



Agenda

Meeting of the Membership June 14, 2020 at 2:00 pm

Via GoToWebinar <https://attendee.gotowebinar.com/register/4804202123782596876>

- I. Call to Order - Tracy Perez, Chair of the Board
- II. Approval of the Minutes from the January 30, 2020 Annual Meeting
Recommendation: Motion/Second/Vote to approve minutes
- III. Approval of the Second Amendment to the Articles of Incorporation
Recommendation: Motion/Second/Vote to approve the Second Amendment to the Articles of Incorporation
- IV. Approval of the Amended and Restated Bylaws of the West Ventura County Business Alliance
Recommendation: Motion/Second/Vote to approved the Amended and Restated Bylaws of the West Ventura County Business Alliance
- V. Election of new Directors for the West Ventura County Business Alliance
Recommendation: Motion/Second/Vote to elect the slate of new Directors for the West Ventura County Business Alliance
- VI. New or Other Business
- VII. Adjourn

**Oxnard Chamber of Commerce
Annual Meeting of the Membership
January 30, 2020
Pacific Corinthian Yacht Club, 2600 S. Harbor Blvd., Oxnard CA**

Attendees: A list of attendees is attached hereto.

The meeting was called to order at 1:10 pm by Chair Celina Zacarias.

Secretary Nancy Lindholm presented bylaw amendments, which had been duly noticed to the membership ten (10) days in advance, and are posted below:

ARTICLE IV

Board

Section 1. Composition Of The Board. The Board shall be composed of at least eighteen (18) and no more than twenty-four (24) members, one-third of whom shall be elected annually to serve three (3) years, or until their successors are elected and have qualified. Notwithstanding term limits, the Immediate Past Chair of the Board shall be a member of the Board, and a person who is elected to the position of Chair-Elect during the last year of his or her term as a Director, shall be a member of the Board during his or her term as Chair of the Board. The Board of Directors may also be made up of Lifetime Directors as provided in Article IV, Section 1a. The government and policy-making responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs.

a. Lifetime Directors – Past or current Board members are eligible for election to the Board as Lifetime Directors after serving as a Director for a minimum of four (4) three (3)-year terms and service as an Officer of the Chamber. Lifetime Directors will be ~~appointed~~ **nominated** by the Chair of the Board and ~~ratified~~ **elected** by the ~~Board of Directors~~ **members**. Persons who were designated as "Senior Directors" at the date of adoption of the Bylaw amendment creating "Lifetime Directors" shall be Lifetime Directors. Election to the Board as a Lifetime Director shall be in effect as long as the Director wishes to serve. **No more than ten (10) Lifetime Directors shall serve at the same time.** Lifetime Directors have the privilege of voting, but are not required to regularly attend, **and shall not be counted toward a quorum at**, Board meetings.

Nancy Kierstyn Schreiner moved to adopt the amendments; second by Steve Buenger. Approved unanimously by the members in attendance.

The meeting was adjourned at 1:16 pm.

Respectfully Submitted,



Nancy Lindholm
President/CEO and Secretary

Annual Meeting & Installation of Directors Luncheon - 01/30/2020

AGQ Labs	
Pena, Tenesor	Attended? Yes
Arnold LaRochelle Mathews VanConas & Zirbel	
Smith, Joshua	Attended? Yes
Barry DuRon - Residential Mortgages	
DuRon, Barry	Attended? Yes
Buenger Commercial Real Estate, Inc.	
Buenger, Steven	Attended? Yes
Bunnin Chevrolet of Santa Paula	
Morger, Shane	Attended? Yes
California Resources Corporation	
Atmore, Bonnie	Attended? Yes
Fonzo, Amy	Attended? Yes
Ham, Betty	Attended? No
Rivera, Jen	Attended? No
Skinner, Tony	Attended? Yes
California State University Channel Islands	
Levi, Julia	Attended? Yes
Zacarias, Celina	Attended? Yes
Canberra Company	
Pybrum, Steve	Attended? Yes
Catalyst Environmental Solutions	
Campbell, Justin	Attended? Yes
CBIZ MHM, LLC	
Kiefer, Andrew	Attended? Yes
Channel Islands Maritime Museum	
Howe, Adri	Attended? Yes
CID Management Solutions Inc.	
Campbell, Ruth	Attended? Yes
City of Oxnard	
Flynn, Tim	Attended? Yes
Golden, Ashley	Attended? Yes
Lambert, Jeff	Attended? Yes
MacDonald, Bryan	Attended? No
MacDonald, Lorraine	Attended? No
Nguyen, Alexander	Attended? Yes
Coastal Occupational Medical Group	
Gomez, Lorena	Attended? Yes
CoLAB Ventura County	
Lampara, Louise	Attended? Yes
DCH Lexus	
Yazbec, George	Attended? No
Zielsdorf, Anna	Attended? Yes
DCH Toyota	
Mullen, Laura	Attended? Yes
O'Hara, Liam	Attended? Yes
Fairfield Inn & Suites Camarillo	
Cook, Portia	Attended? Yes
Garden Acres Santa Claus Inc.	
Barber, Mike	Attended? Yes
Goodwill Industries of Ventura and Santa Barbara Counties	
Chavez, Nicole	Attended? Yes
Marcus, Peter	Attended? Yes
Integrated Fire & Safety	

