

**BY LAWS OF THE PERUVIAN CHAMBER  
OF COMMERCE OF CALIFORNIA**

**CHAPTER 1**

**CORPORATION**

Article 1

The Peruvian Chamber of Commerce of California (PCCC) was founded in the city of Los Angeles, State of California, on the 24<sup>th</sup> of June of 1977. It is comprised of individual members and corporations in the commerce, banking and industrial sectors.

Article 2

The Peruvian Chamber of Commerce of California has its center of activities in the city of Los Angeles, and works in projects throughout the state of California.

Article 3

- A. The Peruvian Chamber of Commerce of California is categorized as a Not-for - Profit Corporation, as a mutual benefit association. This status is tax exempt by the IRS as referred under the terms of federal law, under Section 501(c) (4).
- B. The intended purpose of this corporation is to work solely as a Chamber of Commerce.
- C. The Peruvian Chamber of Commerce of California is registered under the state of California with number 1006795, dated 17<sup>th</sup> of October of 1980, as a Not-for-Profit Corporation.

Article 4

The Peruvian Chamber of Commerce of California, is based upon the statutes and rules approved in general assembly, taking into consideration the laws and regulations of the State of California and the Federal Government.

Article 5

The Peruvian Chamber of Commerce of California has its official seal, according to the design approved by the Board of Directors. A

logo in Spanish is found with the inscription: Por el Incremento de la Amistad y del Comercio.

Article 6

This institution publishes the news bulletin entitled: Peru Presente.

Article 7

The Peruvian Chamber of Commerce of California will provide data and information, as a source to members and the public in general.

**CHAPTER 2**

**AIM**

Article 8

The Peruvian Chamber of Commerce of California shall increase and sponsor trade and cultural relations between the nation of Peru and the state of California.

**CHAPTER 3**

**ORGANIZATION**

Article 9

The Peruvian Chamber of Commerce of California is composed of:

- A. Board of Directors
- B. Associate Body
- C. Members

Article 10

The Board of Directors is made up of:

- A. One president
- B. Two vice-presidents
- C. One secretary
- D. One assistant secretary
- E. One treasurer
- F. One assistant treasurer
- G. One associate counselor, with the right to speak, but without vote.  
The Board of Directors will appoint this person to office.

- H. One president-elect.

#### Article 11

- A. The Associate Body is composed of 10 members appointed by the Board of Directors.
- B. In meetings held by the Associate Body, the associates not able to attend must send another member of the committee, to be a representative on his/her behalf.

#### Article 12

The members are those persons registered with the institution, according to assigned categories.

#### Article 13

The Board of Directors and the Bylaws manage the Peruvian Chamber of Commerce of California.

#### Article 14

The appointees in the Board of Directors can only be given an additional term of one year, staying in office no more than two consecutive years, as stated in the electoral process of 1980-1981.

#### Article 15

The president-elect will be able to attend the meetings of the Board of Directors and will have the right to speak, but without vote.

#### Article 16

The meetings of the Board of Directors will be convened with a minimum attendance of four of its members.

#### Article 17

Role and power of the Board of Directors:

- A. Direct and manage the Chamber of Commerce based on the Bylaws.
- B. Approve expenses submitted by the Treasurer.
- C. Determine the admission, suspension and expulsion of members.
- D. Name an administrative manager with stated salary, and as needed other employees with pay.

- E. Reprimand an individual director that does not comply with his duties, and if necessary ask for his/her dismissal.
- F. Indicate office duties and work of employees at the institution.
- G. Approve amount of membership fees.
- H. Designate overseers who will be in charge of committees and substitute committees.

#### Article 18

Meetings of the Board of Directors will consist of a quorum that will convene having half of its members plus one.

#### Article 19

The Board of Directors will meet every Thursday on the first week of the month, prior to having summoned each member of the Board.

#### Article 20

When the Board convenes, records will be taken and at the end of the meeting will be signed by the president and the secretary.

#### Article 21

##### Presidency

The following functions are given to the president:

- A. Represent the Chamber in public and private settings, functioning as agent of the institution, except in cases when the Board of Directors assign a special delegate.
- B. Stand in full compliance to the Bylaws and the amended statutes and dictates given by the Board of Directors.
- C. Submit -if necessary- provisions for internal economic and administrative affairs, passing them for review and approval to the Board of Directors in the first session to take place.
- D. Authorize by signature, official documents of the institution.
- E. Submit to the Board of Directors proposed arrangements of various committees as necessary.
- F. Sign checks and invoices together with the Treasurer.

- G. Coordinate with the Board of Directors assignments not found in the Bylaws.
- H. Exercise other functions granted by the Bylaws or dictates given in a general assembly and/or the Board of Directors.

