The Board of Directors is responsible for establishing policies and procedures for the Chamber. These policies shall be maintained in a policies and procedures manual to be reviewed annually and revised as necessary.

SECTION 7. INDEMNIFICATION INSURANCE

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors, committee members and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or other proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, committee members or employees of the Chamber, except in relating to matters as to which individuals shall be adjudged in such action, suit or other proceeding to be liable for negligence or misconduct in the performance of duty and such matters as shall be settled predicated upon the existence of such liability for negligence or misconduct as determined by court order, arbitration, mediation, or any settlement or agreement of the parties to such matter.

The Chamber shall maintain a Non-Profit Organization Liability Insurance Policy providing certain insurance coverage to directors, officers, committee members, employees and volunteers of the Chamber.

SECTION 8. COMPENSATION

The Directors shall serve without compensation. Directors shall be reimbursed for expenses approved in advance by the Board.

ARTICLE V OFFICERS

SECTION 1. DETERMINATION OF OFFICERS

The Board of Directors (new, continuing and retiring), at its regular December meeting, shall reorganize for the coming year. At this meeting, the Board shall elect the Chairperson of the Board (if necessitated by the absence of a prior Chairperson of the Board-Elect), the Chairperson of the Board-Elect, as many Vice Chairs as deemed necessary to conduct the activities of the Chamber, the Secretary and the Treasurer. The President/CEO will also be included as an officer of the Chamber, but shall have no voting rights in the Board. New continuing and retiring members of the Board shall be able to vote for purposes of determining these incoming officers. However, only new or continuing members of the Board may be elected to office.

Officers may serve a successive term if duly elected by the Board to serve such term. However, no individual may serve more than two (2) consecutive terms as Chairperson of the Board.

SECTION 2. DUTIES OF OFFICERS

A. PRESIDENT/CEO

As determined necessary by the Board of Directors, the Chamber may hire a President/CEO. (The President is the Chief Executive Officer and general manager of the Chamber. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Chamber and of its officers, employees and agents, including the right to employ, discharge, and prescribe the duties and compensation of all officers, employees and agents of the Chamber, except where such matters are prescribed in these Bylaws or by the Board of Directors. The President/CEO is authorized to sign all contracts, notes and conveyances and other papers, documents and instruments in writing in the name of the Chamber.) The Board of Directors shall delineate the duties of the President/CEO and may modify such duties from time to time if necessary. The President/CEO may arrange for the hiring of staff or subcontractors to perform work for the Chamber so long as the costs of such services are provided for in the budget approved by the Board of Directors. A detailed description may be found in the Chamber Policies and Procedures Manual.

B. CHAIRPERSON OF THE BOARD

The Chairperson of the Board shall preside at all meetings of the Board of Directors. With the approval of the Board of Directors, the Chairperson of the Board shall appoint committee chairs except as otherwise may be required by these Bylaws. The Chairperson of the Board shall confer with the President/CEO in the preparation of all board materials and in the setting of all board and Membership meetings of the Chamber.

C. CHAIRPERSON OF THE BOARD-ELECT

The Chairperson of the Board-Elect shall exercise the powers and authority and perform the duties of the Chairperson of the Board in the absence or disability of the Chairperson of the Board.

D. VICE CHAIR

The duties of the Vice Chair shall be such as their title by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairperson of the Board and Board of Directors.

E. TREASURER

The Treasurer shall present a monthly financial report to the Board, which is secured by the President/CEO. The Treasurer shall work with the auditors of the Chamber and the President/CEO to monitor and review the financial affairs of the Chamber.

F. SECRETARY

The Secretary shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and Members, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

SECTION 3. EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for strategic planning; initiating, approving and coordinating Chamber programs and activities; policy formulation and recommendation; advocacy; financial solvency; and public relations and external affairs. It shall be composed of the Chairperson of the Board, Immediate Past Chairperson of the Board, Chairperson of the Board Elect, President/CEO, Vice Chair(s), Treasurer, Secretary, and Legal Counsel, who shall serve as an ex-officio non-voting member. The Chairperson of the Board will serve as Chairperson of the Executive Committee. All voting privileges shall reside with the elected members of the Executive Committee.

SECTION 4. STANDING COMMITTEES AND AD HOC COMMITTEES

The Executive Committee of the Board, under the direction of the Chair, shall establish annual standing committees and Ad Hoc committees at their discretion. These committees shall serve at the discretion of the Executive Committee and shall report to the Board Chair or his/her designee.

