

AMENDED AND RESTATED

BYLAWS OF

NATIONAL CITY CHAMBER OF

COMMERCE

Approved by the Board of Directors
On
April 21, 2009

**AMENDED AND RESTATED
BYLAWS FOR THE REGULATION, EXCEPT AS
PROVIDED BY STATUTE OR
ITS ARTICLES OF INCORPORATION,
OF
NATIONAL CITY CHAMBER OF COMMERCE**

Article I - General

Section 1: Name. The National City Chamber of Commerce is incorporated under the laws of the State of California and shall be known as the Chamber of Commerce.

Section 2: Purpose. The Chamber of Commerce is organized to promote the general welfare and prosperity of the area business community. The National City Chamber of Commerce mission statement is "to increase opportunities for businesses and advocate for our membership in matters related to business, government, and community relations."

Section 3: Limitation of Methods. The Chamber of Commerce shall observe all local, state and federal laws which apply to a nonprofit mutual benefit corporation organized under the laws of 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: Election. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An applicant shall be accepted for active membership upon review and approval of the application by the Chairman and President/CEO or such other person(s) as may be designated by the Board of Directors. Any applicant so accepted shall become a member upon payment of all membership fees then due.

Section 3: Dues. Membership dues shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors or its delegates.

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

Section 5: Termination of Membership. (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) Any member shall be terminated by the Board of Directors 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 of Directors, at a

regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. If the Board of Directors 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, postage prepaid, addressed to the member at his/her last address shown on the records of the Chamber. 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 Chamber office not less than five (5) days before effective date of termination. The Board of Directors 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.

Article III - Meeting of Members

Section 1: Place of Meetings. Meetings of members shall be held at any place designated by the Board of Directors.

Section 2: Annual Meeting. The annual, regular membership meeting of the Chamber shall be held not less frequently than once per year. The annual meeting shall be held in January of each year at the Chamber's offices, unless the Board otherwise fixes a different place, date and hour. .

Section 3: Special Meetings. Special meetings of members may be called by the Board of Directors, the Chairman 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 or electronic communication, addressed to the Chairman, the Chairman-Elect, or the President/CEO at the Chamber 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 of Directors 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 mailed not less than 10 or more than 90 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 of Directors, at the time of giving the notice, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall specify that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when such notice is given.

If action is proposed to be taken at any meeting to approve of (a) removal of directors from office without cause, (b) filling vacancies on the Board of Directors, (c) approval of contracts between the Chamber and a Director or a corporation, firm or association in which a Director is also a director, (d) amendment of the Articles of Incorporation, or (e) election to wind up and dissolve the corporation, the notice shall also state the general nature of the proposal.

Notice shall be given by delivery in person or by mail addressed to the member at the address of the member appearing on the books of the Chamber or given by the member to the Chamber for the purpose

of the notice. If there is not any such address, the notice shall be held for the member in the Chamber office.

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 of Directors 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. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 4 above (and no other business may be transacted). 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 Chairman of the Board, with the approval of the Board of Directors, may 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, if so appointed, shall (1) determine the existence of a quorum, (2) receive votes or ballots, (3) hear and determine all challenges and questions arising in connection with the right to vote, (4) count and tabulate all votes, (5) determine the results, and (6) 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 (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of any proposal, (iii) provide a reasonable time within which to return the ballot to the Chamber, (iv) indicate the number of responses needed to meet the quorum requirement, (v) state the percentage of approvals necessary to pass the measure submitted, and (vi) specify the time by which the ballot must be received by the Chamber 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 Chamber may not be revoked. All written ballots shall be filed with the President/CEO of the Chamber maintained in the records of the Chamber. The results of the written ballot shall be stated in the Chamber's next mailing to members.

Article IV - Board of Directors

Section 1: Authority. The government of the Chamber of Commerce, direction of its work, the control of its finances and property and the control and direction of its officers and employees shall be vested in a Board of Directors consisting of seventeen (17) members.

Section 2: Term of Office. Each of the seventeen members of the board shall serve no more than two consecutive terms, which shall be staggered as follows: eight (8) board members shall be elected in even years, and the other nine (9) board members shall be elected in odd years. The directorships shall be on or before October 15 of each year by the members. No director serving a full term, or director elected by the Board of Directors to fill a vacancy of more than eighteen (18) months shall be eligible for re-election until after the lapse of one (1) year following his/her term.

Section 3: Selection and Election of Directors. At a regular or special Board meeting and at least thirty-five (35) days prior to the election, the Chairman shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of the Chairman of the Board, Immediate Past Chairman, Vice Chairman, the President/CEO and three (3) board members appointed by the Chairman of the Board. The Chairman shall designate the chairman of the committee.

No later than twenty days (20) before the election, the Nominating Committee shall present to the President/CEO a slate of (number of vacancies) candidates to serve two 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 notify members by posting the nominations on line of the names of persons nominated as candidates for directors. Within 10 (ten) days, members shall have the opportunity to submit additional names of candidates.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least (3) qualified members of the chamber. 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 nominating shall be closed and the nominated slate of (number of vacancies) candidates receiving sufficient votes to be elected shall be declared elected by the Board of Directors.

Section 4: 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 this ballot to all active members at least 15 days before the regular (month) Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten (10) days. The Board of Directors shall at its regular (month) Board meeting declare the (number) candidates with the greatest number of votes elected.

Section 5: Re-election. No member of the Board of Directors 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 a Director who is elected Chairman of the Board for the coming year, even though he/she is a previously elected and retiring Director.