Merrell, Shelley	Attended? No
JaniTek Cleaning Solutions	
Classen, Craig	Attended? Yes
Kids & Families Together	
Barringer, Caitlin	Attended? Yes
Kirby Auto Group	
Holley, Bruce	Attended? Yes
La Dolce Vita	
Kenney, Michelle	Attended? Yes
LaManno Insurance Services	
LaManno, Florence	Attended? Yes
Law Offices of Nancy Kierstyn Schreiner	
Kierstyn Schreiner, Nancy	Attended? Yes
Lazer Broadcasting Corporation	
Spellman, Mark	Attended? Yes
LiUNA Laborers, Local 585	
Castillo, Andy	Attended? Yes
Mireles, Anthony	Attended? Yes
Manpower	
Navarro, Maria	Attended? Yes
Perez, Tracy	Attended? Yes
Trigg, Mariana	Attended? Yes
Metropolitan Water District of Southern California	
McMillan, Jacque	Attended? Yes
Modern Beauty Academy	
Davis, Linda	Attended? Yes
Panopio, Ragsdale	Attended? Yes
No Category - Civic Member	
Belcher, Dale	Attended? Yes
Chadwick, Sue	Attended? Yes
Oakmont of Riverpark	
Norman, Natalie	Attended? Yes
Salman, Gina	Attended? Yes
Winterstein, Amber	Attended? Yes
Oxnard Airport - Ventura County Department of Airports	
Turner, Kip	Attended? Yes
Paycosmos	
McShirley, Madison	Attended? No
Poole & Shaffery, LLP	
Fostakowsky, Michael	Attended? Yes
Koegle, Brian	Attended? Yes
Lentini, Nick	Attended? Yes
Ports America	
Dexter, Casey	Attended? Yes
PrideStaff	
Renssen, Daan	Attended? Yes
Procter & Gamble Paper Products	
Jenkins, Shayla	Attended? Yes
Residence Inn by Marriott/River Ridge	
Bennett, Millicent	Attended? Yes
Feist, Pearl	Attended? Yes
RI-NU Services, LLC	
Koziol, Tim	Attended? Yes
Rotary Club of Oxnard	
Baker, Tagg	Attended? Yes
Belcher, Bill	Attended? Yes

SoCalGas	
Ventura, Maria	Attended? Yes
St. John's Regional Medical Center	
Acker, Christopher	Attended? No
Paumier, Patty	Attended? Yes
Stacy Miller Public Affairs	
Miller, Stacy	Attended? Yes
Morgan, Gail	Attended? Yes
State Farm - Tom Waddell, CLU, Agent	
Waddell, Tom	Attended? No
The Collection at RiverPark/CenterCal Properties, LLC	
Almonia, Jill	Attended? Yes
Pynn, Michael	Attended? Yes
Thiessen, Juliana	Attended? Yes
The Port of Hueneme	
Birdsey, Christina	Attended? No
Decas, Kristin	Attended? No
Herrera, Jess	Attended? Yes
Palomares, Andrew	Attended? Yes
Ramirez, Jesse	Attended? No
Rooney, Mary Anne	Attended? Yes
Spencer, Cameron	Attended? Yes
Toteva Lacayo, Dona	Attended? Yes
Umpqua Bank	
Inda, Michael	Attended? Yes
Pizzuti, Stacy	Attended? Yes
Ventura County Community College Dist. (Oxnard College)	
Herrera, Cynthia	Attended? Yes
Ventura County Credit Union	
Campa, Edith	Attended? Yes
Fuentes, Jessica	Attended? Yes
Garcia, Grasiela	Attended? Yes
Romo, Cynthia	Attended? Yes
Visit Oxnard	
Mino, Julie	Attended? Yes
Western States Petroleum Association	
Oakley, Ben	Attended? Yes
BOLD = Members	52 Members

