



Orange County Women's Business Chamber

OCWBC

BYLAWS

ORANGE COUNTY WOMENS BUSINESS CHAMBER

03/01/2026 www.ocwbchamber.org

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BYLAWS

ORANGE COUNTY WOMEN'S BUSINESS CHAMBER

(OCWBC)

A California Nonprofit Mutual Benefit Corporation

Tax-Exempt Under IRC Section 501(c)(6)

Adopted: 03/01/2026

ARTICLE I — NAME AND PRINCIPAL OFFICE

- **Name.** The name of the organization is the Orange County Women's Business Chamber, hereinafter referred to as the "Chamber" or "OCWBC."
- **Principal Office.** The principal office of the Chamber shall be located in Orange County, California, or at such other location as determined by the Board of Directors.
- **Registered Agent.** The Chamber shall maintain a registered agent and registered office in the State of California as required by law.

ARTICLE II — PURPOSE AND TAX STATUS

- **Purpose.** OCWBC is organized as a nonprofit mutual benefit corporation to promote, support, and advance women-owned and women-led businesses and professionals across all industries in Orange County through advocacy, education, networking, and economic development initiatives.
- **Federal Tax Status.** The Chamber shall be operated as a 501(c)(6) business chamber of commerce exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code ("IRC").
- **Limitations.** No part of the net earnings of the Chamber shall inure to the benefit of any private individual. The Chamber may engage in advocacy and lobbying consistent with its 501(c)(6) status but shall not engage in political campaign activity on behalf of or in opposition to any candidate for public office.

ARTICLE III — MEMBERSHIP

- **Eligibility.** Membership shall be open to individuals, entrepreneurs, executives, professionals, corporations, nonprofits, and allies who support the mission of the Chamber.
- **Classes of Membership.** The Board may establish membership categories including, but not limited to:
 - Individual Member
 - Business Member
 - Corporate Member
 - Affiliate / Ally Member
 - Honorary Member (non-voting)
- **Dues.** Annual membership dues shall be established by the Board of Directors and may be adjusted by Board resolution. Dues shall be affordable and equitably structured to support broad participation.
- **Rights and Privileges.** Members in good standing shall have the right to: (a) vote at membership meetings on matters submitted to a member's vote; (b) receive notice of meetings and Chamber communications; (c) participate in Chamber programs, events, and committees; and (d) such other rights and benefits as the Board may establish by membership class.
- **Good Standing.** A member is in good standing when all dues and assessments are current and the member is not subject to a pending disciplinary proceeding.

- **Termination.** Membership may be suspended or terminated for: (a) non-payment of dues within 60 days of the due date; or (b) conduct detrimental to the Chamber, following written notice and an opportunity to be heard before the Board or a designated committee.
- **Non-Transferability.** Membership is not transferable or assignable.

ARTICLE IV — BOARD OF DIRECTORS

- **Authority.** The business and affairs of the Chamber shall be managed by or under the direction of the Board of Directors, which may exercise all such powers as are permitted by law, the Articles of Incorporation, and these Bylaws.
- **Composition.** The Board shall consist of no fewer than five (5) and no more than twenty (20) Directors. Directors shall represent diverse industries, backgrounds, and areas of expertise.
- **Powers and Duties.** The Board shall:
 - Establish policies and strategic direction for the Chamber;
 - Approve annual budgets and provide financial oversight;
 - Appoint and remove officers;
 - Ensure compliance with all legal and fiduciary obligations.
- **Terms.** Directors shall serve two (2) year terms and are eligible for renewal. The Board may establish term limits by resolution.
- **Removal.** A Director may be removed only for cause, including breach of fiduciary duty, misconduct, failure to meet participation requirements, or actions materially harmful to the Chamber. Removal shall require the following due process:
 1. Written notice to the Director stating the specific grounds for proposed removal;
 2. A minimum of ten (10) days for the Director to respond in writing;
 3. An opportunity to be heard before the Board; and
 4. A two-thirds (2/3) vote of disinterested Directors at a duly noticed meeting.
 5. No Director shall be removed without compliance with this procedure.
- **Vacancies.** Any vacancy on the Board, including a vacancy created by an increase in the number of Directors, may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor.
- **Compensation.** Directors shall serve without compensation unless otherwise authorized by the Board. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE V — OFFICERS

