



Milpitas Chamber Board of Directors Nomination Form Directions

Due to Covid, the past 2 1/2 years have been a dynamic time for the Milpitas Chamber, Milpitas Community and all size businesses.

The Chamber has been instrumental in helping Chamber members and non-members to sustain, pivot and start to grow. We have helped facilitate loans, grants and consultations from multiple governmental and private entities.

We are now at a time where we can start getting back to normal. Toward that goal, we are holding elections for Board of Director positions.

Due to the dynamic nature of our membership and in fairness to some of our newer members, this election will be different than those held over the past half century since all Board member positions will be open for this particular election

As we start getting back to the new normal, it is the appropriate time to have Board of Director elections. In fairness to current and prospective Board Members and Officers, we are holding elections for **all 15 Board of Director positions**. We look for a dynamic, motivated Board to continue the Chamber's amazing growth and direction.

In the continued interest of full disclosure, several key documents are enclosed for your review as you consider nominating yourself to a Board position. The newly elected Board will then be sworn in and elect Board Officers from their Board at the September 15 Chamber Board meeting. The swearing-in ceremony may occur later at a formal event.

Any Milpitas Chamber Member in good standing (dues are current) may run for a Board Member position.

Chamber Board Nomination Forms must be completed, printed, and returned with **written** signature and date to the law firm heading the Nominating Committee at Dutta@BEELawfirm.com. Do not send them to the Chamber.

August 29, 2022 12:01 am: is the earliest they may be submitted to be valid.

September 13, 2022 05:00 pm: is the deadline for application submissions. Any submissions outside of that period will not be valid.

September 21 2022: Ballots listing the name of every eligible candidate, along with all eligible candidate statements, will be emailed to all Chamber Members in good standing at the email we have on file. Each Member may vote for up to 5 separate candidates. If more than 5 candidates are selected, that ballot will be disqualified.

October 3, 2022: 5:00pm is the deadline for completed ballots (which must include the voter's handwritten or electronic signature) to be received by email at

Dutta@BEELawFirm.com. Gautam Dutta, Esq, Managing Partner of Business, Energy and Election Law, PC will be overseeing this election.

October 6: Ballots tabulated and results announced by Nominating Committee at October 6 Board Meeting.

To restore staggered terms for Directors, the top 5 vote-getters will each receive a three-year term.

The next 5 vote-getters (i.e., those who finish 6th through 10th) will each receive a two-year term.

The next 5 vote-getters (i.e., those who finish 11th through 15th) will each receive a **one year** term.

At the end of their respective terms, each Board Member will thereafter be eligible to run for election for a full, three-year term.

For Nomination Form to be Properly Received:

- ✓ Complete the Nomination Form and Commitment to the Board of Directors Form
- ✓ Print them out
- ✓ Sign them
- ✓ Scan them
- ✓ Email that scan to Dutta@BEELawFirm.com
- ✓ DO NOT SEND A COPY TO THE CHAMBER

Amended April 5, 2019

CHAMBER OF COMMERCE BYLAWS

Bylaws of
The Milpitas Chamber of Commerce

ARTICLE 1. OFFICES

The principal office for this corporation is fixed and located at 828 N. Hillview Drive, Milpitas, California. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another within the corporate limits of the city of Milpitas. Such change shall be noted on these Bylaws opposite this Article I, or this Article I, may be amended to state the new location.

ARTICLE II. OBJECTIVES

The objectives of the Chamber of Commerce shall be to advance the commercial, industrial, professional, cultural, and civic welfare of the community of Milpitas; to promote cooperation in all matters of interest and goodwill to the business and professional persons of the community; to encourage growth of existing industries and businesses and to give assistance to any new firms or individuals seeking to locate in the Milpitas area; to support those activities believed to be beneficial to the community and area, and at all times to promote the general welfare of all.

ARTICLE III. NONPARTISAN

The Chamber of Commerce shall be nonpartisan and non-sectarian and shall take no part in nor lend its influence, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in the city, county, state or nation.

ARTICLE IV. MEMBERSHIP

SECTION 1. Any person, association, corporation, partnership or estate may apply for membership in the Chamber of Commerce.

