

**SOUTH SAN FRANCISCO CHAMBER OF COMMERCE  
BYLAWS**

**A California Nonprofit Mutual Benefit Corporation**

Originally Incorporated: June 8, 1949

**Revised for Membership Approval: February 10, 2026**

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**ARTICLE I: GENERAL**

**Section 1. Name**

This organization is incorporated under the laws of the State of California and shall be known as the **South San Francisco Chamber of Commerce** (“Chamber”).

**Section 2. Purpose**

The Chamber is organized to promote, support, and enhance the business environment and economic climate of the greater South San Francisco community, the County of San Mateo, and the State of California.

**Section 3. Limitations and Non-Discrimination**

The Chamber shall operate as a non-profit organization described in Section 501(c)(6) of the Internal Revenue Code and shall observe all applicable local, state, and federal laws. The Chamber shall be non-profit, non-partisan, and non-sectarian and shall not discriminate on the basis of race, religion, color, national origin, ancestry, disability, marital status, sex, gender, age, sexual orientation, or military and veteran status.

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**ARTICLE II: MEMBERSHIP**

**Section 1. Eligibility**

Any person, association, corporation, partnership, or estate having an interest in the purpose of the Chamber shall be eligible to apply for membership.

**Section 2. Acceptance**

Applications for membership shall be in writing on forms provided by the Chamber for that purpose and signed by the applicant. An applicant shall become a member upon acceptance by the Chamber staff member designated by the Board of Directors and payment of dues in accordance with Section 3 of this Article.

**Section 3. Dues**

Membership dues shall be set by the Board of Directors and payable annually in advance or on a bi-annual schedule, or on such other schedule as the Board may approve.

**Section 4. Termination of Membership**

- a) **Resignation:** Any member may resign from the Chamber upon written notification to the Chamber.
- b) **Nonpayment:** Any member shall be subject to termination for non-payment of dues after ninety (90) days from the date such dues become delinquent, unless extended for good cause by the Chief Executive Officer or as otherwise authorized by the Board of Directors. Any member terminated for non-payment who subsequently seeks to rejoin the Chamber under the same ownership or control shall be required to pay a reinstatement fee of seventy-five dollars (\$75), in addition to any applicable membership dues. The Chief Executive Officer may waive the reinstatement fee for good cause, subject to reporting such waiver to the Board of Directors.
- c) **Termination for Cause (Members):** Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at a duly noticed regular or special Board meeting for conduct unbecoming a member or conduct damaging to the aims or reputation of the Chamber, provided the member is given notice of five (5) business days and an opportunity to be heard.

### **Section 5. Voting Rights and Member in Good Standing**

Each voting member in good standing is entitled to one (1) vote on matters properly submitted to the membership. "Good standing" means membership dues are current and the membership is not under suspension or termination.

### **Section 6. Voting Procedures**

- a) Unless otherwise stated in these bylaws, actions by the membership require a majority of votes cast.
- b) Abstentions are not counted as votes cast.
- c) Voting on Board of Directors: In order for a member to be elected to a seat on the Board of Directors, the member must be voted in in accordance with the process described in Article 6 Section 3.

### **Section 7. Electronic Voting (Membership)**

The Board of Directors may authorize membership voting by electronic ballot, including electronic mail or a secure voting platform, provided that:

- a) The question or ballot item is clearly stated;
- b) Voting remains open for at least five (5) business days;
- c) Only members in good standing are eligible to vote; and
- d) The Chamber maintains a record of the vote.

### **Section 8. Exercise of Membership Privileges**

Any firm, association, corporation, partnership, or estate holding membership may designate an individual to exercise the privileges of membership and may change such designation upon written notice to the Chamber.

### **Section 9. No Membership Authority Over Operations**

Membership in the Chamber does not confer any right to participate in or direct the management, operations, contracts, staffing, employment decisions, or day-to-day affairs of the Chamber, except as expressly provided in these bylaws.

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## **ARTICLE III: MEETINGS**

### **Section 1. Annual Membership Meeting**

The Chamber shall hold one (1) annual meeting each year, at a date and time designated by the Board of Directors. Notice of the annual meeting shall be provided to each member at least ten (10) days in advance and shall state the time, place, and any matters to be voted upon.

### **Section 2. Special Membership Meetings**

Special meetings of the membership may be called by the President, CEO, any three (3) Directors, or upon written petition of five percent (5%) of members in good standing. Notice shall be provided at least three (3) days prior by electronic mail and shall state the purpose of the meeting. No more than one (1) special membership meeting initiated by petition shall be held within any ninety (90) day period unless otherwise approved by the Board of Directors.