Article 22

Vice-presidency

The following functions are given to the vice-president:

Local affairs:

- A. Be a substitute for the president when necessary.
- B. In case of the president's dismissal or death, the vice-president shall assume the presidency for the remainder of the term with all the powers granted in the Bylaws.
- C. Coordinate and oversee the work of the various committees in local events, programs and membership among others.
- D. Assist the president by helping fulfill the duties of his position.

International affairs:

- A. Be a part of the commission set up to study the way to increase and join commercial, tourist and cultural exchanges between Peru and the United States and vice-versa, considering the regulatory measures of each state.
- B. Coordinate and oversee the work of the committees on international affairs.
- C. Assist the president on the exercise of his position.

Article 23

Secretariat

The following functions of the secretary are:

- A. Handle the Chamber's administrative matters without mingling in its monetary affairs.
- B. Attend to the need of members, and other persons in need of the services of the institution.
- C. Present the transcribed records of the meetings, showing special attention to

the motions and approved resolutions with corresponding paperwork.

- D. Process applications of new members.
- E. Keep up-to-date the Associate Body roster and the files of the institution, while safeguarding the seal of the corporation.
- F. At the end of his/her term of office, the secretary will submit all files and documents, and the office equipment to the president or persons assigned by the Board of Directors.

Article 24

Treasury

- A. The treasurer is responsible for the handling of all funds, constituting income and expenses of the Chamber. He must sign invoices and all documents of payment and debit.
- B. The treasurer will sign checks together with the president. In case of absence or impediment by any one or both, the vice-president and/or the secretary will substitute their signature.
- C. The treasurer will not have the right to make payments on any contracted debt if it is not on the budget. He can only do so if previously approved by the Board of Directors.
- D. All payments of the institution are to be made by check, and the check number should appear in the account ledger.
- E. In the annual report, the treasurer must submit the general balance together with all financial statements requested, to the members of the Board of Directors.
- F. Whenever the Board asks to see the financial status of the institution, the treasurer must submit the pertinent information.
- G. When the treasurer comes to office, the income and expense budget will be submitted to the Board at its first meeting, for study and approval.

Article 25

Assistant secretary and assistant treasurer

The following functions are granted:

- A. Be a substitute for the heads of their respective department when necessary.
- B. In case of the dismissal, death or resignation of the heads to their terms of office, their positions will be taken over by the assistants with all powers granted in the Bylaws.
- C. The assistant treasurer and assistant secretary will assist their heads in the exercise of their office.

#### Article 26

##### Members

The members of the institution comprise:

- A. Those individuals involved in commerce, industry or trade in general.
- B. Individuals who work in freelance careers and are seeking affiliation.
- C. Other business people who want to be part of the institution.

#### Article 27

Applications for affiliation by members or businesses will be submitted to the Membership Committee, then handed over to the Board of Directors for its full approval.

#### Article 28

Members have the following rights:

- A. Access to all regular gatherings at the offices of the institution, use of all the information resources made available online, and the power to submit various proposals for study.
- B. Take part in any general assembly with the right to speak and vote.
- C. Elect and be elected.
- D. Receive other privileges and rights as found in the Bylaws.

#### Article 29

The obligations of the members are:

- A. Payment of membership fees must be made on time.
- B. Respect the resolutions based on internal matters dictated by the Board of

Directors and compliant with the Bylaws.

- C. Acquiesce to comply with the position given.
- D. Contribute to the prestige and progress of the institution with the aim of furthering necessary goals.

#### Article 30

- A. The Board of Directors has the power to end the membership of any person that does not meet with his/her financial requirements. In addition, the Board has the right to terminate the membership of anyone based on just cause.
- B. The dismissal of an associate or member must be submitted to the Board of Directors for transfer to the Honor Committee, who will decide in session what the result will be, based on the majority of votes cast on a secret ballot.
- C. No member of the Board of Directors or the Associate Body will participate in the proceedings of the Honor Committee.

#### Article 31

##### Member resignation

Any member of the institution can resign by submitting a written form to the Board of Directors.

#### Article 32

Those individuals who resign to their membership will not be entitled to the reimbursement of the fee paid.

#### Article 33

##### Participation:

Only those members that have paid their dues on time and have fulfilled their duties have the right to speak and vote when any general assembly convenes.

#### Article 34

##### Invoice of membership:

Every associate or member must receive an invoice for membership, as certified by the

Board of Directors. The invoice should be accompanied by a copy of the Bylaws as required by the state of California, together with the membership card.

#### Article 35

Moneys received come from membership, regular events and special events. Its allocation will be based on the proposed budget submitted to the Board of Directors and approved in general assembly.

