

**Businesses For a Better San Clemente Political Action Committee
(BBSCPAC)**

1231 Puerta Del Sol, Suite 200 | San Clemente, CA 92673

Email: info@bbscpac.com

BYLAWS

Approved by the BBSCPAC Board of Trustees

6/10/2024

ARTICLE I

Name and Legal Status

Section 1. Name

The name of this organization shall be Businesses for a Better San Clemente Political Action Committee, hereinafter referred to as “BBSCPAC” or the “Committee.”

Section 2. Legal Status

BBSCPAC shall operate as a California state recipient political committee in compliance with the Political Reform Act and regulations of the California Fair Political Practices Commission (“FPPC”).

Section 3. Nonpartisan Status

The Committee is nonpartisan and shall not be affiliated with or controlled by any political party.

Section 4. Relationship to the San Clemente Chamber of Commerce

Businesses for a Better San Clemente Political Action Committee is sponsored by the San Clemente Chamber of Commerce. The Committee shall operate as a separate political committee and shall maintain independent governance and decision-making authority with respect to political endorsements, contributions, and expenditures.

Nothing in these Bylaws shall be interpreted to authorize the San Clemente Chamber of Commerce, or any officer or director thereof, to direct or control the political decisions of the Committee.

ARTICLE II

Purpose

The Committee shall conduct all political activities in compliance with the California Political Reform Act and applicable regulations of the Fair Political Practices Commission.

The purposes of BBSCPAC are:

1. To promote responsible and effective government that supports a healthy and vibrant business community in the City of San Clemente.
2. To encourage participation by the business community in civic and governmental affairs.
3. To educate the business community regarding candidates, public policy issues, and governmental actions affecting commerce and economic vitality.
4. To support or oppose candidates, ballot measures, and legislative matters affecting the San Clemente business community through lawful political activity, including contributions and endorsements.
5. To comply fully with all campaign finance and disclosure requirements established under California law.

ARTICLE III

Membership and Participation

Section 1. General Participants

Participation in BBSCPAC activities may be open to individuals who support the mission of the Committee and who comply with applicable laws governing political contributions.

Section 2. Contributions

The Committee shall not accept contributions from prohibited sources, including foreign nationals, and shall ensure that contributions do not exceed FPPC-established limits.

All contributions shall be reported and disclosed as required by law.

Section 3. Approval of Contributions

The Board of Trustees may establish procedures governing the solicitation and acceptance of contributions.

ARTICLE IV

Board of Trustees

Section 1. Authority

The Board of Trustees shall serve as the governing body of the Committee and shall oversee all political activities, expenditures, and endorsements.

Section 2. Composition

The Board of Trustees shall consist of no fewer than five (5) and no more than seven (7) committee members.

All Trustees shall be members in good standing of the San Clemente Chamber of Commerce. While individuals serving on the Chamber's Board of Directors may also serve as Trustees, the PAC shall not be governed or controlled by the Chamber Board. The PAC Board of Trustees shall retain full and independent authority over all political activities, including endorsements, contributions, and expenditures.

Section 3. Duties

The Board of Trustees shall:

1. Establish policies governing the Committee's political activities
2. Approve political endorsements and contributions
3. Ensure compliance with campaign finance laws
4. Oversee fiscal management and reporting
5. Appoint officers and committees as needed

Section 4. Terms

Trustees shall serve one-year terms and may be reappointed.

Section 5. Vacancies

Vacancies on the Board shall be filled by a majority vote of the remaining Trustees.

Section 6. Removal

Trustees may be removed from office with or without cause by majority vote of the Board of Trustees, consistent with California Corporations Code Section 5221.

Section 7. Voting

Unless otherwise specified, actions of the Board shall require a majority vote of those present at a meeting with quorum established.

Section 8. Quorum

A majority of the Trustees shall constitute a quorum.

Section 9. Independence of Political Decisions

The Board of Trustees shall retain sole authority to determine the political activities of the Committee, including candidate endorsements, contributions, and expenditures. Such decisions shall be made independently by the Board of Trustees in accordance with applicable law and shall not be subject to direction or control by any outside organization.

Section 10. Conflict of Interest and Recusal

Trustees shall disclose any financial, professional, or personal interest in any matter coming before the Committee that could reasonably be perceived as a conflict of interest. Any Trustee with such an interest shall recuse themselves from discussion and voting on the matter. The disclosure and recusal shall be noted in the minutes of the meeting.

ARTICLE V

Officers

Section 1. Officers

The officers of the Committee shall be:

- Chair
- Vice Chair
- Secretary
- Treasurer

Section 2. Election

Officers shall be elected annually by the Board of Trustees.

Section 3. Term Limits

No officer shall serve more than two consecutive terms in the same office.

Section 4. Duties of Officers

Chair

The Chair shall:

- Preside at meetings
- Provide leadership to the Committee
- Appoint committee members subject to Board approval

Vice Chair

The Vice Chair shall perform the duties of the Chair when the Chair is unavailable.