- **Officers.** The officers of the Chamber shall include a President / CEO, Vice President, Secretary, and Treasurer / CFO. The Board may create additional officer positions as it deems appropriate.
- **Election and Term.** Officers shall be elected by the Board at its first meeting following the annual member meeting and shall serve three (3) year terms, renewable by Board resolution.
- **President / CEO.** The President / CEO shall serve as the chief executive officer of the Chamber, preside over meetings of the Board and membership, execute Board directives, and perform such other duties as the Board may assign.
- **Vice President.** The Vice President shall assist the President / CEO and shall assume the President's duties in the President's absence. The Vice President shall perform such other duties as assigned by the Board or the President.
- **Secretary.** The Secretary shall maintain accurate records, minutes, and corporate filings; provide required notices; and perform such other duties as the Board may direct.
- **Treasurer / CFO.** The Treasurer / CFO shall oversee finances, budgets, and financial reporting; ensure proper accounting; and perform such other duties as the Board may direct.

- **Removal.** Any officer may be removed by a majority vote of the Board whenever, in its judgment, the best interests of the Chamber would be served thereby.

ARTICLE VI — FOUNDER RECOGNITION AND INTELLECTUAL PROPERTY

- **Founders.** The Founder(s) of OCWBC are the individual(s) who conceived, organized, and established the Chamber prior to its formal incorporation.
- **Founder Recognition.** Founder(s) shall hold permanent recognition as Founders of OCWBC. Founder(s) may serve in executive leadership roles, including as President / CEO, subject to Board structure and governance needs.
- **Pre-Incorporation Intellectual Property.** All intellectual property created prior to incorporation — including the Chamber name, logos, branding, program models, event formats, written materials, and strategic frameworks — shall remain the sole property of the Founder(s) unless expressly assigned to the Chamber in writing.
- **Post-Incorporation Intellectual Property.** Intellectual property created after incorporation in the ordinary course of Chamber business shall be the property of the Chamber.
- **License to Use.** Founder(s) grant the Chamber a perpetual, royalty-free license to use Founder-owned intellectual property solely for Chamber-related purposes during the Chamber's existence.
- **Protection.** No Board, officer, or member may use, replicate, or transfer Founder-owned intellectual property outside of Chamber purposes without the written consent of the Founder(s).

ARTICLE VII — COMMITTEES, ADVISORY COUNCIL, AND AFFILIATED FOUNDATION

Standing Committees. The Board may establish standing committees to carry out the work of the Chamber. Each standing committee shall operate under a written charter approved by the Board. Industry committees may include:

- Healthcare & Life Sciences
- Power & Energy
- Economic Development
- Retail & Wholesale
- Tourism & Hospitality
- Nonprofit Sector
- Professional & Business Services
- Education & Workforce Development
- Government Affairs & Advocacy
- Real Estate
- Construction & Engineering
- Automotive
- E-Commerce
- Legacy
- NextGEN
- Theater & Arts

Governance Committees. The Board shall maintain governance committees including, but not limited to:

- Membership Committee
- Advocacy & Policy Committee
- Education & Programs Committee
- Finance & Audit Committee

Ad Hoc Committees. The Chair or the Board may appoint ad hoc committees for specific purposes. Ad hoc committees shall be dissolved upon completion of their assigned task or by Board resolution.

Committee Authority. No committee may amend these Bylaws, elect or remove directors or officers, approve mergers or dissolutions, or authorize expenditures outside approved budgets without Board approval.

Advisory Council. The Chamber may maintain a non-governing Advisory Council comprised of industry leaders and subject matter experts. Advisory Council members shall not hold fiduciary authority over Chamber affairs.

Companion Foundation. The Orange County Women's Business Chamber ("OCWBC") may establish or affiliate with a separate nonprofit charitable organization operating under Section 501(c)(3) of the Internal Revenue Code, known as the **Orange County Women's Business Foundation ("OCWBF")**. Memorandum of Understanding in appendix

ARTICLE VIII — MEETINGS

Regular Board Meetings. Regular meetings of the Board of Directors shall be held at least monthly, at times and places fixed by the Board.

Special Meetings. Special meetings of the Board may be called by the Chair, President / CEO, or any two (2) Directors upon not fewer than 48 hours' notice to each Director.

Annual Member Meeting. An annual meeting of members shall be held each year for the purpose of receiving reports and transacting such other business as may properly come before the meeting.

Notice. Written notice of each meeting, stating the place, date, time, and (for special meetings) purpose, shall be provided to all Directors or members entitled to attend not fewer than seven (7) days before the meeting.

Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of Board business. A quorum for member meetings shall be ten percent (10%) of voting members.

Voting. Actions of the Board shall require a majority vote of Directors present at a meeting at which a quorum exists, unless a higher threshold is required by law or these Bylaws.