Second Amendment of Articles of Incorporation

The Articles of Incorporation of the Oxnard Chamber of Commerce, adopted on April 30, 1923, as duly amended on April 2, 1973, are further amended by this Second Amendment of Articles of Incorporation, on June __, 2021, as follows:

1. Article First of the Articles of Incorporation of this corporation is amended to read as follows: "The name of this corporation shall be 'WEST VENTURA COUNTY BUSINESS ALLIANCE, INCORPORATED.'"
2. Article Second of the Articles of Incorporation of this corporation is amended by replacing the words "the City of Oxnard and vicinity" with the words "the Cities of Oxnard and Camarillo and adjacent area of western Ventura County," in the third line of Article Second.
3. Article Third of the Articles of Incorporation of this corporation is amended to read as follows: "The place where its principal place of business is to be located, and where its business is to be transacted shall be the cities of Oxnard and Camarillo, County of Ventura, State of California."
4. The first phrase of the first sentence of Article Fifth of the Articles of Incorporation of this corporation is amended to read as follows: "The Board of Directors of this corporation shall be composed of such number of members as shall be established by the Bylaws of this corporation,".
5. Except as stated above, the Articles of Incorporation shall remain in full force and effect.

Duly adopted by the Board of Directors at its meeting of May 27, 2021, and ratified by the requisite voting power of members at their meeting of June __, 2021.

I certify under penalty of perjury that the matters set forth above are true and correct.

Nancy Lindholm, Secretary

Draft

Amended and Restated Bylaws of West Ventura County Business Alliance, Incorporated

Article I - General

Section 1: Name. This organization is incorporated under the laws of the State of California and shall be known as the West Ventura County Business Alliance, Incorporated (WVCBA).

Section 2: Purpose. The WVCBA is organized to promote the general welfare and prosperity of the area business community and as set forth in the filed Articles of Incorporation.

Section 3: Limitation of Methods. The WVCBA shall observe all local, State and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 4: Offices. The principal offices of WVCBA shall be in the cities of Oxnard or Camarillo, at locations selected from time to time by the Board of Directors (Board), and other offices can be maintained in the State of California.

Article II - Membership

Section 1: Eligibility. Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.

Section 2: Application/Election. Applications for membership shall be in writing or electronic format, on forms provided for that purpose, and signed by the applicant. Any applicant so elected shall become a member upon payment of the regularly scheduled investment.

Section 3: Dues/Investments. Membership investments shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board, payable in advance.

Section 4: Representation. Any person, association, corporation or partnership, upon becoming a member of the WVCBA, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matters concerning the WVCBA.

Section 5: Termination of Membership. (a) Any member may resign from the WVCBA upon written request to the Board; (b) Any member shall be terminated by the Board by a majority vote for non-payment of dues after 90 days from the due date, unless otherwise extended for good cause; (c) Any member may be terminated by a majority vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the WVCBA. If the Board by majority vote determines that termination is warranted, the member to be terminated shall be given 15 days notice of the intended termination by first class mail or electronic mail addressed to the member at his/her last address shown on the records of the WVCBA. The notice shall state the reason for termination and also 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 WVCBA office not less than five (5) days before effective date of termination. The Board 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.

Section 6: Exercise Of Privileges. Any member may nominate designated individuals whom the member desires to exercise its privileges of membership.

Article III - Meeting of Members

Section 1: Place of Meetings. Meetings of members shall be held at any place or via electronic means as designated by the Board within the State of California.

Section 2: Annual Meeting. The annual, regular membership meeting of the WVCBA shall be held during the month of January each calendar year; the date and hour to be designated by the Board.