SECTION 2. Subject to the provisions of Section 7612 of the California Nonprofit Mutual Benefit Law and Section 10 of this ARTICLE IV, each member shall be entitled to cast one vote on each matter submitted to a vote of the members. Members who fail to be in good standing, as set forth in Section 5 of this ARTICLE IV, shall not be entitled to vote on any matter.

SECTION 3. Each member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined by the Board.

SECTION 4. The Board may provide for the transfer of memberships, subject to such restrictions or limitations as the Board deems appropriate, including transfer on the death, dissolution, merger, reorganization of a member, or sale of business as long as name remains the same.

SECTION 5. The Board may terminate or suspend a membership or expel or suspend a member for nonpayment of fees, periodic dues or assessments or for conduct which the Board shall deem conduct unbecoming a member, by a two-thirds vote of the Board of Directors. The Board of Directors shall give the member who is the subject of the proposed expulsion fifteen days prior notice of the proposed expulsion, suspension, or termination is to be voted on. A suspended member shall not be entitled to exercise any of the privileges of membership during the period of suspension.

SECTION 6. Annual meetings of members shall be held on such date and at such time as may be set by the Board of Directors.

SECTION 7. Special meetings of members may be called any time by the Board of Directors, the President, not less than five percent of the members, or any three Directors. Notice of such special meeting shall be given by the Board of Directors not less than thirty nor more than ninety days before the time set for the special meeting.

SECTION 8. Notices of annual meetings shall be given at least twenty days before the meeting to each member entitled to notice. Notice of a member's meeting shall be given personally or by mail or orally.

SECTION 9. Twenty percent of the voting power, represented in person, shall constitute a quorum at any meeting of members.

SECTION 10. The members entitled to notice of any meeting or to vote at any such meeting shall be only persons in whose name membership stands on the records of the Chamber of Commerce.

Elections need not be by ballot.

If a membership stands in the name of two or more persons unless the Board of Directors is given notice to the contrary, if only one votes such vote binds all, or if more than one votes, the act of the majority so voting binds all.

SECTION 11. Any person, by unanimous vote of the Board of Directors, may be admitted to a nonvoting honorary membership.

SECTION 12. In advance of any meeting of members, or any election, the President may appoint three inspectors of election. The chief inspector of election shall be the Executive Manager of the Chamber of Commerce. The duties of such inspectors shall be those prescribed by Section 7614 (b) of the California nonprofit Mutual Benefit Corporation Law. In the case of the election of the Board of Directors, appointment of inspectors of election shall be mandatory.

ARTICLE V. DIRECTORS

SECTION 1. Subject to the limitations of the articles, Bylaws and applicable law of the State of California, relative to actions required to be approved by a majority of members, the activities and affairs of the Chamber of Commerce shall be conducted and all corporate powers shall be exercised by the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, or committee, provided that all management of activities shall be at the ultimate discretion of the Board.

SECTION 2. The authorized number of directors shall be fifteen elected directors and three associate directors appointed by the President with confirmation of the Board.

SECTION 3. One-third of the elected directors shall be elected annually for a term of three years without any limitations on the number of consecutive terms a director may serve.

Associate directors shall serve for a term of up to one year, terminating at the end of the fiscal year.

SECTION 4. After election, directors-elect shall attend all meetings of the Board, but shall not be entitled to vote until assumption of office, which shall occur within three months from the date of their election. Directors whose terms have otherwise expired shall continue to exercise their right to vote until such assumption of office.

SECTION 5. In the event of a vacancy in the board, the President shall appoint an associate director or member in good standing with confirmation of the board to fill out the un-expired term.

SECTION 6. Any Board member may resign from the board upon written notice to the President.

A director may be removed from the board for good and sufficient cause, as determined by a two-thirds vote of the Board. Absences without good cause from three consecutive regular Board meetings shall constitute good and sufficient cause for removal.

SECTION 7. The membership in good standing shall be canvassed annually in sufficient time before the election of directors for persons willing to serve on the board of directors. The names of such persons shall be submitted to a nominating committee appointed by the President. Said committee shall consist of not less than three persons not standing for election to the Board, to be composed of past presidents, officers or board members not standing for election to the Board, or an ambassador who has served a minimum of one year as an active ambassador. The committee shall prepare a ballot with the names of such persons and shall mail the ballot to all members in accordance with the provisions of ARTICLE IV, Sections 2, 8, and 10.

