

BYLAWS OF
IMPERIAL VALLEY JOINT CHAMBERS OF COMMERCE
A CALIFORNIA NONPROFIT MUTUAL BENEFIT
CORPORATION

Revised 1-5-2005

ARTICLE I

NAME

The name of this corporation is Imperial Valley Joint Chambers of Commerce.

ARTICLE II

OFFICES

SECTION 2.01. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation ("principal office") shall be located in Imperial County, California. The Board of Directors ("the Board") may designate and change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2.02. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 3.01. PURPOSES

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. This organization will be an association of chambers of commerce located in Imperial Valley of California. The purposes for which this corporation is formed are to coordinate efforts to advance, foster and encourage domestic and foreign commerce and industry and to promote the public and commercial welfare and interests of the Imperial Valley of California and other non-profitable purposes. This corporation is organized exclusively for such purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02. LIMITATIONS

(a) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.

(b) Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for similar purposes and which has

established its tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV

MEMBERSHIP

This corporation shall have no members.

ARTICLE V

DIRECTORS

SECTION 5.01. POWERS

(a) General corporate powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(ii) Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(iii) Adopt and use a corporate seal and alter the form thereof.

(iv) Borrow money and incur indebtedness on behalf of the

corporation and cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

SECTION 5.02. NUMBER AND SELECTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

(a) Authorized number. The authorized number of Directors shall be equal to the number of represented chambers of commerce. Directors need not be residents of the State of California.

(b) Selection. The Board shall be selected as follows:

Any chamber of commerce that operates as a business in Imperial County, is recognized by the Internal Revenue Service as a [501\(c\)\(6\)](#) — Business Leagues, Chambers of Commerce, Real Estate Boards, etc. and maintains an ACTIVE corporation as defined by the California Secretary of State may request to be represented on the Board of Directors. Each such "chamber of commerce" shall select or appoint one (1) "primary representative" from their elected board of directors and one (1) "alternate representative" who shall serve as a director on the Board of Directors. If the chamber's "primary representative" is not present at any meeting, or available to act, then the chamber's "alternate representative" may vote or act on any matter either before a meeting of the corporation's Board of Directors or presented to the members of the Board.

(i) Initial Directors. The initial Board members and their alternates shall be selected or appointed by the individual "chambers of commerce" as set forth in Section 5.02 (b) above. The selection or appointment shall be certified by the Board of Directors [or the governing body] of each Chamber of Commerce. Immediately upon selection or appointment each Chamber of Commerce shall certify their selected "representative" and the "alternative representative" to the corporation [in a declaration satisfactory to the corporation] for approval and acceptance by the Board of the Corporation. Until such selections or appointments have been approved and accepted by the Board of the Corporation, the individuals selected or appointed shall have no authority to act as a Director.

(ii) Subsequent Directors. At the expiration or earlier termination of the terms of office of the initial Directors and their alternates, their successors shall be selected or appointed by their respective individual

"chambers of commerce" and certified to the corporation as set forth above.

SECTION 5.03. TERM OF OFFICE OF DIRECTORS

The Directors newly appointed or selected in accordance with Section 5.02(b) above, shall hold office for a term of one (1) year, or until replaced by his or her respective "chambers of commerce" as set forth in paragraph 5.02(b) above.

SECTION 5.04. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

(i) the death, removal, suspension or resignation of any Director;
or

(ii) the declaration by resolution of the Board of the corporation that a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 7238 and following of the California Nonprofit Mutual Benefit Corporation Law; or

(iii) the certification [in a declaration satisfactory to the corporation] by the respective "Chambers of Commerce" who previously certified a representative [as set forth in paragraph 5.02(b)] that their representative to the Board had been removed or suspended. Until such removal or suspension has been approved and accepted by the Board of the Corporation, the original selection or appointment shall continue in effect.

(b) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the Chairman of the Board, if any, or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective.

(c) Filling vacancies. In the event any vacancy on the Board goes unfilled by a respective "chamber of commerce" [as set forth in paragraph 5.02(b) above] for a period in excess of ninety (90) days, then that chamber of commerce's director position shall be terminated.

(d) No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

**SECTION 5.05. PLACE OF MEETINGS; MEETINGS BY
TELEPHONE OR OTHER ELECTRONIC MEANS**

Meetings of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the corporation. Any meeting may be held by conference telephone, by on line conference, or similar communication equipment, so long as all Directors participating in the meeting can hear or receive one another's statements or transmissions, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 5.06. ANNUAL, REGULAR AND SPECIAL MEETINGS

(a) Annual Meeting. The Board shall hold an annual meeting during the first regularly scheduled Board meeting of the fiscal year for the purpose of organization, election of officers, reporting of primary and alternate representative appointees and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting shall not be required.