### **Section 3. Quorum**

- a) **Membership Meetings:** Five percent (5%) of members in good standing, or a majority of the seated Board of Directors (whichever is smaller), shall constitute a quorum for membership meetings.
- b) **Board Meetings:** A majority of the seated Board constitutes a quorum.
- c) **Committee Meetings:** A majority of committee members constitutes a quorum.

#### **Section 4. Notice and Agenda (Board Meetings)**

Written notice of Board meetings shall be provided at least three (3) days in advance, unless otherwise stated in these bylaws. An agenda shall be prepared in advance. Board members wishing to place items on the agenda must submit such items no later than one (1) week prior to the meeting.

#### **Section 5. Electronic and Hybrid Meetings**

Meetings of the membership, Board of Directors, Executive Committee, or any committee may be conducted in whole or in part by electronic or telephonic means to the extent permitted by California law. Participation by such means shall constitute presence in person for purposes of quorum and voting.

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### **ARTICLE IV: BOARD OF DIRECTORS**

#### **Section 1. Composition and Authority**

The Board shall consist of not less than seven (7) nor more than thirteen (13) Directors, unless changed by amendment or these bylaws. The Board governs the Chamber, controls its property, is responsible for its finances, and directs its affairs.

The South San Francisco City Manager or their designee shall serve as **ex-officio, non-voting liaison** to the Board. One (1) seat on the Board of Directors shall be reserved for Genentech, provided it remains a member of the Chamber in good standing. The Genentech Board representative shall be designated by Genentech and confirmed by the Board of Directors. If Genentech declines or fails to designate a representative, the seat may remain vacant until filled by Genentech. If Genentech ceases to be a member in good standing, the reserved seat shall automatically terminate.

#### **Section 2. Term and Term Limits**

One-third (1/3) of the Directors shall be elected annually for three-year terms, with a maximum of two consecutive terms (six years). A Director is eligible for re-election after a one-year break in board service, unless otherwise approved by the Board due to extraordinary circumstances as determined by the Board.

#### **Section 3. Selection and Election of Directors**

##### **a) Nominating Committee:**

In January, the President shall appoint a Nominating Committee consisting of three (3) Board members in good standing. The Nominating Committee shall be responsible for reviewing, screening, and evaluating all candidates for nomination to the Board of Directors using procedures and a standardized scoring system established and approved by the Board of Directors. The Committee may conduct interviews as deemed appropriate and may also consider candidates proposed by Committee members.

##### **b) Board Needs and Evaluation Criteria:**

In January, the Board of Directors and Officers shall identify the skills, professional experience, and areas of expertise most beneficial for upcoming Board vacancies. The Nominating Committee shall evaluate prospective Board candidates in alignment with these identified needs, considering factors including community connection, professional skills, governance experience, Chamber involvement (including Ambassador service), and demonstrated commitment to the Chamber.

##### **c) Eligibility, Nomination, and Application Requirements:**

Candidates for the Board of Directors must be active members in good standing and must agree in writing to accept the responsibilities of Board service if elected. Following any submission or nomination, each candidate shall be required to complete a Board application and agree to the terms and conditions set forth therein in order to be considered eligible for election.

##### **d) Call for Candidates:**

Between January and February, the President shall notify the membership through the Chamber newsletter, or any other method approved by the Board, about the opportunity to submit candidates for Board service. Candidate submissions must be received within fifteen (15) days of the notice and must include the candidate's written consent and a brief written statement of interest.

**e) Slate of Candidates and Member Notification:**

Prior to the regular March Board meeting, the Nominating Committee shall present a proposed slate of candidates to the Board of Directors for review. Upon approval of the final slate at a regularly scheduled Board meeting, the Chief Executive Officer shall promptly notify the membership by electronic mail of the names of the nominated candidates.

**f) Ballot and Election:**

Ballots shall be distributed to the membership on or before May 5, and shall include the name of each candidate, arranged in alphabetical order, along with a brief biographical description not to exceed fifty (50) words. Voting shall be conducted electronically, with paper ballots made available upon request. Voting shall close within ten (10) days of ballot distribution. The Board of Directors shall declare the candidates receiving the highest number of votes elected at the June Board meeting. In the event of a tie, the Board of Directors shall vote solely for the purpose of breaking the tie.