SECTION 8. The Board shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business. Other regular meetings of the Board shall be held without call or notice on such dates and such times as may be fixed by the Board.

SECTION 9. Special meetings of the Board may be called by the President, any Vice President, or any three directors. Special meetings shall be held upon five days notice by first-class mail or twenty-four hours notice given orally.

SECTION 10. A quorum consist of a majority of the current voting members.

SECTION 11. Members of the Board may participate in a meeting through the use of conference telephone, so long as all members participating in such meeting can hear one another.

ARTICLE VI. OFFICERS

SECTION 1. The Officers of the Chamber of Commerce shall be a President, President-Elect, Vice -President of Membership, Vice President of Programs, Vice President of International Development, Vice President of Corporate Relationship and Chief Financial Officer. Officers must be members of the Board of Directors.

SECTION 2. The officers of the corporation shall be nominated by the nominating committee as provided in ARTICLE V, Section 7. Officers shall be elected by the Board of Directors, to serve annually.

SECTION 3. The duties of the officers shall be such as their titles by general usage indicate, and such as are required by law, and such as may be assigned to them by the Board of Directors.

SECTION 4. Any officer may be removed, with cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective upon receipt.

SECTION 5. Vacancies in office for any cause shall be filled in the manner prescribed by the Bylaws for regular election or appointment to such office, provided that such vacancies be filled as they occur without nomination by the nominating committee.

SECTION 6. The Board of Directors shall authorize and define the powers and duties of all standing committees whose functions are set forth in the Bylaws. The President shall appoint all committees.

No committee shall take or make any formal action, or make public any resolution or in any way commit the Chamber on a question of policy without having first received the approval of the Board of Directors or the membership.

SECTION 7. The Executive Committee shall consist of the immediate Past President, President, President-elect, Vice-President of Membership, Vice President of Programs, Vice President of International Development, the Chief Financial Officer and the Executive Manager of the Chamber. The recommendations of the Executive Committee shall be published and distributed at the next meeting of the Board of Directors.

SECTION 8. The duties of the Executive committee shall be to advise the Board of Directors on such matters as the Board may request, and to carry out such instructions of the Board as can be legally delegated by the Board.

ARTICLE VII. GENERAL

SECTION 1. The fiscal year of the Milpitas Chamber of Commerce shall be from July 1 to June 30. The books and records of the account of the Chamber of Commerce shall be kept in accordance with Generally Accepted Accounting Principles.

SECTION 2. These Bylaws may be amended or repealed by approval of the members, or by approval of the Board; provided, however, that the members must approve any action that would a) materially and adversely affect the rights of members as to voting, dissolution, or redemption, or transfer of membership; b) reclassify, add, or delete classes of membership; or to increase, decrease, or otherwise change the number of directors.

SECTION 3. These Bylaws shall be construed in accordance with the Articles, the law of the State of California, and particularly the California Nonprofit Mutual Benefit Corporation Law. Robert Rules of Order shall govern matters otherwise omitted from these Bylaws.

SECTION 4. Every person entitled to vote a membership has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the principal office of the Chamber of Commerce. Any proxy duly executed is not revoked and continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected by a) a writing delivered to the principal office of the Chamber of Commerce stating that the proxy is revoked, b) a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of eleven months from the date of execution.

ARTICLE VIII. DISSOLUTION

The Chamber shall use its funds only to accomplish the objects 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.

RESOLUTION APPROVING REPEAL OF EXISTING BYLAWS AND ADOPTING NEW BYLAWS

WHEREAS, the State of California has adopted a new and revised General Corporation Law, which became effective January 1, 1977, and which contains provisions changing a number of matters presently covered by the Bylaws of this corporation; and

WHEREAS, it is advisable and in the best interests of this corporation that the Bylaws of this corporation be repealed in their entirety, and new Bylaws be adopted which conform to and have the benefits of the provisions of said law;

NOW, THEREFORE, BE IT RESOLVED, that the existing Bylaws of this corporation are repealed in their entirety and that new Bylaws in the form presented to this Board of Directors are adopted as and for the Bylaws of this corporation for the regulation, except as otherwise provided by statute or this corporation's Articles of Incorporation, which such repeal and adoption to be effective immediately;

RESOLVED FURTHER, that the Secretary of this corporation is authorized and directed to execute a certificate of the adoption of said Bylaws and to enter said Bylaws as so certified in the minute book of this corporation, and to see that a copy of said Bylaws is kept at the principal office of this corporation in California in accordance with Section 213 of the California General Corporation Law as effective January 1, 1977.