Secretary

The Secretary shall:

- Maintain minutes of all meetings
- Maintain official records of the Committee
- Manage Committee correspondence

Treasurer

The Treasurer shall serve as the chief financial and compliance officer of the Committee and shall ensure compliance with all reporting, disclosure, and contribution requirements under applicable law. The Treasurer shall ensure that all required FPPC campaign statements and reports, including but not limited to Forms 460, 410, and 497, are filed accurately and on time. The Treasurer may refuse, delay, or adjust any contribution or expenditure that would violate applicable campaign finance laws.

The Treasurer shall have authority to review and approve all disbursements of Committee funds to ensure compliance with applicable law.

The Treasurer shall:

1. Maintain accurate financial records
2. Deposit and safeguard Committee funds
3. Ensure timely filing of required campaign finance reports
4. Monitor compliance with FPPC rules and contribution limits
5. Maintain records for the period required by law

ARTICLE VI

Meetings

Section 1. Annual Meeting

The annual meeting of the Board of Trustees shall be held each year during the spring.

Section 2. Regular Meetings

The Board of Trustees may establish regular meeting schedules, as necessary.

Section 3. Special Meetings

Special meetings may be called by the Chair or by any two Trustees.

Section 4. Remote Participation

Electronic Participation in Meetings

Meetings of the Board may be conducted in person or through electronic communication, including teleconference or videoconference, provided that all participating members can hear and communicate with one another simultaneously during the meeting. Participation by such electronic means shall constitute presence in person for purposes of establishing a quorum and conducting Board business. All votes taken during such meetings must be verifiable and recorded in the meeting minutes. (California Corporations Code §5211)

Section 5. Parliamentary Authority

Meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised, except where inconsistent with these Bylaws.

ARTICLE VII

Committees

The Board of Trustees may establish committees composed of two or more Trustees to carry out the purposes of the Committee. Any such committees shall operate consistent with the authority and limitations set forth in California Corporations Code Section 5212.

The Board of Trustees may establish committees as necessary to support the activities of BBSCPAC, including:

- Candidate interview committees

- Policy review committees
- Compliance and governance committees

ARTICLE VIII

Political Endorsements and Expenditures

Section 1 – Authorization of Political Activity

Political endorsements, contributions, and expenditures shall require approval by a majority vote of the Board of Trustees at a meeting where quorum is present, subject to verification by the Treasurer that the proposed action complies with applicable law.

Section 2 – Compliance with Law

All political expenditures and activities of the Committee shall be conducted in compliance with applicable federal, state, and local laws, including the California Political Reform Act.

The Committee shall comply with all FPPC rules regarding independent expenditures and shall notify any major donors of their reporting obligations, if applicable.

Section 3 – Treasurer Verification

The Treasurer shall verify that any proposed political expenditure complies with applicable contribution limits, reporting requirements, and other campaign finance regulations prior to disbursement of Committee funds.

Section 4. Indemnification of Trustees

To the fullest extent permitted by California Corporations Code Section 5238, the Committee shall indemnify its Trustees and Officers against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with any proceeding arising from their service to the Committee, provided such individuals acted in good faith and in the best interests of the Committee.

Section 5. Coordination Restrictions

The Committee shall not coordinate its expenditures, communications, or activities with any candidate, campaign, or committee unless explicitly permitted by law.

Section 6. Loans

The Committee shall not provide or accept loans unless compliant with FPPC rules. Any loans must be disclosed and tracked per FPPC regulations.

ARTICLE IX

Books, Records, and Finances

Section 1. Records

Trustees shall have the right to inspect and copy the books, records, and documents of the Committee at any reasonable time consistent with California Corporations Code Section 8333.

The Committee shall maintain accurate financial and governance records, including contribution records and expenditure documentation.

The Committee shall maintain all records for a minimum of four (4) years in compliance with FPPC requirements.

Section 2. Fiscal Year

The fiscal year of the Committee shall be January 1 through December 31, unless otherwise determined by the Board.

Section 3. Financial Controls

The Committee shall maintain a separate bank account for all political funds, ensuring these funds are not commingled with non-political funds.

Disbursements of Committee funds shall require approval of the Treasurer and one additional officer, or other financial control mechanism approved by the Board.

ARTICLE X

Dissolution

Section 1. Dissolution Procedure

The Committee may be dissolved by majority vote of the Board of Trustees.

Section 2. Distribution of Assets

Upon dissolution, after payment of all lawful debts and obligations, remaining funds shall be distributed in compliance with applicable law and consistent with the Committee's civic purposes.

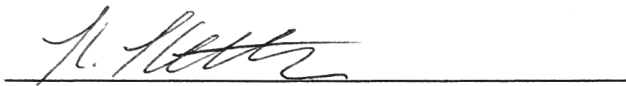
ARTICLE XI

Amendments

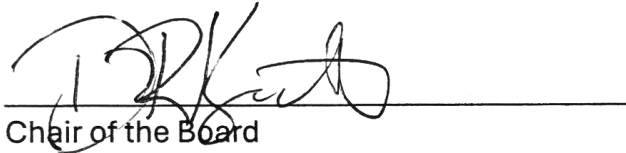
These Bylaws may be amended by a majority vote of the Board of Trustees at any meeting where the proposed amendment has been provided in advance.

Adoption

These Bylaws were adopted on the 6th day of June, 2026.



Secretary to the Board
Businesses for a Better San Clemente Political Action Committee



Chair of the Board
Businesses for a Better San Clemente Political Action Committee