**g) Election Criteria:**

In order for an eligible member to be elected to a seat on the Board of Directors, the member must receive affirmative votes equal to at least five percent (5%) of the total membership votes cast in the election. Members who do not meet this threshold shall be deemed not elected, regardless of relative vote totals.

**h) Election Judges:**

The President shall appoint, subject to approval by the Board of Directors, three (3) judges to oversee the election process. Judges shall not be current Directors or candidates for election. Two (2) judges may be Chamber employees, and one (1) judge shall be a member in good standing as defined in Article 2 Section 5.

**Section 4. Seating of New Directors**

New Directors are seated July 1. Retiring Directors serve through June 30.

**Section 5. Attendance, Vacancies and Removal of Directors**

**a) Attendance & Vacancies**

After reasonable and identifiable efforts have been made by staff, the CEO, and/or the Board to communicate with an absentee Director, a director may be considered for removal due to attendance after three (3) consecutive unexcused absences and absence from one-third (1/3) of the regular Board meetings within a calendar year. Absences may be excused for good cause, provided the Director notifies the Board President and CEO in advance of the meeting.

The President shall present the matter to the Board of Directors for consideration and a vote regarding removal. Any vacancy resulting from such removal may be filled by nomination by the President and confirmation by a majority vote of the Board of Directors for the remainder of the unexpired term. Removal of a Director based solely on attendance shall be considered administrative in nature and not disciplinary.

**b) Removal of Directors for Credible Criminal Allegation**

Directors serve in positions of trust and authority and owe fiduciary duties to protect the Chamber's mission, operations, reputation, and legal standing. If the Board of Directors, acting in good faith, determines that a credible allegation of criminal activity exists involving a Director and that such allegation poses a material risk to the Chamber, the matter shall be presented to the full Board of Directors as soon as practicable. The Board may remove the Director by a two-thirds (2/3) vote of the Board of Directors at a duly noticed regular or special meeting. Any action taken under this subsection is a governance and risk-management determination and shall not constitute a finding of guilt or innocence.

**c) Definition (Credible Allegation)**

A “credible allegation” means an allegation supported by information that the Board of Directors, exercising reasonable judgment and acting in good faith, determines to be reliable. Such information may include, but is not limited to, a criminal charge, arrest, formal law enforcement investigation, or filing by a prosecuting authority. A credible allegation does not require unanimity and shall be evaluated collectively by the Board of Directors in the exercise of its fiduciary duties.

#### **d) Reinstatement of Directors**

A Director removed pursuant to this Section may be considered for reinstatement if the Board of Directors determines that reinstatement is in the best interests of the Chamber following resolution of the matter or upon review of materially changed circumstances. Reinstatement shall require approval in accordance with these bylaws.

#### **e) Governance Authority:**

The Board of Directors is entrusted with independent judgment to protect the Chamber. Actions taken pursuant to this Section are governance determinations made in fulfillment of fiduciary duties and are distinct from judicial or criminal proceedings.

### **Section 6. Policies**

The Board adopts policies and procedures maintained in a Policy Manual reviewed annually.

### **Section 7. Management and CEO**

The Board of Directors is responsible for the recruitment, hiring, employment terms, and supervision of the Chief Executive Officer (CEO). The Board President and the appointed committee shall schedule and conduct the CEO’s annual performance review. Subject to the authority and oversight of the Board, the CEO shall manage the day-to-day operations of the Chamber, keep the Board informed of material matters, and implement all policies, resolutions, and directives of the Board.

The CEO is authorized to act and speak on behalf of the Chamber between Board meetings; to hire and terminate staff; to administer personnel matters in accordance with Board-adopted policies; and to negotiate, execute, and administer contracts, receive and disburse funds, and conduct business transactions on behalf of the Chamber.

### **Section 8. Fiduciary Duties and Conflict of Interest**

Directors and Officers shall act in the best interests of the Chamber and in accordance with applicable fiduciary duties. The Board shall adopt and annually review a Conflict-of-Interest Policy and require disclosure of potential conflicts.

### **Section 9. Indemnification**

The Chamber may indemnify Directors, Officers, employees, and agents to the fullest extent permitted by California law, subject to Board resolution, and except where liability is based on gross negligence or willful misconduct.

### **Section 10. Emergency Authority**

In the event of an emergency affecting the operations, safety, legal standing, or reputation of the Chamber, the Board of Directors or, if the Board is unable to convene promptly, the Executive Committee may take temporary action deemed necessary in the best interests of the Chamber. Any such action shall be reported to and ratified by the Board of Directors at its next regular or special meeting.