Adopted by the Board of Directors of the Milpitas Chamber of Commerce, December 14, 1982, Amended June 8, 1989. Amended June 20, 2001. Amended June 27, 2002. Amended June 18, 2004. Amended May 26, 2005, Amended May 25, 2006, Amended September 2018, Amended April 2019.



MILPITAS CHAMBER OF COMMERCE Commitment to the Board of Directors

In accepting the position as director of the Milpitas Chamber of Commerce, I recognize that with this position comes a commitment to support the organization, its programs and policies and to do all that I can to develop and maintain high standards. Each director is a representative-at-large of all chamber members.

I also recognize that with this commitment comes certain responsibilities and duties which require a time and financial contribution to ensure that our board of directors responds to the membership. In this respect, I will do my best to:

- Become familiar with the Milpitas Chamber of Commerce vision, policies, procedures, programs and positions so that I can become an informed representative of the chamber board of directors.
- Attend all board meetings and other official chamber meetings and functions.
- Review all board materials/recommendations, in advance, so that I can help the board make effective decisions.
- Attend the annual planning session/board retreat. Participate in the development, adoption and implementation of the annual program of work.
- Serve on at least one committee of my choosing or as may be requested by the president and keep the Board informed of its progress and goals
- Communicate with the membership to inform them of board actions and chamber programs.
- Act as a resource in defining activities and/or problems within the membership and business community that need to be brought to the attention of the board.
- Commit myself to recruit into the Chamber new members and help retain current members and to gain sponsorships,. Be on alert for new businesses in the city and refer same to Chamber staff.
- Perform other such duties as may be requested from time to time by the president or board of directors to endeavor to enlist the talents and energies of chamber members in committee activities.

As a director I will not:

- Get involved in day-to-day management.
- Interpret policy in self-interest.
- Set policy in self-interest.
- Speak out on behalf of the chamber.
- Sign contracts; legally and/or financially obligate the chamber.
- Use the position for personal gain, or use the chamber's logo without approval.
- Usurp authority of the chief paid executive and President and Vice President of the Board.

Print Name

Signature

Date

Supersedes all previous to date



Milpitas Chamber Board of Directors Nomination Form

First Name* _____ Last Name* _____
 Organization* _____ Title* _____
 Email Address* _____ Phone* _____

I nominate myself to serve on the Milpitas Chamber Board of Directors.

I agree to abide by the Oath, Bylaws and Board Commitment documents included with Nomination Form Packet.

I am able to make 2 meetings monthly, during or after business hours.

In 100 words or less, please describe why you would be an exceptional Director, your past/present involvement with the Chamber, Community, your top priorities if elected:

If elected, I promise to:

1. Honor the Milpitas Chamber Board Oath
2. Follow the Milpitas Chamber Board By-Laws
3. Follow the Milpitas Chamber Board Commitment
4. Take on commitments to support Milpitas Businesses in accordance with Chamber policies

Print Name* _____ Date * _____

Sign * _____
Sign Name in black or blue ink only*

Complete, Sign by Hand, Scan, Email by Deadline

EMAIL TO Dutta@BEELawFirm.com

DO NOT EMAIL TO MILPITAS CHAMBER

Check out: www.MilpitasChamber.com and www.DiscoverMilpitas.com



Oath for Board Members

Please raise your right hand...

Entire oath to be read with an answer at the end.

Do you PLEDGE:

1. To establish as a high priority your attendance at all meetings of the board, committees and task forces on which you serve.
2. To work with and respect the opinions of your peers who serve this board.
3. To always act for the good of the organization.
4. To represent this organization in a positive and supportive manner at all times and in all places.
5. To support in a positive manner all actions taken by the Board of Directors even if in a minority position on such actions.
6. Exercise the duties and responsibilities of this office with integrity and care.

If you so pledge, please answer “yes, I pledge”

Congratulations board members.