(b) Other Regular Meetings. The Board shall hold at least ten (10) regular business meetings throughout the year; said meetings shall be held without call and on a date to be fixed by resolution of the Board; provided, however, any given monthly meeting may be dispensed with by majority vote of the Board. Such regular meetings may be held without notice.

(c) Special Meetings.

(i) Authority To Call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, the Vice Chairman, or the Secretary, or any two Directors.

(ii) Notice.

a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

1. by personal delivery of written notice;
2. by first-class mail, postage prepaid;
3. by telephone, either directly to the Director or to a person at the Director's office would reasonably be expected to communicate that

notice promptly to the Director; or

4. by any electronic means reasonably calculated to give notice.

All such notices shall be given or sent to the Director's address, including not by way of limitation any fax and/or telephone number, as shown on the records of the corporation.

b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or by electronic means, shall be sent or given at least forty-eight (48) hours before the time set for the meeting.

c. Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

SECTION 5.07. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 5.09. Subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without Limitation, those provisions relating to

(a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest,

(b) approval of certain transactions between corporations having common directorship,

(c) creation of an appointment of committees of the Board and

(d) indemnification of Directors,

every act or decision involving non-fiscal matters done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A two-thirds (2/3) majority vote shall be required on all matters involving expenditures (fiscal matters). 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 the "required majority" of the required quorum for that meeting.

SECTION 5.08. WAIVER OF NOTICE

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after 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 meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

SECTION 5.09. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 5.10. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 5.11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.11 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party.

ARTICLE VI

COMMITTEES

SECTION 6.01. COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the Directors then in

office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) fill vacancies on the Board or in any committee which has the authority of the Board;

(b) establish or fix compensation of the Directors for serving on the Board or on any committee;

(c) amend or repeal Bylaws or adopt new Bylaws;

(d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

(e) appoint any other committees of the Board or the members of these committees;

(f) approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

SECTION 6.02. MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII

OFFICERS

SECTION 7.01. OFFICERS

The officers of the corporation shall include a Chairman of the Board, a Vice Chairman, a Secretary, and a Chief Financial Officer. The corporation may also have, at the Board's discretion, one or more Vice Chairmans, one or more assistant Secretaries, one or more assistants to the Chief Financial Officer, and such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chairman of the Board.

SECTION 7.02. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article VII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 7.03. OTHER OFFICERS

The Board may appoint and may authorize the Chairman of the Board or another officer to appoint any other officers that the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 7.04. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 7.05. RESIGNATION OF OFFICERS

Any officer may resign upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 7.06. VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.07. RESPONSIBILITIES OF OFFICERS

(a) Chairman of the Board. A Chairman of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chairman of the Board shall also be the Chief Executive Officer and shall have the following powers and duties prescribed by these Bylaws. Subject to the control and supervision of the Board, the Chairman of the Board shall be the Chief Executive Officer and general manager of the corporation and shall generally supervise, direct and control the activities and affairs and the officers of the corporation. The Chairman of the Board shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

(b) Vice Chairman. In the absence or disability of the Chairman of the Board, the Vice Chairman, if any, in order of their rank, shall perform all of the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman of the Board. Vice Chairman shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws.

(c) Secretary.

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board. The Secretary shall also keep, or cause to be kept at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Chief Financial Officer.

(i) Books of account. The Chief Financial Officer of the

corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the Chairman of the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) Bond. If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer upon death, resignation, retirement or removal from office.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

SECTION 8.01. INDEMNIFICATION

(a) Right of Indemnity. To the full extent permitted by the law, this corporation shall indemnify its Directors, officers, employees and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the

California Corporation Code, the Board shall promptly determine in accordance with Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the

proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board, or the attorney, or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.

(c) Advancement of Expenses. To the full extent permitted bylaw and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefore.

SECTION 8.02. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

SECTION 9.01. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a)** Adequate and correct books and records of account;
- (b)** Minutes in written form of the proceedings of the Board.

SECTION 9.02. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and the records of each of its subsidiary

corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 9.03. ANNUAL REPORT

Except as provided under Section 8321 of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 9.04.

SECTION 9.04. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The corporation shall prepare annually and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the corporation:

(a) Any transaction to which the corporation, its parent or its subsidiary was a party, and in which any Director or officer of the corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000).

(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or Director

of the corporation pursuant to Section 8.01 hereof.

The statement shall include a brief description of the transaction, the names of the Director(s) or officer(s) involved, their relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE XI

AMENDMENTS

SECTION 11.01. ACTION BY THE BOARD

The Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board.

SECTION 11.02. LIMITATIONS ON AMENDMENT OF BYLAWS

Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number. No amendment may extend the term of a Director beyond that for which such Director was elected.

SECTION 11.03. MAINTENANCE OF RECORDS

The Secretary of the corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the corporation and is maintained with the official records of the corporation at the principal office of the corporation.

CERTIFICATE OF SECRETARY