Remote Participation. Directors and members may participate in meetings by telephone, video conference, or other electronic means allowing simultaneous communication. Such participation constitutes presence in person.

Action Without a Meeting. The Board may take action without a meeting if all Directors consent in writing or by electronic transmission. Such consents shall be filed with the minutes.

ARTICLE IX — FINANCES

Fiscal Year. The fiscal year of the Chamber shall begin on January 1 and end on December 31 of each year, unless otherwise determined by the Board.

Budget. The Board shall approve an annual operating budget prior to the commencement of each fiscal year.

Use of Funds. All funds of the Chamber shall be used solely to further the Chamber's mission and purposes.

Checks and Contracts. Financial instruments shall be authorized by the Board. All checks or drafts for amounts exceeding a threshold set by the Board shall require dual authorization.

Deposits. All funds shall be deposited to the credit of the Chamber in such financial institutions as the Board may select.

Financial Review or Audit. The Board shall cause the financial records of the Chamber to be reviewed or audited annually by an independent certified public accountant or a designated finance committee.

Inurement Prohibition. No part of the net earnings of the Chamber shall inure to the benefit of, or be distributable to, any Director, officer, member, or other private individual, except that the Chamber may pay reasonable compensation for services rendered.

ARTICLE X — CONFLICT OF INTEREST AND CODE OF ETHICS

Conflict of Interest Policy. The Chamber shall adopt and maintain a written Conflict of Interest Policy applicable to all Directors, officers, and key employees, requiring disclosure of actual or potential conflicts and recusal where appropriate.

Code of Ethics. All Directors, officers, committee members, and representatives of the Chamber shall conduct themselves with integrity, professionalism, and respect. Prohibited conduct includes:

- Abuse of authority or position;
- Harassment, discrimination, or retaliation of any kind;
- Defamation or knowingly false statements; and
- Misuse of Chamber resources or confidential information.

Fiduciary Duties. All covered persons owe duties of care, loyalty, and obedience to the Chamber. Violations of the Code of Ethics may result in disciplinary action, including removal, following the due process procedures in Article IV.

ARTICLE XI — INDEMNIFICATION AND LIABILITY

Indemnification. To the fullest extent permitted by California law, the Chamber shall indemnify and hold harmless its Directors, officers, committee members, and agents against claims, liabilities, costs, and expenses (including reasonable attorney fees) arising from the performance of their duties, except with respect to matters involving gross negligence or willful misconduct.

Insurance. The Chamber may purchase and maintain directors and officers liability insurance and such other insurance as the Board deems appropriate.

ARTICLE XII — RECORDS AND NOTICES

Records. The Chamber shall maintain adequate books and records of its accounts and affairs, including minutes of all member and Board meetings, at its principal office.

Inspection Rights. Directors and members shall have the right to inspect the books and records of the Chamber to the extent provided by applicable California law.

Notices. Any notice required may be provided in writing, by first-class mail, facsimile, or electronic mail. Notices are effective when sent to the address on record with the Chamber.

ARTICLE XIII — AMENDMENTS

Amendment Procedure. These Bylaws may be amended or repealed, and new bylaws may be adopted, by a two-thirds (2/3) vote of the Board of Directors at any meeting at which a quorum is present, provided that written notice of the proposed amendment was distributed to all Directors at least ten (10) days prior to the meeting.

ARTICLE XIV — DISSOLUTION

Dissolution. The Chamber may be dissolved in accordance with applicable California law upon approval of two-thirds (2/3) of the Board of Directors and, if required by law, the voting membership.

Distribution of Assets. Upon dissolution, after paying or making provision for all liabilities, the remaining assets shall be distributed to one or more organizations operating as a 501(c)(6) business chamber or similar organization consistent with the mission of OCWBC, as determined by the Board and approved by a court of competent jurisdiction if required.

ARTICLE XV — GENERAL PROVISIONS

Governing Law. These Bylaws shall be construed and governed by the laws of the State of California.

Severability. If any provision of these Bylaws is held invalid or unenforceable, the remaining provisions shall continue in full force and effect.

Effective Date. These Bylaws shall be effective upon adoption by the Board of Directors.

CERTIFICATION OF ADOPTION

We, the undersigned, hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Orange County Women's Business Chamber on the date set forth below.

_____ Date: _____ President / CEO

_____ Date: _____ Secretary

Orange County Women's Business Chamber

12881 Knott St. Suite 212

Garden Grove, CA 92841

(844) 425-4002 Office

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APPENDIX: Companion Foundation and Memorandum of Understanding

The Orange County Women's Business Chamber ("OCWBC") may establish or affiliate with a separate nonprofit charitable organization operating under Section 501(c)(3) of the Internal Revenue Code, known as the **Orange County Women's Business Foundation ("OCWBF")**.