Section 3: Special Meetings. Special meetings of members may be called by the Board, the Chair of the Board, or by five percent or more of the members, by written request (except when called by the Board) delivered in person or mailed by first class or electronic mail, addressed to the Chair, the Chair-Elect, or the President/CEO at the WVCBA office. The request shall specify the time desired for the meeting, not less than 35 or more than 90 days after the receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting.

A special meeting called by request shall be set by the Board on a date not less than 35 or more than 90 days after the receipt of the request. Within 20 days after receipt of the request, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting.

Section 4: Notices of Meetings. All notices of meetings of members shall be sent via first class or electronic mail not less than ten (10) or more days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and (a) in case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board, at the time of giving the notice, intends to present for action by the members.

If action is proposed to be taken at any meeting or approval of (a) removal of directors from office, (b) filling vacancies on the Board, (c) approval of contracts between the WVCBA and a Director or a corporation, firm or association in which a Director is also a director, or (d) amendment of the Articles of Incorporation, the notice shall also state the general nature of the proposal.

Written minutes of all Board meetings must be prepared and maintained by the Secretary of the WVCBA.

Section 5: Record Date for Notice. Members at the close of business on the business date preceding the day on which notice is given, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board to fix a different record date.

Section 6: Quorum. The presence of five (5) percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

Section 7: Voting. Each member shall have one vote on each matter submitted to a vote of the members, and for each directorship to be filled at an election.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter (other than the election of Directors) shall be the act of the members, unless the vote of a greater number is required by law.

Section 8: Inspectors of Election. Before any meeting of the membership at which an election shall take place, the Chair of the Board, with the approval of the Board, shall appoint three (3) members, other than the nominees for office, to act as inspectors at the meeting or any adjournment of the meeting. The Inspectors shall (a) determine the existence of a quorum, (b) receive votes or ballots, (c) hear and determine all challenges and questions arising in connection with the right to vote, (d) count and tabulate all votes, (e) determine the results, and (f) do any other acts that may be proper to conduct the election or vote with fairness to all members.

Section 9: Action by Written Ballot. Any action that may be taken at any annual regular meeting or special meeting of members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall (a) set forth the proposed action, (b) provide an opportunity to specify approval or disapproval of any proposal, (c) provide a reasonable time within which to return the ballot to the WVCBA, (d) indicate the number of responses needed to meet the quorum requirement, (e) state the percentage of approvals necessary to pass the measure submitted, and (f) specify the time by which the ballot must be received by the WVCBA to be counted. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received

equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by the WVCBA may not be revoked. All written ballots shall be filed with the President/CEO of the WVCBA and maintained in the records of the WVCBA. The results of the written ballot shall be stated in the WVCBA's next communication to members.

Section 10 Proxies. Every member entitled to vote at a meeting shall have the right to do so in person or by a written proxy signed by the member and filed with the Secretary of the WVCBA. A proxy shall not be valid after eleven (11) months from its date. Any proxy that is not irrevocable is revoked by: (a) Attendance and voting at the meeting by the member executing the proxy; (b) a written revocation delivered to the Secretary before the proxy is voted; (c) a subsequent proxy executed by the same member, presented to the Secretary before the voting of the former proxy; or (d) written notice of the death or incapacity of the member executing the proxy received by the Secretary before the vote of the proxy is counted. If a proxy is solicited from a member, it must specify the choice between approval and disapproval of each matter or group of related matters that, at the time the proxy is distributed, are intended to be acted upon at the meeting for which the proxy is solicited and must state that the proxy will be voted as specified, and if the proxy is solicited for an election of Board and names the candidates, the proxy shall be voted for the candidates specified by the person executing the proxy, or, if the proxy is marked "withhold" or otherwise to indicate that the member withholds authority to vote for the Directors, it shall not be voted for or against any candidate.

Article IV - Board of Directors

Section 1: Authority. The government of the WVCBA, direction of its work, the control of its finances and property, and the control and direction of its President/CEO shall be vested in a Board consisting of up to forty (40) members, plus any duly elected officer(s) whose three (3)-year term has expired; but by virtue of his/her office shall be an additional member of the Board and shall be entitled to vote as such.

Section 2: Qualifications. Each Director shall be a member of the WVCBA in good standing. Directors must be representative of the breadth of the WVCBA business community. More than one representative from any one company is not permitted. No elected government official or government appointee may serve as a member of the Board.