SECTION 5. REMOVAL OF OFFICERS

Any officer appointed by the Board of Directors may be removed from office at any time by the Board of Directors, with or without cause or prior notice. Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Chamber under any contract to which the officer is a party. Such resignation is effective upon receipt of the written notice by the Chamber unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

ARTICLE VI COMMITTEES AND DIVISIONS

SECTION 1. APPOINTMENT AND AUTHORITY

The Chairperson of the Board, with the approval of the Board of Directors, may appoint all standing committees and committee chairpersons. Standing committee members shall elect a

committee chair. Each standing committee may form ad hoc subcommittees as deemed necessary to carry out the programs of the standing committees. Standing committee appointments shall run concurrently with the term of the appointing Chairperson of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of standing committees to make recommendations to the Board of Directors, and to carry out such activities described herein, or as delegated by the Board of Directors.

SECTION 2. LIMITATION OF AUTHORITY

No action by any member, committee, division, employee, director or officer shall be binding, or constitute an expression of the policy of the Chamber until approved or ratified by the Board of Directors.

SECTION 3. TESTIMONY

When a standing committee recommendation has been reviewed (albeit, not necessarily approved) by the Executive Committee and is subsequently by the Board of Directors, it shall be incumbent upon the standing committee chairperson or their designee to give testimony or make oral or written presentations before, civic and governmental agencies.

SECTION 4. DIVISIONS

The Board of Directors may create divisions, bureaus, departments, councils or subsidiary corporations, as it deems necessary to accomplish the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and subsidiary corporations. At a minimum, the Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils or subsidiary corporations, unless approved by the Board of Directors.

SECTION 5. AUDIT COMMITTEE

In any fiscal year in which the Chamber receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received) or when required by the California Nonprofit Integrity Act of 2004, the Chamber shall have an Audit Committee, which shall be composed of no less than three (3) members and shall operate in a manner as required by the California Nonprofit Integrity Act of 2004. A majority of the members of the Audit Committee may not consist of members of the Finance Committee (if applicable), any member of the Chamber staff (including the President/CEO and the Treasurer), or any person with a material financial interest in an entity doing business with the Chamber. The Audit Committee shall perform the following functions on behalf of the Chamber: (a) recommend to the Board the retention, and when appropriate, the termination of an independent certified public accountant to serve as auditor of the Chamber, (b) confer with the auditor to satisfy the Audit Committee members that the financial affairs of the Chamber are in order, (c) review and determine whether to accept the audit, and (d) approve performance of any non-audit services provided to the Chamber by the auditor's firm. The Chair of the Audit Committee will preside over the meetings of the Audit Committee.

ARTICLE VII FINANCES

SECTION 1. FUNDS

All money paid to the Chamber shall be placed in a general operating fund.

SECTION 2. DISBURSEMENTS

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

- A. Any and all instruments executed in the name of the Chamber, including, but not limited to contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements or check and drafts received, certificates, applications and reports, shall be executed by any one or more offices, employees or agents of the Chamber as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances.
- B. The respective officers and duties as established and defined in Article V and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments in the name of the Chamber when the execution of the instrument is incident to carrying out the duties of the office.

SECTION 3. FISCAL YEAR

The fiscal year of the Chamber shall close on December 31st of each year.

SECTION 4. BUDGET

The Executive Committee shall review, with recommendation, the budget for the coming year and submit it to the Board of Directors for approval at its regular November Board meeting.

SECTION 5. ANNUAL AUDIT

The accounts of the Chamber shall be audited within 45 days of fiscal year end by an external certified public accountant. Said audit shall be presented to the Board of Directors by the certified public accountant. Subsequent to the acceptance by the Board of Directors, the audit shall at be available to members of the organization within the offices of the Chamber.

ARTICLE VIII DISSOLUTION

SECTION 1. PROCEDURE

The Chamber shall use its funds to accomplish only the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the Members of 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

organization to be selected by the Board of Directors as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX PROCEDURAL AUTHORITY

SECTION 1. PARLIAMENTARY AUTHORITY

The current edition of Robert Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the articles of incorporation or these Bylaws.

ARTICLE X AMENDMENT OR REVISION OF BYLAWS

SECTION 1. AMENDMENTS OR REVISIONS

These Bylaws may be amended or revised by a two-thirds vote of the Board of Directors then in office. Subject to the rights of the Members to approve the amendment or revision of these Bylaws under Section 7150 of the California Nonprofit Corporation Law, these Bylaws shall be amended or repealed as of the effective date of the Board resolution so awarding or repealing them. Any proposed amendments or revision(s) shall be submitted to the Board of Directors in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

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CERTIFICATE OF SECRETARY

I certify that I am the presently elected and acting secretary of **Sacramento Asian-Pacific Chamber of Commerce**, a non-profit corporation (this "Corporation"), and the foregoing Amended and Restated Bylaws (the "Bylaws"), consisting of 10 pages (excluding this page), are the true and correct, duly adopted bylaws of this Corporation, that the Bylaws were first adopted on June 8, 2017, and that the Bylaws include all amendments, if any, to the date of this certificate.

Executed at Sacramento, California, this 8th day of June, 2017.



Mabel Salom, Secretary