(b) This shall not apply to ex-officio directors that may be appointed by the Board of Directors, as they determine to be necessary, to serve as voting directors to aid in their deliberations to serve only a one (1) year term, after which they are eligible for election to a two (2) year term.

Section 6: Seating. All newly-elected Directors shall be seated at the regular first meeting of the Board of Directors in January and shall be participating members thereafter.

Section 7: Absences. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board. A member of the Board of Directors who shall be absent from more than six (6) regular meetings of the Board during one year shall be automatically dropped from membership on the Board.

Section 8: Meeting Place and Procedures. Meetings of the Board of Directors shall be held in the Chamber office or at any other place that is designated from time to time by the Board. 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 9: Regular Meetings. Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the Chairman-Elect, or any two directors.

Section 10: Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman, the Chairman-Elect, or any two directors.

Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director by four days notice by first class mail or 48 hours notice delivered in person or by telephone or electronic communications at the Director's address shown on the records of the Chamber. The notice need not specify the purpose of the meeting.

Section 11: Quorum. One-third (1/3) of the authorized number of Directors, which includes the executive committee, 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 12: Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, 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 13: Adjournment. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the

adjournment shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 14: Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the Board.

Section 15: Resignation. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the Chairman, or the Board of Directors. 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: Vacancies. Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the Chairman of the Board and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a Director by the members may be filled only by the members, in the manner provided for election of a Director. A Director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

Section 17: Fees and Compensation. Directors and members of committees shall serve without compensation for their services. This shall not preclude any Director from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

Article V - Officers

Section 1: Determination of Officers. Prior to or promptly after the annual election of the new directors, the Nominating Committee for Directors shall nominate a slate of officers for the next year. Officers to be nominated are: a Chairman of the Board, Vice Chairman, and the Treasurer. The Directors shall meet and elect the above officers. All officers must be members of the Board of Directors; however, an outgoing Director who would otherwise be ineligible for re-election, may be elected Chairman of the Board and serve on the Board and Executive Committee during his/her term of office. The Immediate Past Chairman 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) Chairman of the Board. The Chairman of the Board shall, subject to the control of the Board of Directors, have general supervision, direction and control of the policies of the Chamber; shall preside at the meetings of the Board of Directors, of the members, and of the Executive Committee; shall be an ex-officio member of all Chamber committees; and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by these Bylaws. The Chairman of the Board shall, in conjunction with the President and Chief Executive Officer, shall determine all committee chairpersons, subject to the approval of the Board of Directors

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

(c) Vice Chairman. The Vice Chairman of the Board shall normally but not necessarily be elected as Chairman of the Board in the year immediately following the year in which he or she serves as Vice Chairman of the Board. In the absence or disability of the Chairman of the Board, the Vice Chairman of the Board shall perform the duties of the Chairman of the Board, and when so acting shall have the powers of, and be subject to the restrictions upon, the Chairman of the Board. The Vice Chairman of the Board shall have such other powers and perform such other duties as from time to time may be prescribed by the Chairman of the Board, the Board of Directors, or these Bylaws.

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

(e) President/CEO. The Board of Directors shall employ a President/CEO who shall be the corporate secretary and the chief administrative and executive officer of the Chamber. The President/CEO shall serve as secretary of the Board of Directors 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 Chairman of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber.

The President/CEO shall be a non-voting member of the Board of Directors, 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 of Directors.

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

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

The President/CEO is to serve as the primary spokesperson for the Chamber, for external communications.

Section 3: Executive Committee. The Executive Committee shall be composed of the Chairman of the Board, Immediate Past Chairman, Vice Chairman, and President/CEO, and up to three (3) members of the Board of Directors who shall be appointed by the Chairman, subject to the approval of the Board of Directors. The Executive Committee shall be available on the call of the Chairman to assist and advise the Chairman and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors 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. Minutes from Executive Committee meetings shall be made available to the full board upon its next regular session.

Article VI - Committees

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

It shall be the function of committees to conduct investigations and studies, hold hearings, make recommendations to the Board of Directors, 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 Chamber until it shall have been approved or ratified by the Board of Directors, or unless the Board of Directors vests authority upon such committee to take action (except as may be limited by Section 7212 of the California Corporations Code or its successor statute). Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, 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 of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the chamber and are not the property of individual committees

Article VII - Finances

Section 1: Funds. All money paid to the Chamber 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 of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be by check that shall be signed by the President/CEO for payments not to exceed the amount provided for in the Chamber's policies and procedures or established by resolution of the Board of Directors.. All other checks shall be signed by the President/CEO and countersigned by an officer who has been authorized by the Board of Directors or by two officers.

Section 3: Fiscal Year. The fiscal year of the Chamber 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 of Directors for approval at its regular meeting in December.

Section 5: Fidelity Bond. If the Board of Directors so chooses, the Executive Committee and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in amounts set by the Board and paid for by the Chamber.

Section 6: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records. A copy of the Chamber's Articles or Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber and shall be open to inspection by any member at all reasonable times during office hours.

The Chamber'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 Chamber. 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

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors that is exempt from income taxes under Section 501 (c)(3) of the Internal Revenue Code.

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 Chamber.

Article XI – Indemnification Clause

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reasons of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under Section 5238 of the Corporations Code.

Article XII - Amendments

These Bylaws may be amended or altered by a two-thirds vote of the Board of Directors, 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the National City Chamber of Commerce, a California non-profit mutual benefit corporation; that these bylaws, consisting of [10] pages, are the bylaws of this corporation as adopted by the board of directors on April 21, 2009; and that these bylaws have not been amended or modified since that date.

Executed on [_____, 2009], at National City, California.

John Pasha, Chairman of the Board

Jacqueline L. Reynoso, Secretary of the Board