Section 3: Term of Office. Approximately one-third (1/3) of the members of the Board shall be elected annually for a period of three (3) years on or before October 31 of each year. No director serving two (2) full terms, or director elected by the Board to fill a vacancy of more than eighteen (18) months plus one full three (3)-year term shall be eligible for re-election until after the lapse of one (1) year.

Section 4: Lifetime Directors. Persons who were designated as "Lifetime Directors" at the date of adoption of these Bylaws shall continue in that capacity as long as the Director wishes to serve and remains a member in good standing. No more than eight (8) Lifetime Directors shall be allowed. Lifetime Directors have the privilege of voting, but are not required to regularly attend, and shall not be counted toward a quorum at Board meetings.

Section 5: Selection and Election of Directors. At a regular June or July Board meeting, the Chair shall appoint, subject to approval by the Board, a Nominating Committee consisting of at least five (5) board members. The Chair shall designate the chair of the committee. The President/CEO shall be a non-voting member of the Nominating Committee.

At the September Board meeting, the Nominating Committee shall present to the President/CEO a slate of candidates to serve three (3)-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Upon receipt of the report of the Nominating Committee, the President/CEO shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least twenty-five (25) qualified members of the WVCBA. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular October Board meeting.

Section 6: Ballot. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The President/CEO shall mail or email this ballot to all active members at least 15 days before the regular October Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Alliance office within ten (10) days. The Board shall at its regular October board meeting declare the candidates with the greatest number of votes elected.

Section 7: Re-election. No member of the Board who has served two (2) three (3)-year terms shall be eligible for re-election until after the lapse of one (1) year following his term, except as follows:

(a) This shall not apply to the outgoing Chair of the Board who automatically becomes Immediate Past Chair for the following year. He/she shall serve his/her term as a Director until the end of the term for which he/she was originally elected, and until his/her successor shall have been elected and taken office.

(b) This shall not apply to a Director who is elected Chair of the Board for the coming year, even though he/she is a previously elected and retiring Director.

(c) This shall not apply to an outgoing Director who has been nominated by the Chair of the Board and confirmed by a majority vote of the Board of Directors to fill a vacancy of eighteen (18) months or less.

Section 8: Seating. All newly-elected Directors shall be seated at the regular meeting of the Board in December and shall be participating members thereafter.

Section 9: Vacancies. If a member of the Board shall be absent from three (3) regular meetings of the Board during a fiscal year for reasons which the Board declares insufficient, his or her resignation from the Board shall be deemed to have been tendered. Such resignation will be effective upon vote of the Board. A Director may also be removed from the Board for cause upon a two-thirds (2/3) vote of the Board. Vacancies on the Board or among the Officers shall be filled by the Chair of the Board and ratified by a majority vote of the Board.

Section 10: Meeting Place and Procedures. Meetings of the Board shall be held at a place or via electronic means at a time that is designated by the Board within the State of California. Any meeting, regular or special, 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 11: Meetings. The Board will meet a minimum of nine (9) times annually. The Board shall establish the annual meeting schedule at the first Board meeting of each fiscal year. Board meetings may be called by the Chair of the Board or upon written application of any 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.

Section 12: Quorum. A majority of the authorized number of Directors, other than Lifetime Directors, is a quorum for the transaction of business. 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, except as a greater or lesser number required by law. 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 required quorum for the meeting.

Section 13: Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though the meeting had been duly called and noticed, 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. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. 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 14: Adjournment. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place.

Section 15: Resignation. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the Chair, or the Board. 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 16: Fees and Compensation. Directors and members of committees shall serve without compensation for their services. This shall not preclude any Director from serving the WVCBA in any other capacity and receiving compensation for that service. In such case, a conflict of interest declaration must be on file.

Section 17: Liaisons to the Board. With the ratification of the Board, the Chair of the Board may appoint Liaisons to the Board for a term of up to one year. Liaisons to the Board are not Directors and do not have the rights and privileges of Directors, including the privilege of voting, but they are entitled and encouraged to attend Board Meetings for the purpose of advising and sharing information with the Board.