### **Section 11. Confidentiality**

Directors, Officers, committee members, and any individual serving in an official capacity on behalf of the Chamber shall maintain the confidentiality of all non-public information obtained through their service to the

Chamber, including but not limited to personnel matters, investigations, financial information, and sensitive business or member information.

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## **ARTICLE V: OFFICERS**

### **Section 1. Officers**

Officers shall include President, Vice President(s), Secretary, and Treasurer. Officers are elected by the Board as provided herein. The Treasurer may be, but is not required to be a director.

### **Section 2. Election Timing**

Within ten (10) days following the annual election of Directors and prior to the annual membership meeting, the Board of Directors shall elect the Officers by written ballot and by majority vote. All Officers must be members of the Board of Directors, except the Treasurer, who may or may not be a member of the Board of Directors and shall serve a term of two (2) years.

**Section 3. Duties.** Duties are outlined in the job description for each position.

- a) **President:** Presides at meetings; appoints committees; serves as ex-officio member of all committees.
  - b) **Immediate Past President:** Serves on Executive Committee for remainder of fiscal year; may remain on Board for one additional year as a voting Director if needed to fulfill the role, increasing Board size by one during that year.
  - c) **Vice President(s):** Perform duties assigned; act in the absence of the President; succession as provided.
  - d) **Treasurer:** Oversees safeguarding and reporting of funds; presents monthly financial report to the Board; maintains required oversight.
  - e) **Secretary:** Ensures notices, agendas, and minutes are prepared; performs duties of Corporate Secretary. If a staff person serves, they are non-voting.
  - f) **CEO:** Conducts correspondence and records; maintains accounts and records; submits annual report and year-end financial statement; manages staff; and performs duties per job description.
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## **ARTICLE VI: COMMITTEES**

### **Section 1. Committees Generally**

The Board may establish committees and define their authority.

### **Section 2. Executive Committee**

The Executive Committee acts on behalf of the Board between meetings as authorized by the Board and is accountable to the Board. It includes the President, Immediate Past President, Vice President(s), CEO, and two at-large Directors. Meetings may be conducted electronically to the extent permitted by law. The Executive Committee shall not have authority to amend these bylaws, remove Directors or Officers, approve unbudgeted expenditures beyond any limits established by the Board of Directors, or take actions expressly reserved to the full Board of Directors or the membership.

### **Section 3. Investigation Committee**

- a) **Process:** A three-person Investigation Committee will be convened consisting of the CEO (Chair), the President, and the Vice President. The Committee may use informal steps first and may recommend formal action to the Board.
- b) **Exceptions:** If the complaint is against the President or CEO, substitutions shall be made as provided in the existing Grievance Procedure.

c) **Board Action:** If removal or termination is recommended, the matter must be presented in writing to the full Board; a two-thirds (2/3) Board vote is required for removal or termination.

d) **Carve-Out for Criminal Allegations (Directors):**

Matters involving a credible allegation of criminal activity by a Director shall be presented directly to the full Board of Directors and shall not be subject to the Investigation Committee process. The Board shall act in accordance with Article IV, Section 5.

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**ARTICLE VII: FINANCES**

**Section 1. Funds and Reserves**

All funds shall be placed in general operating accounts. Unused funds may be placed in reserve accounts.

**Section 2. Disbursements and Controls**

Non-routine, non-budgeted disbursements require Board approval. The Board may set a threshold under which the Treasurer may authorize non-budgeted expenditures without a counter-signature, subject to reporting.

**Section 3. Fiscal Year**

The fiscal year ends December 31.

**Section 4. Budget**

The Executive Committee shall propose a budget for Board approval by the February Board meeting.

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**ARTICLE VIII: DISSOLUTION**

Upon dissolution, remaining assets shall be distributed to one or more qualified organizations selected by the Board consistent with IRS requirements.

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**ARTICLE IX: AMENDMENTS**

**Section 1. Amendment Authority and Membership Approval**

These bylaws may be amended or altered by:

- a) A two-thirds (2/3) vote of the Board of Directors; **and**
- b) Approval by the Chamber's voting membership by majority of votes cast, provided notice of the proposed amendment(s) is given to the membership at least ten (10) days in advance and the vote occurs at a membership meeting or by authorized electronic ballot.

**Section 2. Notice Requirements**

Proposed amendments must be distributed to members with an explanation of what is changing and an opportunity to review the full text.

**Section 3. Severability**

If any provision of these bylaws is determined to be invalid or unenforceable, such determination shall not affect the validity or enforceability of the remaining provisions, which shall continue in full force and effect.

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