#### Article 36

Membership is subdivided in the following categories:

- Category A: Founding members
- Category B: Honorary members
- Category C: Active members
- Category D: Life members

#### Article 37

Founding members:

Are those individuals who signed the Founder's Document, on the twenty-fourth of June of nineteen hundred and seventy-seven, the date of the inception of the institution.

#### Article 38

Honorary members:

1. Approval for honorary status will be submitted to the Board of Directors, based on deserved merit. If the benefit is granted, it will bear the signature of the Associate Body.
2. Honorary members enjoy the privileges of having their membership fees waived, together with the exclusion in contributions to special events.
3. The Board of Directors will give honorary members a certificate of their status.

#### Article 39

Active members:

Are those who are up-to-date with the payment of their membership, and are registered in the roster of the institution.

#### Article 40

Category C members are classified by the following:

Group I Comprised by the banking sector, insurance groups, commercial and industrial enterprises and other economic liaisons with a capital amount of greater than one million US dollars.

Group II Comprised by commercial, industrial firms or individual groups, whose economic or professional activity exceed two hundred thousand US dollars.

Group III Comprised by individual, commercial or industrial firms whose economic activity is less than two hundred thousand US dollars.

#### Article 41

Life members

- A. Life membership is granted to active members that have been affiliated with the Chamber throughout a continuous period of ten years.
- B. Life membership can also be given to those individuals who have contributed in an extraordinary way, and based on the criteria of the Board of Directors they deserve such distinction.
- C. The Board of Directors will give life members a record of their accreditation.

### **CHAPTER 4**

#### **ASSEMBLIES**

#### Article 42

The meetings will be convened with the members of the Chamber present, and will be classified as regular or special assemblies.

#### Article 43

The regular assembly will convene on the month of June for the following purpose:

- A. Review the work and status of the Presidency.
- B. Call the Nominating Committee based on a chairman and two chiefs of staff that will not be chosen to run for any seat on the new Board of Directors.
- C. Selection of new individuals to the Board of Directors.

#### Article 44

Special assemblies will be called based on resolution by the Board of Directors.

#### Article 45

To resolve and bring deliberation on specific points at regular or special assemblies, a minimum of 25% of active members must be present.

#### Article 46

All general assemblies will be directed by the president, in case of absence the vice-president or assigned person will take its place.

#### Article 47

At any assembly, the president will have the final vote when there is a tie.

#### Article 48

Every transcribed record in a general assembly will bear the signatures of the president and secretary, or their substitutes.

#### Article 49

The positions of office will be handed over, and the set up of the new Board of Directors as well as the Associate Body, will take place in a ceremony, on the twenty-eighth of July, for which a special assembly will be called.

### **CHAPTER 5**

## COMMITTEES

#### Article 50

Established committees are groups appointed for a specific purpose. These committees are presided over by its Overseers, whose nomination for office will be submitted and approved by the Board of Directors. The Overseers, in turn, will select the members needed for their committee.

The following are established committees:

- A. Membership Committee
- B. Press and Publishing Committee
- C. Public Relations Committee

#### Article 51

Each established committee must have three members or more, according to the work plan.

#### Article 52

The Board of Directors has the power to increase the number of committees based on the need of the Chamber.

#### Article 53

The overseers in charge of various committees must submit an account of their activities and work, when the Board of Directors convenes.

#### Article 54

Committee work plans must be developed according to the model presented in the Bylaws, and must agree with rules established by the state of California and the Federal Government.

#### Article 55

Substitute committees and Special commissions

The Board of Directors, according to the need of the Chamber may nominate substitute committees and special commissions.

#### Article 56

The Committee to Oversee the Bylaws will work in conjunction with other committees and substitute groups, when the development of any plan of action is to be submitted and approved by the Board of Directors.

#### Article 57

The revenue of the Peruvian Chamber of Commerce of California will be based on the following sources:

- A. Membership fees
- B. Regular Event fees
- C. Special Event fees
- D. Donations
- E. Other sources

### **CHAPTER 6**

#### BYLAWS

#### Article 58

The following Bylaws will be in effect on the first day of its approval by the Board of Directors. They will be given to all active members of the institution.

#### Article 59

- A. The Amendment Petition to the Bylaws must be submitted in writing, and must contain a majority vote of 25% of all active members.
- B. The Committee to Oversee the Bylaws will submit for approval the necessary changes to the Board of Directors.
- C. The Board of Directors will call a special assembly to resolve changes requested by clause A and B.

### **CHAPTER 7**

#### PUBLISHING

#### Article 60

Under the direction of the Press and Publishing Committee, the news bulletin entitled Peru Presente, will be printed and distributed to all members and the public in general.

### **CHAPTER 8**

#### GENERAL VOTING GUIDELINES

#### Article 61

The Board of Directors will submit voting guidelines to nominate members, and give

positions of office to those individuals running for a seat.