Article V - Officers

Section 1: Determination of Officers. Following the annual election of the directors, the Nominating Committee for Directors shall nominate a slate of officers for the next year. Officers to be nominated are: Chair of the Board, Chair-Elect, Treasurer, and as many Vice Chairs as deemed necessary to conduct the activities of the WVCBA. At the December Board meeting, the new, the continuing and the retiring directors shall elect the above officers. All officers must be members of the Board; however, an outgoing Director who would otherwise be ineligible for re-election, may be elected Chair of the Board and serve on the Board during his/her term of office. The Immediate Past Chair shall also serve on the Board during his/her term of office. All officers shall serve for a term of one (1) year or until a successor assumes the duties of office and they shall be voting members of the Board.

Section 2: Duties of Officers. (a) Chair of the Board. The Chair shall serve as the chief elected officer of the WVCBA and shall preside at all meetings of the membership, Board and Executive Committee. The Chair shall, with the advice and counsel of the Chair-Elect, and President/CEO, determine all committees and select all committee chairpersons, subject to the approval of the Board. The Chair of the Board shall be an ex-officio member of such committees.

(b) Immediate Past Chair. The Immediate Past Chair shall perform such duties as may be assigned to him/her by the Chair of the Board or the Board.

(c) Chair-Elect. The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair of the Board, and shall perform such other duties as may be assigned to him/her by the Chair or the Board.

(d) Vice Chairs. The duties of the Vice Chairs shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Board.

(e) Vice Chair/Treasurer. The Vice Chair/Treasurer shall be responsible for the safeguarding of all funds received by the WVCBA and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. The Vice Chair/Treasurer is responsible for assisting in preparing the budget for the year with the President/CEO and the Executive Committee.

(f) President/CEO. The Board shall employ a President/CEO who shall be the corporate secretary and the chief administrative and executive officer of the WVCBA. The President/CEO shall serve as secretary of the Board and the Executive Committee and cause to be prepared notices, agendas, and minutes of meetings of the Board and the Executive Committee.

The President/CEO shall serve as advisor to the Chair of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of the WVCBA.

The President/CEO shall be a non-voting member of the Board, the Executive Committee and all committees.

The President/CEO shall be responsible for the business plan in accordance with the policies and direction of the Board.

The President/CEO shall be responsible for hiring, discharging, directing and supervising all employees.

The President/CEO shall be responsible for the preparation of an operating budget, in conjunction with the Vice Chair/Treasurer, covering all activities of the WVCBA. He/she shall submit it to the Executive Committee for its adoption, which in turn shall forward it to the Board for approval. The President/CEO shall also be responsible for all expenditures within approved budget allocations.

The Board has the exclusive right to terminate the employment of the President/CEO. A Personnel Committee to conduct reviews of the President/CEO's performance and compensation shall be established by the Executive Committee.

Section 3: Executive Committee. The Executive Committee shall be composed of the Chair of the Board, Immediate Past Chair, Chair-Elect, the Vice Chairs, and President/CEO. The Executive Committee shall be available on the call of the Chair to assist and advise the Chair and it shall be vested with the powers of authority as are delegated to it by the Board. The Executive Committee may act for the Board 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.

Article VI - Committees

Section 1: Appointment and Authority. The Chair of the Board, with the approval of the Board, shall appoint all committees and committee chairpersons. The Chair may appoint such ad hoc committees and their chairpersons as are deemed necessary to carry out the programs of the WVCBA. Committee appointments shall be at the will and pleasure of the term of the appointing Chair and shall serve concurrently with the term of the appointing Chair unless a different term is approved by the Board.

It shall be the function of committees to conduct investigations and studies, hold hearings, make recommendations to the Board, 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 policy of, the WVCBA until it shall have been approved or ratified by the Board. Committees shall be discharged by the Chair of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees.

Section 3. Committee Funds. Money raising or self-funding events planned during the year by committees must have prior approval of the Board. All funds collected and expended for such events must be deposited/paid by the WVCBA. Committee fund balances are treated as restricted or unrestricted assets of the WVCBA and are not the property of individual committees

Section 4. Political Action Committee. From time-to-time the Board may form or disband a Political Action Committee, authorized by law to raise and spend money for the promotion of ballot measures, the election of local, state, or national candidates, and other political matters, without jeopardizing the position of the WVCBA as a non-profit or not-for-profit organization for state and federal income tax purposes. Subject to the preceding sentence and adherence with all applicable laws and regulations, the powers, duties, and authority of the Political Action Committee shall be determined by the Board each time such a Political Action Committee is formed by the Board. All money contributed to or otherwise raised by the Political Action Committee shall be strictly segregated from all WVCBA funds and shall be managed, expended, and accounted for as required by all applicable laws and regulations.