The Foundation shall operate as a legally separate entity with its own:

- Board of Directors
- Articles of Incorporation
- Bylaws
- Financial accounts
- Compliance and reporting obligations

To ensure proper governance, legal compliance, and mission alignment, the relationship between OCWBC and OCWBF shall be governed by a **formal Memorandum of Understanding (MOU)** approved by both Boards.

Under no circumstances shall funds, assets, or activities be commingled in violation of federal or California law. Each entity shall maintain independent financial records and operational control.

◆ MEMORANDUM OF UNDERSTANDING (MOU)

Between

Orange County Women's Business Chamber (OCWBC)

A California 501(c)(6) Nonprofit Mutual Benefit Corporation

AND

Orange County Women's Business Foundation (OCWBF)

A California 501(c)(3) Nonprofit Public Benefit Corporation

1. PURPOSE

This Memorandum of Understanding ("MOU") establishes the formal relationship between OCWBC and OCWBF to ensure:

- Legal separation and compliance
- Strategic collaboration
- Mission alignment
- Operational clarity

OCWBC focuses on **business advocacy, networking, and economic development**, while OCWBF focuses on **charitable, educational, and philanthropic initiatives**, including scholarships, mentorship, and community programs.

2. LEGAL STATUS AND SEPARATION

Both entities shall:

- Operate as **independent legal organizations**
- Maintain **separate EINs, bank accounts, and financial records**
- File separate tax returns (Form 990 as applicable)
- Maintain independent Boards of Directors

Neither entity shall represent itself as legally controlling the other.

3. MISSION ALIGNMENT

Both organizations agree to collaborate under a shared vision:

"Empowering women across all industries, life stages, and communities through business growth, leadership, education, and opportunity."

4. ROLES AND RESPONSIBILITIES

OCWBC (501(c)(6))

- Business networking and membership services
- Advocacy and policy engagement
- Industry committees and events
- Revenue-generating programs and sponsorships

OCWBF (501(c)(3))

- Scholarships and grants

- Workforce reintegration programs
 - Mentorship and education initiatives
 - Community and charitable programming
-

5. SHARED SERVICES (IF APPLICABLE)

The organizations may share certain resources, provided all arrangements are:

- Documented in writing
- Conducted at fair market value (if applicable)
- Approved by both Boards

Shared services may include:

- Marketing and branding support
- Event collaboration
- Administrative support
- Office space or staffing

6. FINANCIAL INTEGRITY

- No commingling of funds is permitted
- Each entity must track its own revenues and expenses
- Any transfers between entities must:
 - Be properly documented
 - Serve a legitimate purpose
 - Comply with IRS regulations

7. BRANDING AND INTELLECTUAL PROPERTY

- OCWBC retains ownership of its brand, programs, and intellectual property unless otherwise assigned
- OCWBF may use branding under a **limited, revocable license**
- All public representations must clearly distinguish between the two entities

8. EVENTS AND PROGRAMS

Joint initiatives may be conducted, including:

- Fundraisers
- Community events
- Educational workshops
- Workforce programs

Each event must clearly designate:

- Which entity is the host
 - Which entity receives revenue
 - Applicable tax treatment
-

9. GOVERNANCE COORDINATION

- Cross-board communication is encouraged but not required
- Board overlap may occur but must comply with conflict-of-interest policies
- Each Board maintains full fiduciary responsibility for its organization

10. CONFLICT OF INTEREST

All Directors and Officers must:

- Disclose dual roles
- Recuse themselves where appropriate
- Act in the best interest of the entity they serve

11. TERM AND TERMINATION

This MOU shall:

- Remain in effect until amended or terminated
- Be reviewed annually
- Be terminated by either party with **30 days written notice**

12. AMENDMENTS

This MOU may be amended only by:

- Written agreement
- Approval of both Boards of Directors

13. NO PARTNERSHIP OR JOINT VENTURE

Nothing in this MOU shall be construed to create:

- A legal partnership
- Joint venture
- Agency relationship

◆ SIGNATURES

Approved and adopted by the undersigned authorized representatives:

ORANGE COUNTY WOMEN’S BUSINESS CHAMBER (OCWBC)

Majeda Geramy, MBA
Founder & President / CEO

Date: _____

ORANGE COUNTY WOMEN’S BUSINESS FOUNDATION (OCWBF)

Authorized Representative

Title: _____

Date: _____