#### Article 62

Requirements for candidates:

- A. To aspire for the title of president, an individual must be an active member for a minimum period of two years, and must be up-to-date with its membership fee.
- B. For positions of office at the Board of Directors, an individual must be an active member a minimum of one year, and is required that its membership fees are up-to-date.
- C. For nomination to any position described in clause A and B, the individual should have participated on some committees of the Chamber.
- D. The required length of time and commitment found in clause A, B and C must be submitted on the day elections take place.

### **CHAPTER 9**

#### DISSOLUTION

#### Article 63

1. In regular or special assembly, the Associate Body can terminate the institution, if found incompetent according to the Bylaws or decrees established by the state of California and/or the Federal Government.
2. If the accord is reach on the termination of the institution, the Associate Body will apportion the assets to another not-for-profit entity whose base of operation is found in the county of Los Angeles, state of California.
3. To develop the *Resolution to Dissolve the Corporation*, a Committee to Apportion the Liquid Assets will be established having three members.
4. The Commission can be formed by the Board of Directors or set up by the Associate Body.

## **CHAPTER 10**

### **ASSETS**

#### Article 64

The assets of the institution comprise the overflow of income –after all accounts paid- as well as company belongings such as furniture, office equipment, and financial resources presently available at the organization’s account and/or safe deposit box.

## **CHAPTER 11**

### **LENGTH OF OPERATION**

#### Article 65

This institution was established on the 24<sup>th</sup> of June of 1977, and the beginning of activities took place on the 28<sup>th</sup> of July of the same year. Its length of operation is indefinite.

#### Article 66

Transitional guidelines:

- A. If the institution does not have an official Assembly Hall for the development of work plans and meetings, the Board of Directors will be asked to find a locale in accordance with the Bylaws.
- B. Available mail, files, office equipment and other belongings pertinent to the institution, will be in the hands of the Presidency.

### **AMENDMENTS**

Effective December 19,1991

#### Article 14

The amendment to Article 14 regards the tenure of the president, and is based on the belief that is it not possible to make any long term plan or projection, if his/her term of office is limited to one year only.

The wording of the amendment is the following:  
*The tenure of the office of the Presidency may be extended from one to two years if requested by the president and approved by the Board of Directors 45 days prior to the end of his/her first year in office.*

#### Article 24

The addition to Article 24 is based on the need to designate an officer of the Chamber, as the responsible party for the yearly filing of federal and state corporation income taxes.

The wording of the amendment is the following:  
*The treasurer will prepare, or will send to prepare the Chamber’s federal and state corporation income tax, compliant with the date required by the Department of the Treasury and the California Franchise Tax Board.*

#### Article 33

The addition to Article 33 will allow new members to exercise their voting rights only after a period in which they have had the opportunity to become acquainted with the Chamber’s history and members.

The wording of the amendment is the following:  
*Those who have received their membership 45 days prior to the general elections will not have the right to cast his/her vote for the year in which they were admitted as members.*

#### Article 59

The addition to Article 59 will permit that any amendment approved by general assembly will be effective immediately after its approval.

The wording is the following:  
*The Board of Directors will implement any amendment to the Bylaws immediately after its approval in general assembly, except that any change regarding the tenure of the office of the Presidency, if ratified, will not be effective until the following year.*

#### Article 62

The addition sets the rules and regulations to be followed by the Nominating Committee.

The wording of the amendment is the following:  
*The Nominating Committee shall comprise three members appointed by the Board of Directors, holding the positions of chairman, secretary and director. The appointees are not allowed to run for a seat at the Board, but do have the right to vote.*

The responsibilities of the Nominating Committee are the following:  
Chairman:

- a. Calls all the members to participate in the nominating process.
- b. Requests from the Chamber's president the final list of candidates to the various positions at the Associate Body. If the list has additions or deletions, it becomes invalid.
- c. Inform all members of the list of candidates and their positions as stated above.
- d. In general assembly, inform on the outcome of the elections.

Secretary:

- a. Requests from the president the list of members in good standing.
- b. Requests the confirmation from the Chamber's president, regarding the status of the candidates to their position of office.
- c. Confirms that all candidates have accepted their position of office.
- d. Distributes printed ballots to all eligible members at election time.
- e. Records the minutes during the election and submits them to the Board of Directors.

Director:

- a. Distributes the printed ballots together with the secretary to all eligible members at election time.
- b. Oversees the proceedings according to the Bylaws.

In the event that any of the candidates running for office receives the same number of votes, there will be a second motion. If there is a tie, the nomination will be postponed until a later date, according to the agreement reached by both candidates.

The duties of the Nominating Committee will end when the process is adjourned and the transcribed records are submitted to the Board of Directors.

Long Beach, CA  
November 2006