Article VII - Grant of Authority

After state and national issues have been studied by the California Chamber of Commerce or the Chamber of Commerce of the United States and either have recommended a course of action and there is insufficient time to convene the Executive Committee and/or the Board, the Chair of the Board, with the advice of the other WVCBA officers and other WVCBA members with whom he/she chooses to consult, is authorized to act on behalf of the WVCBA in support of the positions of the California and United States Chambers of Commerce. In the absence or unavailability of the Chair, the Chair-Elect, or if the Chair and Chair-Elect

are not available, then any or all Vice Chairs are authorized to substitute for him/her. Any action taken under this Article will be reported to the Executive Committee and the Board at their first meeting following the action taken.

In addition to the preceding paragraph, the Board of the WVCBA may adopt an issues policy each calendar year, outlining approved positions on general business issues at the local, state, and/or federal levels.

Article VIII - Finances

Section 1: Funds. All money paid to the WVCBA shall be placed in a general operating fund except that money subscribed 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/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Recommendations for expenditures outside the budget shall be submitted to the Board for approval. Disbursements shall be by check that shall be signed by the President/CEO or by electronic funds transfer approved by the President/CEO for payments in the amount of \$1,000 or less. All other checks or disbursements shall be signed by the President/CEO and countersigned by an officer who has been authorized by the Board of Directors.

Section 3: Fiscal Year. The fiscal year of the WVCBA shall end December 31.

Section 4: Budget. The Executive Committee shall adopt a budget for the coming fiscal year and submit it to the Board for approval at its regular meeting in January.

Section 5: Audit. The accounts of the WVCBA shall be audited at least every five (5) years by a certified public accountant. The audit report shall, at all times, be available to members of the organization within the offices of the WVCBA. The Board shall determine whether each audit shall be a full audit, a review, or a compilation. Notwithstanding the foregoing, a full audit shall be conducted each time a person employed as President leaves that employment.

Section 6: Bonding. The Executive Committee and such other officers and staff as the Board may designate may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the WVCBA.

Section 7: Maintenance and Inspection of Articles, Bylaws and Other WVCBA Records. A copy of the WVCBA's Articles of Incorporation and Bylaws, as amended to date, shall be maintained in the office of the WVCBA and shall be open to inspection by any member at all reasonable times during office hours.

The WVCBA's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the Office of the WVCBA. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

Article IX - Dissolution

As permitted by the filed Articles of Incorporation, the WVCBA 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 WVCBA. On dissolution as permitted by the filed Articles of Incorporation of the WVCBA, any funds remaining shall be distributed to one or more organized or qualified organizations as defined in Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, to be selected by the Board.

Article X - Parliamentary Authority

The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the WVCBA.

Article XI – Indemnification Clause

No member, officer or director of this WVCBA 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 XII - Amendments

These Bylaws may be amended or altered by two-thirds (2/3) vote of the Board, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

Article XIII-Definitions

“Days” shall mean calendar days.

These Bylaws were amended and restated by action of the members on _____, 2021.



Meeting of the Membership June 14, 2020

Slate of Directors to be Elected

For Terms Beginning June 14, 2021 and Ending December 31, 2021

Vanessa Bechtel (Ventura County Community Foundation)

Jennifer Caldwell (Food Share Ventura County)

Dawn Simmons (Edward Jones – Dawn Simmons, Financial Advisor)

For Terms Beginning June 14, 2021 and Ending December 31, 2022

Mellany Arbues (Sonesta Select Camarillo)

Yuliana Gonzales (Camarillo Hotel & Tourism Association)

Jeffery Hiller (Mister Softee of Southern California)

Bruce Holley (Kirby Auto Group)

Craig Jeffery (Dignity Health – St. John's Pleasant Valley Hospital)

Julia Justus (Meissner Filtration)

Hillary Packard (Ventura Investment Co.)

Mike Panesis (California Lutheran University)

For Terms Beginning June 14, 2021 and Ending December 31, 2023

Lindsey Downey (Ardalan & Associates, APLC)

Roberto Martinez (Boys & Girls Club of Camarillo)